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FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS

AS AT 31 DECEMBER 2014

Board of Directors and Board of Statutory Auditors

ASTM

Società per Azioni (public limited company)
Share capital EUR 44,000,000 fully paid-up
Tax code and registration number at the
Register of Companies of Turin: 00488270018
Registered Office in Turin - Corso Regina Margherita 165
Website: <http://www.astm.it>
e-mail: astm@astm.it
Management and coordination: Argo Finanziaria S.p.A. Unipersonale

MEMBERS OF THE BOARD OF DIRECTORS

Chairman
Gian Maria Gros-Pietro

Vice-Chairmen
Daniela Gavio
Marcello Gavio

Managing Director
Alberto Sacchi

Directors
Stefania Bariatti
Caterina Bima (1)
Luigi Bomarsi
Flavio Dezzani (2)
Cesare Ferrero (3)
Giuseppe Garofano (2)
Barbara Poggiali (2)
Luigi Roth (1)
Alberto Rubegni
Stefano Viviano
Marco Weigmann (1)

Secretary
Cristina Volpe

BOARD OF STATUTORY AUDITORS

Chairman
Marco Fazzini

Standing Auditors
Ernesto Ramojno
Piera Braja (3)

Substitute Auditors
Massimo Berni
Annalisa Donesana
Roberto Coda

- (1) Member of the "Remuneration Committee"
(2) Member of the "Audit and Risk Committee"
(3) Member of the "Supervisory Body"

MANAGEMENT

General Manager
Graziano Settime

INDEPENDENT AUDITORS

Deloitte & Touche S.p.A.

TERM OF OFFICE

The Board of Directors was appointed for three financial years by the Ordinary Shareholders' Meeting on 10 June 2013 and its term of office will expire with the Shareholders' Meeting that will be held for the approval of the 2015 Financial Statements.

The Board of Statutory Auditors was appointed for three financial years by the Ordinary Shareholders' Meeting on 22 April 2014 and its term of office will expire with the Shareholders' Meeting that will be held for the approval of the 2016 Financial Statements.

The Independent Auditors were appointed by the Ordinary Shareholders' Meeting on 28 April 2009 and are in office for nine financial years. Their term of office will expire with the Shareholders' Meeting that will be held for the approval of the 2017 Financial Statements.

POWERS OF COMPANY OFFICERS

The Chairman, who was appointed on 10 June 2013 by the Ordinary Shareholders' Meeting, exercises the powers granted to him by the Board on 10 June 2013.

The Vice-Chairmen – who were appointed by the Board of Directors on 10 June 2013 – were granted management powers to be exercised in case of absence or impediment of the Chairman.

The Managing Director was appointed by means of a Board's resolution dated 10 June 2013 and exercises the management powers granted to him by law and the Articles of Association.

Financial Statements
as at 31 December 2014

Operating performance

Shareholders,

in FY 2014, the "turnover" amounts to **more than EUR 1 billion (EUR 1,045 million)** at Group level.

The **positive traffic performance (+0.88%)**, together with the toll increase as from 1 January 2014, led to an **increase in "net toll revenues" equal to EUR 46.9 million (+5.47%)**. This change is due to the growth in traffic volumes for EUR 6.4 million (this 0.88% increase had an effect on "net toll revenues" equal to 0.75% if considering the traffic mix) and to the increase in tolls (EUR 40.5 million). If compared with FY 2013, the latter increased (i) by EUR 31.8 million (+3.71%) with regard to the increases approved as from 1 January 2014, and (ii) by EUR 8.7 million (+1.01%) with regard to the sections managed by SATAP S.p.A.. As a matter of fact, FY 2013 only partially benefited from the toll increase due, since it had been acknowledged starting from 12 April 2013.

The increase in "net toll revenues", given (i) the normal increase in the motorway sector operating costs and (ii) the slight increase in the general contribution of the so-called "ancillary sectors", led to an **increase in the "gross operating margin" equal to EUR 42.5 million, amounting to EUR 613.9 million**. Moreover, the **operational efficiency of the Group shows a further increase in the "EBITDA margin" amounting to 59% (58% in 2013)**.

The recognition, as "non-recurring" items, of (i) insurance refunds (equal to +EUR 1.5 million) and (ii) the partial write-down (equal to -EUR 11.7 million) of a receivable recorded in previous financial years, led to an "adjusted gross operating margin" of EUR 603.6 million as at 31 December 2014.

Despite the increase in amortisation/depreciation (+EUR 24.9 million), the higher write-down of equity investments (+EUR 7 million) and the recognition of "non-recurring items", the **Group's share of profit increased by EUR 7.4 million (+EUR 11.5 million, net of the said "non-recurring" items), amounting to a total of EUR 99.8 million**.

The **operating cash flow – up by approximately EUR 33.6 million** compared to the previous financial year– amounted to EUR 433.3 million.

The **"adjusted net financial indebtedness" as at 31 December 2014 - showing an improvement of approximately EUR 10.2 million** compared to 31 December 2013 - totalled EUR 1,311.6 million (EUR 1,321.8 million as at 31 December 2013).

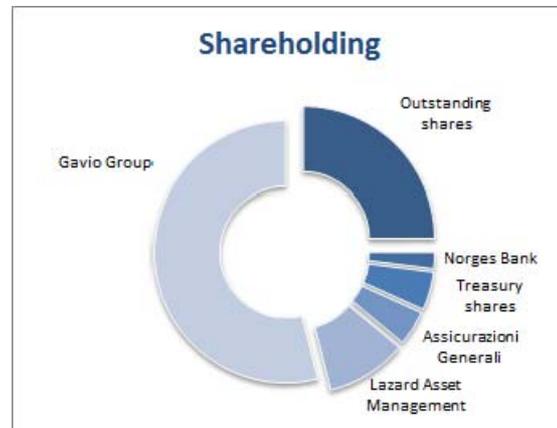
The **investments in motorway infrastructures** made in 2014 amounted to approximately **EUR 223 million**.

ASTM S.p.A. Shareholding

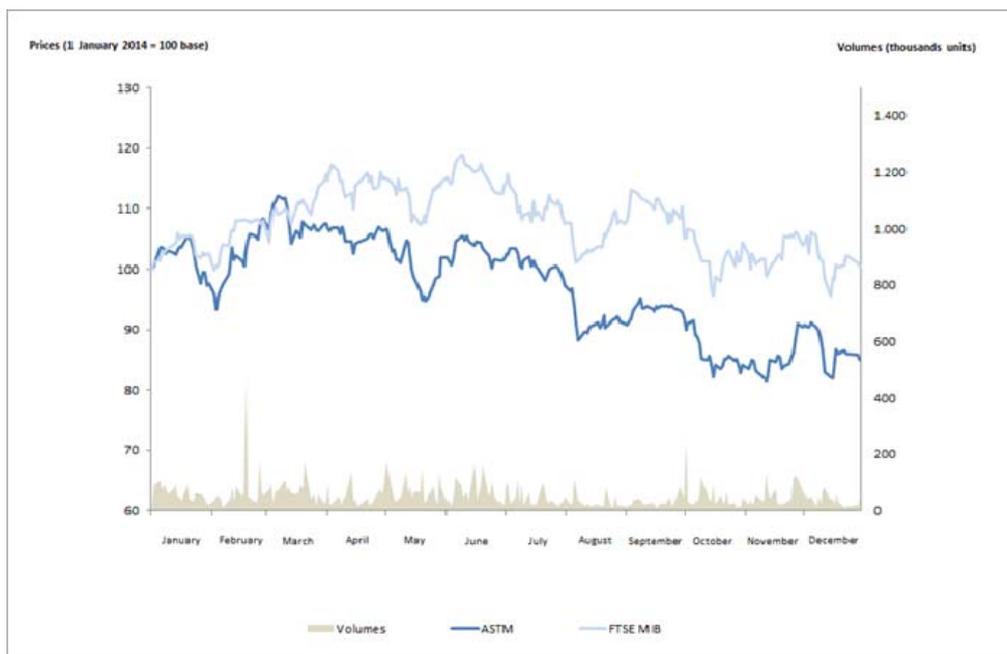
As at 31 December 2014, the number of ordinary shares is equal to 88,000,000. Based on the available information, the holders of ordinary shares amounting to more than 2% of the share capital are detailed below:

Gavio Group	53.93%	⁽¹⁾
Treasury shares	4.75%	
Lazard Asset Management LCC	9.98%	
Assicurazioni Generali Group	4.34%	
Norges Bank	2.04%	
Outstanding shares	<u>24.96%</u>	
Total	100.00%	

(1) Aurelia S.r.l. 0.54%; Argo Finanziaria S.p.A. 53.39%.



ASTM S.p.A. on the stock exchange - security performance in 2014



Information on the security

Number of shares as at 31 December 2014	88,000,000
Treasury shares as at 31 December 2014	<u>(4,178,564)</u>
Outstanding shares as at 31 December 2014	83,821,436
Market capitalisation as at 31 December 2014 (million EUR)	816
Dividend per share - FY 2013 (May 2014, EUR)	0.45
2014 interim dividend per share (November 2014, EUR)	0.20
Listing as at 31 December 2014	9.74
Maximum price in the period 1 January-31 December 2014 (7 March 2014)	12.84
Maximum price in the period 1 January-31 December 2014 (12 November 2014)	9.35
Average daily volumes in the period 1 January-31 December (thousands of shares)	54

Management Report

MANAGEMENT OF EQUITY INVESTMENTS

MANAGEMENT OF EQUITY INVESTMENTS

On 13 January 2014, the subsidiary SATAP S.p.A. purchased 283,914 shares, equal to 9.5% of the share capital of **Società per azioni Autostrade Centro Padane** that were sold by the Province of Piacenza by means of a public procedure for an amount of EUR 7.7 million (in line with the pro-rata of the company's shareholders' equity as resulting from the financial statements as at 31 December 2012).

On 13 January 2014, ASTM S.p.A. paid its pro-rata share (EUR 1.8 million) of the share capital increase against payment approved by the Shareholders' Meeting of the investee company **Baglietto S.p.A.** on 5 February 2013. The share currently held corresponds to 31% of the share capital.

On 7 May 2014 the whole equity investment held in **Collegamenti Integrati Veloci - CIV S.p.A.** was sold to Salini Impregilo S.p.A. (equal to 82.5% of the share capital), for an amount of EUR 17.5 million, with a capital gain of approximately EUR 5.3 million.

In May 2014, the subsidiary SALT S.p.A. purchased from the Municipality of Chieti 262,500 shares of the company **Finanziaria di Partecipazioni e Investimenti S.p.A.**, at a par value of EUR 0.50 each, for a total amount of EUR 0.1 million. The share currently held is equal to 99.535% of the share capital.

During the financial year, the subsidiary Finanziaria di Partecipazioni S.p.A. sold 500,000 shares held in **Mediobanca S.p.A.**, obtaining a capital gain of approximately EUR 1.8 million.

On 4 July 2014, the subsidiary Finanziaria di Partecipazioni e Investimenti S.p.A. fully exercised its option rights concerning the share capital increase approved by **Banca Carige S.p.A.**, by subscribing 36,530,400 shares with a par value of EUR 0.1 for each new share, for a total amount of EUR 3.7 million.

During the financial year, the subsidiary IGLI S.p.A. sold 50,000 ordinary shares and 19,461 saving shares of **Impregilo S.p.A.** for a total of EUR 0.4 million, obtaining a capital gain amounting to approximately EUR 0.1 million.

The subsidiary IGLI S.p.A. purchased **Banca Popolare di Milano S.c.ar.l.** shares ("BPM") and joined the share capital increase carried out by the bank in May 2014. During the financial year the company - through the purchase of (i) shares without option rights, (ii) shares with rights, (iii) option rights and the exercise of these rights - purchased a total of 21,958,922 BPM shares equal to **0.50% of the share capital**, for a total amount of approximately EUR 13.4 million.

In June 2014, the Board of Directors of **Tangenziale Esterna - TE S.p.A.** called up a part (EUR 81 million) of the share capital increase approved by the Extraordinary Shareholders' Meeting on 31 July 2013, which was fully subscribed on 26 November 2013 but not fully paid-up yet. In July and September 2014, the subsidiaries SIAS S.p.A. and SATAP S.p.A. paid their share for a total amount of EUR 12.3 million.

With regard to the said share capital increase, in January and March 2015 the subsidiaries SIAS S.p.A. and SATAP S.p.A. made further payments for a total amount of EUR 10.4 million.

In September 2014, the subsidiaries SIAS S.p.A. and SATAP S.p.A. paid their share concerning part of the residual subscribed capital to be paid (equal to EUR 12 million) for the share capital increase which was fully subscribed on 28 November 2013, but not paid-up yet, in compliance with the resolution of the Board of Directors of **Tangenziali Esterne di Milano S.p.A.**

With regard to the said share capital increase, in January and March 2015 the subsidiaries SIAS S.p.A. and SATAP S.p.A. made further payments for a total amount of EUR 23.9 million.

During 2014 the subsidiary SALT S.p.A. acquired 2,620,108 shares (equal to 3.22% of the share capital) of **Autostrada dei Fiori S.p.A.** which were offered for sale by the Provincial Authority of Imperia and the Municipality of Sanremo, for a total amount of EUR 13.4 million.

As a result of the said acquisitions, the stake that is currently held in this Company is equal to 67.23% of the share capital.

On 4 December 2014, the subsidiary SINECO S.p.A. purchased 80% of the share capital of **SITECO Informatica S.r.l.** for a total amount of EUR 0.7 million.

Following the final awarding, on 29 December 2014 the subsidiary SIAS S.p.A. purchased from the Lucca Provincial Authority 3,240,000 shares (equal to 2.025% of the share capital) of **SALT S.p.A.** at a price of EUR 4.51 each, for a total amount of EUR 14.6 million.

The stake that is currently held in this Company is equal to 92.91% of the share capital.

As part of the extensive investment project set out by Compagnia Aerea Italiana S.p.A. and Etihad Airways P.J.S.C., the subsidiary Finanziaria di Partecipazioni e Investimenti S.p.A., which holds an equity investment in the share capital of **Compagnia Aerea Italiana S.p.A.**, undertook to subscribe a part of the share capital increase for a maximum amount of EUR 250 million approved by Compagnia Aerea Italiana S.p.A. on 25 July 2014, for an amount of EUR 2.5 million. At the end of the financial year, based on the said commitment, 124,318,429 new shares have been subscribed, for a total amount of EUR 1.3 million.

On 11 February 2015, the subsidiary SALT S.p.A. signed with Autostrade per l'Italia S.p.A. a preliminary sale agreement for 16,295,401 shares held in **SAT – Società Autostrada Tirrenica p.A.** equal to 9.99% of the share capital.

Based on the value of the sale (approximately EUR 10 million), a capital gain of approximately EUR 3.6 million is expected.

Treasury shares

During the financial year ASTM S.p.A. purchased 715,432 treasury shares (equal to 0.813% of the share capital), for a total amount of EUR 7.7 million.

NEW INITIATIVES

Acquisition of equity investments in car parking management companies

On 29 July 2014, the Board of Directors of the subsidiary SIAS S.p.A. approved the acquisition of equity investments for the management under concession of **car parking areas** in the Milan and Turin areas, i.e. in the same operational area of the main Group licensees. More specifically, the equity investments consist in 99% of the share capital of Fiera Parking S.p.A. and 50% of the share capital of Parcheggio Piazza Meda s.r.l., Parcheggio Piazza Vittorio s.r.l., Parcheggio Piazza Trento e Trieste s.r.l. and Parcheggio Via Manuzio s.r.l..

Thanks to this initiative - in line with the expansion plan for the activity of the SIAS Group within regulated sectors - it was possible to expand the investment portfolio through an investment in companies holding well-established concessions to manage car parks fully in operation, located in key central urban areas. In particular, the aforesaid companies hold (i) concessions with a residual duration between 20 and 65 years and (ii) a total of approximately 12,000 parking spaces.

The overall value of the equity investments acquired, calculated also on the basis of a specific appraisal prepared by an independent expert (who assessed the assets based on future cash flows - DCF) amounts to approximately EUR 32.8 million. The total amount paid by SIAS S.p.A. was equal to approximately EUR 37 million, having taken into account the acquisition of the pro-rata of "shareholders' loans". This amount led to a "multiple implicit" EV/EBITDA for 2013 equal to **10.6x**.

The acquisition was finalised in November 2014 through the newco **SIAS Parking s.r.l.**, of which SIAS S.p.A. holds 100% of the share capital.

Participation in the tender for the concession of construction, management and maintenance activities of the A21 Piacenza-Cremona-Brescia motorway.

On 3 August 2012 the subsidiary SATAP S.p.A., together with the associated company Itinera S.p.A. (in the process of creating a temporary grouping of companies, holding 70% and 30% of the share capital, respectively) submitted an application to participate in the tender launched by Anas for the "Concession of construction, management and maintenance activities of the A21 Piacenza-Cremona-Brescia Motorway and the junction to Fiorenzuola d'Arda (PC) (88,6 km), including completion of all activities set out in the Standard Agreement signed on 7 November 2007 between ANAS and Società Autostrada Centropadane S.p.A.".

It should be mentioned that the participation in the said tender, as a result of the expiry on 30 September 2011 of the concession to Centro Padane S.p.A. (which was subsequently extended until 30 September 2013 by means of an additional agreement and in any case until the actual takeover by the new licensee) was extremely strategic for the subsidiary SATAP S.p.A., given that this motorway is the extension of the A21 section which is managed under concession by the company itself.

The Ministry for Infrastructure and Transport (which replaced ANAS in the meanwhile), by means of a letter dated 10 November 2014, sent to the subsidiary SATAP S.p.A. (as the parent company of the temporary grouping of companies) a letter of invitation to submit the tender, having passed the pre-qualification stage (the "Letter of invitation").

This coincided in time with the conversion into law on 11 November 2014 of article 5 of Law Decree no. 133/2014 ("Sblocca Italia"). Paragraph 4 of the said Decree states that *"in order to speed up the procedure for the A21 concession (...), the concession agreements are approved, as amended according to the provisions set out by the Nucleo di consulenza per l'attuazione delle linee guida per la regolazione dei servizi di pubblica utilità (NARS - consultancy board*

for the implementation of the guidelines for public utility services) with opinions no. 6 and 7 of 7 August 2014, to be considered an integral part of the Agreement, and the related economic-financial plans that have already been submitted to the CIPE".

The main data concerning the tender is detailed below:

- the maximum duration of the Concession is 30 years (starting from 1 January 2016);
- the total amount of the investments covered by the concession is equal to EUR 683 million (VAT excluded), of which EUR 260 million as a maximum compensation to be paid to the outgoing licensee Società Autostrade Centropadane S.p.A., EUR 363 million to carry out the ongoing investments set out in the Standard Agreement signed on 7 November 2007 between ANAS S.p.A. and Società Autostrade Centropadane S.p.A., and EUR 60 million for extraordinary maintenance activities (EUR 2.0 million/year). The said implementation of the investments to be carried out in the period 2016/2026: (i) an amount of EUR 132 million refers to the works for the so-called Lot 1 (mainly represented by the Ospitaletto-Montichiari motorway junction, the so-called "Corda Molle", an important junction near the city of Brescia with the new Bergamo-Brescia-Milan motorway managed by the co-subsiary Bre.Be.Mi. S.p.A.) and (ii) an amount of EUR 231 million refers to the so-called Lot 2 (represented by the construction of the new Castelvetro toll gate and the junction with the S.S. 10 - Padana Inferiore, as well as by the completion of the motorway link road between the said S.S. 10 and S.S. 234). With regard to the works concerning Lot 2, article 11bis of the Concession Agreement annexed to the Letter of Invitation sets out that *"the Granting Body acknowledges that the Licensee's commitment to carry out the works for Lot 2 is subject to obtaining any related financing [...]. If the Licensee does not obtain the commitment from lenders aimed at ensuring the availability of financing [...] by the expiry date of the first regulatory period, it shall promptly inform the Granting Body, in any case by the expiry of this deadline [...]. Starting from the time the communication is made [...] the Lot 2 works are intended to be removed from the object of the Concession and any commitment by the Licensee and the Granting Body related to them will be terminated by right [...]"*;
- the awarding is based on the principle of the cheapest tender, which will be identified according to the following elements totalling 100 points. More specifically:
 - technical (qualitative) elements concerning ordinary management planning, quality of the service offered, etc.: 30 points;
 - economic-financial (quantitative) elements concerning the duration of the concession, tolls to be applied, economic-financial sustainability, etc.: 70 points;
- the successful tenderer (grouping of companies) shall constitute a "società di progetto" (project company) such as a capital company (also a consortium company) to carry out and manage the works, with a share capital of at least EUR 150 million.

Based on the fact that the motorway infrastructure is of strategic importance for the Group, on 5 February 2015 the subsidiary SATAP S.p.A. and the associated company Itinera S.p.A. submitted the tender together with the required guarantees.

On **9 February 2015**, during the first public session set out in the Letter of Invitation, the Selection Board appointed by the MIT examined the administrative documents and **admitted the temporary grouping of companies SATAP/ITINERA and Consorzio Stabile SIS S.c.p.A. to the following stages of the tender.**

OPERATING ACTIVITIES

REGULATORY FRAMEWORK AND RELATIONS WITH THE GRANTING BODY

Discussions with the Ministry for Infrastructure and Transport (MIT)/SVCA - supervisory body for motorway companies - have been carried out during 2014 with regard to the Group's motorway companies, aimed at the five-year updating of the economic-financial plans. More specifically, **Autostrada dei Fiori S.p.A.**, **Autostrada Torino-Savona S.p.A.**, **Società Autostrade Valdostane S.p.A.**, **Società Autostrada Ligure-Toscana S.p.A.** and **Autocamionale della Cisa S.p.A.**, for which the five-year regulatory period expired on 31 December 2013, **submitted** to the MIT the updates of the economic-financial plans in June 2014, as prescribed by CIPE Resolution no. 27 of 21 March 2013.

With regard to **SATAP (A21 stretch)**, for which the five-year regulatory period expired on 31 December 2012, the competent authorities did not approve, by 30 March 2014, the Economic-Financial Plan transmitted to the MIT on 30 December 2013. Upon request by the MIT, a new economic-financial plan was submitted in July 2014 (compared to the plan submitted on 30 December 2013, the takeover value was increased from approximately EUR 170 million to about EUR 184 million, taking into account the recovery of the toll difference not obtained since 1 January 2014).

On 29 September 2014, since no notification has been received from the Granting Body, the said licensees formally solicited the approval of the "updated" financial plans.

With regard to the subsidiary **SATAP S.p.A. (A4 stretch)**, it should be mentioned that the additional agreement to the Standard Concession Agreement of 10 October 2007 was signed with the MIT on 27 December 2013. On 26 June 2014, the MIT notified the Company that the Court of Auditors (Corte dei Conti) recorded the Inter-ministerial Decree of 30 December 2013 which approved it. This completed the renewal of the economic-financial plan for the "new" five-year regulatory period.

On the basis of the **estimates** made in these financial plans, **investments** amount to **approximately EUR 1.8 billion** (excluding the additional investments expected for the completion of the "Asti-Cuneo" section).

In August 2014, the **Italian Government filed a plan with the competent EU Authorities** according to which public service obligation to carry out a service of general economic interest (**SGEI**) is to be borne by some motorway companies. The SGEI is characterised by consumer protection and the immediate launch of specific investments aimed at integrating the TenT network framework (hereinafter referred to as the "Plan").

The Plan sets out to introduce price controls on tariff increases with regard to the residual higher concession period (1.5% per year), without prejudice to higher investments set out by it.

The licensees involved in the said project are Autovie Venete S.p.A., Autostrada del Brennero S.p.A. and the SIAS Group (the licensees SALT p.A., Autocamionale della Cisa S.p.A., Autostrada dei Fiori S.p.A., SATAP S.p.A. - A4 and A21 stretches, Autostrada Torino-Savona S.p.A., SAV S.p.A. and Autostrada Asti-Cuneo S.p.A.).

With regard to the first two licensees, the project sets out a longer concession period, provided that planned investments are carried out and tariffs are controlled. As regards the companies belonging to the SIAS Group, the project also sets out the consolidation of concession relations.

On 12 September 2014, Law Decree no. 133 of 12 September 2014 was published in the Official Journal of the Italian Republic (Gazzetta Ufficiale della Repubblica Italiana) no. 212, concerning "*emergency measures for the opening of construction sites, the realisation of public works, the digitalisation of the country, the simplification of*

bureaucratic procedures, the emergency concerning hydrogeological instability and for the recovery of production activities" (the so-called "Decreto Sblocca Italia" or the "Decree").

With regard to national motorway infrastructures, in order to ensure that all necessary investments are carried out for development actions, as well as structural, technological and environmental adjustments, **article 5 of the said Decree** sets out that licensees can suggest any change to the concession relationship by 31 December 2014, also by **unifying interconnected, adjoining or complementary sections** for joint management. However, all this should be carried out in compliance with the principles of the European Union. In compliance with the said article, the licensee must prepare a new economic-financial plan in order to sign an additional or joint agreement that shall enter into force by 31 August 2015. This plan must ensure (i) economic-financial balance (with no additional charges for the State), (ii) the availability of those resources necessary to carry out the infrastructure works set out in the original agreements and those resulting from the unification of sections, and (iii) maintenance of favourable tolls for users.

The Decree was converted into Law no. 164 of 11 November 2014 (published in the Official Journal on the same date, General Series, no. 262).

The said government and legislative measure creates an extremely significant framework for the Group, which has been interested for a long time in potential aggregations of motorway sections, in the light of the positive results that can be achieved in terms of both alignment of duration of concessions and the consequent expansion of the current investment programme, with significant benefits for the users and the State (having taken into account the current Italian economic situation).

Having considered the public interest needs and in order to support the economic recovery in Italy, the MIT formally asked those licensees interested in the said European procedure for a moratorium concerning toll changes due as from 1 January 2015 (with any increase exclusively linked to inflation), at least until procedures with the European Commission are completed.

With regard to above and in line with the resolutions of the Board of Directors and the shared guidelines, on 30 December 2014 the licensees SATAP (A4 and A21 stretches), SAV, ADF, CISA, ATS, SALT, which are involved in the Italian Government Plan subject to pre-notification at European level, signed specific "memorandums of understanding" with the MIT, according to which a toll increase equal to 1.5% will be applied for 2015. The Company Asti-Cuneo, although included in the Plan, did not sign the said memorandum because it is not entitled to toll increases for 2015.

If the Government Plan should not be implemented and the related agreement signed, during 2015 the updates of the financial plans of each "single" Group licensee shall be approved. As a consequence, as part of the said updates, lower revenues achieved in 2015 due to the lower toll change applied will be recovered, with no change in the financial effects. With regard to Satap (A4 stretch), the toll difference due in 2015 will be recovered as from 1 January 2016, based on the fact that the financial plan for the second five-year regulatory period was formally approved in May 2014.

On 31 December 2014, the related Inter-ministerial Decrees were issued in order to implement the above-mentioned aspects.

Again on 31 December 2014⁽¹⁾ and based on the information included in the Plan, the said licensees **submitted the**

⁽¹⁾ The extension of the deadline until 30 June 2015 included in Law Decree no. 129 was published in the Official Journal on 31 December 2014. However, the SIAS Group submitted the Aggregated EFP by the deadline laid down at the beginning (31 December 2014). Based on article 5, paragraph 4bis of the "Sblocca Italia" Law Decree, the MIT can launch the "national" preliminary and approval procedures of the Aggregated EFP only after the Plan has been approved at European level (the Aggregated EFP represents a shared implementation). Moreover, Law Decree no. 129 postponed the deadline for the signing of the "joint" agreement until 31 December 2015 (it was originally laid down for 31 August 2015).

aggregation plan of the Group's licensees to the MIT (the "Aggregated EFP"), pursuant to article 5 of the Decree.

To sum up, the Aggregated EFP sets out the following:

- (i) the unification of those motorway sections that are currently managed by the Group through its own subsidiaries (SALT p.A., Autocamionale della Cisa S.p.A., Autostrada dei Fiori S.p.A., SATAP S.p.A., Autostrada Torino-Savona S.p.A., SAV S.p.A. and Autostrada Asti-Cuneo S.p.A.), in line with the information provided at European level;
- (ii) the average expiry date of concessions, which is currently laid down in 2027 (based on the kilometres of each single section) was assumed to be on 31/12/2043;
- (iii) given that the economic-financial plans submitted to the MIT by each single licensee by 30 June 2014, and awaiting approval/having been approved, set out nominal accumulated increases of tolls between 17% and 47% in the 2015-19 five-year period, in case of unification/extension of concessions the nominal accumulated increase of tolls in the same period is supposed to be equal to 8% (+1.5% per year, equal to the expected inflation rate);
- (iv) the above-mentioned economic-financial plans currently provide for investments amounting to EUR 1.8 billion. The Aggregated EFP sets out investments for EUR 7.0 billion (amounting to EUR 8.1 billion with regard to the "additional option" according to which an amount of EUR 1.1 billion can be added for the A21 Stretch (3rd lane), with a toll adjustment policy for the whole managed network equal to 1% in the 2020-2030 period);
- (v) the preservation of the "cost orientation" principle, in order to ensure that, based on an adequate rate of return, the current net value of costs is equal to the current net value of revenues as at 2043.

In compliance with the provisions set out in Article 5 of the Decree, the Aggregated EFP was subject to sworn certification by the Independent Auditors PricewaterhouseCoopers S.p.A..

Moreover, it is noted that with regard to the European procedure, discussions with the competent EU representatives are being carried out. The Italian Government and its consultants provided them with clarifications/supporting documents concerning the type of proposed investments, extension, etc..

TRAFFIC PERFORMANCE

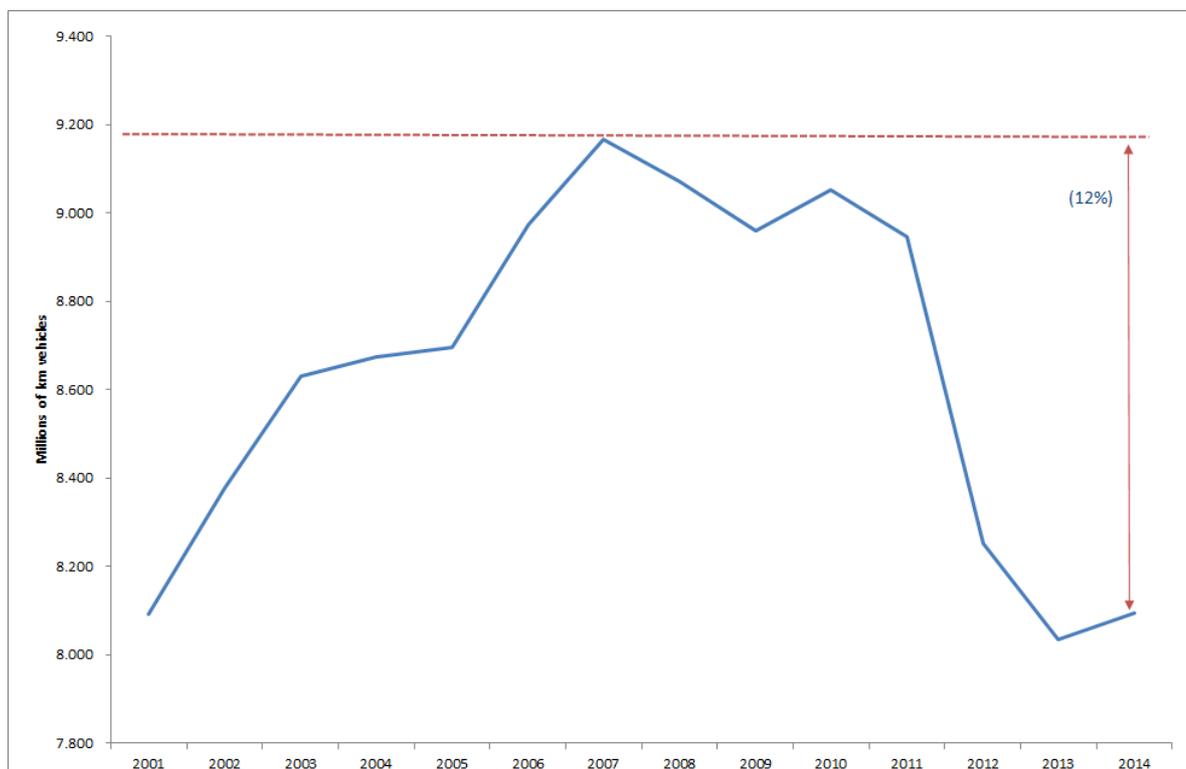
The following table shows the traffic performance for each single Licensee:

(millions vehicle/km)	1/1-31/12/2014			1/1-31/12/2013			Changes		
Company	Light vehicles	Heavy vehicles	Total	Light vehicles	Heavy vehicles	Total	Light vehicles	Heavy vehicles	Total
SATAP S.p.A. - A4 Stretch	1,589	517	2,106	1,623	527	2,150	-2.07%	-1.88%	-2.02%
SATAP S.p.A. - A21 Stretch	1,290	605	1,895	1,265	590	1,855	2.02%	2.52%	2.18%
SAV S.p.A.	255	72	327	263	73	336	-3.38%	-1.38%	-2.95%
Autostrada dei Fiori S.p.A.	948	260	1,208	923	254	1,177	2.68%	2.23%	2.58%
SALT S.p.A.	1,436	348	1,784	1,408	351	1,759	2.02%	-0.73%	1.47%
Autocamionale della Cisa S.p.A.	593	182	775	580	179	759	2.23%	1.27%	2.00%
Autostrada Torino-Savona S.p.A.	724	148	872	711	145	856	1.82%	2.73%	1.98%
Autostrada Asti-Cuneo S.p.A.	98	30	128	96	29	125	3.23%	3.03%	3.18%
Total	6,933	2,162	9,095	6,869	2,148	9,017	0.95%	0.66%	0.88%

As shown in the table above, the financial year under review shows an increase in transits of both light and heavy vehicles, following a period of decrease in volumes. Therefore, the first signs of a trend improvement, which were recorded in the last months of 2013, were further supported by the traffic volumes for 2014.

More specifically, in FY 2014 traffic **increased by 0.88%** (light vehicles: +0.95%, heavy vehicles: +0.66%).

Despite the signs of recovery in 2014, "traffic volumes" are lower than pre-crisis figures (for example, 2007) by approximately 12%, as shown in the table below ⁽¹⁾:



⁽¹⁾ Changes in the scope of consolidation for the period 2001-2014 have not been taken into account. Therefore, "traffic volumes" concerning Ativa S.p.A., AT-CN S.p.A. and ATS S.p.A. have not been considered.

INVESTMENTS

The investments made during the last two years are detailed below:

<i>(amounts in millions of EUR)</i>	2014	2013
SATAP S.p.A.	116.9	146.2
Autocamionale della Cisa S.p.A.	28.3	27.2
Autostrada Asti-Cuneo S.p.A.	14.6	27.0
Autostrada dei Fiori S.p.A.	15.3	23.4
SALT S.p.A.	18.9	42.9
SAV S.p.A.	2.3	4.3
Autostrada Torino-Savona S.p.A.	27.3	11.9
TOTAL	223.6	282.8

With regard to **SATAP S.p.A.** and especially the A4 section (Turin-Milan), the following events occurred:

- (i) a delay in the renewal of the section near the city of Novara (stretch 1.4.2) due to a significant “underproduction” by the Company that won the tender. Complaints were lodged for “serious delay” - in accordance with current laws. On 4 December 2014 the Company signed with the Contractor an additional agreement including a new timetable for the works, which will enable to partially recover the delay;
- (ii) a delay in obtaining the authorisations - by the competent Institutions - for both the availability of the caves and the environmental land reclamation near the Milan toll gate. Moreover, with regard to the works near Milan, the activity of construction sites has been replanned in order to ensure three lanes and encourage free traffic flows during EXPO 2015.

The above events inevitably caused a decrease in the investments made in the period under review.

With regard to **Autostrada Asti-Cuneo S.p.A.**, the reduction in investments that affected the period under review was related to the “rebalancing” request for the financial plan submitted by the Company in May 2014.

With regard to **SALT S.p.A.**, a reassessment of the investment plan for the five-year period 2014-2018 was made during the presentation of the “updated” financial plan in June 2014. More specifically, as a result of the change in traffic conditions, the construction of the “dynamic third lane” was removed from the forecasts of the said financial plan. This, combined with the delays in the approval process for the improvement of tunnels and the enhancement of the A12/A15 interconnections, led to a decrease in the investments made in FY 2014.

With regard to **Autostrada dei Fiori S.p.A.**, the suspension of works at the Ventimiglia toll gate, together with the delay in the approval process of some planned works, led to a decrease in the investments made in FY 2014.

ECONOMIC, EQUITY AND FINANCIAL DATA

GROUP ECONOMIC DATA

The main *revenue and expenditure items* may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Motorway sector revenue – operating activities ⁽¹⁾	934,373	888,483	45,890
Construction and engineering sector revenue ⁽²⁾	19,744	20,085	(341)
Technology sector revenue	50,101	42,040	8,061
Other revenues	40,806	40,248	558
Total turnover	1,045,024	990,856	54,168
Operating costs ^{(1) (2)}	(431,147)	(419,474)	(11,673)
Gross operating margin	613,877	571,382	42,495
<i>EBITDA margin %</i>	59%	58%	
Non-recurring items	(10,236)	-	(10,236)
“Adjusted” gross operating margin	603,641	571,382	32,259
Net amortisation/depreciation and provisions	(278,519)	(253,594)	(24,925)
Write-down of goodwill	-	(1,344)	1,344
Operating income	325,122	316,444	8,678
Financial income	36,222	30,201	6,021
Financial charges	(125,592)	(115,855)	(9,737)
Capitalised financial charges	22,840	19,838	3,002
Write-down of equity investments	(13,061)	(6,059)	(7,002)
Profit (loss) of companies accounted for by the equity method	14,832	12,080	2,752
Net financial income	(64,759)	(59,795)	(4,964)
Profit before tax	260,363	256,649	3,714
Income taxes (current and deferred)	(87,440)	(90,377)	2,937
Profit (loss) for the period	172,923	166,272	6,651
▪ Profit assigned to minority interests	73,137	73,904	(767)
▪ Profit assigned to the Parent Company's Shareholders	99,786	92,368	7,418

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 70.3 million in 2014 and EUR 69.6 million in 2013).

(2) With regard to motorway companies, the IFRIC12 sets out full recognition in the income statement of costs and revenues for “construction activity” concerning non-compensated revertible assets. In order to provide a clearer representation in the table above, these components – amounting to EUR 223.5 million in 2014 and EUR 283.9 million in 2013 - were reversed for the same amount from the corresponding revenue/cost items.

In FY 2014 the item **“turnover” is higher than EUR 1 billion**, amounting to EUR 1,045 million.

The item *“motorway sector revenue”* totalled EUR 934.4 million (EUR 888.5 million in FY 2013) and breaks down as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Net toll revenues	903,699	856,831	46,868
Rental income – Royalties from service areas	30,674	31,652	(978)
Total motorway sector revenue	934,373	888,483	45,890

The increase in “net toll revenues”, equal to EUR 46.9 million (+5.47%) was due to the growth in traffic volumes for EUR 6.4 million (this 0.88% increase had an effect on “net toll revenues” equal to 0.75% if considering the traffic mix) and to the increase in tolls (EUR 40.5 million).

If compared with FY 2013, the latter increased (i) by EUR 31.8 million (+3.71%) with regard to the increases approved as from 1 January 2014, and (ii) by EUR 8.7 million (+1.01%) with regard to the sections managed by SATAP S.p.A.. As a matter of fact, FY 2013 only partially benefited from the toll increase due, since it had been acknowledged starting from 12 April 2013.

The item “rental income – royalties from service areas” decreased by approximately EUR 1 million, due to the decrease in consumption.

The change in “other revenues” was mainly due to higher revenues resulting from the charge back to third parties of works and services and to the allocation to motorway companies of grants for traffic-related European projects.

With regard to the so-called “ancillary sectors”, particularly noteworthy is the increase in “production” for the companies operating in the “technology sector”, due to the works carried out for the construction of the Tangenziale Esterna Est di Milano (Milan East Outer Ring Road) and the Brescia-Bergamo-Milan motorway section. This led to a consequent increase in operating costs.

The change in “operating costs” (+EUR +11.7 million) is due to (i) the increase in the costs of companies belonging to the motorway sector (+EUR 6.5 million), mainly due to: a) higher costs for maintenance activities, payroll costs and other operating costs (for a total amount of +EUR 11 million), which are partially offset by b) lower costs for “winter services” (-EUR 4.5 million) as a consequence of low snowfalls during the first months of the year under review), and (ii) the increase in “operating costs” (equal to approximately EUR 5.2 million) mainly due to the increase in the work carried out by the companies operating in the “technology” sector.

With regard to the above, the “gross operating margin” **increased by EUR 42.5 million** and reflects the changes in the Group's operating sectors. More specifically:

<i>(amounts in millions of EUR)</i>	FY 2014	FY 2013	Change
• Motorway Sector	579.7	538.2	41.5
• Construction/engineering sector	13.8	17.0	(3.2)
• Technology Sector	28.6	26.6	2.0
• Services Sector (holding companies)	(8.2)	(10.4)	2.2
	613.9	571.4	42.5

The **operating profitability** shows an **improvement** which can be implied from the item “**EBITDA margin**” amounting to **59%** (58% in 2013).

In FY 2014, the item “non-recurring items”, equal to EUR 10.2 million, was due to (i) the insurance refund received from the subsidiary SATAP S.p.A. concerning two accidents occurred in FYs 2011-2012 (EUR 1.5 million), and (ii) the loss, amounting to EUR 11.7 million, concerning the receivable owed to Finanziaria di Partecipazioni e Investimenti S.p.A. from ANAS S.p.A.. This receivable (which originally amounted to EUR 23.5 million) - posted following the positive outcome of the arbitration award of 20 July 2005 (subsequently challenged by ANAS) - refers to the compensation to be paid with regards to the management of the A24 and A25 motorways carried out by the Company for more than twenty years on behalf of ANAS. The settlement agreement signed by Finanziaria di Partecipazioni e Investimenti S.p.A. and ANAS during 2014 enabled to settle the outstanding dispute and collect the residual receivable.

The item “net amortisation/depreciation and provisions” totalled EUR 278.5 million (EUR 253.6 million in 2013). The increase in this item is mainly due to higher amortisation of non-compensated revertible assets (+EUR 21.6 million).

In the previous financial year, the item *“write-down of goodwill”* referred to the impairment loss concerning the goodwill recorded for the subsidiary SALT S.p.A..

The change in the item *“financial income”* is due to higher capital gains from the disposal of equity investments (Collegamenti Integrati Veloci – CIV S.p.A and Mediobanca S.p.A.) and other financial income for EUR 8.2 million and to lower dividends collected for EUR 2.2 million.

The increase in *“financial charges”* - including the expense on interest rate swap contracts - was due to (i) higher interest expense mainly attributable to the bond issue by the subsidiary SIAS S.p.A. in February 2014 (which led to an increase in *“financial charges”* for EUR 15.3 million) and (ii) lower financial charges posted by the subsidiary IGLI S.p.A. and the parent company ASTM S.p.A. linked to the repayment of the loans taken out as part of the *“Igli/Impregilo Transaction”*.

The item *“write-down of equity investments”* is mainly due to the write-down of the equity investments held in Compagnia Aerea Italiana S.p.A. (EUR 4.5 million), Banca Ca.Ri.Ge. S.p.A. (EUR 5.5 million), Tubosider S.p.A. (EUR 2 million) and Alerion Clean Power S.p.A. (EUR 0.6 million).

The item *“profit of companies accounted for by the equity method”* included the share of profits from jointly controlled entities and associated companies. More specifically, it reflects the profits recorded by SITAF S.p.A. (EUR 9.5 million), ITINERA S.p.A. (EUR 14.2 million), Road Link Holding Ltd. (EUR 1.2 million) and SITRASB S.p.A. (EUR 0.4 million), which have been partially adjusted by the inclusion of pro-rata shares of losses attributable to Autostrade Lombarde S.p.A. (EUR 3.8 million), Baglietto S.p.A. (EUR 2.5 million), Rivalta Terminal Europa S.p.A. (EUR 1.8 million), ATIVA S.p.A. (EUR 1.1 million), TEM S.p.A./TE S.p.A. (EUR 0.8 million) and OMT S.p.A. (EUR 0.6 million).

As a result of the above, the Group’s share of *“profit for the period”* amounted to EUR 99.8 million (EUR 92.4 million in 2013). This shows (net of *“non-recurring”* items) an improvement of approximately EUR 11.5 million compared to the figures for 2013.

GROUP EQUITY AND FINANCIAL DATA

The main items of the consolidated financial position as at 31 December 2014, compared with the corresponding figures of the previous year, may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	31/12/2014	31/12/2013	Changes
Net fixed assets	3,406,002	3,432,289	(26,287)
Equity investments and other financial assets	687,290	724,281	(36,991)
Working capital	(64,841)	(77,567)	12,726
Invested capital	4,028,451	4,079,003	(50,552)
Provision for restoration or replacement of non-compensated revertible assets	(173,994)	(171,833)	(2,161)
Employee severance indemnity and other provisions	(61,711)	(56,255)	(5,456)
Invested capital less provisions for medium- and long-term risks and charges	3,792,746	3,850,915	(58,169)
Shareholders' equity and profit (loss) (including minority interests)	2,380,087	2,413,745	(33,658)
"Adjusted" net financial indebtedness	1,311,626	1,321,840	(10,214)
Other long-term payables – Deferred income of the payable due to Central	101,033	115,330	(14,297)
Equity and minority interests	3,792,746	3,850,915	(58,169)

The item **net financial indebtedness** breaks down as follows:

<i>(amounts in thousands of EUR)</i>	31/12/2014	31/12/2013	Changes
A) Cash and cash equivalents	1,280,884	997,147	283,737
B) Securities held for trading	18,443	18,616	(173)
C) Liquidity (A) + (B)	1,299,327	1,015,763	283,564
D) Financial receivables	520,679	408,410	112,269
E) Bank short-term borrowings	(8,014)	(104,803)	96,789
F) Current portion of medium/long-term borrowings	(327,558)	(152,322)	(175,236)
G) Other financial liabilities (*)	(35,430)	(17,985)	(17,445)
H) Short-term borrowings (E) + (F) + (G)	(371,002)	(275,110)	(95,892)
I) Current net cash (C) + (D) + (H)	1,449,004	1,149,063	299,941
J) Bank long-term borrowings	(1,228,390)	(1,386,509)	158,119
K) Hedging derivatives	(131,066)	(98,040)	(33,026)
L) Bonds issued (*)	(1,212,562)	(713,108)	(499,454)
M) Other long-term payables	(1,907)	(1,833)	(74)
N) Long-term borrowings (J) + (K) + (L) + (M)	(2,573,925)	(2,199,490)	(374,435)
O) Net financial indebtedness(**) (I) + (N)	(1,124,921)	(1,050,427)	(74,494)
P) Non-current financial receivables	49,160	-	49,160
Q) Discounted value of the payable due to ANAS-Central Insurance Fund	(235,865)	(271,413)	35,548
R) "Adjusted" net financial indebtedness (O) + (P) + (Q)	(1,311,626)	(1,321,840)	10,214

(*) Net of the "SIAS 2.625% 2005-2017" bonds held by the Parent Company ASTM (equal to approximately EUR 101.4 million)

(**) Pursuant to CESR Recommendation

As at 31 December 2014, the item "net financial indebtedness" totalled EUR 1,124.9 million (EUR 1,050.4 million as at 31 December 2013).

The change occurred in the financial year is mainly due to (i) the payment of dividends (2013 balance dividend and 2014 interim dividend) by both the Parent Company for EUR 54.8 million and subsidiaries (to Minority Shareholders) for

EUR 47.2 million, (ii) the enhancement works on the Group motorway infrastructure for EUR 223 million, (iii) the purchase of treasury shares for a total of EUR 7.7 million, and (iv) the acquisition of equity investments and minorities for approximately EUR 120.2 million, which is offset by the "operating cash flow" (equal to EUR 433.3 million).

Moreover, the "net financial position" includes (i) the negative difference accrued in the financial year (equal to EUR 33 million) concerning the fair value of IRS contracts, and (ii) the indebtedness for the 2014 consolidation of Fiera Parking S.p.A. (equal to EUR 26.2 million).

With regard to the "structure" of the item "net financial indebtedness", it should be mentioned that on 6 February 2014 the subsidiary SIAS S.p.A. issued a 10-year, senior secured bond loan for an amount of EUR 500 million. Income from the issue was used to grant intercompany loans to some subsidiaries operating in the motorway concession sector. These loans were used to both fund the Group investment programme and to repay in advance part of the bank loans taken out by such companies. Therefore, this issue led to: (i) an increase in the item "*bonds issued*", (ii) an increase in the items "*cash and cash equivalents*" and "*financial receivables*" for the portion not yet earmarked to fund the investments and (iii) a decrease in "*bank short-term borrowings*".

In particular, it is worth mentioning that:

- the change in the item "*cash and cash equivalents*" is mainly due to the aforementioned bond loan issue (for the pro-rata remaining after the repayment of the loans described below) and the cash deriving from the repayment of the credit-linked note bonds (EUR 20 million) held by the subsidiaries SATAP S.p.A. and SALT S.p.A.;
- the change in the item "*financial receivables*" (amounting to EUR 112.3 million) results from: (i) the subscription of capitalisation policies (EUR 121 million), (ii) the assessment of income from those policies (EUR 6.2 million) and (iii) the collection, net of assessments, of contributions from ANAS (-EUR 13.1 million) and lower other financial receivables (approximately -EUR 1.8 million);
- the decrease in the item "*bank short-term borrowings*" was mainly due to the repayment of the credit lines used by Autostrada dei Fiori S.p.A., SAV S.p.A. and Autostrada Torino-Savona S.p.A.;
- the change in the item "*current portion of medium/long-term borrowings*" was due to: (i) the repayment of the instalments due in FY 2014 (EUR 152.3 million), (ii) the reclassification from the item "bank long-term borrowings" of the instalments due in the following 12 months (EUR 293.9 million), (iii) the taking out of a new loan (EUR 30 million), (iv) the recognition of the current portion of the Fiera Parking S.p.A. and Siteco Informatica S.r.l. loans following the change in the scope of consolidation (EUR 2.6 million) and (v) the difference of interests accrued (EUR 1 million);
- the decrease in the item "*bank short-term borrowings*" was essentially due to: (i) the reclassification in the item "*current portion of medium/long-term borrowings*" of the instalments due in the following 12 months (EUR 293.9 million), (ii) the early repayment of a loan (EUR 32 million), (iii) the taking out of new loans (EUR 140 million) and (iv) the recognition of the non-current portion of the Fiera Parking S.p.A. and Siteco Informatica S.r.l. loans (EUR 26.9 million);
- "*hedging derivatives*" amount to EUR 131 million, due to the implementation of the negative difference concerning the fair value of IRS contracts. As at 31 December 2014, approximately 81% of the consolidated medium/long-term indebtedness is at "fixed rate"/"hedged". The all-in **weighted average rate** related to the total Group indebtedness is equal to **3.58%**.

With regard to the "adjusted net financial position", and in addition to the above-mentioned aspects, the following is noted:

- the change in the item "*non-current financial receivables*" is due to the consolidation of Fiera Parking S.p.A. starting from this financial year. According to IFRIC 12 Interpretation, this receivable represents the discounted value of the medium/long-term portion of cash flows related to the so-called "minimum amount guaranteed by the Granting Body" with regard to the concession agreement signed by Fiera Parking S.p.A.;
- the change in the item "*discounted value of the payable due to ANAS - Central Insurance Fund*", equal to EUR 35.5 million, is due to the payment of the instalments falling due (EUR 49.8 million) and the charges for discounting the payable (EUR 14.3 million).

FINANCIAL INCOME

ASTM S.p.A. – IGLI S.p.A.

With regard to the financial structure of the holding companies ASTM S.p.A. and IGLI S.p.A., reference is made to the section "Analysis of 2014 results of the parent company and the main investee companies".

Motorway sector - SIAS Group

As shown in previous reports, on **6 February 2014** the subsidiary SIAS S.p.A. successfully placed a senior secured bond loan for **EUR 500 million** with a **10-year** maturity (**Baa2 rating** by Moody's).

The transaction generated a demand of approximately 8 times the offer and allowed the subsidiary SIAS S.p.A. to reduce the credit spread to 152 basis points above the 10-year mid swap rate: the yield is equal to 3.439%.

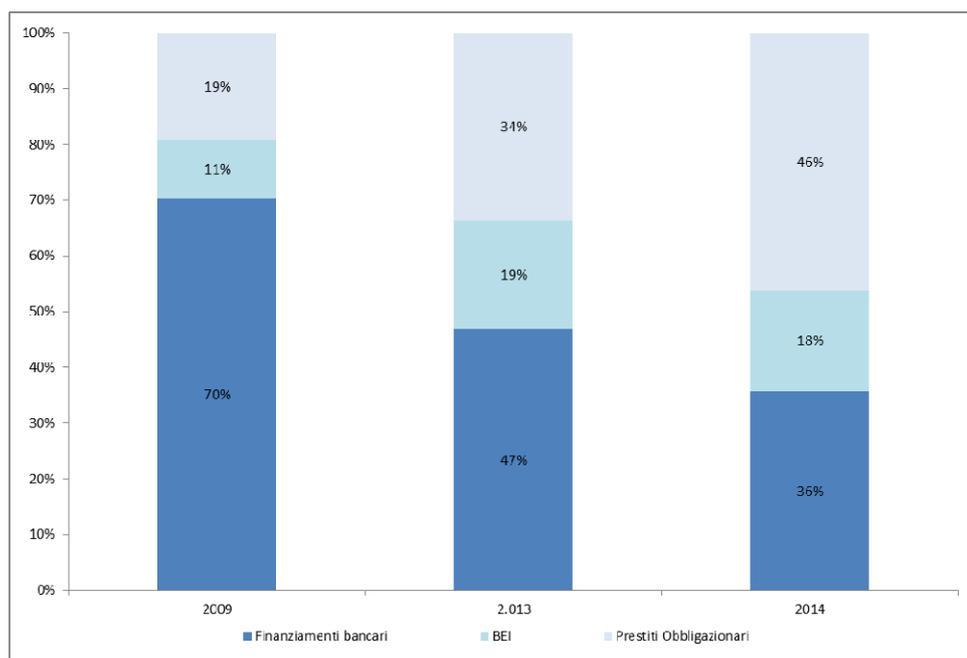
The issue was mainly underwritten by foreign investors who represented approximately 83% of the total.

The income generated by the issue is used to support the **Group's motorway investment programme in Italy** and to repay in advance part of their bank loans.

Thanks to this transaction, it was possible to reduce the average cost of debt (from approximately 3.7% to 3.58%), extend its average expiry (from 5 to 6 years approximately) and to improve the schedule of repayment plans. Moreover, it was possible to diversify financing sources and centralise the Group's funding activities within the subsidiary SIAS S.p.A., with the subsequent transfer of liquidity to operating companies, by means of specific intercompany loans.

With reference to the **loan agreements** signed with the **EIB**, two parts of the loan were issued in 2014 (equal to EUR 140 million) in order to fund the investments of the subsidiary SATAP S.p.A..

With regard to the **diversification of financing sources**, the SIAS Group was able to reduce its exposure towards the banking system, through the issue of the bond loans as part of the said EMTN programme and the issue of loans by the EIB. As compared to the total indebtedness, the Group exposure went from 70% as at 31 December 2009 to approximately 36% as at 31 December 2014.



During the same period, there was a significant increase in the **concentration of funding activities within the subsidiary SIAS S.p.A.**. More specifically, the indebtedness of the subsidiary SIAS S.p.A., compared to that of the SIAS Group, went from 19% as at 31 December 2009 to 70% as at 31 December 2014:

<i>(amounts in millions of EUR)</i>	2009	2013	2014
Gross financial indebtedness - SIAS Group (a)	1,754	2,976	2,916
Gross financial indebtedness - SIAS S.p.A. (b)	335	1,946	2,032
<i>Holding company/Group gross financial indebtedness ratio (b/a)</i>	19%	65%	70%

On 9 May 2014, **Fitch Ratings Ltd.** gave the secured issues of the EMTN programme of the subsidiary SIAS S.p.A. a **BBB+** rating with “stable” outlook (BBB with “stable” outlook on the unsecured issues). The two bond loans issued in October 2010 and February 2014 were given a **BBB+** rating with “stable” outlook.

ANALYSIS OF 2014 RESULTS OF THE PARENT COMPANY AND THE MAIN INVESTEE COMPANIES

ASTM S.p.A.

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Income from equity investments	60,080	138,684	(78,604)
Other financial income	8,887	9,332	(445)
Interest and other financial charges	(4,312)	(7,349)	3,037
Financial income and charges	64,655	140,667	(76,012)
Value adjustments of financial assets			
- revaluations	-	1,111	(1,111)
- write-downs	(4,078)	(1,769)	(2,309)
Other operating income	5,118	5,779	(661)
Other operating expenses	(8,801)	(9,473)	672
Pre-tax profit	56,894	136,315	(79,421)
Income taxes	(340)	(1,939)	1,599
Profit for the period	56,554	134,376	(77,822)

The items contained in the Parent Company's income statement reflect the industrial holding activity carried out by it. More specifically, the item *"income from equity investments"* was due to the dividends and the interim dividends mainly collected during 2014 by SIAS S.p.A. (EUR 53.3 million), SINA S.p.A. (EUR 4.8 million) and by Sineco S.p.A. (EUR 1.6 million). The decrease compared to the previous financial year was mainly due to lower dividends distributed by the subsidiary SIAS S.p.A. which, in the previous financial year, included an amount of EUR 102.5 million as "extraordinary dividend".

The item *"other financial income"* refers to the interest accrued on both the convertible bonds of SIAS S.p.A. and the investments made with regard to available liquidity.

The item *"interest and other financial charges"* mainly refers to the interests concerning the intercompany loan with the subsidiary IGLI S.p.A.. The decrease was due to both the repayment of the loans taken out as part of the IGLI/Impregilo transaction and the recalculation of the interest rates concerning the said intercompany loan.

The item *"write-downs"* reflects, for an amount of EUR 1 million, the fair value update of the "option component" related to the said SIAS convertible bonds (which in the previous financial year led to a revaluation for the same amount) and for the remaining part the write-downs made with regard to the equity investments Baglietto S.p.A. (EUR 2.5 million) and Alerion Industries S.p.A. (EUR 0.6 million).

The item *"other operating income"* represents the compensation for the administrative-financial and corporate service activities carried out for Group companies. The said income is offset by *"other operating costs"*, which mainly consist of the costs for employed staff and the costs for services.

* * *

The main items related to the *financial income* as at 31 December 2014, compared with those as at 31 December 2013, may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	31/12/2014	31/12/2013	Changes
A) Cash and cash equivalents	176,546	219,614	(43,068)
B) Securities held for trading	-	-	-
C) Liquidity (A) + (B)	176,546	219,614	(43,068)
D) Financial receivables	33,276	2,699	30,577
E) Bank short-term borrowings	-	-	-
F) Current portion of medium/long-term borrowings	-	-	-
G) Other financial liabilities	(306,000)	(306,500)	500
H) Short-term borrowings (E) + (F) + (G)	(306,000)	(306,500)	500
I) Current net cash (C) + (D) + (H)	(96,178)	(84,187)	(11,991)
J) Bank long-term borrowings	-	-	-
K) Hedging derivatives	-	-	-
L) Bonds issued	-	-	-
M) Other long-term payables	-	-	-
N) Long-term borrowings (J) + (K) + (L) + (M)	-	-	-
O) Net financial indebtedness (I) + (N)	(96,178)	(84,187)	(11,991)

As at 31 December 2014, the “*net financial indebtedness*” of the company totalled EUR 96.2 million (EUR 84.2 million as at 31 December 2013).

The liquidity generated from the collection of dividends (equal to approximately EUR 60.1 million) was used to purchase treasury shares (EUR 7.7 million) and other financial assets (EUR 5 million), to subscribe the share capital increase of the associated company Baglietto S.p.A. (EUR 1.8 million), to repay an amount of EUR 0.5 million related to the loan outstanding with the subsidiary IGLI S.p.A., as well as to pay dividends for a total amount of EUR 54.8 million (EUR 38 million for FY 2013 and EUR 16.8 million as interim dividend for FY 2014).

With reference to the structure of the item “*net financial indebtedness*”, the following is noted:

- the item “*financial receivables*” refers to (i) capitalisation policies signed during the financial year to invest available cash (EUR 30.6 million) and (ii) the interests accrued on the said SIAS S.p.A. convertible bonds;
- the item “*other financial liabilities*” refers to the intercompany loan received from the subsidiary IGLI S.p.A..

The net financial positions of ASTM S.p.A. and the subsidiary IGLI S.p.A., when considered overall, are detailed below:

<i>(amounts in thousands of EUR)</i>	ASTM S.p.A.	IGLI S.p.A.	Total
Cash and cash equivalents / Capitalisation policies	209,822	1,932	211,754
ASTM/IGLI intercompany loan	(306,000)	306,000	-
Net financial position as at 31 December 2014	(96,178)	307,932	211,754

It is noted that the said net financial position does not include stakes of “*investment funds*” for a total amount of approximately EUR 11 million, signed by ASTM S.p.A. to invest cash.

* * *

The “Reconciliation statement between the Shareholders’ equity, the profit (loss) for the period of ASTM S.p.A. and the corresponding amounts of the ASTM Group”, as required by the CONSOB Communication no. DEM/6064293 of 28 July 2006, is included among the “Consolidated Financial Statements”.

IGLI S.p.A.

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Income from equity investments	320	135,180	(134,860)
Other financial income	4,307	5,440	(1,133)
Interest and other financial charges	-	(2,595)	2,595
Financial income and charges	4,627	138,025	(133,398)
Value adjustments of financial assets	-	-	-
Other operating income	-	-	-
Other operating expenses	(204)	(945)	741
Pre-tax profit	4,423	137,080	(132,657)
Income taxes	(179)	-	(179)
Profit for the period	4,244	137,080	(132,836)

The income statement for FY 2014 shows a profit of EUR 4.2 million, mainly due to interest income accrued on the loan granted to the parent company ASTM S.p.A.. In the previous financial year, this benefited from the capital gain resulting from the participation in the take-over bid launched by Salini S.p.A. on Impregilo S.p.A. ordinary shares.

The “*net financial position*” as at 31 December 2014 shows liquid funds equal to EUR 1.9 million (EUR 10.8 million as at 31 December 2013), as well as the loan granted to the parent company ASTM S.p.A. for EUR 306 million.

As stated above, during the financial year the company purchased Banca Popolare di Milano S.c.ar.l. securities for a total amount of EUR 13.4 million.

Società Iniziative Autostradali e Servizi S.p.A.

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Income from equity investments	102,715	97,994	4,721
Other financial income	68,660	48,592	20,068
Interest and other financial charges	(71,843)	(51,635)	(20,208)
Financial income and charges	99,532	94,951	4,581
Value adjustments of financial assets	(10,304)	(5,264)	(5,040)
Other operating income	6,045	1,258	4,787
Other operating costs	(10,564)	(7,207)	(3,357)
Amortisation/depreciation and provisions	(1,449)	(1,318)	(131)
Pre-tax profit	83,260	82,420	840
Income taxes	395	843	(448)
Profit for the period	83,655	83,263	392

The items contained in the income statement of SIAS S.p.A. reflect the industrial holding activity carried out by it. More specifically, the item *"income from equity investments"* (amounting to EUR 102.7 million) was due to the dividends paid during the financial year by SATAP S.p.A. (EUR 51.1 million), SALT S.p.A. (EUR 35.1 million), SINELEC S.p.A. (EUR 7.3 million), SAV S.p.A. (EUR 4.4 million), ATIVA S.p.A. (EUR 3.4 million), Road Link Holdings Ltd (EUR 1 million) and Assicurazioni Generali S.p.A., FNM S.p.A. and SINA S.p.A. (for a total amount of EUR 0.4 million). The change compared to the previous financial year was mainly due to higher dividends collected from SALT S.p.A. and ATIVA S.p.A..

The gradual centralisation of funding within SIAS S.p.A., with the subsequent issue of intercompany loans to the Group's licensees, let to an increase in the items *"interest and other financial charges"* and *"other financial income"*.

The item *"value adjustments of financial assets"* was due to the adjustment to the fair value of the equity investment held in ATIVA S.p.A..

The item *"amortisation/depreciation and provisions"* refers to the allocation to the tax "risks provision", which was prudentially made, with regard to the deductibility of the difference of interest expense calculated on the "liability component" of the convertible bond loan "SIAS 2.625% 2005-2017". The increase was due to higher interest expense deducted in the financial year and calculated based on the "liability component".

The item *"income taxes"* reflects the peculiarity of the activity carried out by the company and included the "income" related to the so-called "tax consolidation".

The main items related to the *financial income* as at 31 December 2014, compared with those as at 31 December 2013, may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	31/12/2014	31/12/2013	Changes
A) Cash and cash equivalents	247,808	332,362	(84,554)
B) Securities held for trading	10,268	10,364	(96)
C) Liquidity (A) + (B)	258,076	342,726	(84,650)
D) Financial receivables	209,758	112,402	97,356
E) Bank short-term borrowings	-	-	-
F) Current portion of medium/long-term borrowings	(253,978)	(68,268)	(185,710)
G) Other financial liabilities	(27,918)	(13,018)	(14,900)
H) Short-term borrowings (E) + (F) + (G)	(281,896)	(81,286)	(200,610)
I) Current net cash (C) + (D) + (H)	185,938	373,842	(187,904)
J) Bank long-term borrowings	(439,095)	(554,790)	115,695
K) Hedging derivatives	-	-	-
L) Bonds issued	(1,311,279)	(810,290)	(500,989)
M) Other long-term payables	-	-	-
N) Long-term borrowings (J) + (K) + (L) + (M)	(1,750,374)	(1,365,080)	(385,294)
O) Net financial indebtedness^(*) (I) + (N)	(1,564,436)	(991,238)	(573,198)

(*) Pursuant to CESR Recommendation

The “*net financial indebtedness*” as at 31 December 2014 showed a balance of EUR 1,564.4 million (EUR 991.2 million as at 31 December 2013). This amount does not include receivables for “intercompany loans” granted, as part of the financial structure at holding level, to the investee companies SALT S.p.A., SATAP S.p.A., Autocamionale della Cisa S.p.A., SAV S.p.A., Autostrada dei Fiori S.p.A., Autostrada Asti Cuneo S.p.A., Autostrada Torino Savona S.p.A. and ATIVA S.p.A., amounting to EUR 1,614 million (EUR 1,102 million as at 31 December 2013).

Liquidity generated from operating activities (equal to approximately EUR 97.4 million) was used to pay dividends for a total amount of EUR 86.5 million (EUR 54.6 million as balance dividend for FY 2013 and EUR 31.9 million as interim dividend for FY 2014). Moreover, the Company: (i) purchased shares of the subsidiary SALT S.p.A., (ii) acquired - through the subsidiary Sias Parking S.r.l. - the companies operating in the “parking sector” and purchased FNM S.p.A. securities for a total amount of EUR 60.8 million, (iii) paid part of the subscribed capital to be paid for the share capital increase of Tangenziali Esterne di Milano S.p.A. and Tangenziale Esterna S.p.A. (for a total amount of EUR 14.7 million) and (iv) subscribed insurance policies for EUR 21 million.

Regarding the “structure” of the “*net financial indebtedness*”, the income generated by the issue of the senior secured bond loan of EUR 500 million on 6 February 2014 and that relating to the new tranches of EIB loans, have been used to grant intercompany loans to some subsidiaries operating in the motorway concession sector. These loans were used to fund the Group’s investment programme and to repay in advance part of the companies’ bank loans. More specifically, during the financial year under review, the Company paid an amount of approximately EUR 512 million, net of repayments, as medium/long-term loan to its subsidiaries and associated companies.

Moreover, the following is noted:

- the change in the item “*cash and cash equivalents*” is due to the said transactions;
- the increase in the item “*financial receivables*” (amounting to EUR 97.4 million) results from: (i) new capitalisation policies subscribed during the financial year (EUR 21 million), (ii) the assessment of total income from these policies (EUR 3.3 million), (iii) the reclassification of the instalments due in the following 12 months (EUR 74 million), (iv) the interest accrued in the period on intercompany loans (EUR 16.4 million),

partially offset by the repayment of the instalments of intercompany loans due in the period (EUR 17.3 million);

- the change in the item *“current portion of medium/long-term borrowings”* was due to: (i) the reclassification from the item "bank short-term borrowings" of the instalments due in the following 12 months (EUR 223 million), (ii) the taking out of new loans (EUR 30 million), which was partially offset by the repayment of the instalments due in the period (EUR 67 million);
- the increase in the item *“other financial liabilities”* was mainly due to the calculation of the interest accrued with regard to the "2014-2024 bond loan" issued in February 2014;
- the increase in the item *“bank long-term borrowings”* is due to: (i) the issue of further tranches of EIB loans (for a total amount of EUR 140 million); (ii) a loan repayment for EUR 32 million, and (iii) the said reclassification under item *“current portion of medium/long-term borrowings”*, of the instalments due in the following 12 months;
- the change in the item *“bonds issued”* was mainly due to the issue of the "2014-2024 bond loan".

RESULTS OF OPERATIONS - Motorway Sector

The following table shows the extension of the **motorway network** that is managed by subsidiaries and associated companies as at 31 December 2014:

COMPANY		%	MANAGED SECTION	KM
SATAP	SOCIETÀ AUTOSTRADA TORINO ALESSANDRIA PIACENZA P.A.	99.87%	A4 TURIN-MILAN	130.3
			A21 TURIN-PIACENZA	167.7
SALT	SOCIETÀ AUTOSTRADA LIGURE TOSCANA P.A.	92.91%	SESTRI LEVANTE-LIVORNO, VIAREGGIO-LUCCA AND FORNOLA-LA	154.9
CISA	AUTOCAMIONALE DELLA CISA S.P.A.	87.03%	LA SPEZIA-PARMA	182.0 ⁽¹⁾
SAV	SOCIETÀ AUTOSTRADE VALDOSTANE S.P.A.	65.08%	QUINCINETTO-AOSTA	59.5
ADF	AUTOSTRADA DEI FIORI S.P.A.	67.23%	SAVONA-VENTIMIGLIA	113.2
AT-CN	SOCIETÀ AUTOSTRADA ASTI-CUNEO S.P.A.	60.00%	ASTI-CUNEO	78.0 ⁽²⁾
ATS	AUTOSTRADA TORINO-SAVONA S.P.A.	99.98%	TURIN - SAVONA	130.9
TOTAL AMOUNT MANAGED BY SUBSIDIARIES (A)				1,016.5
ATIVA	AUTOSTRADA TORINO-IVREA-VALLE D'AOSTA S.P.A. ⁽³⁾	41.17%	TANGENZIALE DI TORINO (TURIN BYPASS), TURIN-QUINCINETTO, IVREA-SANTHIÀ AND TURIN-PINEROLO	155.8
SITAF	SOCIETÀ ITALIANA PER IL TRAFORO AUTOSTRADALE	36.53%	TURIN-BARDONECCHIA, TRAFORO FREIUS	94.0
SITRASB	SOCIETÀ ITALIANA TRAFORO DEL GRAN SAN	36.50%	TRAFORO GRAN SAN BERNARDO	12.8
TE	TANGENZIALE ESTERNA S.P.A. ⁽³⁾	8.4% ⁽⁴⁾	TANGENZIALE ESTERNA DI MILANO (MILAN OUTER RING ROAD)	32.0 ⁽⁵⁾
BREBEMI	SOCIETÀ' DI PROGETTO AUTOSTRADA DIRETTA	- ⁽⁶⁾	BRESCIA – BERGAMO – MILAN	62.0
ROAD	ROAD LINK HOLDINGS LTD (UK)	20.00%	A69 CARLISLE-NEWCASTLE (UK)	84.0
TOTAL AMOUNT MANAGED BY JOINTLY CONTROLLED COMPANIES AND				440.6
TOTAL (A+B)				1,457.1

(1) Including the 81 km-long road link between Parma and Nogarole Rocca (not yet built).

(2) Including 23 km under construction.

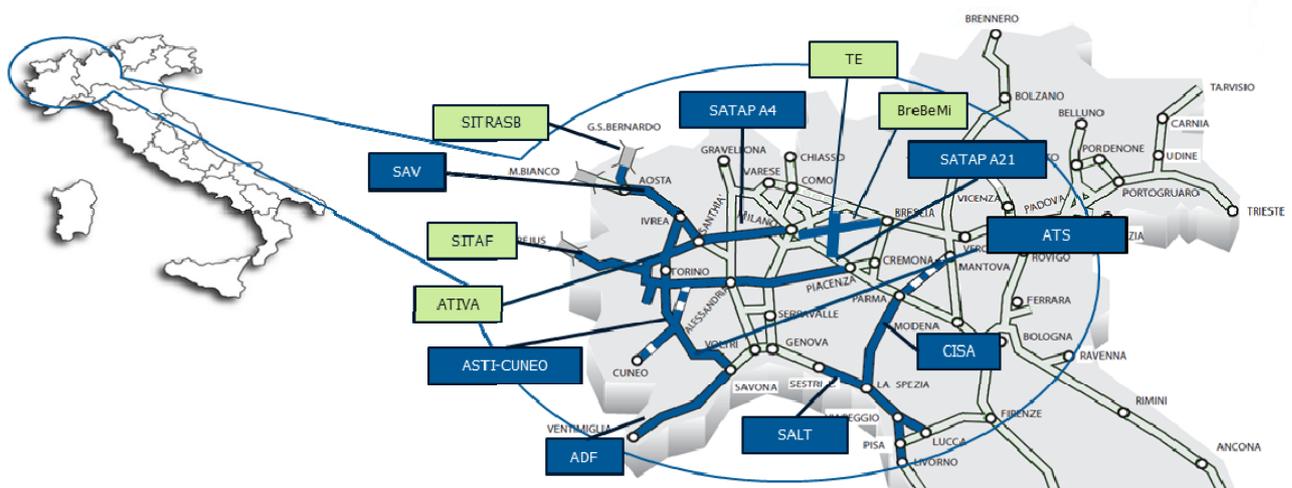
(3) Companies jointly controlled with another entity, by virtue of a specific agreement.

(4) Investee company of TEM S.p.A. (47.7% of the share capital). With regard to the latter company, the Group holds 40% of the share capital.

(5) Section partially in use (7km); the completion of the works is scheduled for spring 2015.

(6) Investee company of Autostrade Lombarde S.p.A. (79% of the share capital). With regard to the latter company, the Group holds 13.3% of the share capital. Opened to traffic in July 2014.

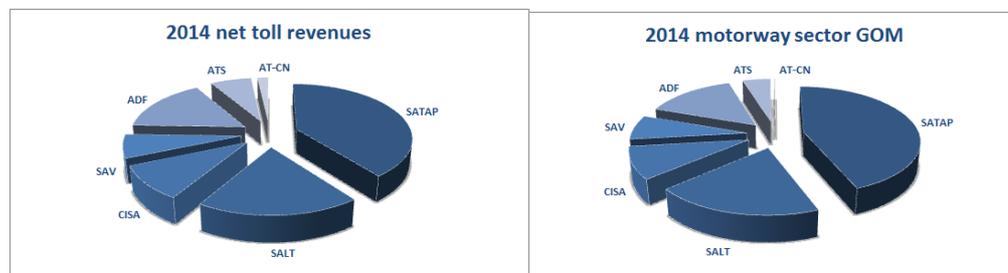
Motorway subsidiaries, jointly controlled and associated companies operate in the north-western part of Italy, except for Road Link Holdings Ltd., which operates in the United Kingdom.



- Subsidiaries consolidated according to the "line-by-line method"
- Jointly controlled companies and associated companies consolidated according to the "equity method"

Figures related to the items *net toll revenues* and *gross operating margin* for the "motorway sector" (FY 2014) are detailed below for each licensee:

<i>(amounts in thousands of EUR)</i>		NET TOLL REVENUES	%	GOM	%
SATAP	SOCIETÀ AUTOSTRADA TORINO ALESSANDRIA PIACENZA P.A.	357,996	39.6	255,801	44.0
SALT	SOCIETÀ AUTOSTRADA LIGURE TOSCANA P.A.	171,997	19.0	114,294	19.7
CISA	AUTOCAMIONALE DELLA CISA S.P.A.	89,932	10.0	55,127	9.5
SAV	SOCIETÀ AUTOSTRADE VALDOSTANE S.P.A.	62,292	6.9	42,305	7.3
ADF	AUTOSTRADA DEI FIORI S.P.A.	144,742	16.0	85,992	14.8
ATS	AUTOSTRADA TORINO-SAVONA S.P.A.	60,937	6.7	26,692	4.6
AT-CN	SOCIETÀ AUTOSTRADA ASTI-CUNEO S.P.A.	15,802	1.7	976	0.2
TOTAL		903,698	100.0	581,187	100.0



Motorway sector - Subsidiaries

SATAP – Società Autostrada Torino-Alessandria-Piacenza S.p.A.

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Net toll revenues ⁽¹⁾	357,996	336,694	21,302
Other motorway sector revenue ⁽²⁾	15,598	15,996	(398)
Other revenues	12,493	11,825	668
Turnover (A)	386,087	364,515	21,572
Operating costs ⁽¹⁾⁽²⁾ (B)	(131,786)	(131,723)	(63)
Gross operating margin (A-B)	254,301	232,792	21,509
	<i>EBITDA margin %</i>		
	66%	64%	
Non-recurring items	1,500	-	1,500
"Adjusted" gross operating margin	255,801	232,792	23,009

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 32.6 million in 2014 and EUR 32.5 million in 2013).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 116.9 million for FY 2014 and EUR 146.1 million for FY 2013, respectively).

In order to enable the analysis of the revenue and expenditure items related to the two managed stretches, the item "gross operating margin" for the stretches "Turin – Piacenza" (A21) and "Turin – Milan" (A4) may be broken down as follows:

Turin – Piacenza (A21 Stretch)

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Net toll revenues	156,991	147,005	9,986
Other motorway sector revenue	7,638	7,740	(102)
Other revenues	8,386	6,420	1,966
Turnover (A)	173,015	161,165	11,850
Operating costs (B)	(63,886)	(63,759)	(127)
Gross operating margin (A-B)	109,129	97,406	11,723
Non-recurring items	1,500	-	1,500
"Adjusted" gross operating margin	110,629	97,406	13,223

The increase in "net toll revenues" equal to EUR 10 million (+6.78%), was due to the growth in traffic volumes for EUR 3.3 million and to the increase in toll rates for EUR 6.7 million. When compared to the previous financial year, toll rates benefited from both the increase for 2014, equal to EUR 3.2 million and, partially, that for 2013, equal to EUR 3.5 million. In the previous financial year, this increase had been applied starting from 12 April 2013).

The item "other motorway sector revenue" mainly refers to rental income on service areas.

The increase in the item "other revenues" was mainly due to (i) higher refunds – by insurance companies – for the costs incurred for repair to the motorway network in case of accidents or other damages, (ii) the collection of European grants, and (iii) revenues resulting from services rendered for toll management on behalf of the licensees Tangenziale Esterna S.p.A. and BreBeMi S.p.A. through the investee companies AUREA S.c.ar.l. and Argentea Gestioni S.c.p.a..

The item "operating costs" was mainly unchanged and was due to the increase in the item "other costs" for EUR 1.3 million and to the decrease in the costs for "winter services" (-EUR 1.2 million), thanks to the better weather conditions that characterised the first months of 2014.

With regard to the above, the "gross operating margin" (EBITDA) increased by EUR 11.7 million, amounting to EUR 109.1 million.

“Non-recurring items” refer to a “contingent asset” (equal to EUR 1.5 million) concerning the insurance refund for accidents occurred in 2011-2012 which involved the overpass at the A1/A21 interconnection.

Turin – Milan (A4 Stretch)

(amounts in thousands of EUR)	2014	2013	Changes
Net toll revenues	201,005	189,689	11,316
Other motorway sector revenue	7,960	8,256	(296)
Other revenues	4,107	5,405	(1,298)
Turnover (A)	213,072	203,350	9,722
Operating costs (B)	(67,920)	(67,964)	44
Gross operating margin (A-B)	145,152	135,386	9,766

The increase in “net toll revenues” equal to EUR 11.3 million (+5.97%), was due to the decrease in traffic volumes for EUR 3.9 million, offset by the increase in toll rates for EUR 15.2 million. When compared to the previous financial year, tolls benefited from both the increase for 2014, equal to EUR 10 million and, partially, that for FY 2013, equal to EUR 5.2 million (in the previous financial year, this increase had been applied starting from 12 April 2013).

The item “other motorway sector revenue” mainly refers to rental income on service areas.

The item “operating costs” is mainly in line with the previous financial year, as a result of: (i) lower costs for “winter services” (-EUR 1.1 million), thanks to the better weather conditions that characterised the first months of 2014, (ii) lower operating costs (-EUR 1.1 million) and (iii) higher maintenance costs concerning non-compensated revertible assets (+EUR 2.2 million).

The “gross operating margin” (EBITDA) totalled EUR 145.2 million (EUR 135.4 million in 2013).

As regards the *financial position*, a summary of its main components is provided below:

(amounts in thousands of EUR)	31/12/2014	31/12/2013	Changes
A) Cash	328,501	100,582	227,919
B) Financial receivables	185,108	153,833	31,275
C) Short-term borrowings	(52,292)	(26,903)	(25,389)
D) Current net cash (A) + (B) + (C)	461,317	227,512	233,805
E) Long-term borrowings	(1,259,181)	(1,016,384)	(242,797)
F) Net financial indebtedness (D) + (E)	(797,864)	(788,872)	(8,992)
G) Discounted value of the payable due to ANAS-Central Insurance Fund	(11,580)	(15,085)	3,505
H) "Adjusted" net financial indebtedness (F) + (G) + (H)	(809,444)	(803,957)	(5,487)

The change in “liquidity” is mainly due to the two loans received from the parent company SIAS S.p.A., with regard to the liquidity resulting from the issue of the bond loan made by it in February 2014 (EUR 120 million) and the EIB funding (EUR 140 million). These loans are reflected in the increase in “long-term borrowings”.

During the financial year, the company signed capitalisation contracts with single premium and guaranteed capital for EUR 25 million, in order to invest liquidity.

Moreover, during the financial year, the company also distributed the balance dividend for FY 2013 and the interim dividend for FY 2014, for a total amount of EUR 51.2 million.

SALT - Società Autostrada Ligure Toscana p.A.

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Net toll revenues ⁽¹⁾	171,997	165,042	6,955
Other motorway sector revenue ⁽²⁾	6,766	7,273	(507)
Other revenues	7,819	6,686	1,133
Turnover (A)	186,582	179,001	7,581
Operating costs ⁽³⁾⁽²⁾ (B)	(72,288)	(69,516)	(2,772)
Gross operating margin (A-B)	114,294	109,485	4,809
	<i>EBITDA margin %</i>	<i>61%</i>	<i>61%</i>

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 13 million in 2014 and EUR 12.9 million in 2013).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 18.9 million for FY 2013 and EUR 42.9 million for FY 2013, respectively).

The increase in the item “*net toll revenues*”, equal to EUR 7 million (+4.21%), was due to the increase in both toll rates (+EUR 5 million) and traffic volumes (+EUR 2 million).

The item “*other motorway sector revenue*” mainly refers to rental income on service areas.

The change in “*other revenues*” was mainly due to contingent assets and the allocation of grants for traffic-related European projects.

The increase of EUR 2.8 million in “*operating costs*” is due to: (i) the increase in payroll costs (+EUR 1.8 million), “*maintenance costs concerning non-compensated revertible assets*” (+EUR 0.8 million) and “*other operating costs*” (+EUR 0.9 million) and (ii) the decrease in the costs for “*winter services*” and “*motorway cleaning activities*” (-EUR 0.7 million).

The “*gross operating margin*” (EBITDA) totalled EUR 114.3 million (EUR 109.5 million in 2013).

* * *

As regards the *financial position*, a summary of its main components is provided below:

<i>(amounts in thousands of EUR)</i>	31/12/2014	31/12/2013	Changes
A) Cash	245,667	280,113	(34,446)
B) Financial receivables	73,615	43,101	30,514
C) Short-term borrowings	(34,175)	(20,932)	(13,243)
D) Current net cash (A) + (B) + (C)	285,107	302,282	(17,175)
E) Long-term borrowings	(523,399)	(553,008)	29,609
F) Net financial indebtedness (D) + (E)	(238,292)	(250,726)	12,434
G) Discounted value of the payable due to ANAS-Central Insurance Fund	(42,086)	(53,410)	11,324
H) "Adjusted" net financial indebtedness (F) + (G) + (H)	(280,378)	(304,136)	23,758

It is noted that the said financial situation does not include the “*mezzanine*” loan granted to the subsidiary Autostrada Asti-Cuneo S.p.A. for an amount equal to EUR 40 million (fixed-rate loan granted at market conditions, having taken into account the duration and the “*subordinated*” repayment conditions).

During the financial year, the company signed capitalisation contracts with single premium and guaranteed capital for EUR 30 million, in order to invest liquidity.

Moreover, during the financial year, the company also distributed the balance dividend for FY 2013 and the interim dividend for FY 2014, for a total amount of EUR 38.4 million.

CISA - Autocamionale della Cisa S.p.A.

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Net toll revenues ⁽¹⁾	89,932	83,128	6,804
Other motorway sector revenue ⁽²⁾	4,787	4,804	(17)
Other revenues	4,958	3,967	991
Turnover (A)	99,677	91,899	7,778
Operating costs ⁽¹⁾⁽²⁾ (B)	(44,550)	(43,388)	(1,162)
Gross operating margin (A-B)	55,127	48,511	6,616
	<i>EBITDA margin %</i>	<i>55%</i>	<i>53%</i>

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 6.1 million in 2014 and EUR 6 million in 2013).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 28.3 million for FY 2014 and EUR 27.2 million for FY 2013, respectively).

The increase in “*net toll revenues*”, equal to EUR 6.8 million (+8.2%), was due to the increase in both toll rates (+EUR 5.2 million) and traffic volumes (-EUR 1.6 million).

The change in “*other revenues*” was mainly due to compensation for damages and the allocation of grants for traffic-related European projects.

The increase in “*operating costs*” (+EUR 1.2 million) was due to the increase in (i) “*maintenance of non-compensated revertible assets*” (+EUR 1.7 million), and (ii) the decrease in costs for “*winter services*” and “*motorway cleaning activities*” (-EUR 0.5 million).

The “*gross operating margin*” (EBITDA) totalled EUR 55.1 million (EUR 48.5 million in 2013).

* * *

As regards the *financial position*, a summary of its main components is provided below:

<i>(amounts in thousands of EUR)</i>	31/12/2014	31/12/2013	Changes
A) Cash	128,290	1,953	126,337
B) Financial receivables	33,569	16,908	16,661
C) Short-term borrowings	(16,967)	(12,870)	(4,097)
D) Current net cash (A) + (B) + (C)	144,892	5,991	138,901
E) Long-term borrowings	(175,548)	(36,670)	(138,878)
F) Net financial indebtedness (D) + (E)	(30,656)	(30,679)	23
G) Discounted value of the payable due to ANAS-Central Insurance Fund	(41,922)	(39,953)	(1,969)
H) "Adjusted" net financial indebtedness (F) + (G)	(72,578)	(70,632)	(1,946)

The change in “*liquidity*” is mainly due to the loan amounting to EUR 150 million received from the parent company SIAS S.p.A., with regard to the liquidity resulting from the issue of the bond loan made in February 2014. This loan is reflected in the increase in “*long-term borrowings*”.

During the financial year, the company signed capitalisation contracts with single premium and guaranteed capital for EUR 15 million, in order to invest liquidity.

Moreover, during the financial year, the company also distributed the balance dividend for FY 2013 and the interim dividend for FY 2014, for a total amount of EUR 9.7 million.

SAV – Società Autostrade Valdostane S.p.A.

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Net toll revenues ⁽¹⁾	62,292	60,921	1,371
Other motorway sector revenue ⁽²⁾	852	876	(24)
Other revenues	7,152	7,304	(152)
Turnover (A)	70,296	69,101	1,195
Operating costs ⁽¹⁾⁽²⁾ (B)	(27,991)	(27,789)	(202)
Gross operating margin (A-B)	42,305	41,312	993
	<i>EBITDA margin %</i>	<i>60%</i>	<i>60%</i>

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 2.5 million in 2014 and EUR 2.5 million in 2013).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 2.3 million for FY 2014 and EUR 4.5 million for FY 2013, respectively).

The increase in “*net toll revenues*”, equal to EUR 1.4 million (+2.25%), was due to the growth resulting from the increase in toll rates (+EUR 3 million) and to the decrease in traffic volumes (-EUR 1.6 million).

The item “*other motorway sector revenue*” mainly refers to rental income on service areas.

The increase in “*operating costs*” (equal to EUR 0.2 million) is mainly due to higher payroll costs.

The “*gross operating margin*” (EBITDA) totalled EUR 42.3 million (EUR 41.3 million in 2013).

* * *

As regards the *financial position*, a summary of its main components is provided below:

<i>(amounts in thousands of EUR)</i>	31/12/2014	31/12/2013	Changes
A) Cash	26,042	962	25,080
B) Financial receivables	13,311	12,480	831
C) Short-term borrowings	(13,497)	(26,912)	13,415
D) Current net cash (A) + (B) + (C)	25,856	(13,470)	39,326
E) Long-term borrowings	(91,063)	(61,662)	(29,401)
F) Net financial indebtedness (D) + (E)	(65,207)	(75,132)	9,925
G) Discounted value of the payable due to ANAS-Central Insurance Fund	(114,524)	(112,735)	(1,789)
H) "Adjusted" net financial indebtedness (F) + (G)	(179,731)	(187,867)	8,136

During the financial year, the company received a loan of EUR 40 million from the Parent company SIAS S.p.A. with regard to the liquidity resulting from the bond loan issued by this company in February 2014. Part of the higher volume of liquidity was used to repay the credit lines used.

Moreover, during the financial year, the company also distributed the balance dividend for FY 2013 and the interim dividend for FY 2014, for a total amount of EUR 6.7 million.

ADF - Autostrada dei Fiori S.p.A.

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Net toll revenues ⁽¹⁾	144,742	137,258	7,484
Other motorway sector revenue ⁽²⁾	4,515	4,627	(112)
Other revenues	5,758	6,695	(937)
Turnover (A)	155,015	148,580	6,435
Operating costs ⁽¹⁾⁽²⁾ (B)	(69,023)	(68,033)	(990)
Gross operating margin (A-B)	85,992	80,547	5,445
	<i>EBITDA margin %</i>		
	55%	54%	

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 9.1 million in 2014 and EUR 8.9 million in 2013).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 15.3 million for FY 2014 and EUR 23.6 million for FY 2013, respectively).

The increase in “*net toll revenues*” equal to EUR 7.5 million (+5.45%) was due to the increase in both traffic volumes (+EUR 3.5 million) and toll rates (+EUR 4 million).

The decrease in “*other motorway sector revenue*” (-24.2%) is linked to the reduction in consumption in service areas.

The change in “*other revenues*” is mainly due to lower income pertaining to the financial year with regard to the difference, which was previously deferred, between the original amount of the payable due to the Central Insurance Fund and its current value.

The increase in “*operating costs*” (equal to EUR 1 million) is mainly due to higher costs for services.

The “*gross operating margin*” (EBITDA) totalled EUR 86 million (EUR 80.5 million in 2013).

* * *

As regards the *financial position*, a summary of its main components is provided below:

<i>(amounts in thousands of EUR)</i>	31/12/2014	31/12/2013	Changes
A) Cash	32,800	3,041	29,759
B) Financial receivables	25,920	23,985	1,935
C) Short-term borrowings	(33,376)	(73,531)	40,155
D) Current net cash (A) + (B) + (C)	25,344	(46,505)	71,849
E) Long-term borrowings	(156,471)	(105,906)	(50,565)
F) Net financial indebtedness (D) + (E)	(131,127)	(152,411)	21,284
G) Discounted value of the payable due to ANAS-Central Insurance Fund	(25,753)	(50,231)	24,478
H) "Adjusted" net financial indebtedness (F) + (G)	(156,880)	(202,642)	45,762

During the financial year, the company received a loan of EUR 110 million from the Parent company SIAS S.p.A. with regard to the liquidity resulting from the bond loan issued by this company in February 2014. Part of the higher volume of liquidity was used to repay the credit lines used.

The company distributed the 2013 dividend for a total amount of EUR 19.5 million.

ATS - Autostrada Torino-Savona S.p.A.

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Net toll revenues ⁽¹⁾	60,937	58,536	2,401
Other motorway sector revenue ⁽²⁾	1,289	1,194	95
Other revenues	3,262	3,405	(143)
Turnover (A)	65,488	63,135	2,353
Operating costs ⁽¹⁾⁽²⁾ (B)	(38,796)	(38,871)	75
Gross operating margin (A-B)	26,692	24,264	2,428
	EBITDA margin %		
	41%	38%	

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 6.1 million in 2014 and EUR 6.0 million in 2013).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 27.3 million for FY 2014 and EUR 11.9 million for FY 2013, respectively).

The increase in “*net toll revenues*” equal to EUR 2.4 million (+4.1%) was due to the increase in both traffic volumes (+EUR 1.2 million) and toll rates (+EUR 1.2 million).

The decrease in “*other motorway sector revenue*” is linked to the reduction in consumption in service areas.

The item “*operating costs*” is mainly in line with the previous financial year, as a result of: (i) lower maintenance of non-compensated revertible assets (-EUR 2.1 million), (ii) lower costs for “winter services” (-EUR 1 million), and (iii) higher costs for services and other operating costs (+EUR 3.1 million).

With regard to the above, the “*gross operating margin*” totalled EUR 26.7 million (EUR 24.3 million in 2013).

* * *

As regards the *financial position*, a summary of its main components is provided below:

<i>(amounts in thousands of EUR)</i>	31/12/2014	31/12/2013	Changes
A) Cash	34,720	66	34,654
B) Financial receivables	26,516	35,256	(8,740)
C) Short-term borrowings	(15,449)	(45,454)	30,005
D) Current net cash (A) + (B) + (C)	45,787	(10,132)	55,919
E) Long-term borrowings	(89,409)	(19,060)	(70,349)
F) Net financial indebtedness (D) + (E)	(43,622)	(29,192)	(14,430)
G) Discounted value of the payable due to ANAS-Central Insurance Fund	-	-	-
H) "Adjusted" net financial indebtedness (F) + (G)	(43,622)	(29,192)	(14,430)

During the financial year, the company received a loan of EUR 80 million from the Parent company SIAS S.p.A. with regard to the liquidity resulting from the bond loan issued by this company in February 2014. Part of the higher volume of liquidity was used to repay the credit lines used.

During the financial year, the company distributed the 2013 dividend for EUR 6.2 million.

AT-CN - Autostrada Asti-Cuneo S.p.A.

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Net toll revenues ⁽¹⁾	15,802	15,252	550
Other motorway sector revenue ⁽²⁾	6	5	1
Other revenues	829	664	165
Turnover (A)	16,637	15,921	716
Operating costs ⁽¹⁾⁽²⁾ (B)	(15,661)	(14,692)	(969)
Gross operating margin (A-B)	976	1,229	(253)

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 1 million in 2014 and EUR 0.9 million in 2013).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 14.6 million for FY 2014 and EUR 27.6 million for FY 2013, respectively).

The increase in “*net toll revenues*”, equal to EUR 0.6 million, was entirely due to the increase in traffic volumes and mix, as no increase was applied to toll rates.

The increase of EUR 1 million in “*operating costs*” is due to higher costs for (i) “maintenance of non-compensated revertible assets” (+EUR 0.6 million) and “services” (+EUR 0.7 million), which were partially offset by lower costs for “winter services” (-EUR 0.2 million), payroll costs and other operating costs (-EUR 0.1 million).

With regard to the above, the “*gross operating margin*” (EBITDA) totalled EUR 1 million (EUR 1.2 million in FY 2013).

* * *

As regards the *financial position*, a summary of its main components is provided below:

<i>(amounts in thousands of EUR)</i>	31/12/2014	31/12/2013	Changes
A) Cash	1,825	9,026	(7,201)
B) Financial receivables	3,722	25,812	(22,090)
C) Short-term borrowings	(197,591)	(206,700)	9,109
D) Current net cash (A) + (B) + (C)	(192,044)	(171,862)	(20,182)
E) Long-term borrowings	-	-	-
F) Net financial indebtedness (D) + (E)	(192,044)	(171,862)	(20,182)
G) Discounted value of the payable due to ANAS-Central Insurance Fund	-	-	-
H) "Adjusted" net financial indebtedness (F) + (G)	(192,044)	(171,862)	(20,182)

During the financial year, the company collected “*financial receivables*” for approximately EUR 22.1 million with regard to ANAS contributions assessed in previous financial years.

Moreover, it is noted that the said financial situation does not include an amount of EUR 40 million concerning the partial use of the “mezzanine” loan (subordinated loan to Shareholders equal to EUR 95 million) granted to the Company by SALT S.p.A..

Motorway sector - Jointly controlled companies and associated companies

ATIVA – Autostrada Torino – Ivrea – Valle d’Aosta S.p.A.

The financial statements as at 31 December 2014 show net toll revenues amounting to EUR 115.9 million, up by approximately EUR 3.2 million (+2.9%) compared to the previous financial year. This change is due to the growth resulting from the increase in toll rates (+EUR 13.4 million) and to the decrease in traffic volumes (-EUR 10.2 million).

The “*gross operating margin*” totalled EUR 69.7 million (EUR 68.1 million in FY 2013).

As at 31 December 2014, the “*net financial indebtedness*” totalled EUR 39.6 million (EUR 72.5 million as at 31 December 2013).

SITAF – Società Italiana per il Traforo Autostradale del Frejus S.p.A.

The financial statements as at 31 December 2014 show net toll revenues amounting to EUR 116.2 million, up by approximately EUR 4.4 million (+3.90%) compared to the previous financial year.

This change is due, for EUR 2.7 million, to the increase in revenues in Q4 (resulting from (i) the increase in traffic volumes for both heavy vehicles, +0.56% and light vehicles, +2.31%, and (ii) the increase in toll rates, +3.35%) and, for EUR 1.7 million, to the increase in revenues for the A32 section (resulting from (i) the decrease in traffic volumes for light vehicles, -1.34%, (ii) the increase in traffic volumes for heavy vehicles, +0.18% and (iii) the increase in toll rates: +4.31% Avigliana toll rate and +3.81 Salbertrand toll gates).

The “*gross operating margin*” totalled EUR 70.1 million¹ (EUR 68.4 million in FY 2013).

SITRASB – Società Italiana Traforo del Gran San Bernardo S.p.A.

The item “*motorway sector revenue*”, up by EUR 0.2 million compared to the previous financial year, totalled EUR 9.9 million.

The “*gross operating margin*” totalled EUR 2.7 million¹ (EUR 2.9 million in FY 2013).

The “*net financial position*” as at 31 December 2014 showed liquid funds equal to EUR 14.8 million (EUR 15.6 million as at 31 December 2013).

¹ This figure has been calculated based on National Accounting standards/OIC.

TANGENZIALE ESTERNA S.p.A.

The accounting records as at 31 December 2014 show the pre-operational phase of the company (the first seven motorway kilometres, the so-called “Arco TEEM”, were opened to traffic in July 2014, while the whole work will be completed by spring 2015) and show a loss of EUR 2.6 million¹.

Bre.Be.Mi. S.p.A.

The accounting records as at 31 December 2014, which reflect the opening to traffic in July 2014, show a loss of EUR 35.4 million¹. This amount is due, among other things, to the fact that financial charges were no longer capitalised because the infrastructure came into operation.

With regard to this section, it is noted that as a result of the increase in the cost of the infrastructure and the higher charges incurred, as well as the reduction in traffic estimates compared to the original forecast used as assumptions for obtaining the concession, on 20 December 2013 the company submitted to the Granting Body CAL (pursuant to art. 11.8 of the Standard Agreement) a request to review the economic-financial plan ("EFP").

Following the investigation, on 30 May 2014 the Granting Body expressed its opinion on the admissibility of higher charges and indicated the rebalancing elements for the EFP.

On 17 June 2014, the company sent to the Granting Body a rebalancing proposal based on the indications received (the "Rebalancing EFP"), which included:

- the application of tax offset measures as provided for in art. 18, paragraph 1 of Law no. 183/2011 (the so-called “tax exemption”);
- the extension to the duration of the Concession by further 10.5 years (i.e. overall duration 30 years), expiring in June 2044 rather than December 2033 and consequent zeroing of the takeover value equal to EUR 1,205 million;
- the granting of a public contribution for EUR 80 million (if the contribution should be irrelevant for VAT purposes) necessary to guarantee the balancing of the EFP.

As mentioned above, the motorway link was opened to traffic on 23 July 2014, although the completion works/connections with the motorway network had not been completed yet. These works were originally scheduled and are necessary to ensure full operativeness of the new infrastructure.

Traffic volumes recorded for the new infrastructure as from the opening to traffic show significant negative differences compared to the forecasts set out in the Rebalancing EFP. Based on the transport studies aimed at identifying the causes of the traffic deficit and the related future recovery possibilities, "structural" deficiencies were identified for the section under review, with regard to the connections with the remaining part of the motorway network in Milan and Brescia. To this regard, benefits were evident with regard to the construction of the direct interconnection with the A4 stretch (managed by Autostrade per l'Italia – ASPI S.p.A.) near to Brescia, given that this is an investment that can be technically carried out in a short time (in any case, subject to the achievement of an agreement with ASPI).

Following the notice provided by the Granting Body CAL, in November 2014 and with regard to the non-applicability of the "tax exemption" measures set out in the Rebalancing EFP (since these refer to an already operating motorway), Bre.Be.Mi, supported by its Shareholders, carried out all necessary initiatives aimed at safeguarding the investment made. Therefore, together with the Granting Body, measures were taken aimed at relaunching the rebalancing procedure of the economic-financial plan.

¹ This figure has been calculated based on National Accounting standards/OIC.

To this regard, it is noted that article 1, paragraph 299 of Law no. 190 of 23 December 2014 (the so-called 2015 "Legge di Stabilità", stability law) expressly sets out that *"the Ministry of Infrastructure and Transport has created a fund amounting to EUR 20 million per year for the period 2017-2031, with the primary aim of carrying out interconnection works of motorway sections for which financial assistance is necessary to ensure the balance of the economic-financial plan. Funds are allocated according to CIPE Resolutions, based on the proposal of the Ministry of Infrastructure and Transport. Contributions are granted only on a direct basis"*.

Moreover, the Lombardy Region issued Decree no. 12781 of 30 December 2014. Annex A to this decree sets out, as an obligatory category of expenditure, a further annual amount of EUR 20 million for the 2015-2017 three-year period, in order to *"carry out, complete and improve accessibility of road and motorway systems according to public-private sector partnerships"*.

In the light of the above-mentioned regulations, the Granting Body CAL, by note dated 12 January 2015, asked the Licensee Bre.Be.Mi to submit a "new" revision proposal of the economic-financial plan (in alternative to the one made in June 2014), based on the following assumptions:

- (i) the construction by January 2017 of the interconnection between Brebemi and the A4 section, as an amendment to the final project approved by CIPE, in order to ensure connection to the east with the operating motorway network (as a result of the failure to carry out the Ospitaletto-Montichiari junction, licensed to Autostrada Centro Padane, for which a bid was recently submitted by the SIAS Group in order to obtain it;
- (ii) the payment of contributions according to the above-mentioned national and regional regulations (EUR 60 million by the Lombardy Region and EUR 300 million with regard to the dedicated fund created by the Ministry of Infrastructure and Transport);
- (iii) a traffic scenario in line with current data and with the forecast to achieve traffic levels following the opening to traffic of the above-mentioned interconnection (i).

Bre.Be.Mi. answered to this proposal and on 5 February 2015 submitted the economic-financial plan that implements the notes provided by the Granting Body CAL.

ROAD LINK (A69) – UK

Road Link is an investee company (20% of the share capital) and manages the 84 km-long Newcastle-Carlisle motorway section in the United Kingdom.

The concession will expire in 2026.

During the financial year, it contributed to the Group's profit with an amount of approximately EUR 1.2 million.

RESULTS OF OPERATIONS - Construction and Engineering Sector

The Group operates in the Construction Sector through the subsidiary ABC Costruzioni S.p.A. and the associated company ITINERA S.p.A. and in the Engineering Sector mainly through the following subsidiaries:

- SINA S.p.A. (investee company with 100% of the share capital)
- SINECO S.p.A. (investee company with 100% of the share capital)
- Cisa Engineering S.p.A. (investee company with 100% of the share capital)

ABC Costruzioni S.p.A.

The Company operates in the construction and maintenance sector of motorway assets. More specifically, it carries out maintenance and enhancement activities for the motorway network on behalf of SALT S.p.A., Autostrada dei Fiori S.p.A. and Autocamionale della Cisa S.p.A..

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Construction sector revenue	53,172	73,601	(20,429)
Other revenues	496	1,187	(691)
Turnover (A)	53,668	74,788	(21,120)
Operating costs (B)	(48,458)	(67,495)	19,037
Gross operating margin (A-B)	5,210	7,293	(2,083)

In FY 2014, the item “*turnover*” totalled EUR 53.7 million (EUR 74.8 million in the previous financial year). The decrease in production, which was almost entirely attributable to intercompany activities, was reflected on the item “*operating costs*”, down by approximately EUR 19 million. The “*gross operating margin*” totalled EUR 5.2 million (EUR 7.3 million in 2013).

The “*net financial position*” as at 31 December 2014 showed liquid funds equal to EUR 12.5 million (EUR 11.4 million as at 31 December 2013).

ITINERA S.p.A.

This Company operates in the construction sector and its main activities are the construction and maintenance of road, motorway and railway infrastructures, building works, as well as works for the construction of tunnels and underground railways.

In 2014, the company recorded a “*value of production*” equal to EUR 986 million (EUR 528 million in 2013), together with a “*profit for the period*” of approximately EUR 30.5 million (EUR 6 million in 2013, net of “non-recurring” items).

The company is achieving its development objectives in line with the identified strategic guidelines. Together with the creation of a “*construction site*” through aggregations of Group companies, this leads to a structural reorganisation, with a special focus on the international market.

With regard to the next five-year period, the objectives of the industrial plan include an endogenous growth with a significant development of turnover in the foreign market and the assessment of hypotheses concerning the aggregation/acquisition of national/international companies in order to rank among the main Italian players operating both in Italy and abroad.

SINA S.p.A.

This Company operates in the study, planning and works management areas for railway and motorway works.

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Engineering sector revenue	34,621	41,979	(7,358)
Other revenues	-	-	-
Turnover (A)	34,621	41,979	(7,358)
Operating costs (B)	(30,742)	(36,776)	6,034
Gross operating margin (A-B)	3,879	5,203	(1,324)

In 2014, the item "turnover" amounts to EUR 34.6 million. The decrease compared to the same period last year (-EUR 7.4 million) reflects the slowdown in the development of some orders, which were only partially offset by the acquisition of new contracts. The said decrease reflected on "operating costs", down by approximately EUR 6 million. Therefore, the "gross operating margin" totalled EUR 3.9 million (EUR 5.2 million in 2013).

The "net financial position" as at 31 December 2014 showed liquid funds equal to EUR 18.4 million (EUR 16.3 million as at 31 December 2013).

SINECO S.p.A.

The Company carries out monitoring and control activities related to the state of preservation of transport infrastructures throughout the territory.

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Engineering sector revenue	24,077	21,612	2,465
Other revenues	-	-	-
Turnover (A)	24,077	21,612	2,465
Operating costs (B)	(19,121)	(17,151)	(1,970)
Gross operating margin (A-B)	4,956	4,461	495

The item "turnover", up by EUR 2.5 million compared to the previous financial year, amounts to EUR 24.1 million. This growth led to an increase in "operating costs" amounting to EUR 19.1 million (EUR 17.2 million in FY 2013).

With regard to above, the "gross operating margin" totalled EUR 5 million (EUR 4.5 million in FY 2013).

The "net financial position" as at 31 December 2014 showed liquid funds equal to EUR 2.1 million (EUR 1.6 million as at 31 December 2013).

In December 2014, Sineco S.p.A. acquired control over **SITECO Informatica S.r.l.** (80% of the share capital) for a total amount of EUR 0.7 million. This company operates in the development and supply of survey equipment and technical software concerning road information systems.

Cisa Engineering S.p.A.

The Company operates in the study and planning sector for motorway works.

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Engineering sector revenue	1,910	1,917	(7)
Other revenues	-	-	-
Turnover (A)	1,910	1,917	(7)
Operating costs (B)	(1,681)	(1,597)	(84)
Gross operating margin (A-B)	229	320	(91)

In FY 2014, the item "*turnover*" totalled EUR 1.9 million, in line with the previous financial year). "*Operating costs*" totalled EUR 1.7 million (EUR 1.6 million in 2013). Therefore, the "*gross operating margin*" totalled EUR 0.2 million (EUR 0.3 million in FY 2013).

The "*net financial position*" as at 31 December 2014 showed net liquid funds equal to EUR 0.6 million (EUR 0.8 million as at 31 December 2013).

RESULTS OF OPERATIONS - Technology Sector

The Group operates in the Technology Sector through the following subsidiaries:

- Sinelec S.p.A., with 97.516% of the share capital; and
- Euroimpianti Electronic S.p.A., with 100% of the share capital.

Sinelec S.p.A.

The company operates in the lease sector of both fibre optics and sites for the positioning of transmission devices for companies operating in the mobile telephony sector, as well as in the sector of outsourcing management and supply of integrated IT systems for motorway companies.

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Technology sector revenue	65,367	69,167	(3,800)
Other revenues	453	296	157
Turnover (A)	65,820	69,463	(3,643)
Operating costs	(44,993)	(48,462)	3,469
Gross operating margin	20,827	21,001	(174)

The company posted a "turnover" of EUR 65.8 million, down by approximately EUR 3.6 million compared to the same period last year. The trend of the item "turnover" in the last two financial years mainly reflects the continuation of the works for the construction of the Milan East Outer Ring Road and the Brescia-Bergamo-Milan motorway section. The latter was opened to traffic in July 2014.

"Operating costs" reflect the decrease in production and amount to EUR 45 million (EUR 48.5 million in 2013).

The "gross operating margin" totalled EUR 20.8 million (EUR 21 million in 2013).

The "net financial position" as at 31 December 2014 showed liquid funds equal to EUR 11.3 million (EUR 6 million as at 31 December 2013).

Euroimpianti Electronic S.p.A.

The company operates in the area of planning and production of electrical, telephone and electronic systems for motorway companies.

The main *revenue and expenditure items* of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Technology sector revenue	41,972	29,928	12,044
Other revenues	164	130	34
Turnover (A)	42,136	30,058	12,078
Operating costs	(34,376)	(24,423)	(9,953)
Gross operating margin	7,760	5,635	2,125

During the financial year, the Company posted a "turnover" of approximately EUR 42.1 million (EUR 30.1 million in FY 2013). The increase in production was mainly due to orders acquired for (i) the Tangenziale Esterna Est di Milano (Milan East Outer Ring Road) and (ii) the Brescia-Bergamo-Milan motorway section (which was mainly concluded in the first half of 2014). The item "operating costs" totalled EUR 34.4 million (EUR 24.4 million in 2013). Therefore, the "gross operating margin" amounted to EUR 7.8 million (EUR 5.6 million in 2013).

The "net financial position" as at 31 December 2014 showed indebtedness for EUR 0.6 million (liquid funds amounting to EUR 0.8 million as at 31 December 2013).

RESULTS OF OPERATIONS - Parking Sector

The Group operates in the "Parking Sector" through the subsidiary SIAS Parking S.r.l. (investee company with 100% of the share capital) and Fiera Parking S.p.A. (investee company with 99% of the share capital) and the following "jointly controlled" companies:

- Parcheggio Piazza Meda S.r.l. (investee company with 50% of the share capital)
- Parcheggio Piazza Trento e Trieste S.r.l. (investee company with 50% of the share capital);
- Parcheggio Piazza Vittorio Veneto S.r.l. (investee company with 50% of the share capital)
- Parcheggio Via Manuzio S.r.l. (investee company with 50% of the share capital)

Fiera Parking S.p.A.

The company manages the parking area at Fiera di Milano (Rho-Però).

The main *revenue and expenditure items*⁽¹⁾ of the Company may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	2014	2013	Changes
Parking sector revenue ⁽²⁾	2,972	3,211	(239)
Other revenues	302	212	90
Turnover (A)	3,274	3,423	(149)
Operating costs (B)	(1,915)	(1,964)	49
Gross operating margin (A-B)	1,359	1,459	(100)

The item "turnover" totalled EUR 3.3 million (EUR 3.4 million in 2013); "operating costs" amounted to EUR 1.9 million, in line with the previous financial year. With regard to the above, the "gross operating margin" totalled EUR 1.4 million (EUR 1.5 million in 2013).

* * *

As regards the *financial position*, a summary of its main components is provided below:

<i>(amounts in thousands of EUR)</i>	31/12/2014	31/12/2013	Changes
A) Cash	4,336	4,075	261
B) Financial receivables	3,888	3,811	77
C) Short-term borrowings	(2,372)	(2,239)	(133)
D) Current net cash (A) + (B) + (C)	5,852	5,647	205
E) Long-term borrowings	(32,006)	(33,626)	1,620
F) Net financial indebtedness (D) + (E)	(26,154)	(27,979)	1,825
G) Non-current financial receivables	49,160	49,883	(723)
H) "Adjusted" net financial position (F) + (G)	23,006	21,904	1,102

The items "financial receivables" and "non-current financial receivables" represent, as provided for in IFRIC 12 Interpretation, the discounted value of the medium/long-term portion of cash flows related to the so-called "minimum amount guaranteed by the Granting Body" as set out in the concession agreement.

(1) Takeover of the company Fiera Parking S.p.A. took place at the end of FY 2014. Therefore, in 2014 the financial statements of the Company were consolidated using the line-by-line method only with regard to the equity components.

(2) Amount net of the share allocated to the "minimum amount guaranteed by the Granting Body", which is posted to the item "financial receivables" (EUR 3.8 million), in compliance with IFRIC 12 Interpretation.

Parceggio Piazza Meda S.r.l.

The company manages the car parking area of Piazza Meda in Milan.

The item *“parking sector revenue”* totalled EUR 3.1 million (EUR 3 million in 2013).

The *“gross operating margin”* totalled EUR 2.3 million (EUR 2.2 million in FY 2013).

The *“net financial position”* as at 31 December 2014 showed an indebtedness of EUR 16.8 million (EUR 18.3 million as at 31 December 2013).

Parceggio Piazza Trento e Trieste S.r.l.

The company manages the car parking area of Piazza Trento e Trieste in Monza.

The item *“parking sector revenue”* totalled EUR 2.0 million (EUR 1.9 million in 2013).

The *“gross operating margin”* totalled EUR 1.4 million (EUR 1.3 million in FY 2013).

The *“net financial position”* as at 31 December 2014 showed an indebtedness of EUR 4.6 million (EUR 5.4 million as at 31 December 2013).

Parceggio Piazza Vittorio Veneto S.r.l.

The company manages the car parking area of Piazza Vittorio Veneto in Turin.

The item *“parking sector revenue”* totalled EUR 1.4 million, in line with the previous financial year.

The *“gross operating margin”* totalled EUR 0.9 million (EUR 0.9 million in FY 2013).

The *“net financial position”* as at 31 December 2014 showed an indebtedness of EUR 3.6 million (EUR 4.2 million as at 31 December 2013).

Parceggio Via Manuzio S.r.l.

The company manages the car parking area of Via Manuzio in Milan.

The item *“parking sector revenue”* totalled EUR 0.4 million (EUR 0.3 million in 2013).

The *“gross operating margin”* totalled EUR 0.2 million (EUR 0.1 million in FY 2013).

The *“net financial position”* as at 31 December 2014 showed an indebtedness of EUR 4.5 million (EUR 4.7 million as at 31 December 2013).

RESULTS OF OPERATIONS - Other sectors

Finanziaria di Partecipazione e Investimenti S.p.A. (former Autostrade dei Parchi S.p.A.)

As at 31 December 2014, the Company was an investee company of the Group (99.535% of the share capital).

In 2014, the company posted a “loss” of EUR 16.8 million (EUR 7.2 million in 2013).

This loss was due, for EUR 11.7 million, to the partial write-down of the receivable owed from ANAS S.p.A.. This receivable (which originally amounted to EUR 23.5 million) - posted following the positive outcome of the arbitration award of 20 July 2005 (subsequently challenged by ANAS) - refers to the compensation to be paid with regards to the management of the A24 and A25 motorways carried out by the Company for more than twenty years on behalf of ANAS. The settlement agreement signed by Finanziaria di Partecipazioni e Investimenti S.p.A. and ANAS in 2014 enabled to settle the outstanding dispute and collect the residual receivable.

In addition to the aforesaid write-down, other write-downs were carried out in 2014 for a total of EUR 10.1 million with regards to the equity investment portfolio. The equity investments held in Compagnia Aerea Italiana S.p.A. (EUR 4.5 million), Banca Ca.Ri.Ge. (EUR 5.5 million) and Industria e Innovazione S.p.A. (EUR 0.1 million) were written down. These write-downs were only partially offset by the capital gain resulting from the sale of part of the equity investment held in Mediobanca S.p.A. (EUR 1.8 million).

The “*net financial position*” as at 31 December 2014 revealed liquid funds equal to EUR 10.6 million (the indebtedness was equal to EUR 2.6 million as at 31 December 2013). The change in the financial year was due to: (i) the collection of the receivable due from ANAS, including VAT (+EUR 14.2 million), (ii) the transfer of Mediobanca shares (+EUR 4 million), which were partially offset by the amounts related to the payment of share capital increases of Banca Carige S.p.A. (EUR 3.7 million) and Compagnia Aerea Italiana S.p.A. (EUR 1.3 million).

* * *

Baglietto S.p.A.

Although the shipyard sector was still affected by the effects of the international economic stagnation, in FY 2014 the company increased its value of production by more than EUR 16 million. Moreover, the change in operating costs, together with the write-down of the subsidiary Cerri Cantieri Navali S.p.A. (equal to EUR 4 million), affected the profit (loss) for the period, showing a loss of EUR 8.1 million (EUR 6.3 million in FY 2013).

The “*net financial position*” as at 31 December 2014 revealed borrowings for EUR 20 million (EUR 14 million as at 31 December 2013).

In January 2015 the company asked the shareholders for a capital injection equal to EUR 15 million, having taken into account the related financial needs necessary to launch, among other things, the construction sites of new projects. ASTM S.p.A., having taken into account the development forecasts included in the industrial plan prepared by the company, paid its pro-rata share (equal to EUR 4.6 million). Moreover, ASTM S.p.A. signed with the parent company Argo Finanziaria S.p.A. a put option (to be exercised by 31 October 2016) calculated on the current book value of the equity investment (equal to EUR 4.9 million), plus the above-mentioned capital injection.

RISK FACTORS AND UNCERTAINTIES ⁽¹⁾

Disputes with the Revenue Office

As at 31 December 2014, some Group Companies were subject to tax investigations by the Italian Revenue Office and the Tax Police. If some observations were made with regard to different interpretations of tax provisions compared to those adopted by the Companies, these confirmed to have acted in compliance with the rules governing the preparation of the financial statements and in line with the reference accounting standards. In case such observations resulted in a subsequent tax assessment by the Revenue Office, the Companies lodged an appeal and reaffirmed the correctness of the procedures adopted.

In some cases, if these were to the advantage of the Company, outstanding disputes were settled by adhering to the proposals made by the Office with regard to the instruments and procedures set out by the tax regulations.

Renewal of the economic-financial plans of motorway companies

With regard to the issues concerning the renewal of the economic-financial plans for motorway companies and the related consequences on the tariff trend, reference is made to the information included in the section “Regulatory framework and relations with the Granting Body”.

To date, the main asset held by ASTM S.p.A. is the equity investment held in SIAS S.p.A.. Therefore, the operating results of ASTM S.p.A. mainly depend on the said investee company and reflect the economic and financial performance, as well as investment and distribution policies of its dividends.

⁽¹⁾ With regard to the “financial risk” management, reference should be made to the “other information” section included in the notes of the “consolidated financial statements”.

SEGMENT INFORMATION

Pursuant to CONSOB Communication no. 98084143 of 27 October 1998, it should be underlined that – as already pointed out in the previous section “Business segments and Group composition” – the primary business segment of the Group is represented by the management of motorway networks under concession, as well as by related activities. As a consequence, the economic-financial components of the consolidated financial statements are mainly attributable to this type of activity.

In the Explanatory Notes, an analysis of the results by business sector is included in the related section “Operating segments”, pursuant to IFRS 8.

OTHER SPECIFIC DISCLOSURES PURSUANT TO CURRENT LEGISLATION

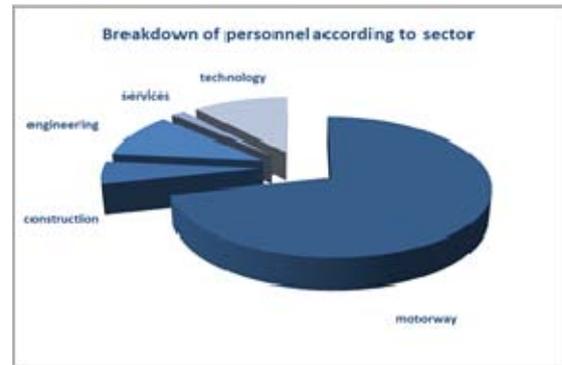
Information on Environment and Staff

With regard to **environment**-related information, it should be underlined that the Group Companies carry out their activities in full compliance with environmental and hygiene requirements at work. Moreover, the Group motorway companies adopted a series of measures aimed at limiting the environmental impact. The main measures are detailed below:

- the arrangement of acoustic mapping and agglomerates, action plans and noise limitation and reduction plans. These activities play an important role in order to manage any problem related to noise pollution and its effects;
- the works for the installation of noise barriers included in the noise limitation and reduction plans are being carried out;
- the use of special drainage asphalts, in order to reduce noise pollution;
- the use of photocatalytic paints, capable of reducing pollutants;
- the recycling of ripping surface materials and asphalt concrete;
- the treatment and purification of wastewater in the service areas;
- the treatment and purification of wastewater of toll collection buildings;
- the adaptation of systems for waste disposal and management, for the waste produced in connection with motorway accidents, with the help of specialised companies;
- compliance with recent regulations, while awaiting implementation, concerning waste traceability (SISTRI) for waste collection areas created at collection points along motorway sections.

With reference to **employee**-related information for the ASTM Group, it is noted that, also in 2014, the Group Companies carried out the enhancement policy for human resources, aimed at improving the organisational model, also in order to obtain higher operational flexibility. The following table shows the staff employed as at 31 December 2014, compared with the figures as at 31 December 2013:

	31/12/2013	31/12/2014
Executives	83	80
Middle managers	102	101
Staff	2,156	2,186
Workers	428	438
Total	2,769	2,805



Treasury shares and shares or stakes of Parent Companies

On 22 April 2014, the Ordinary Shareholders' Meeting (i) revoked the resolution of 10 June 2013 which authorised the purchase and the disposal of treasury shares and (ii) approved the request to authorise the purchase and the disposal of treasury shares up to a maximum of 17,600,000 ordinary shares, to be carried out up to the approval date of the 2014 financial statements and, in any case, for no more than 18 months from the resolution date.

As part of this resolution by the Shareholders' Meeting of 22 April 2014, on 9 May 2014 the Board of Directors approved the launch of the treasury shares purchase plans by authorising the acquisition of up to a further 3,520,000 ASTM shares (+4%), hence up to approximately 8.15% of the share capital.

As of today, the Parent Company holds 4,301,496 treasury shares. Therefore, the Parent Company and the investee company ATIVA S.p.A. held together 4,322,996 treasury shares (corresponding to approximately 4.9% of the share capital).

The Shareholders' Meeting that will be convened on 15 April 2015 will approve the proposal for a new authorisation to purchase/sell treasury shares, since the previous authorisation approved on 22 April 2014 will expire with the approval of the financial statements as at 31 December 2014.

Branches

Your Company has no branches. The Board of Directors approved to appoint the local unit located in Tortona (AL), Strada Statale per Novi Ligure 3/13, Località San Guglielmo, as "administrative office" of the Company.

Relationships with subsidiaries, associated companies, parent companies and with companies subject to control of these latter companies

Each single reference item of the economic and equity relationships with subsidiaries, associated companies and companies subject to control of these latter companies has been explained in a dedicated section of the explanatory notes "Other information – Information on related party transactions" both in the financial statements and in the consolidated financial statements.

As from 1 January 2011, the “*Procedure for transactions with related parties*” has been applied, as approved by the Board of Directors - having obtained the positive opinion of the Audit and Risk Committee - and adopted in compliance with Consob Resolution no. 17221 of 12 March 2010, as amended by Consob Resolution no. 17389 of 23 June 2010.

This procedure identifies the rules governing the approval, management and public disclosure of transactions with related parties carried out by ASTM S.p.A., directly or through subsidiaries, in order to ensure transparency, as well as substantial and procedural correctness of the transactions.

Report on Corporate Governance and ownership structure

With regard to the “Report on Corporate Governance and ownership structure”, reference should be made to the annex to this Management Report, as shown at the bottom of these financial statements.

Certifications pursuant to art. 36 and 37 of CONSOB resolution no. 16191/07 (“Market regulation”)

The Company does not fall within the scope of the regulations set out by **Article 36** of CONSOB Resolution no. 16191/07, since at present it does not control “companies incorporated and governed by the law of States not belonging to the European Union”.

Pursuant to **Article 37** of the above-mentioned CONSOB Resolution, it should be noted that the Company meets the requirements for the listing of treasury shares on the Italian regulated market, which are listed in paragraph 1 of the same article.

Compliance with the regulatory simplification process adopted by CONSOB Resolution no. 18079 of 20 January 2012

Pursuant to Art. 3 of CONSOB Resolution no. 18079 of 20 January 2012, on 6 December 2012 the Board of Directors of ASTM S.p.A. - with reference to the provisions set out in article 70, paragraph 8, and article 71, paragraph 1-bis of CONSOB Regulation no. 11971/99 - approved to make use of the power to derogate from the obligations concerning publication of the information documents set out in the said CONSOB Regulation in case of significant merger, split-off, share capital increase through contribution in kind, acquisition and disposal transactions.

SIGNIFICANT SUBSEQUENT EVENTS

In addition to the above, no significant events occurred after 31 December 2014.

BUSINESS OUTLOOK

With regard to the motorway sector, although the toll increase for 2015 will be equal only to the expected inflation rate of +1.5%, signs of stabilisation/recovery in traffic volumes, also linked to the “EXPO 2015” event, should enable a further consolidation of the ASTM Group's income results, also taking in consideration the expected performance of the other business segments/equity investments.

PROPOSAL FOR ALLOCATION OF THE NET PROFIT

Shareholders,

the Board of Directors hereby proposes:

- to approve the financial statements as at 31 December 2014, which posted a profit of EUR 56,553,736;
- to allocate the profit for the period equal to EUR 56,553,736 – i.e. a residual amount of EUR 39,773,611 (following the distribution of the 2014 interim dividend of EUR 0.20 per share, for a total amount of EUR 16,780,125, as approved by the Board of Directors on 7 November 2014) – as follows:
 - to the Shareholders (as a “dividend”), EUR 0.25 for each of the shares outstanding as at the record date, as defined pursuant to article 83-terdecies of Legislative Decree no. 58/98, as balance for the above-mentioned interim dividend for 2014. Therefore, the total dividend per share for 2014 amounts to EUR 0.45;
 - to the “retained earnings” reserve, the residual amount following the above-mentioned allocation.

Pursuant to the regulations issued by Borsa Italiana S.p.A., the dividend can be paid from 27 May 2015 (in such event, the shares shall be quoted ex-dividend from 25 May 2015, against detachment of the coupon no. 41).

The payment of the said dividend will be validated according to the accounting records - as set out in art. 83-quater, paragraph 3 of Legislative Decree no. 58 of 24/02/1998 - recorded at the end of 26 May 2015 (record date).

PROPOSAL TO DISTRIBUTE PART OF THE “RETAINED EARNINGS” RESERVE

Shareholders,

the equity consolidation of the Company, together with the positive income and financial trend of the previous financial years, which has further strengthened during 2014, as shown by the figures included in the financial statements as at 31 December 2014 that will be approved by the Shareholders' Meeting convened on 15 April 2015, will enable to distribute part of the "retained earnings" reserve.

The shareholders' equity of the Company as at 31 December 2014 (adjusted to take into account the proposal for the allocation of the profit that will be approved by the said Shareholders' Meeting on 15 April 2015) is equal to EUR 1,716 million and includes a significant amount (approximately EUR 1,588 million) related to "retained earnings".

Similarly to the plan for the purchase of treasury shares, the proposal under review is part of the Company's policy aimed at consolidating/increasing the benefits for Shareholders, without compromising any development plan.

More specifically, the proposal sets out the distribution, as "extraordinary dividend", of part of the "retained earnings" reserve for an amount of EUR 0.25 for each of the shares outstanding as at the record date, pursuant to article 83-terdecies of Legislative Decree no. 58/98. The shares in portfolio as at that date are excluded from the calculation.

As of today, the shares entitled to profit are 83,698,504. This number can vary following the purchase and/or disposal of treasury shares in the period between today and the record date. If the number of treasury shares does not vary until the above-mentioned date, the amount to be taken from the "retained earnings" reserve would be equal to approximately EUR 21 million.

Based on the provisions set out by Borsa Italiana S.p.A., these reserves can be arranged for payment starting from 27 May 2015. Therefore, the shares would be listed ex-distribution of the reserves starting from 25 May 2015. The payment of the

said reserves will be validated according to the accounting records - as set out in art. 83-quater, paragraph 3 of Legislative Decree no. 58 of 24/02/1998 - recorded at the end of 26 May 2015 (record date).

With regard to tax treatment, the distribution of reserves refers to the net profit following 31 December 2007. Moreover, the Company also has reserves made up of profit previous to 31 December 2007, for an amount higher than the amount of reserves for which distribution is proposed.

In the light of the above, you are invited to take the following resolution:

"The Ordinary Shareholders' Meeting,

- having acknowledged the "Report of the Board of Directors" and the proposals contained therein,
- having acknowledged the provisions set out by Borsa Italiana S.p.A. with regard to the dates for the payment of profit,

APPROVES

1. to distribute part of the "retained earnings" reserve for an amount of EUR 0.25 for each of the shares outstanding as at the record date, pursuant to article 83-terdecies of Legislative Decree no. 58/98. The shares in portfolio as at that date are excluded from the calculation;
2. to arrange payment for this reserve starting from 27 May 2015. Therefore, the shares will be listed ex-distribution of the reserves starting from 25 May 2015, against detachment of coupon no. 41. The payment of the said reserves will be validated according to the accounting records - as set out in art. 83-quater, paragraph 3 of Legislative Decree no. 58 of 24/02/1998 - recorded at the end of 26 May 2015 (record date);
3. to give to the Managing Director any power necessary to implement this resolution".

Tortona, 5 March 2015

for the Board of Directors
The Chairman
(Prof. Gian Maria Gros-Pietro)

Separate Financial Statements
as at 31 December 2014

Financial Statements of the Parent Company

Balance Sheet

<i>(amounts in thousands of EUR)</i>	Note	31 December 2014	31 December 2013
Assets			
Non-current assets			
Intangible assets	1	160	1
Tangible assets	2	7,080	7,294
Non-current financial assets	3		
equity investments in subsidiaries		1,676,204	1,676,204
equity investments in associated companies		34,897	35,605
equity investment in other businesses – available for sale		10,923	10,877
receivables		266	266
other		136,606	98,591
Total non-current financial assets		1,858,896	1,821,543
Deferred tax assets	4	1,471	1,387
Total non-current assets		1,867,607	1,830,225
Current assets			
Inventories			
Trade receivables	5	127	140
Current tax assets	6	54	44
Other receivables	7	4,350	5,015
Assets held for trading		-	-
Assets available for sale		-	-
Financial receivables		-	-
Total current assets		4,531	5,199
Cash and cash equivalents	8	176,546	219,614
Total current assets		181,077	224,813
Total assets		2,048,684	2,055,038
Shareholders' equity and liabilities			
Shareholders' equity			
Shareholders' equity	9		
a. share capital		41,911	42,268
b. reserves and retained earnings		1,696,084	1,700,751
Total shareholders' equity		1,737,995	1,743,019
Liabilities			
Non-current liabilities			
Provisions for risks and charges and severance indemnities	10	1,634	1,565
Trade payables		-	-
Other payables		-	-
Bank debt		-	-
Hedging derivatives		-	-
Other financial liabilities		-	-
Deferred tax liabilities	11	224	121
Total non-current liabilities		1,858	1,686
Current liabilities			
Trade payables	12	569	688
Other payables	13	1,538	2,582
Bank debt	14	-	-
Other financial liabilities	15	306,000	306,500
Current tax liabilities	16	724	563
Total current liabilities		308,831	310,333
Total liabilities		310,689	312,019
Total shareholders' equity and liabilities		2,048,684	2,055,038

Income statement

<i>(amounts in thousands of EUR)</i>	Note	FY 2014	FY 2013
Financial income and charges	17		
Income from equity investments:			
from subsidiaries		59,827	138,570
from associated companies			-
from other businesses		253	114
Total investment income		60,080	138,684
Other financial income		8,887	9,332
Interest and other financial charges		(4,312)	(7,349)
Total financial income and charges (A)		64,655	140,667
Value adjustments of financial assets	18		
Revaluations			1,111
Write-downs		(4,078)	(1,769)
Total value adjustments of financial assets (B)		(4,078)	(658)
Other operating income (C)	19	5,118	5,779
Other operating expenses	20		
payroll costs		(3,528)	(3,317)
costs for services		(4,133)	(5,104)
costs for raw materials		(3)	(9)
other costs		(874)	(820)
amortisation, depreciation and write-downs		(263)	(223)
other provisions for risks and charges		-	-
Total other operating costs (D)		(8,801)	(9,473)
Profit (loss) before taxes (A+B+C+D)		56,894	136,315
Taxes	21	(340)	(1,939)
Profit for the period		56,554	134,376

Note: to take into account the activity of ASTM S.p.A. as an “industrial holding company”, we have used the format required by CONSOB Communication No. 94001437 of 23 February 1994 for that type of Company. For this reason, it differs from the one used for the ASTM Group.

Comprehensive income statement

<i>(amounts in thousands of EUR)</i>	FY 2014	FY 2013
Profit for the period (a)	56,554	134,376
Actuarial profit (loss) on employee benefits (Employee Severance Indemnity)	(45)	(44)
Tax effect on profit (loss) that will not be subsequently reclassified in the Income Statement	-	-
Profit (loss) that will not be subsequently reclassified in the Income Statement (b)	(45)	(44)
Profit (loss) posted to “reserves for revaluation to fair value” (financial assets available for sale)	1,026	2,229
Tax on profit (loss) that will be subsequently reclassified in the Income Statement when certain conditions are met	(105)	(115)
Profit (loss) that will be subsequently reclassified in the Income Statement when certain conditions are met (c)	921	2,114
Comprehensive income (a) + (b) + (c)	57,430	136,446

Cash flow statement

<i>(amounts in thousands of EUR)</i>	Note	FY 2014	FY 2013
Initial cash and cash equivalents (a)		219,614	13,542
Operating activity:			
Profit		56,554	134,376
Adjustments			
Amortisation and depreciation		263	223
Updating Employee Severance Indemnity		153	106
Write-down (revaluations) of financial assets		2,536	1,769
Write-down/(revaluations) of the “option component” of the SIAS convertible bond loan		969	(1,112)
Changes in the “credit component” of the SIAS convertible bond loan		(3,029)	(2,850)
	<i>Operating cash flow (I)</i>	<i>57,446</i>	<i>132,512</i>
Net change in deferred tax assets and liabilities		(86)	(323)
Change in net working capital	22.1	(334)	1,681
Other changes from operating activity	22.2	(128)	(282)
	<i>Change in net working capital and other changes (II)</i>	<i>(548)</i>	<i>1,076</i>
Cash generated (absorbed) by operating activity (I + II) (b)		56,898	133,588
Investment activity:			
Investments in intangible assets		(200)	-
Investments in property, plant, machinery and other assets		(9)	(1)
Investments in non-current financial assets - equity investments ⁽¹⁾		(1,803)	(29,998) ⁽¹⁾
Net divestiture of property, plant, machinery and other assets		-	-
Divestiture of non-current financial assets		-	41
Cash generated (absorbed) by investment activity (c)		(2,012)	(29,958)
Financial activity:			
Change in bank debt		-	(159,923)
Change in other financial liabilities		(500)	306,500
Investments in non-current financial assets		(35,000)	(5,000)
Purchase of treasury shares		(7,709)	(1,074)
Dividend distribution		(54,745)	(38,061)
Cash generated (absorbed) by financial activity (d)		(97,954)	102,442
Closing cash and cash equivalents (a+b+c+d)		176,546	219,614
⁽¹⁾ Purchase of the equity investment in Itinera S.p.A.			
Additional information:			
Taxes paid during the period		962	-
Financial charges paid during the period		4,274	6,943
Dividends collected during the period		60,080	138,520

The Company's “net financial position” as at 31 December 2014 is provided in the appropriate paragraph in the Management Report.

Statement of changes in shareholders' equity

<i>Amounts in thousands of EUR</i>	Share capital	Share premium reserve	Revaluat. reserves	Legal reserve	Reserve for purchase of treasury shares	Purchased treasury shares	Reserves for revaluation to fair value	Capital reserves	Reserve for discounting Employee Severance Indemnity ⁽¹⁾	Retained earnings (losses)	Profit (loss) for the year	Total
Restated 31 December 2012⁽¹⁾	42,328	25,861	9,325	10,538	36,892	(35,220)	681	34,059	(71)	1,441,864	79,451	1,645,708
Allocation of 2012 profits										41,390	(41,390)	-
Distribution of 2012 dividend (EUR0.45 per share)										-	(38,061)	(38,061)
Creation of "Reserve for the purchase of treasury shares"					1,074					(1,074)		-
Purchase of treasury shares	(60)					(1,014)						(1,074)
Total profit for the period							2,114		(44)		134,376	136,446
31 December 2013	42,268	25,861	9,325	10,538	37,966	(36,234)	2,795	34,059	(115)	1,482,180	134,376	1,743,019
Allocation of 2013 profits										96,411	(96,411)	-
Distribution of 2013 balance dividend (EUR 0.45 per share)											(37,965)	(37,965)
Distribution of 2014 interim dividend (EUR 0.20 per share)											(16,780)	(16,780)
Creation of "Reserve for the purchase of treasury shares"					7,709					(7,709)		-
Purchase of treasury shares	(357)					(7,352)						(7,709)
Total profit for the period							921		(45)		56,554	57,430
31 December 2014	41,911	25,861	9,325	10,538	45,675	(43,586)	3,716	34,059	(160)	1,570,882	39,774	1,737,995

Accounting principles and explanatory notes

General information

ASTM S.p.A. is organised according to the laws of the Italian Republic.

ASTM S.p.A. operates in Italy as an industrial holding company through its subsidiaries, mainly in the sectors of licensed motorway construction and operation.

The Company's registered office is at Corso Regina Margherita 165 - Turin, Italy.

The ordinary shares are listed on the MTA [electronic stock market] operated by Borsa Italiana S.p.A. and are included in the FTSE Italia Mid Cap index.

The financial statements of ASTM were prepared in Euro, which is the current currency of the economy in which the Company operates.

The Board of Directors examined and recommended the financial statements on 5 March 2015.

Based on the provisions of Article 4, paragraph 1 of Legislative Decree no. 38 of 28/2/2005, these financial statements were prepared in accordance with the **international accounting standards (IFRS)** issued by the International Accounting Standard Board (IASB) and approved by the European Commission. IFRS means all revised international accounting standards ("IAS"), all interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") that were previously called Standing Interpretations Committee ("SIC").

The financial statements comprise the balance sheet, the income statement, the cash flow statement, the statement of changes in shareholders' equity and these explanatory notes and apply the provisions contained in IAS 1 "Presentation of Financial Statements", as well as the general cost method. The balance sheet has been prepared by distinguishing between current and non-current assets and liabilities, while in the income statement costs have been presented and classified based on their nature. The cash flow statement has been prepared using the indirect method.

Valuation criteria and accounting standards

The consolidation principles and the valuation criteria applied in the preparation of the financial statements as at 31 December 2014 are the same as those used to draw up the financial statements as at 31 December 2013.

Intangible assets

“Intangible assets” are posted at cost. They are systematically amortised over the period in which the assets are expected to be used by the business.

When events arise that indicate a reduction in value of intangible assets, the difference between the book value and the associated recovery value is imputed to the income statement.

Expenses for research activities are posted to the income statement of the period in which they are incurred.

Tangible assets

These assets are posted at purchase cost or production cost (including directly imputable auxiliary costs).

Depreciation rates used to distribute systematically the value of tangible assets based on their useful life are as follows:

<u>Category</u>	<u>Rate</u>
Land	not depreciated
Non-industrial and industrial buildings	3%
Office furniture and machines	6%
Electromechanic and electronic machines	10-20%

Equity investments in subsidiaries, jointly controlled entities and associated companies

Equity investments in subsidiaries, jointly controlled entities and associated companies are accounted for according to the “cost” method. Whenever appropriate tests highlight signs of impairment in value, the value is adjusted. The original cost is restored in later years, should the reasons for the adjustments no longer hold true.

Loans and Receivables

These are initially posted at fair value (including costs incurred for the purchase/issue) at the date of the transaction. Later, they are valued at their amortised cost using the criterion of effective interest. Any loss in value is posted to the income statement. The original value is restored in later accounting periods, should the reasons for the write-down no longer hold true.

Financial assets held to maturity

These include debt securities with fixed payments or payments that can be determined and with a fixed maturity, intended to be held to maturity from the start.

These are posted at fair value upon their acquisition. Later, they are valued at their amortised cost using the criterion of effective interest. Any loss in value is posted to the income statement.

The original value is restored in later accounting periods, should the reasons for the write-down no longer hold true.

With regard to the *bond loan convertible* into ordinary SIAS S.p.A. shares, the components of the loan itself (being a “compound” financial instrument) were separated, in accordance with IAS 32.

- the “*credit component*” is equal to the present value of the net cash (principal + interest) related to the security, discounted at the market interest rate (equal to the value of securities with similar residual duration and rating but without the conversion right). The financial income - calculated on the “credit component” – is posted to the income statement on the basis of the said “market interest rate”;
- the “*option component*” is equal to the difference between the “present value” of net cash (as determined above) and the purchase price. This option is valued at fair value – as it is a “derivative” with a contra item in the income statement.

Financial assets available for sale

This category includes the shares not held for trading and not eligible as control, connection or joint control.

These assets are recorded at fair value as at the settlement date of the transaction. Profits and losses from later changes in fair value are accounted for by the equity method as the contra entry until the asset is sold and the income is posted to the income statement.

In determining the fair value as at the date of the report, the following was taken into account: i) the security listing on active markets or the listing of similar securities; ii) variables other than listings on active markets that can be observed on the market, either directly (listings) or indirectly (listing derivatives); iii) the values that can be inferred from recent appraisals or transactions (these values are not always based on market values that can be observed). If the fair value cannot be reliably established, the financial asset is valued at cost.

Every year or at the closing of an interim period, the presence of significant/accumulated impairment losses is assessed. If impairment is detected, the related loss is entered into the income statement at market prices, for listed securities, or, for non-listed, at the current value of the estimated future financial flows discounted at the actual interest rate. Specifically, with regards to listed securities, the impairment parameters are represented by a reduction in the fair value which is approximately one third greater or prolonged for more than 18 months compared to the value posted originally. In any case, the accounting of an accumulated impairment in the income statement is dependent on a valuation of each investment that takes into account, among other things, of particularly volatile or unusual market trends. If, subsequently, the reasons for the impairment should no longer hold true, a write-back is entered into the shareholders' equity.

Cash and cash equivalents

Cash includes cash on hand, including cheques, and bank demand deposits. Cash equivalents are represented by financial investments with a maturity of three months or less (from the date of purchase), readily convertible into cash and with an insignificant risk of change in value.

These items are recorded at fair value. Profits or losses from any changes in the fair value are posted to the income statement.

Loans and other liabilities

These are recorded when opened, net of any costs that can be ascribed to them. Later, they are valued at their amortised cost using the criterion of effective interest.

Provisions for risks and charges

Provisions for risks and charges concern costs and charges of known type and of certain and probable existence, the amount and date of occurrence of which was not known as at the balance sheet date. Provisions are recorded when: (i) a current, legal or implied obligation probably exists from a past event; (ii) it is probable that meeting the obligation will be burdensome; (iii) the amount of the obligation can be reliably estimated.

The provisions to reserves represent our best estimate of the amount needed to extinguish the obligation or to transfer it to third parties as at the closing date of the financial statements. When the financial impact of time is significant and the dates for paying off the obligations can be reliably estimated, the provisions are discounted.

The Notes also explain any potential liabilities represented by: (i) possible (but not probable) obligations from past events, the existence of which will be confirmed only upon the occurrence of one or more uncertain future events not completely under the control of the Company; (ii) current obligations from past events, the total of which cannot be reliably estimated or the fulfilment of which is probably not costly.

Employee benefits (Employee Severance Indemnity)

Liabilities related to the Employee Severance Indemnity (“defined-benefit plan”) have been determined based on actuarial assumptions and recorded using the matching principle consistently with the service periods required to obtain the benefits. Liability was appraised with the help of independent actuaries.

As they come from changes in the actuarial assumptions used or changes in the plan conditions, actuarial gains and losses from these plans are posted to the shareholders’ equity as they arise.

Treasury shares

Treasury shares are posted at purchase cost, as a reduction in shareholders’ equity. The value resulting from their transfer is posted with shareholders’ equity as contra-item and is not imputed to the income statement.

Revenues

Revenues are posted based on the matching principle when it is probable that the future economic benefits will accrue to the Company and their value can be determined reliably. In detail:

Revenues for services

Revenues for services are recognised based on the accrued payment.

Dividends

Dividends paid by investee companies are posted when the right to receive them is established, which corresponds to the date that the investee company Shareholders’ Meeting approves the distribution.

Any interim dividends are recorded when the distribution is approved by the Board of Directors of the investee company.

Financial charges

Financial charges are recorded as a cost in the year in which they are borne.

Income taxes

Current and deferred taxes are posted to the income statement when they do not relate to transactions directly posted – or to be posted – to shareholders’ equity.

Income taxes are posted based on an estimate of the taxable income for the period, in compliance with current regulations.

In accordance with IAS 12, “deferred tax liabilities” and “advance tax payments” are calculated based on the temporal differences between the recognized value for tax purposes of an asset or a liability and its value on the balance sheet, when it is probable that these differences will cancel themselves out in the foreseeable future. The

amount of the “deferred tax liabilities” or “advance tax payments” is determined based on tax rates that are expected to apply to the period in which the tax credit is realized or the tax liability is extinguished. The tax rates are those established in current fiscal legislation as at the reference date of the individual accounting entries.

Deferred tax assets are posted when their recovery is likely.

Advance tax payments and deferred tax liabilities are offset when it is legally allowed.

Impairment testing

The book values of the Company’s assets are assessed for impairment at every reference date of the financial statements. If the impairment is detected, the recoverable value of the asset is estimated. Impairment is accounted for in the income statement when the book value of an asset or of a cash generating unit exceeds the recoverable value.

The recoverable value of non financial assets corresponds to the highest between their fair value net of sale costs and their useful life. In order to establish their useful life, the estimated future financial flows are discounted at a rate that reflects the current market valuation of the money value and the risk related to that type of asset. If the assets do not generate incoming cash flows deemed as widely independent, the recoverable value of the cash generating unit to which the asset belongs is calculated.

With regards to the equity investment in the subsidiary SIAS S.p.A., in line with the provisions of IAS 36, the Company determines the “useful life” of each Cash Generating Unit managed by it. More specifically, for the motorway companies the useful life was obtained by discounting the future cash flows deriving from the motorway management activity. The figures contained in the financial plans enclosed to each Standard Agreement currently in effect have been used for calculation. Despite being prepared over a time horizon of more than five years (on average), these plans reflect more accurately the business in which the motorway companies operate. In addition, the so-called terminal value was not calculated as these concessions have a predefined useful life.

The figures contained in the aforesaid financial plans were adjusted (when necessary) to reflect the changes occurred after the preparation date of the financial plans (traffic volumes, toll rates, completion of the investment programme etc.). In particular, the traffic forecasts reflect the outcome of the traffic studies prepared by an independent expert.

The net cash, as determined above, was discounted at a real, post-tax WACC rate. A “real” rate was adopted (by deducting real inflation from the nominal rate) since the financial plans have been prepared using a “constant currency”.

When determining the discounting rate, the following parameters were taken into account:

“Free-risk” rate equal to the return of the 10-year BTP (Pluriannual Treasury Bonds) benchmark – average of the last 48 months as of the assessment date
Risk premiums in line with the CIPE Resolution no. 27/2013 (basis to calculate the WACC of Standard Agreements) + 50 bp
Beta of the Italian motorway sector (SIAS/Atlantia) redetermined on the company’s financial structure as of the assessment date
Cost of debt equal to the average of the last 48 months 10-year IRS + spread (250 bp)
Inflation rate equal to the real inflation component included in the 10-year IRS.

The discounting rates (that have been specifically calculated for each licensee company in order to reflect the financial structure) fluctuate between 4.10% and 4.84%.

With regards to the cash generating units, for which the “useful life” was calculated, a sensitivity analysis of the results was also carried out, changing both the flows components (toll revenues/traffic volumes) on the basis of the various scenarios included in the specific traffic studies, and the discounting rates applied. This analysis did not highlight significant differences with the “useful lives” originally obtained.

The above impairment procedure was approved by the Board of Directors during a separate meeting and before the

approval of the financial statements.

Subsequently, when an impairment loss on an asset other than goodwill or other indefinite useful life assets ceases to exist or decreases, the book value of the assets or of the cash generating unit is increased to the new estimated recoverable value and cannot exceed the value that would have been calculated if no impairment loss had been recorded. The reversal of an impairment is immediately recorded in the income statement.

ESTIMATES AND VALUATIONS

The preparation of this report and the related notes required estimates and assumptions that had an effect on the values of the assets and liabilities in the report and on the information related to potential assets and liabilities as at the date of the report. Actual results achieved may differ from these estimates. Among other things, the valuation used the fair value to appraise assets available for sale, and to record write-downs of assets and provisions for risks. To calculate the estimates, the Company availed itself of the outcome of assessments by independent experts. The estimates and assumptions are reviewed periodically and the effects of any changes are reflected immediately in the income statement.

The accounting standards shown above have been applied coherently and consistently in preparing these financial statements.

Pursuant to Article 5, paragraph 2 of Legislative Decree No. 38 of 28 February 2005 and in compliance with paragraph 46 of IAS 1, these financial statements were prepared in thousands of euro. For ASTM S.p.A., the euro is both the “operating currency” and the “presentation currency”.

Newly-issued accounting standards and interpretations, or revisions and amendments to existing standards not yet in effect and not adopted in advance by the Company

A summary of the Standards that may have an impact on the Company in future years is provided in the section entitled “Principles of consolidation, valuation criteria and explanatory notes” in the consolidated financial statements.

Notes - Information on the balance sheet

Note 1 – Intangible assets

This item totalled approximately EUR 160 thousand (EUR 1 thousand at 31 December 2013) and refers to expenses for software licenses. During the year, the company made investments of EUR 200 thousand; the relative amortisation was EUR 41 thousand.

Note 2 – Tangible assets

Property, plant, machinery and other assets

This item breaks down as follows:

	Land and buildings	Other assets	Total
Cost:			
as at 1 January 2013	9,788	857	10,645
Investments	-	1	1
Restatements	-	-	-
Divestitures	-	-	-
as at 31 December 2013	9,788	858	10,646
Accumulated depreciation:			
as at 1 January 2013	(2,273)	(856)	(3,129)
2013 depreciation	(221)	(2)	(223)
Restatements	-	-	-
Reversals	-	-	-
as at 31 December 2013	(2,494)	(858)	(3,352)
Net book value:			
as at 1 January 2013	7,515	1	7,516
as at 31 December 2013	7,294	-	7,294

	Land and buildings	Other assets	Total
Cost:			
as at 1 January 2014	9,788	858	10,646
Investments	-	7	7
Restatements	-	-	-
Divestitures	-	-	-
as at 31 December 2014	9,788	865	10,653
Accumulated depreciation:			
as at 1 January 2014	(2,494)	(858)	(3,352)
2014 depreciation	(221)	(2)	(223)
Reclassifications/other changes	-	2	2
Reversals	-	-	-
as at 31 December 2014	(2,715)	(858)	(3,573)
Net book value:			
as at 1 January 2014	7,294	-	7,294
as at 31 December 2014	7,073	7	7,080

The item "land and buildings" can be attributed, for EUR 4.7 million, to the property owned in Turin, which houses the Company's Registered Office, and, for EUR 1.8 million, to a building of high architectural value in the municipality of Tortona, which can be used as "representative office" after being adequately restored.

The item “*other assets*” refers to furniture, electronic office machines, equipment and safety systems.

Note 3 – Non-current financial assets

3.a - Equity investments in subsidiaries

“*Equity investments in subsidiaries*” did not change during the year; the breakdown of this item is illustrated below:

	% owned at 31/12/2014	31/12/2014
Equity investments:		
SIAS	61.704%	1,402,911
IGLI	100.00%	252,780
SINECO	82.000%	13,056
SINA	99.500%	7,443
Sistemi e Servizi ⁽¹⁾	14.000%	14
Total		1,676,204

(1) “Subsidiary” according to the stakes held by subsidiaries.

The principal data concerning subsidiaries are shown below:

Investee company	Registered office	Share capital	No. of shares	Shareholders' Equity	Profit/(loss)	Financial statements data as at
SIAS	Turin – Via Bonzanigo 22	113,751	227,502,643	2,032,034	83,655	31/12/2014
IGLI ^(*)	Milan – Via Quintino Sella, 4	24,120	24,120,000	328,229	3,194	31/12/2014
SINECO ^(*)	Milan – Via Felice Casati 1/A	500	500,000	9,342	2,441	31/12/2014
SINA ^(*)	Milan – Via Felice Casati 1/A	10,141	4,056,250	61,695	3,055	31/12/2014
Sistemi e Servizi ^(*)	Tortona (AL) S.S.211 Loc. San Guglielmo 3/13	100	100,000	100	-	31/12/2014

(*) Separate financial statements prepared in compliance with national accounting standards/OIC.

3.b – Equity investments in associated companies

The breakdown of and changes in “*equity investments in associated companies*” during the year are shown below:

	% owned at 31/12/2014	31/12/2013	Changes during the period				31/12/2014
			Purchases	Sales	Write-downs	Other	
Equity investments:							
Baglietto	31.00%	5,606	1,803	-	(2,511)	-	4,898
Itinera ⁽¹⁾	17.02%	29,998	-	-	-	-	29,998
Edilrovaccio 2	20.00%	1	-	-	-	-	1
Total		35,605	1,803	-	(2,511)	-	34,897

(1) “Associated Company” according to the stakes held by subsidiaries.

The change recorded in this period is due to the payment of the pro-rata portion of the share capital increase resolved by the Shareholders' Meeting of the investee company Baglietto S.p.A., as well as the write-down of the equity investment in order to align its value to the pro-rata portion of shareholders' equity as at 31 December 2014.

The principal data concerning the above-cited equity investments are shown below:

Company	Registered office	Share capital	No. of shares	Shareholders' Equity ^(*)	Profit/(loss) ^(*)	Financial statements data as at
Itinera	Tortona (AL) – Via Balustra 15	81,596	81,596,000	198,692	31,175	31/12/2014
Baglietto	La Spezia – Viale San Bartolomeo 414	34,899	34,899,000	14,079	(8,680)	31/12/2014
Edilrovaccio 2 S.r.l. ^(*)	Turin - Via Schina 5	46	45,900	4	(24)	31/12/2014

(*) Separate financial statements prepared in compliance with national accounting standards/OIC.

3.c - Equity investment in other businesses – available for sale

The breakdown of and changes in equity investments in “other businesses - available for sale” during the year are shown below:

		31 December 2013			Changes in the year				31 December 2014		
		Original value	FV adj.	Total	Purchases	Other disposals	FV adj. SH. EQUITY	INC. STAT.	Original value	FV adj.	Total
Abertis Infraestructuras	0.001%	56	112	168			10	-	56	122	178
Alerion Clean Power	1.050%	1,909	(393)	1,516			393	(594)	1,315	-	1,315
Assicurazioni Generali	0.016%	2,907	1,368	4,275			(26)	-	2,907	1,342	4,249
Mediobanca	0.075%	2,872	1,235	4,106			265	-	2,872	1,500	4,372
Total Level 1		7,744	2,322	10,065	-	-	642	(594)	7,150	2,964	10,114
Autostrada Alemagna	6.520%	-	-	-					-	-	-
GEAC	0%	64	(61)	3				(3)	-	-	-
Interporto di Rivalta Scrivia	4.340%	575	-	575				-	575	-	575
Milano - Serravalle	0.048%	60	174	234				-	60	174	234
Total Level 3		699	113	812	-	-	-	(3)	635	174	809
Total		8,443	2,435	10,877	-	-	642	(597)	7,785	3,138	10,923

Fair value measurement hierarchy

Level 1: fair value calculated on the basis of the security listing on active markets.

Level 2: (not present) fair value determined based on different inputs other than the listing price described for Level 1, which can be directly (price) or indirectly (price derivatives) observed on the market

Level 3: fair value, not based on observable market data, determined based on the price reflected in recent appraisals or transactions, cost.

The changes occurred during the year were due to:

- update to fair value of equity investments (based on market prices), with balancing entry in (i) “income statement” (EUR 594 thousand) and (ii) “shareholders’ equity” (EUR 642 thousand, of which EUR 393 thousand relates to the “repayment” of updates made in previous years);
- zeroing of the book value of the equity investment in GEAC S.p.A. of EUR 3 thousand, following the failed subscription to the share capital reconstruction (reduced to cover losses).

As shown in the table above, the value of investments “available for sale” at 31 December 2014 was net of approximately EUR 3.1 million relating to the positive adjustment to the fair value of the same (EUR 2.4 million as at 31 December 2013).

The main data concerning investments in "other businesses" is shown below:

Investee company	Registered office	Share capital	No. of shares	Shareholders' Equity	Profit/(loss)	Financial statements data as at
Abertis Infraestructuras S.A.	Barcelona - Parc Logistic Avenue 12-20 B	2,694,915	898,305,042	6,270,249	717,781	31/12/2014
Alerion Clean Power S.p.A.	Milan - Via Durini 16/18	159,511	43,579,004	202,455	1,638	31/12/2013
Assicurazioni Generali S.p.A.	Trieste - Piazza Duca degli Abruzzi 2	1,556,873	1,556,873,283	14,664,346	569,364	31/12/2013
Interporto Rivalta Scrivia S.p.A. (*)	Rivalta Scrivia (AL)-Strada Savonesa 12/16	11,848	22,785,000	100,593	(717)	31/12/2013
Mediobanca S.p.A.	Milan - Piazzetta Enrico Cuccia 1	431,844	863,687,761	4,993,394	165,913	30/06/2014
Milano Serravalle-Milano Tangenziali S.p.A. (*)	Assago Milanofiori (Milan) - Via del Bosco Rinnovato 4/A	93,600	180,000,000	386,311	13,445	31/12/2013

(*) Separate financial statements prepared in compliance with national accounting standards/OIC.

3.d – Receivables

This item amounts to EUR 266 thousand (266 as at 31 December 2013) and refers to the financial receivable from the investee company Edilrovaccio 2 S.r.l..

3.e – Other

	31 December 2014	31 December 2013
SIAS convertible bond loan		
- Credit component	94,386	91,357
- Option component	846	1,815
Insurance policies	30,573	-
Other financial assets	10,801	5,419
Total	136,606	98,591

The change in the “SIAS convertible bond loan” item is made up by the increase in the “credit component” of the bond loan equal to EUR 3 million (resulting from the difference between the “market” and the “nominal” interest rate in the year) as well as the alignment of the “option component” to the fair value at the end of the year, which resulted in a write-down of EUR 1 million posted to the income statement.

The item “insurance policies” refers to a capitalisation policy stipulated in 2014 with Credit Agricole Vita; it is a capitalisation contract with single premium and guaranteed capital, whose capital appreciates according to the higher of minimum guaranteed return and the return of the separate management of the underlying fund to which the contract refers. This agreement represents a temporary investment of excess liquidity and expires beyond next year. However, there is the option of turning the investment into cash in the short term.

The above amount includes the interest accrued and not yet collected as at the date of the report.

The item “other financial assets” is comprised by the shares in the investment fund Algebris Ucits Funds PLC acquired as a liquidity investment. The change recorded in the period was due to (i) the subscription of shares for a total of EUR 5 million and (ii) the adjustment to the fair value of the investment, which resulted in a revaluation amounting to EUR 382 thousand entered in the shareholders' equity (as classified under assets available for sale).

Note 4 – Deferred tax assets

This item totalled EUR 1,471 thousand (EUR 1,387 thousand at 31 December 2013). For the breakdown of this item, please refer to Note 20 – Income taxes.

Note 5 – Trade receivables

This item amounted to EUR 127 thousand (EUR 800 thousand as 31 December 2013) and is recognised net of provisions for bad debts of EUR 35 thousand. These receivables mainly refer to recharges for seconded personnel and to administrative/corporate services and consulting provided by the Company.

Note 6 – Current tax assets

This item totalled EUR 54 thousand (EUR 44 thousand as at 31 December 2013) and refers to the tax receivables resulting from the liquidation of Inpar S.p.A. and to receivables for VAT.

Note 7 – Other receivables

This item breaks down as follows:

	31 December 2014	31 December 2013
from parent companies	223	114
from subsidiaries	4,040	4,157
from associated companies	-	25
from others	87	719
Total	4,350	5,015

“Receivables from parent companies” refer to receivables from the parent company Aurelia S.r.l. concerning (i) the IRES (corporate income tax) repayment request that the company submitted pursuant to the current rules with regard to the IRAP (regional business tax) portion that has not been deducted in the period 2008-2011 concerning the costs for employees and staff treated as such and (ii) to receivables relating to so-called “tax consolidation”.

“Receivables from subsidiaries” mainly relate to services rendered to the subsidiaries SATAP S.p.A. (EUR 1.2 million) and SIAS S.p.A. (EUR 0.1 million) as well as to receivables from SIAS S.p.A. for interest – accrued at the “nominal” rate – on the “SIAS 2.625% 2005-2017” convertible bond loan (EUR 2.7 million).

Note 8 - Cash and cash equivalents

These consist of:

	31 December 2014	31 December 2013
Bank and postal deposits	176,542	219,611
Cash and cash equivalents on hand	4	3
Total	176,546	219,614

For details of the changes, see information provided in the cash flow statement.

Note 9 – Shareholders' equity

9.1 – Share capital

As at 31 December 2014, the share capital consisted of 88,000,000 ordinary shares at a nominal value of EUR 0.50 each, for a total value of EUR 44 million, entirely subscribed and paid in.

The share capital includes an amount equal to EUR 11.8 million made up of revaluation reserves per Law no. 72/83. In the event of distribution, these reserves will constitute income for the Company, in accordance with current laws. In compliance with the provisions of IAS 12, deferred tax liabilities have not been entered against these reserves, for which there are valid reasons to expect that they will not be used under conditions making them taxable.

Pursuant to IAS 1, the value of treasury shares is posted as an adjustment to the share capital. The balance as at 31 December 2014 is provided below:

	No. of shares	Nominal value (in EUR)	% on the share capital	Average unit value (in EUR)	Total countervalue (thousands of EUR)
31 December 2013	3,463,132	1,731,566	3.936%	10.96	37,966
Purchases	715,432	357,716	0.813%	10.78	7,709
Sales	-	-	-	-	-
31 December 2014	4,178,564	2,089,282	4.748%	10.93	45,675

With regard to the above-mentioned aspects, the share capital as at 31 December 2014 is as follows (amounts in thousands of EUR):

Nominal Value of Share Capital	44,000
Nominal value of treasury shares purchased	-2,089
Nominal Value of adjusted Share Capital	41,911

9.2 – Reserves

9.2.1 – Share premium reserve

This item totalled EUR 25,861 thousand (EUR 25,861 thousand as at 31 December 2013).

9.2.2 – Revaluation reserves

These totalled EUR 9,325 thousand (EUR 9,325 thousand as at 31 December 2013).

In the event of distribution, the revaluation reserve will constitute income for the Company and the Shareholders. In compliance with the provisions of IAS 12, deferred tax liabilities have not been entered against these reserves, for which there are valid reasons to expect that they will not be used under conditions making them taxable.

9.2.3 – Legal reserve

This item totalled EUR 10,538 thousand (EUR 10,538 thousand as at 31 December 2013) and has reached the limit amount set out in Art. 2430 of the Italian Civil Code.

9.2.4 – Reserve for purchase of treasury shares

This “unavailable” reserve was created to purchase treasury shares, in execution of the Shareholders’ resolution of 28 April 2010. It totalled EUR 45,675 thousand (EUR 37,966 as at 31 December 2013). This reserve was created following the reclassification from the item “Retained earnings”.

9.2.5 – Purchased treasury shares

This item represents the contra-item paid to purchase treasury shares. As illustrated in the “Valuation criteria”, this amount, totalling EUR 43,586 thousand, adjusts the shareholders’ equity reserves (net of the nominal value of treasury shares, amounting to EUR 2,089 thousand, which is deducted directly from the “share capital”).

9.2.6 – Reserves for revaluation to fair value

This entry was established and moves as a direct contra entry of the fair value of financial assets classified as “available for sale” (“Equity investment in other businesses” and “Other financial assets”). As at 31 December 2014, this reserve was positive for EUR 3,716 thousand (positive by EUR 2,795 thousand as at 31 December 2013).

9.2.7 – Capital reserves

This item totalled EUR 34,059 thousand and was unchanged from 31 December 2013.

9.2.8 – Reserve for discounting Employee Severance Indemnity

This item encompasses the actuarial profit and losses related to the Employee Severance Indemnity. As at 31 December 2014, this item showed a negative balance of EUR 160 thousand (negative balance of EUR 115 thousand as at 31 December 2013).

9.2.9 – Retained earnings

As at 31 December 2014, this item amounted to EUR 1,570,882 thousand (EUR 1,482,180 thousand as at 31 December 2013). This reserve increased by EUR 96,411 thousand following the allocation of 2013 profits and decreased due to the above-mentioned restatement to the “reserve for purchase of treasury shares” (EUR 7,709 thousand).

9.3 – Profit (loss) for the year

This item gathers the profits/losses for the period. It totalled EUR 56,554 thousand (EUR 134,376 thousand in 2013). The table below shows a breakdown of the “type, possible use and distribution of the items of Shareholders' Equity” as at 31 December 2014, as well as any drawdowns made during the last three accounting periods.

<i>(amounts in thousands of EUR)</i>	Amount at 31 December 2014	Possibility of use	Quota available	Drawdowns in the last three years
Share capital	41,911 ⁽¹⁾			
Reserves				
- Share premium reserve	25,861	A, B, C	25,861	
- Revaluation reserve	9,325	A, B, C ⁽²⁾	9,325	
- Legal reserve	10,538	B	1,738 ⁽³⁾	
- Capital reserves	34,059	A, B, C	34,059	
- Reserve for purchase of treasury shares	2,089 ⁽⁴⁾			
- Retained earnings (losses)	1,570,882	A, B, C	1,570,882	
- Reserve for revaluation to fair value and discounting of Employee Severance Indemnity	3,556	B		
Total quota that can be distributed			1,641,865	

Legend:

A: for share capital increase

B: to cover losses

C: for distribution to shareholders

(1) Net of the nominal value of the treasury shares in portfolio (EUR 2,089 thousand).

(2) In the event of distribution to shareholders, these reserves will be subject to taxation in compliance with individually applicable laws. Any distribution must also comply with the provisions of Article 2445 of the Italian Civil Code, paragraphs 2 and 3.

(3) Quota exceeding the limit set out in Article 2430 of the Italian Civil Code.

(4) This is the residual amount of the reserve, following the purchase of treasury shares in previous financial years (as nominal value of treasury shares in the portfolio was used to reduce the share capital).

* * *

The net shareholders' equity as at 31 December 2014 was higher than the Company's market capitalisation at that date. This higher value was confirmed by specific analyses made on the appraisal of the corporate assets.

Note 10 – Provisions for risks and charges and Employee benefits

10.1 – Employee benefits (Employee Severance Indemnity)

As at 31 December 2014, this item totalled EUR 1,634 thousand (EUR 1,565 thousand as at 31 December 2013).

Changes during the period were as follows:

1 January 2014	1,565
Period contributions	153
Indemnities advanced/liquidated during the period	(69)
Other changes	(15)
31 December 2014	1,634

The tables below show the economic/financial and demographic assumptions respectively used for the actuarial appraisal of these liabilities.

Economic/financial assumptions

Annual discount rate	1.86% ⁽¹⁾
Annual inflation rate	From 0.6% to 2%
Annual rate of increase in severance pay	From 1.95% to 3.00%
Annual rate of salary increases	From 1.00% to 2.50%

Demographic assumptions

Mortality	RG 48 tables
Disability	INPS tables by age and sex
Retirement age	Requirements met
% of frequency of advances	1.00%
Turnover	3.00%

(1) In accordance with the regulations by the Italian Board of Actuaries – the rate used was the annual rate resulting from the “A” rating Iboxx Eurozone Corporate index in line with the previous year, as it was deemed more representative of the reality in which the Company operates. If the Company had used the “AA” rating Iboxx Eurozone Corporate index, the debt for the “employee benefits” would have been higher by approximately EUR 48 thousand, with an effect on the shareholders' equity amounting to around EUR 35 thousand net of the related tax effect.

Note 11 – Deferred tax liabilities

This item totalled EUR 224 thousand (EUR 121 thousand as at 31 December 2013). For the breakdown of this item, please refer to Note 20 – Income taxes.

Note 12 – Trade payables (current)

Trade payables totalled EUR 569 thousand (EUR 688 thousand as at 31 December 2013).

Note 13 – Other payables (current)

These consist of:

	31 December 2014	31 December 2013
Payables to subsidiaries	18	21
Payables to parent companies	61	1,129
Payables to welfare organisations	224	202
Other payables	1,235	1,230
Total	1,538	2,582

“Payables to parent companies” refer to the payable to the parent company Argo Finanziaria S.p.A.; in 2013, this item was mainly related to the payable to the parent company Aurelia S.r.l. as part of the tax consolidation.

The item “other payables” includes payables to Directors and Auditors for remuneration not yet paid of EUR 504 thousand and payables to shareholders for dividends to be paid amounting to EUR 185 thousand.

Note 14 – Other financial liabilities

This item amounted to EUR 306,000 thousand (EUR 306,500 thousand as at 31 December 2013) and refers to a loan disbursed in 2013 by the subsidiary company IGLI S.p.A.; this loan is interest-bearing at a rate of 1.25% on an annual basis, tacitly renewable year by year.

The change recorded in the year is due to the partial repayment of the loan in July 2014.

Note 15 – Current tax liabilities

Current tax liabilities totalled EUR 724 thousand (EUR 563 thousand as at 31 December 2013). They mainly refer to IRAP and IRPEF payables for substitute tax.

Notes - Information on the income statement

Note 17 – Financial income and charges

17.1 – Financial income

This item breaks down as follows:

	2014	2013
Income from equity investments:		
- income from subsidiaries	59,827	138,570
- other income from equity investments	253	114
Total	60,080	138,684

“Income from subsidiaries” refers to dividends and interim dividends collected by the Company during the year (EUR 53.3 million paid by SIAS S.p.A. - of which EUR 19.7 million as an interim dividend - EUR 4.8 million from SINA S.p.A. and EUR 1.6 million from SINECO S.p.A.). The change in this item was essentially due to the decrease in dividends received from the subsidiary SIAS S.p.A., which last year had included the amount of EUR 102.5 million distributed as an “extraordinary dividend”.

“Other income from equity investments” refers to dividends paid by Assicurazioni Generali S.p.A., by Mediobanca S.p.A., by Abertis Infraestructuras S.A. and Alerion Clean Power S.p.A..

17.2 – Other financial income

	2014	2013
Interest income and other financial income		
- from credit institutions	2,585	3,782
- from financial assets	6,302	5,550
Total	8,887	9,332

The item “income from credit institutions” refers to interest accruing on bank current accounts during the period.

The item “income from financial assets” refers to (i) the interest accrued on the “credit component” of EUR 5.7 million – recalculated on the basis of the market interest rate – of the convertible bonds related to the convertible loan issued by SIAS S.p.A. and (ii) to income generated by the insurance policies subscribed during the year totalling EUR 0.6 million.

17.3 – Interest and other financial charges

This item breaks down as follows:

	2014	2013
Interest expense to credit institutions:		
- on loans	-	1,824
Miscellaneous interest expense:		
- from financial discounting	38	37
- from intercompany loans	4,208	5,381
Other financial charges:		
- other financial charges	66	107
Total	4,312	7,349

The interest expense “on loans” - last year - referred to (i) the bridge-to-equity loan repaid on 11 February 2013 and (ii) interest expense for drawdowns on credit lines.

Interest expense “*from financial discounting*” refers to the “financial component” of the provisions to the Employee Severance Indemnity.

Interest expense “*from intercompany loans*” refers to the aforesaid financial payable to the subsidiary IGLI S.p.A.

Note 18 – Value adjustments of financial assets

The item “write-downs”, equal to EUR 4,078 thousand (EUR 1,769 thousand last year), is due, (i) for EUR 2,512 thousand, to the write-down of the equity investment held in Baglietto S.p.A., in order to align its value to the pro-rata portion of the shareholders' equity as at 31 December 2014, (ii) for EUR 594 thousand to the update to fair value of Alerion Clean Power, (iii) for EUR 3 thousand to the write-down of the investment in GEAC S.p.A. and (iv) for EUR 969 thousand to the alignment of the “option component” related to the SIAS convertible bonds held by the Company to the relative fair value (revaluation of EUR 1.1 million in 2013).

Note 19 – Other operating income

This income breaks down as follows:

	2014	2013
Revenue from sales and services	4,301	4,851
Rental income	694	690
Re-debiting of costs and other income	123	238
Total	5,118	5,779

The item “*revenues from sales and services*” refers to the financial, accounting and corporate services provided to subsidiary companies.

Note 20 – Other operating costs

Payroll costs

This item breaks down as follows:

	2014	2013
Salaries and wages	2,511	2,339
Social security contributions	742	734
Allocations to payroll provisions	196	143
Other costs	79	101
Total	3,528	3,317

The increase recorded in the year is mostly related to the different breakdown of personnel.

The following table shows the average employee staffing broken down by category:

	2014	2013
Executives	7	4
Middle managers	3	4
Staff	26	29
Total	36	37

Costs for services

This expense item breaks down as follows:

	2014	2013
Consulting	563	1,983
Compensation and reimbursements for Directors and Statutory Auditors	1,931	1,881
Other payroll costs	103	68
IT services	371	371
Expenses incurred on behalf of third parties	53	56
Other costs for services	1,112	745
Total	4,133	5,104

Last year “consulting” included costs incurred with relation to the participation in the take-over bid launched by Salini S.p.A. on the ordinary shares of Impregilo S.p.A..

Costs for raw materials

This item totalled EUR 3 thousand (EUR 9 thousand in 2013) and refers essentially to costs for the purchase of stationery, printed material and low-value equipment.

Other costs

This expense item breaks down as follows:

	2014	2013
Lease and rental expenses	471	443
Other operating expenses	403	377
Total	874	820

The item “*leases and rental expenses*” refers mainly to sub-lease rentals paid to SATAP S.p.A., to sub-lease rentals paid to Appia S.r.l. and to operating lease contracts for motor vehicles, computers and printers.

Amortisation and depreciation

This item breaks down as follows:

	2014	2013
Intangible assets:		
- Other intangible assets	40	-
Tangible assets:		
- Buildings	221	221
- Other assets	2	2
Total amortisation and depreciation	263	223

Note 21 – Income taxes

This item breaks down as follows:

	2014	2013
Current taxes:		
- IRES	480	2,133
- IRAP	123	
Total	603	2,133
Taxes (prepaid)/deferred:		
- IRES	(88)	(323)
- IRAP	2	(1)
Total	(86)	(324)
Taxes related to prior years	(1)	600
Income from tax consolidation	(176)	(470)
Total	340	1,939

The decrease recorded in “Current taxes - IRES” is essentially due (i) to the reduction in dividends received during the year and (ii) to the deduction related to the increase in own share capital under art. 1, Italian Law 214/2011 (so-called “ACE – Aiuto alla Crescita Economica” - Support for Economic Growth).

“Income from tax consolidation” refers to the surplus of interest expense for 2013 transferred to the tax consolidation.

In compliance with paragraph 81 (c) of IAS 12, we provide below the reconciliation of the “effective” and “theoretical” income taxes posted to the financial statements as at 31 December 2014 and 2013.

Reconciliation between “effective” and “theoretical” rates (IRES):

	2014		2013	
Income for the year before taxes	56,894		136,315	
Effective income taxes (from financial statements)	216	0.38%	1,810	1.33%
Lower taxes (compared to the theoretical rate):				
- partially tax-exempt dividends	15,696	27.59%	36,231	26.6%
- other	705	1.24%	59	0.0%
Higher taxes (compared to the theoretical rate):				
- non-deductible write-downs	(812)	(1.43%)	(462)	(0.3%)
- non-deductible expenses	(159)	(0.28%)	(151)	(0.1%)
Theoretical income taxes	15,646	27.50%	37,487	27.50%

Reconciliation between “effective” and “theoretical” rates (IRAP):

	2014		2013	
Value added (IRAP taxable base)	4,420		1,618	
Effective income taxes	125	2.83%	(1)	(0.06%)
Higher/Lower taxes (compared to the theoretical rate):				
• Net miscellaneous deductible expenses	121	2.74%	91	5.63%
Theoretical income taxes	246	5.57%	90	5.57%

* * *

With regard to the period under review and 2013, the tables below show the total deferred tax income and expenses (posted to the income statement) and the total deferred tax credits and liabilities (posted to the balance sheet).

	2014	2013
Deferred tax income related to: (*)		
• advance taxes on SIAS convertible bond loan	(266)	-
• other	(153)	(333)
Total (A)	(419)	(333)
Deferred tax expenses related to: (*)		
- other	(333)	9
Total (B)	(333)	9
Taxes (prepaid)/deferred (B) – (A)	86	(324)

(*) Deferred tax income and expenses are accounted for based on tax rates in effect at the time their repayment is expected

	31 December 2014	31 December 2013
Deferred tax assets related to: (*)		
- costs deductible for cash and other changes	260	443
- advance taxes on SIAS convertible bond loan	1,211	944
Total	1,471	1,387
Deferred tax liabilities related to: (*)		
- valuation of financial assets at fair value	224	119
- other	-	2
Total	224	121

(*) Deferred tax assets and liabilities are accounted for based on tax rates in effect at the time that their repayment is expected.

Note 22 – Information on the cash flow statement

22.1 – Change in net working capital

	2014	2013
Trade accounts	13	(81)
Current tax assets	(10)	276
Receivables from others	665	237
Current trade payables	(119)	(138)
Other current payables	(1,044)	1,424
Current tax liabilities	161	(37)
Total	(334)	1,681

22.2 – Other changes from operating activity

	2014	2013
Drawdown on Employee Severance Indemnity	(69)	(124)
Drawdown on other provisions and other changes	(59)	(158)
Total	(128)	(282)

Other information

Information is shown below related to (i) the commitments undertaken by the Company, (ii) the determination of the fair value, (iii) the financial risk management, (iv) fees for independent auditors and (v) related party transactions. For information about the Company, “Events after the closing date” and the “Business outlook”, please see the “Management Report”.

(i) Commitments undertaken by the Company

It should be underlined that, on 3 December 2004, an additional agreement was signed between ANAS, ASTM S.p.A. and SATAP S.p.A. according to which – following the transfer to SATAP of the agreement for the “Turin-Milan” section – ASTM S.p.A. would maintain shareholding control over time of SATAP S.p.A..

In this context, on 28 May 2007 the Company – although being aware that, also in case it reduces its equity investment in SIAS under the threshold of the so-called “legal control”, it will actually exercise “de facto control” over SIAS and, indirectly, over SATAP since, as pointed out by the Granting Body, it will hold an investment in SIAS such as to enable it to have enough votes to exercise a dominant influence during the ordinary shareholders’ meeting of SIAS – showed its willingness towards ANAS (in case ASTM reduces its investment in SIAS under the threshold of the so-called legal control) to enter into a shareholders’ agreement with the parent company Aurelia S.p.A., according to which it will be possible to jointly steer the exercise of the voting right related to the shares representing the absolute majority of the share capital of SIAS, held by Aurelia and ASTM. Moreover – in case the said agreement is not renewed, is not effective any more or the equity investment is under the threshold of the so-called control “as of right” of SIAS – ASTM showed its willingness to repurchase (from SIAS) and the latter to transfer (to ASTM) the shareholding control of SATAP, pursuant to the agreement mentioned in the note.

The company is providing a guarantee to ANAS S.p.A., which arose from the signing of the above-mentioned “additional agreement”. This guarantee (equal to EUR 75.1 million) corresponds to the value of ASTM assets that are not included in the business segment being allocated, exceeding 10% of the shareholders’ equity of ASTM as stated in the financial statements as at 31 December 2004.

(ii) Determination of the fair value: additional information

Concerning the valuation of the fair value of financial instruments, we specify the following in compliance with IFRS 7:

Assets

- non-current financial assets - Other financial assets/receivables:	the value posted to the financial statements represents their fair value
- cash and cash equivalents:	the value posted to the financial statements represents their fair value
- investments available for sale:	the value posted to the financial statements represents their fair value

Liabilities

- trade payables:	the value posted to the financial statements represents their fair value
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As indicated in the valuation criteria, the SIAS convertible bonds have been split between (i) the credit component, corresponding to the present value of net cash (principal + interest) related to the security, discounted at the market interest rate, and (ii) the “option component”, corresponding to the difference between the present value

of net cash and the purchase price. Shown below is a comparison between the market value of the bond and the corresponding book values in the financial statements:

SIAS convertible bonds: (amounts in millions of EUR)	31 December 2014	31 December 2013
- book value in the financial statements (“credit component” + “option component”)	95.2	93.1
- official market listing at 31 December	107	103

(iii) Financial risk management

In compliance with IFRS7, we specify that in the normal conduct of its operating activities, ASTM S.p.A. is potentially exposed to the following financial risks:

- “market risk” mainly from exposure to interest rate fluctuations;
- “liquidity risk” from a lack of financial resources suitable for operational activities and repayment of liabilities assumed in the past.

The risks cited above are broken down in detail below:

Market risk

With regard to the risks associated with *interest rate fluctuations*, the strategy of ASTM S.p.A. is aimed at containing such risk by means of a careful monitoring of the performance of financial markets and, where possible, through an adequate division between fixed-rate and variable-rate loans. As at 31 December 2014 there was only one fixed-rate loan disbursed by IGLI S.p.A. in 2013 (amounting to EUR 306 million).

Liquidity risk

The “liquidity risk” is the risk that financial resources available may be insufficient to cover maturing obligations. ASTM S.p.A. believes that the dividend flow from investee companies, together with the diversification of financing sources and the available cash, guarantee being able to satisfy the financial requirements in existence as at 31 December 2014.

(iv) Fees paid to the independent auditors

Pursuant to Art. 149 – duodecies of the Issuer Regulation, we show below the details of the fees paid during the period to Deloitte & Touche S.p.A. (auditor of ASTM S.p.A.) and to the companies belonging to the “network” of the independent auditors for services provided to ASTM S.p.A. and its subsidiaries.

<i>(amounts in thousands of EUR)</i>		
Type of services	Parent company	Subsidiaries
Auditing services		
Accounting audit of the separate financial statements	9	147
Accounting audit of the consolidated financial statements	8	13
Limited accounting audit of the half-year report at 30 June	5	29
Assessment of regular bookkeeping	3	47
Additional audit procedures on the consolidated financial statements	5 ⁽¹⁾	10 ⁽¹⁾
Miscellaneous services other than certification audit		
Opinion on the distribution of interim dividends	6	42
Other services		
Agreed auditing procedures for the quarterly reports at 31 March and 30 September	2	22
Agreed inspection procedures	7	90 ⁽²⁾⁽³⁾
Total	45	400

- (1) Additional audit procedures performed on the application of new principles and related to new investments.
- (2) Agreed inspection procedures (comfort letter) related to the documentation required for the preparation of the EMTN Programme.
- (3) Agreed inspection procedure on the “financial soundness indicator” of the motorway companies to assess the contributions to European projects and other agreed procedures.

(v) Related-party transactions

As required by CONSOB Notices 98015375 of 27 February 1998 and DEM/6064293 of 28 July 2006, and by IAS 24, information on relationships with “related parties” during the period in question is summarized below (amounts in millions of EUR):

	Transactions with “Related parties” (A)	Fin. Statements. (B)	Impact (A) / (B)%
Financial income	65.5	69.0	94.9%
Revenues	5.1	5.1	99.1%
Operating costs	0.8	8.5	9.9%
Financial charges	4.2	4.3	97.7%
Non-current financial assets	95.5	139.6	68.4%
Other financial liabilities	306.0	306.0	100.0%
Trade receivables and Other receivables (current)	4.4	4.5	97.8%
Trade payables and Other payables (current)	0.1	2.1	3.7%

Given the activity performed by the company as an industrial holding company, related party transactions have a significant impact on the item “financial income”, because they involve dividends collected from the subsidiaries. Pursuant to CONSOB Resolution No. 15519 of 27 July 2006, we specify that in the accounting statements, such “financial income” is indicated separately under the items “income from subsidiaries” and “income from associated companies”.

In particular, the main relationships with subsidiaries, associated companies, holding companies and the companies that they control concern:

- the dividends distributed by SIAS S.p.A., SINA S.p.A. and SINECO S.p.A., for a total amount of EUR 59.8 million;

- interest income related to the “credit component” of the “SIAS 2005-2017” convertible bond loan for EUR 5.7 million;
- income from services referring from corporate-accounting and financial consulting to the subsidiaries SATAP S.p.A. and SIAS S.p.A., as well as revenues from income from property leases and rendering of services for a total of EUR 5.1 million;
- managerial assistance and services provided by the parent company Argo Finanziaria S.p.A., totalling approximately EUR 0.2 million;
- lease payments to Appia S.r.l., for EUR 0.02 million;
- lease payments and fees for services paid to SATAP S.p.A., for an amount equal to approximately EUR 0.4 million;
- service activity in the information systems’ sector rendered by SINELEC S.p.A., for a total amount of EUR 0.1 million;
- human resources management services and other costs debited by the associated company Sistemi e Servizi s.c.ar.l. for EUR 0.03 million;
- interest expense on the loan disbursed by IGLI S.p.A. for EUR 4.2 million;
- “credit component” of the convertible bond loan “SIAS 2005-2017”, for EUR 95.2 million;
- EUR 2.7 million receivables for interest accrued on the “SIAS 2005-2017” convertible bond loan;
- EUR 1.3 million receivables for services rendered to the subsidiaries SATAP S.p.A. and SIAS S.p.A.;
- EUR 0.2 million payable to the parent company Aurelia S.r.l. in connection with the joining of the tax consolidation;
- EUR 0.1 million payable to the parent company Argo Finanziaria S.p.A.;
- loan disbursed by the subsidiary IGLI S.p.A. for EUR 306 million.

Since the “Direction and Coordination” activities are carried out by Argo Finanziaria S.p.A. – pursuant to Art. 2497 of the Italian Civil Code – the said relationships with both Argo Finanziaria S.p.A. and SIAS S.p.A. are also reported for purposes of providing the information required by Article 2497-bis, paragraph 5 of the Italian Civil Code.

The transactions indicated above were carried out under normal market conditions.

Pursuant to Article 2391-bis of the Italian Civil Code, we specify that based on the general principles indicated by CONSOB and the rules of corporate governance in the “Code of Self-governance” adopted by the Company, related party transactions (either direct or through subsidiaries) were performed in accordance with regulations that assure their transparency as well as their essential and procedural correctness.

(vi) Information on management and coordination activities of the Company

As indicated above, Argo Finanziaria S.p.A. exercises management and coordination activities of the companies pursuant to Article 2497 of the Italian Civil Code.

Pursuant to Article 2497-bis, Paragraph 4 of the Italian Civil Code, the statement shown below summarises the essential data from the latest company financial statements of the company cited above (as at 31 December 2013).

For an adequate and complete understanding of the balance sheet, financial situation and income statement of Argo Finanziaria S.p.A. for the period ending on 31 December 2013, please see the financial statements which are available, supplemented by the report of the independent auditors, in the forms and manner required by law.

For the additional information required by Articles 2497-bis, Paragraph 5 and 2497-ter of the Civil Code, see the preceding paragraph “Information on related party transactions”.

Financial Statements^(*) as at 31 December 2013 of Argo Finanziaria S.p.A. (unipersonale), parent company that exercises "Management and Coordination"

BALANCE SHEET

ASSETS

Amounts in EUR		31/12/2013
A	Subscribed capital unpaid	-
B	Fixed assets	403,045,396
C	Current assets	113,437,568
D	Accrued income and prepaid expenses	22,811
TOTAL ASSETS		516,505,775

LIABILITIES

Amounts in EUR		31/12/2013
A	Shareholders' Equity	
	Share capital	30,000,000
	Reserves	342,422,864
	Income (loss) for the year	(21,974,106)
B	Provisions for risks and charges	6,209,271
C	Employee Severance Indemnity	553,229
D	Payables	158,073,325
E	Accrued liabilities and deferred income	1,221,192
TOTAL LIABILITIES		516,505,775

Contingent liabilities and guarantees

Amounts in EUR		31/12/2013
	Guarantees issued	88,021,274
	Commitments to purchase and sell	5,750,000
	Other commitments	539,260
TOTAL		94,310,534

INCOME STATEMENT

Amounts in EUR		2013
A	Value of production	5,345,874
B	Production cost	(31,430,731)
C	Financial income and charges	21,304,734
D	Value adjustments of financial assets	(24,420,579)
E	Extraordinary income and expenses	892,748
	Income taxes	6,333,848
Income (loss) for the year		(21,974,106)

(*) financial statements prepared in compliance with national accounting standards/OIC.

Certification of the Separate Financial Statements
pursuant to Art. 154-bis of Legislative Decree no.
58/98

**Certification of the Separate Financial Statements pursuant to art. 154-bis of
Legislative Decree no. 58/98**

- The undersigned Alberto Sacchi as Managing Director and Graziano Settime as Manager in charge of drawing up the corporate accounting documents of ASTM S.p.A., taking into account the provisions of Article 154-bis, Paragraphs 3 and 4 of Legislative Decree No. 58 of 24 February 1998, hereby certify:
 - the adequacy with regard to the characteristics of the business and
 - the actual implementationof the administrative and accounting procedures for preparing the separate financial statements for 2014.

- They also certify that:
 - the financial statements as at 31 December 2014
 - a) have been prepared in compliance with the international accounting standards approved by the European Community pursuant to EC Regulation no. 1606/2002 of the European Parliament and the Council dated 19 July 2002;
 - b) correspond to the books and accounting entries;
 - c) provide a true and correct representation of the equity, economic and financial position of ASTM S.p.A.;

 - the Management Report includes a reliable analysis of the trend and results of the Company's management as well as a description of the main risks and uncertainties to which it is exposed.

Tortona, 5 March 2015

The Managing Director

Alberto Sacchi

The Manager in charge of drawing up
the corporate accounting documents

Graziano Settime

Report of the Board of Statutory Auditors

**REPORT OF THE BOARD OF STATUTORY AUDITORS TO THE SHAREHOLDERS' MEETING
OF ASTM S.P.A. PURSUANT TO ART. 153**

OF LEGISLATIVE DECREE NO. 58/98 AND ART. 2429, PARAGRAPH 2 OF THE ITALIAN CIVIL CODE

Shareholders,

during financial year 2014 we have carried out supervisory activities as prescribed by current legislation.

We have ascertained that the financial statements have been prepared, based on the provisions set out in art. 4, paragraph 1 of Legislative Decree no. 38 of 28/02/2005, according to the IFRS international accounting standards issued by the International Accounting Standard Board (IASB) and approved by the European Commission.

The Board of Statutory Auditors has taken part in the meetings of the Shareholders' Meeting and the Board of Directors. It has obtained information from the Directors on the activities carried out - also through the subsidiaries - as well as on the most significant economic, financial and equity transactions. It has assessed that the actions approved and carried out were compliant with the law and the Articles of Association, were not in conflict with the resolutions taken by the Shareholders' Meeting or in potential conflict of interest and complied with the principles of proper administration.

The main relationships with subsidiaries, associated companies, parent companies and the enterprises subject to the control of these latter companies concern:

- the dividends distributed by SIAS S.p.A., SINA S.p.A. and SINECO S.p.A., for a total amount of EUR 59.8 million;
- interest income related to the "credit component" of the "SIAS 2005-2017" convertible bond loan for EUR 5.7 million;
- revenue from accounting, corporate and financial consulting services provided to the subsidiaries SATAP S.p.A. and SIAS S.p.A., as well as revenue from property rentals and provisions of services for a total of EUR 5.1 million;
- managerial assistance and services provided by the parent company Argo Finanziaria S.p.A., totalling approximately EUR 0.2 million;
- lease payments to Appia S.r.l., for EUR 0.02 million;
- lease payments and fees for services paid to SATAP S.p.A., for an amount equal to approximately EUR 0.4 million;
- service activity in the information systems' sector rendered by SINELEC S.p.A., for a total amount of EUR 0.1 million;
- human resources management services and other costs debited by the associated company Sistemi e Servizi s.c.ar.l. for EUR 0.03 million;
- interest expense on the loan issued by IGLI S.p.A. for EUR 4.2 million;
- "credit component" of the convertible bond loan "SIAS 2005-2017", for EUR 95.2 million;

- receivables amounting to EUR 2.7 million for interest accrued on the “SIAS 2005-2017” convertible bond loan;
- receivables amounting to EUR 1.3 million for services rendered to the subsidiaries SATAP S.p.A. and SIAS S.p.A.;
- receivables amounting to EUR 0.2 million due from the parent company Aurelia S.r.l. and linked to the adhesion to its tax consolidation;
- payables amounting to EUR 0.1 million due to the parent company Argo Finanziaria S.p.A.;
- loan granted by the subsidiary IGLI S.p.A. for EUR 306 million.

Since the “Management and Coordination” activities are carried out by Argo Finanziaria S.p.A. – pursuant to Art. 2497 of the Italian Civil Code – the said relationships with both Argo Finanziaria S.p.A. and SIAS S.p.A. are also registered for reporting purposes as set out by Article 2497-bis, paragraph 5 of the Italian Civil Code.

The transactions indicated above were carried out under normal market conditions.

Pursuant to Article 2391-bis of the Italian Civil Code, it is noted that based on the general principles set out by CONSOB and the corporate governance rules included in the “Code of Conduct” adopted by the Company, transactions with related parties (that are carried out directly or through subsidiaries) are performed in compliance with the current procedure for “transactions with related parties”, based on rules ensuring their transparency as well as their substantial and procedural correctness.

Finally, we confirm that no other transactions with related parties were recorded in addition to those previously identified.

Moreover, the Board of Statutory Auditors states that:

- legal audit activities were carried out by the Independent Auditors Deloitte & Touche S.p.A., who issued their reports on the financial statements and the consolidated financial statements, pursuant to the law. These reports do not contain observations or objections;
- given that the Board of Statutory Auditors took part in the meetings of the Audit and Risk Committee, it could coordinate its functions as “internal audit committee” based on the Committee's activities. The said functions were assigned to the Board pursuant to art. 19 of Legislative Decree no. 39/2010. More specifically, the Board supervised:
 - the financial reporting process;
 - the effectiveness of the internal control, internal audit and risk management systems;
 - the legal audit activities concerning annual and consolidated accounts;
 - the aspects concerning the independence of independent auditors, with specific reference to the services rendered by them to the audited body other than audit services;
- No complaints were received pursuant to Art. 2408 of the Italian Civil Code, nor were complaints submitted by third parties;
- the independent auditors Deloitte & Touche S.p.A. – which were appointed to audit the financial statements of ASTM S.p.A. and the consolidated financial statements of the ASTM Group as at 31

December 2014, pursuant to Art. 159 of Legislative Decree no. 58/1998 – performed the following tasks, as specified by them:

<i>(amounts in thousands of EUR)</i>		
Type of services	Parent company	Subsidiaries
Auditing services		
Accounting audit of the financial statements	9	147
Accounting audit of the consolidated financial statements	8	13
Limited accounting audit of the half-yearly report as at 30 June	5	29
Assessment of regular bookkeeping	3	47
Additional audit of the consolidated financial statements	5 ⁽¹⁾	10 ⁽¹⁾
Miscellaneous services other than certification audit		
Opinion on the distribution of interim dividends	6	42
Other services		
Agreed auditing procedures for the quarterly reports as at 31 March and 30 September	2	22
Agreed inspection procedures	7	90 ⁽²⁾⁽³⁾
Total	45	400

(1) Additional inspection procedures carried out for the application of newly issued standards and with regard to new equity investments.

(2) Agreed inspection procedures (comfort letter) related to the documents required for the preparation of the EMTN Programme.

(3) Agreed inspection procedures on the "financial soundness indicator" of the motorway companies to assess contributions for European projects and other agreed procedures.

- The Board of Statutory Auditors held 8 meetings and took part in 7 meetings of the Board of Directors in 2014. The Audit and Risk Committee held 6 meetings, the Supervisory Body held 4 meetings and the Remuneration Committee held 1 meeting;
- during the annual assessment made, the Board of Directors acknowledged the statements made by the interested parties and, having taken into account the available information, confirmed the presence of the independence requirements set out by application criterion 3.C.1 of the Code of Conduct and article 148, paragraph 3 of Legislative Decree no. 58 of 24.02.1998, with regard to those Directors who stated to be independent upon appointment and the members of the Board of Statutory Auditors;
- we can state that the organisational structure of the company is adequate, the principles of proper administration have been complied with and that the provisions set out by the companies and given to the subsidiaries pursuant to art. 114, paragraph 2 of Legislative Decree no. 58/98 are adequate. We have carried out supervisory activities by analysing corporate documents, collecting information from the appointed managers, analysing the results of the work carried out by the independent auditors and resulting from the meetings with the latter, on the adequacy of the internal audit and accounting-administrative systems, by assessing their suitability to represent management events in a correct way;
- during the periodic meetings held by the Board of Statutory Auditors with the Independent Auditors, pursuant to art. 150 of Legislative Decree no. 58/98, no relevant aspects have emerged that are worthy of note in this report;
- the company adopted the "Organisational, management and control model pursuant to Legislative Decree no. 231/2001" and the "Code of Ethics and Code of conduct", duly updated with regard to the

gradual extension of the scope of application of Legislative Decree no. 231/2001, and reviewed the "Confindustria Guidelines";

- with regard to Corporate Governance, the company complies with the Code of Conduct and has almost fully implemented the document issued by the committee coordinated by Borsa Italiana S.p.A.. In this context, the Remuneration Committee and the Audit and Risk Committee exercise the functions given to them. The Board of Directors prepared the "Report on corporate governance and ownership structure" pursuant to art. 123-bis of Legislative Decree no. 58/98, providing a full description of the practical implementation of the said Code.

The Board of Directors prepared the report on the first half of the year, as well as the intermediate management reports for the first and third quarter of 2014 and published them according to the terms and methods set out by current legislation.

The financial statements as at 31 December 2014 show a profit of EUR 56,553,736 and were notified to the Board of Statutory Auditors by the deadlines required by law. The Board – having acknowledged the positive opinion expressed in the report of the Independent Auditors Deloitte & Touche S.p.A. – believes that the financial statements as at 31 December 2014 may be subject to your approval, together with the proposal of the Board of Directors concerning the allocation of the net profit.

Turin, 23 March 2015

The AUDITORS

Prof. Marco Fazzini

Dott.ssa Piera Braja

Dott. Ernesto Ramojno

Report of the
Independent Auditors

AUDITORS' REPORT ON THE SEPARATE FINANCIAL STATEMENTS PURSUANT TO ART. 14 AND 16 OF LEGISLATIVE DECREE N. 39 OF JANUARY 27, 2010

To the Shareholders of ASTM S.p.A.

1. We have audited the separate financial statements of ASTM S.p.A. ("the Company"), which comprise the balance sheet as of December 31, 2014 and the income statement, the statement of comprehensive income, the cash flow statement and the statement of changes in shareholders' equity for the year then ended, and the related explanatory notes. These financial statements, prepared in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n. 38/2005, are the responsibility of the Company's Directors. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the Auditing Standards recommended by CONSOB, the Italian Commission for listed Companies and the Stock Exchange. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the 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 the Directors, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

For the opinion on the prior year's financial statements, whose data are presented for comparative purposes, reference should be made to our auditors' report issued on March 27, 2014.

3. In our opinion, the separate financial statements give a true and fair view of the financial position of the ASTM S.p.A. as of December 31, 2014, and of the results of its operations and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n. 38/2005.

4. The Directors of ASTM S.p.A. are responsible for the preparation of the management report and the report on corporate governance and ownership structure in accordance with the applicable laws and regulations. Our responsibility is to express an opinion on the consistency of the management report and of the information reported in compliance with art. 123-bis of Italian Legislative Decree n. 58/1998, paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) in the report on corporate governance and ownership structure, with the financial statements, as required by law. For this purpose, we have performed the procedures required under Auditing Standard n. 001 issued by the Italian Accounting Profession (CNDCEC) and recommended by CONSOB. In our opinion, the management report and the information reported in compliance with art. 123-bis of Italian Legislative Decree n. 58/1998 paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) included in the report on corporate governance and ownership structure are consistent with the financial statements of ASTM S.p.A. as of December 31, 2014.

DELOITTE & TOUCHE S.p.A.

Signed by
Santo Rizzo
Partner

Turin, Italy
March 23, 2015

This report has been translated into the English language solely for the convenience of international readers.

Consolidated Financial Statements
as at 31 December 2014

Consolidated Financial Statements

Consolidated balance sheet

<i>(amounts in thousands of EUR)</i>	Note	31 December 2014	31 December 2013
Assets			
Non-current assets			
Intangible assets	1		
goodwill		43,935	43,935
other intangible assets		16,564	16,275
concessions – non-compensated revertible assets		3,271,677	3,300,181
Total intangible assets		3,332,176	3,360,391
Tangible assets	2		
property, plant, machinery and other assets		70,921	68,879
financial lease assets		2,905	3,019
Total tangible assets		73,826	71,898
Non-current financial assets	3		
investments accounted for by the equity method		467,671	488,966
unconsolidated investments – available for sale		146,587	137,779
receivables		111,280	70,577
other		263,371	152,272
Total non-current financial assets		988,909	849,594
Deferred tax assets	4	141,723	135,041
Total non-current assets		4,536,634	4,416,924
Current assets			
Inventories	5	37,873	50,616
Trade receivables	6	70,138	66,463
Current tax assets	7	22,624	40,353
Other receivables	8	42,548	61,531
Assets held for trading	9	18,443	18,616
Assets available for sale	-	-	-
Financial receivables	10	268,220	283,097
Total		459,846	520,676
Cash and cash equivalents	11	1,280,884	997,147
Total current assets		1,740,730	1,517,823
Total assets		6,277,364	5,934,747
Shareholders' equity and liabilities			
Shareholders' equity			
Shareholders' equity attributed to the Parent Company	12		
share capital		41,911	42,268
reserves and retained earnings		1,465,249	1,470,744
Total		1,507,160	1,513,012
Capital and reserves attributed to minority interests		872,927	900,733
Total shareholders' equity		2,380,087	2,413,745
Liabilities			
Non-current liabilities			
Provisions for risks and charges and Employee benefits	13	235,705	228,088
Trade payables		-	-
Other payables	14	275,963	337,165
Bank debt	15	1,228,390	1,386,509
Hedging derivatives	16	131,066	98,040
Other financial liabilities	17	1,214,469	714,941
Deferred tax liabilities	18	56,957	48,606
Total non-current liabilities		3,142,550	2,813,349
Current liabilities			
Trade payables	19	155,844	168,681
Other payables	20	214,987	251,718
Bank debt	21	335,572	257,125
Other financial liabilities	22	35,430	17,985
Current tax liabilities	23	12,894	12,144
Total current liabilities		754,727	707,653
Total liabilities		3,897,277	3,521,002
Total shareholders' equity and liabilities		6,277,364	5,934,747

Consolidated income statement

<i>(amounts in thousands of EUR)</i>	Note	FY 2014	FY 2013
Revenues	24		
motorway sector - operating activities	24.1	1,004,688	958,116
motorway sector - planning and construction activities	24.2	223,531	283,900
construction sector	24.3	4,777	1,618
engineering sector revenue	24.4	14,967	18,467
technology sector	24.5	50,101	42,040
Other	24.6	42,306	40,248
Total Revenues		1,340,370	1,344,389
Payroll costs	25	(180,057)	(175,405)
Costs for services	26	(380,523)	(425,662)
Costs for raw materials	27	(46,339)	(55,860)
Other costs	28	(130,988)	(117,310)
Capitalised costs on fixed assets	29	1,178	1,230
Amortisation, depreciation and write-downs	30	(273,141)	(252,110)
Update of the provision for restoration/replacement of non-compensated revertible assets	31	(2,161)	(949)
Other provisions for risks and charges	32	(3,217)	(1,879)
Financial income:	33		
from unconsolidated investments		7,882	3,864
other		28,340	26,337
Financial charges:	33		
interest expense		(96,946)	(89,549)
other		(5,806)	(6,468)
write-down of equity investments		(13,061)	(6,059)
Profit (loss) from companies valued using the equity method	34	14,832	12,080
Profit (loss) before taxes		260,363	256,649
Taxes	35		
Current taxes		(80,684)	(90,054)
Deferred taxes		(6,756)	(323)
Income (loss) for the year		172,923	166,272
• Profit assigned to minority interests		73,137	73,904
• Profit assigned to the Parent Company's Shareholders		99,786	92,368
Earnings per share	36		
Profit (euro per share)		1.185	1.092

Consolidated comprehensive income statement

<i>(amounts in thousands of EUR)</i>	FY 2014	FY 2013
Profit for the period (a)	172,923	166,272
Actuarial profit (loss) on employee benefits (Employee Severance Indemnity)	(1,600)	1,650
Actuarial profit (loss) on employee benefits (Employee Severance Indemnity) - companies valued with the "equity method"	(26)	103
Tax effect on profit (loss) that will not be subsequently reclassified in the Income Statement	440	(482)
Profit (loss) that will not be subsequently reclassified in the Income Statement (b)	(1,186)	1,271
Profit (loss) posted to "reserves for revaluation to fair value" (financial assets available for sale)	1,775	8,283
Profit (loss) posted to "reserve for cash flow hedge" (interest rate swap)	(65,141)	41,670
Portion of other profit/(loss) of companies accounted for by the equity method (reserve for foreign exchange translations)	56	(19)
Tax on profit (loss) that will be subsequently reclassified in the Income Statement when certain conditions are met	7,796	(11,573)
Profit (loss) that will be subsequently reclassified in the Income Statement when certain conditions are met (c)	(55,514)	38,361
Comprehensive income (a) + (b) + (c)	116,223	205,904
• Portion assigned to minority interests	53,210	88,390
• Portion assigned to the parent company's shareholders	63,013	117,514

Consolidated cash flow statement

<i>(amounts in thousands of EUR)</i>	Note	FY 2014	FY 2013
Initial cash and cash equivalents		997,147	958,843
Changes to the scope of consolidation ⁽¹⁾		6,230	-
Initial cash and cash equivalents, adjusted (a)		1,003,377	958,843
Profit (loss)		172,923	166,272
Adjustments			
Amortisation and depreciation		272,901	252,110
Update of the provision for restoration/replacement of non-compensated revertible assets		2,161	949
Update provisions for severance indemnities		1,894	1,622
Provisions for risks		3,217	1,879
Profit (loss) of companies accounted for by the equity method (net of dividends collected)		(9,993)	(9,309)
(Revaluations) write-downs of financial assets		13,061	6,059
Capitalisation of financial charges		(22,840)	(19,838)
<i>Operating cash flow (I)</i>		<u>433,324</u>	<u>399,744</u>
Net change in deferred tax assets and liabilities		6,423	1,953
Change in net working capital	38.1	(83)	(22,708)
Other changes from operating activity	38.2	(3,445)	(3,510)
<i>Change in net working capital and other changes (II)</i>		<u>2,895</u>	<u>(24,265)</u>
Cash generated (absorbed) by operating activity (I + II) (b)		436,219	375,479
Investments in revertible assets		(223,268)	(282,830)
Divestiture of revertible assets		21	-
Grants related to revertible assets		19,436	25,186
<i>Net investments in revertible assets (III)</i>		<u>(203,811)</u>	<u>(257,644)</u>
Investments in property, plant, machinery and other assets		(8,620)	(7,215)
Investments in intangible assets		(3,085)	(4,377)
Net divestiture of property, plant, machinery and other assets		247	3,976
Net divestiture of intangible assets		274	-
<i>Net investments in intangible and tangible assets (IV)</i>		<u>(11,184)</u>	<u>(7,616)</u>
Investments in non-current financial assets		(22,145)	(111,034)
Divestiture of non-current financial assets		21,373	1,201
<i>Net investments in non-current financial assets (V)</i>		<u>(772)</u>	<u>(109,833)</u>
Purchase of equity investments in Parking Sector and Siteco Informatica S.r.l. (VI)		(38,407)	-
Allocation of Impregilo S.p.A. ordinary shares to the take-over bid/disposal (VII)		-	482,105
Cash generated (absorbed) by investment activity (III+IV+V+VI+VII) (c)		(254,174)	107,012
Net change in bank debt		(109,179)	(207,114)
Change in financial assets		(102,062)	(55,495)
Bond Loan Issue 2014-2024		495,184	-
Change in other financial liabilities (including Central Insurance Fund)		(48,156)	(46,254)
Changes in shareholders' equity, minority interest		(30,682)	(497)
Changes in Shareholders' equity, Group share – Purchase of treasury shares		(7,709)	(1,074)
Changes in shareholders' equity, Group share		-	-
Dividends (and interim dividends) distributed by the Parent Company		(54,746)	(38,061)
Dividends (and interim dividends) distributed by Subsidiaries to Minority Shareholders		(47,188)	(95,692)
Cash generated (absorbed) by financial activity (d)		95,462	(444,187)
Closing cash and cash equivalents (a+b+c+d)		1,280,884	997,147

⁽¹⁾ This refers to liquidity - available as at 31 December 2014 – of Fiera Parking S.p.A. (EUR 4,336 thousand) and of SIAS Parking S.r.l. (EUR 1,419 thousand) and of Siteco Informatica S.r.l. (EUR 475 thousand). The single items of the cash flow statement are posted net of the changes due to the acquisition of the parking sector, whose effects are included under item "Purchase of equity investments in Parking Sector" and Siteco Informatica S.r.l."

Additional information:

• Taxes paid during the period	62,495	100,643
• Financial charges paid during the period	92,209	97,867
• Operating free cash flow		
Operating cash flow	433,324	399,794
Change in net working capital and other changes	2,895	(24,265)
Net investments in revertible assets	(203,811)	(257,644)
<i>Operating free cash flow</i>	<u>232,408</u>	<u>117,885</u>

The Group's "net financial position" is described in the related paragraph in the Management Report.

Statement of changes in shareholders' equity

(amounts in thousands of EUR)	Share capital	Share premium reserve	Revaluation reserves	Legal reserve	Reserve for purchase of treasury shares	Purchased treasury shares	Reserves for revaluation to fair value	Reserve for cash flow hedge	Provis. for foreign exchange differ.	Reserve for disc. Employee Sev. Ind.	Retained earnings (losses)	Profit (loss) for the year	Total Group equity	Minority interests	Total Shareholders' equity
1 January 2013	42,328	25,861	9,325	10,538	36,892	(35,220)	2,451	(63,846)	593	(1,343)	1,027,760	380,355	1,435,694	907,452	2,343,146
Allocation of 2012 profits											342,295	(342,295)	-		-
Distribution of 2012 balance dividend (EUR 0.45 per share)												(38,061)	(38,061)	(89,861)	(127,922)
Distribution of 2013 interim dividends														(5,831)	(5,831)
Creation of "Reserve for the purchase of treasury shares"					1,074						(1,074)				
Purchase of treasury shares	(60)					(1,014)							(1,074)		(1,074)
Acquisition of minorities and other changes											(1,061)		(1,061)	583	(478)
Comprehensive income ⁽¹⁾							5,725	18,753	(12)	680		92,368	117,514	88,390	205,904
31 December 2013	42,268	25,861	9,325	10,538	37,966	(36,234)	8,176	(45,093)	581	(663)	1,367,920	92,367	1,513,012	900,733	2,413,745
Allocation of 2013 profits											54,402	(54,402)	-		-
Distribution of 2013 balance dividend (EUR 0.45 per share)												(37,966)	(37,966)	(33,679)	(71,645)
Distribution of 2014 interim dividend (EUR 0.20 per share)												(16,780)	(16,780)	(13,509)	(30,289)
Creation of "Reserve for the purchase of treasury shares"					7,709						(7,709)				
Purchase of treasury shares	(357)					(7,352)							(7,709)		(7,709)
Change in the scope of consolidation											(6,202) ⁽³⁾		(6,202)	(5,821)	(12,023)
Acquisition of minorities and other changes											(208)		(208)	(28,007)	(28,215)
Comprehensive income ⁽¹⁾							371	(36,487) ⁽²⁾	36	(693)		99,786	63,013	53,210 ⁽⁴⁾	116,223
31 December 2014	41,911	25,861	9,325	10,538	45,675	(43,586)	8,547	(81,580)	617	(1,356)	1,408,203	83,005	1,507,160	872,927	2,380,087

Notes:

(1) The breakdown of this item is included in the related "comprehensive income statement" (at the bottom of the "income statement")

(2)	Adjustment to IRS (Companies consolidated with the "line-by-line method")	(27,727)
	Tax effect on IRS adjustment (Companies consolidated with the "line-by-line method")	7,625
	Adjustment to IRS (companies consolidated with the "equity method")	(37,414)
	Total	(57,516)
	Of which:	
	Portion assigned to minority interests	(21,029)
	Portion assigned to the parent company's shareholders	(36,487)
	Total	(57,516)

(3) It can be seen that transactions related to the acquisition of companies operating in the parking sector - as performed within the scope of the same Group - have been booked according to ongoing value and therefore the differences between the value of the assets acquired (resulting from the appraisal prepared by the advisor) and the values previously posted in the financial statements of the transferor, have been posted directly as a reduction of consolidated shareholders' equity of the ASTM Group (therefore not showing any additional goodwill on the difference between the appraised value and the corresponding portion of shareholders' equity). This accounting approach is in line with the current policy for the presenting equity, financial and economic effects of "business combinations between companies subject to common control" (Assirevi-OPI Document No. 1).

(4)	Profit assigned to minority interests	73,137
	Update to "IRS", pro-rata share	(21,029)
	Update to fair value, pro-rata share	1,575
	Actuarial component of Employee Severance Indemnity, pro-rata share	(493)
	Provisions for foreign exchange differences, pro-rata	20
	"Comprehensive" profit assigned to minority interests	<u>53,210</u>

Reconciliation between the shareholders' equity and the profit for the period of ASTM S.p.A. and the corresponding figures for the ASTM Group

<i>(amounts in millions of EUR)</i>	Shareholders' equity ⁽¹⁾	Profit/ (loss)
ASTM S.p.A. as at 31 December 2013	1,743.0	134.4
Shareholders' equity and profit of the consolidated companies	1,446.3	96.4
Book value of the consolidated companies	(1,676.2)	-
Reversal of dividends collected from the subsidiaries/associated companies	-	(138.4)
ASTM Group as at 31 December 2013	1,513.1	92.4

<i>(amounts in millions of EUR)</i>	Shareholders' equity ⁽¹⁾	Profit/ (loss)
ASTM S.p.A. as at 31 December 2014	1,738.0	56.6
Shareholders' equity and profit of the consolidated companies	1,445.4	103.0
Book value of the consolidated companies	(1,676.2)	-
Reversal of dividends collected from the subsidiaries/associated companies	-	(59.8)
ASTM Group as at 31 December 2014	1,507.2	99.8

- (1) The equity investments included in the Corporate Reorganisation implemented in 2007 were booked on the basis of "current" value in the separate financial statements of ASTM S.p.A. (using the appraisals prepared by the Court-appointed expert) while the capital gains arising from the contribution/transfer of investments were fully accounted for in the shareholders' equity; in the consolidated financial statements, instead, the intercompany capital gains were reversed recognising - in the consolidated shareholders' equity - only the portion obtained from Minority Shareholders: therefore the shareholders' equity of the holding is higher than that of the Group.

Principles of consolidation,
valuation criteria and
explanatory notes

General information

ASTM S.p.A. is organised according to the laws of the Italian Republic.

ASTM S.p.A. operates in Italy as an industrial holding company through its subsidiaries, mainly in the sectors of licensed motorway construction and operation.

The registered office of the Parent Company is at Corso Regina Margherita 165 - Turin, Italy.

The ordinary shares are listed on the MTA [electronic stock market] operated by Borsa Italiana S.p.A. and are included in the FTSE Italia Mid Cap index.

The consolidated financial statements are drawn up in Euro, which is the current currency in the economy in which the Group operates.

The Board of Directors of the ASTM S.p.A. examined and recommended the consolidated financial statements of the ASTM Group on 5 March 2015.

Preparation criteria and contents of the consolidated financial statements

Based on the provisions of Article 3, paragraph 1 of Legislative Decree No. 38 of 28 February 2005, the financial statements were prepared in accordance with the **international accounting standards (IFRS)** issued by the International Accounting Standard Board (IASB) and approved by the European Commission. IFRS means all revised international accounting standards ("IAS"), all interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") that were previously called Standing Interpretations Committee ("SIC").

The consolidated financial statements comprise the balance sheet, the income statement, the comprehensive income statement, the cash flow statement, the statement of changes in shareholders' equity and these explanatory notes and apply the provisions contained in IAS 1 "Presentation of Financial Statements", as well as the general cost method. The balance sheet has been prepared by distinguishing between current and non-current assets and liabilities, while in the income statement costs have been presented and classified based on their nature. The cash flow statement has been prepared using the indirect method.

Principles of consolidation and valuation criteria

In addition to the financial statements of the parent company – ASTM S.p.A., these consolidated financial statements include the financial statements of the Companies over which it exercises control (these financial statements have been approved by the related Boards of Directors and have been suitably adjusted/restated to make them uniform with the Parent Company's and the IAS/IFRS international accounting standards for preparing financial statements).

Control occurs when the parent company has the power to direct the relevant activities of the company and is exposed to the variability of its profit/loss.

The financial statements of subsidiaries are included in the consolidated accounts starting from the date upon which control is assumed until the moment when control ceases to exist.

Companies that are controlled jointly with third parties (joint ventures) are valued with the "equity method".

Companies over which "significant influence" is exercised are valued with the "equity method".

Furthermore, we specify that the subsidiaries Sistemi e Servizi s.c.ar.l. and Brescia Milano Manutenzioni S.c.ar.l. were accounted for by equity method, because they are small. Consolidating them would not have produced any significant effect on the consolidated financial statements.

In the paragraph "Scope of consolidation" below, consolidated investments and changes to them are shown in detail.

* * *

Consolidation by the "line-by-line method"

In brief, consolidation by the line-by-line method involves taking the assets and liabilities, income and expenses of the consolidated companies, accounting for the amount of investment held and attributing to third-party shareholders the share of profits and provisions applicable to them in a dedicated heading of Shareholders' Equity called "Minority interests".

The principal consolidation adjustments made were the following:

1. Elimination of investments in businesses included in the scope of consolidation and of their corresponding fractions of shareholders' equity attributing the current value as at the date of acquiring control to the individual elements of the balance sheet. If the requirements are met, any positive difference is posted to the asset item "Goodwill". A negative difference is imputed to the income statement.

The premium/lower price paid for a corresponding fraction of shareholders' equity, from the acquisition of additional shares of subsidiaries, increased/decreased the shareholder's equity of the same amount.

Acquisitions of controlling interests made within the ambit of the same Group (i.e. business combinations under common control) are recorded in the accounts - as an on-going concern - in line with the Assirevi OPI Document no. 1.

2. Elimination of receivables and payables between businesses included in the scope of consolidation, as well as income and expenses related to transactions between the businesses themselves. Significant profit and loss from transactions between these companies and related to amounts included in the balance sheet and the income statement were eliminated, except only for those related to the planning and construction of non-compensated revertible assets which are entered at fair value pursuant to IFRIC 12, as described later on. Intercompany losses are not eliminated if they reflect an impairment in value of the underlying asset.
3. Reversal of dividends collected from the consolidated companies.

Valuation of investments with the “equity method”

The equity investment is initially entered at cost and the book value is increased or decreased to record the share of profits and losses of the investee company accruing to the holding company, which are realised after the acquisition date. Any goodwill included in the value of the investment is subject to an impairment test. The portion of operating profits of the investee company accruing to the holding company is posted to the income statement of the holding company. However, excess losses compared to the book value of the investment on the financial statements are not entered, to the extent that the Group is not obliged to cover them. Dividends received from an investee company reduce the book value of the investment.

Valuation criteria

The valuation criteria applied to the preparation of the consolidated financial statements as at 31 December 2014 are the same as those used to draw up the financial statements as at 31 December 2013; they also take into account any changes in the scope of consolidation, in particular the inclusion of “minimum guaranteed amounts” in concession agreements, as reported below.

Intangible assets

Goodwill

As an intangible asset, this is not subject to amortisation. An impairment test is conducted at least annually, and in any case when events arise that may indicate a reduction in value. This check is carried out at the level of the individual cash generating unit to which goodwill has been allocated and based on which Management evaluates the yield of the investment. Write-downs are not subject to reversal.

Concessions - foreword

On the basis of contractual agreements (Concessions) that fall within the scope of application of IFRIC 12, the operator acts as a provider of services relating to (i) the construction and/or improvement of the infrastructure used to provide a service to the public and (ii) the management and maintenance of the same, for a specific period of time. Consequently, the construction and improvement of the infrastructure can be equated to the activity of a construction company; therefore, during the period for which these services are provided, the revenues and costs relating to construction are booked to the income statement in accordance with IAS 11.

As established by IFRIC 12, for construction and/or improvement services rendered by the operator, the grantor pays the operator a fee, to be recognised at its fair value, which may be comprised of rights to:

- a) a financial asset (so called financial assets model); or
- b) an intangible asset (so called intangible asset model).

The financial asset model is applied when the operator has an unconditional right to receive cash flows guaranteed contractually (so-called “minimum guaranteed amount”) for the construction services, regardless of the effective use of the infrastructure.

In the intangible asset model, instead, the operator, for the infrastructure construction and improvement services rendered, receives a right to charge users for the use of the infrastructure. Therefore, the cash flows of the operators are not guaranteed by the grantor, but are contingent on the extent that the users use the infrastructure, therefore entailing a risk of demand for the operator. The latter is the risk that the revenues generated by the exploitation of

the right to charge users for the use of the infrastructure are not sufficient to guarantee an adequate return on the investments made.

If the operator is paid for the infrastructure construction and improvement services partly with a financial assets and partly with an intangible assets, a mixed accounting model is adopted. In this case, the components of the agreement have to be separated between those relating to the financial asset and those relating to the intangible asset. In this case, IFRIC 12 requires the operator to first calculate the part relating to the financial asset and then to a residual extent (with respect to the value of the construction and/or improvement services rendered) the amount of the intangible asset.

The intangible asset model is applicable to the concession agreements relating to **motorway companies**, while both the intangible asset model and mixed model (represented by the presence, within the same concession, of both the financial asset model and the intangible asset one) are applicable to agreements relating to **parking sector companies**.

Concessions – non-compensated revertible assets

“Non-compensated revertible assets” represent the right of the Operator to use the asset under concession, given the costs incurred for planning and construction activities of the asset. The book value corresponds to the fair value of the planning and construction plus financial charges capitalised during the construction phase, in adherence with the requirements set forth in IAS 23. The book value of these assets is represented net of “capital grants” (the receivable related to these capital grants is posted - in compliance with the financial model of the Interpretation IFRIC 12 – among “financial receivables”); capital grants, as interpreted by IFRIC 12, are deemed as the right to obtain a prearranged amount (financial asset) against the costs incurred to carry out the works.

These assets are depreciated on the basis of the expected evolution of revenues (“revenue-based unit of production method”) along the duration of the individual concession, a method that reflects the way in which the future economic benefits deriving from the asset are expected to be used by the Operator. In determining the amortisation of revertible assets of some investee companies, it was taken into account that, for some new works, the outgoing operator is entitled to indemnification by the incoming licensee for the terminal value, that is, that part of new works that have been realised but not yet amortised to the expiration of the concession.

Concerning non-compensated revertible assets, the depreciation reserve and the provisions for recovery or replacement, considered overall, provide adequate coverage of the following expenses:

- free alienation to the Grantor, at the end of the concession, of non-compensated revertible assets with a useful life greater than the duration of the concession;
- recovery and replacement of components of non-compensated revertible assets, which are subject to wear;
- recovery of the investment in new works scheduled in the financial plans.

When events arise that indicate a reduction in value of intangible assets, the difference between the book value and the associated recovery value is imputed to the income statement.

The cost of “non-compensated revertible motorway fixed assets” includes the value of the sections in operation built by third parties and given to the Group to operate. The “provision for capital grants” was increased by an equivalent amount.

Other intangible assets

“Other intangible assets” are posted at cost. They are systematically amortised over the period in which the assets are expected to be used by the business.

Expenses associated with development activities are posted to the balance sheet assets when: (i) the expense related to the intangible asset can be reliably determined; (ii) there is the intention, the availability of financial resources and the technical ability to make the asset available for use or sale; (iii) it can be proved that the asset can produce future economic benefits. These intangible assets are amortised over a period not to exceed five years.

When events arise that indicate a reduction in value of intangible assets, the difference between the book value and the associated recovery value is imputed to the income statement.

Expenses for research activities are posted to the income statement of the period in which they are incurred.

Tangible assets

Property, plant, machinery and other assets

These assets are posted at purchase cost or production cost (including directly imputable auxiliary costs) and include the related directly imputable financial charges needed to make the assets available for use.

Depreciation rates used to distribute systematically the value of tangible assets based on their useful life are as follows:

<u>Category</u>	<u>Rate</u>
Land	not depreciated
Non-industrial and industrial buildings	3% - 4%
Plant, machinery and vehicles	4% - 5% - 8% - 10% - 20%
Technical equipment	12% - 15% - 25%
Facilities and light structures	10% - 12% - 25% - 40%
Radio and alarm equipment	25%
Automobiles and motor vehicles	20% - 25%
Office furniture and machines	12% - 20% - 40%

Leased assets – Financial lease contracts

Assets purchased with a financial lease transaction are posted among the assets of the balance sheet at the lesser of fair value or present value of the lease payments owed to purchase them, which is determined using the interest rate implied in the lease. As a contra entry, the value is posted among liabilities as a financial payable to the lessor. Any direct costs incurred in finalizing the leasing contract (e.g. costs to negotiate and finalize the financial leasing transaction) are recorded as an increase to the value of the asset. Leased assets are routinely depreciated using the depreciation criteria for owned assets of the same type. When it is not reasonably certain that the asset will be purchased at the end of the lease, it is completely depreciated over the shorter of the lease contract or its useful life.

Lease payments are divided between repaid principal and financial charges posted according to the matching principle.

Ordinary maintenance costs of tangible assets are posted to the income statement for the period in which they are incurred.

Leased assets – Operating lease contracts

Lease payments for operating leases are posted to the income statement and constant amounts distributed across the duration of the underlying contract.

Inventories

Raw materials, ancillary materials, consumables, semi-finished goods, finished goods and merchandise

These are valued at the lesser of “average weighted cost” and “net realizable value”.

Contracted work in process

Based on agreed fees, this is valued as a function of the state of progress of construction/realization of the asset at the reference date of the accounting statement, using the “percentage of completion” method. Advances paid by the buyers are subtracted from the value of inventory up to the limit of the accrued fees. The remainder is posted to liabilities. Any losses at the end are posted to the income statement.

Requests for additional payments because of change orders or other claims (for example, for greater expenses incurred for reasons that can be imputed to the buyer) are posted to the financial statements in the total payments, when and to the extent that it is probable that the counterparty will accept them.

Financial assets held for trading

These include the financial assets/securities held for the purpose of trading.

They are recorded at fair value as at the date of the transaction. Gains and losses from any changes in the fair value are posted to the income statement. When fair value cannot be reliably determined, the financial asset is valued at cost, adjusted in the event of any loss of value.

The original value is restored in later accounting periods, should the reasons for the write-down no longer hold true.

Financial assets held to maturity

These include debt securities with fixed payments or payments that can be determined and with a fixed maturity, intended to be held to maturity from the start.

These are posted at cost, which is close to their fair value upon acquisition. Later, they are valued at their amortised cost using the criterion of effective interest. Any loss in value is posted to the income statement.

The original value is restored in later accounting periods, should the reasons for the write-down no longer hold true.

Loans and Receivables

These are initially posted at fair value (including costs incurred for the purchase/issue) at the date of the transaction. Later, they are valued at their amortised cost using the criterion of effective interest. Any loss in value is posted to the income statement.

The original value is restored in later accounting periods, should the reasons for the write-down no longer hold true.

Financial assets available for sale

Included in this category are the financial assets not included in the items “Financial assets held for trading”, “Financial assets held to maturity” or “Loans and Receivables”. More specifically, this item includes the shares not

held and not eligible as control, connection or joint control.

These are recorded at fair value as at the settlement date of the transaction. Profits and losses from later changes in fair value are valued using the equity method as the contra entry until the asset is sold and the income is posted to the income statement. In determining the fair value as at the date of the report, the following was taken into account: i) the security listing on active markets or the listing of similar securities; ii) variables other than listings on active markets that can be observed on the market, either directly (listings) or indirectly (listing derivatives); iii) the values that can be inferred from recent appraisals or transactions (these values are not always based on market values that can be observed). If the fair value cannot be reliably established, the financial asset is valued at cost (pro-rata share of shareholders' equity) if it is considered as better representing the situation of the fair value of the equity investment. Every year or at the closing of an interim period, the presence of significant/accumulated impairment losses is assessed. If impairment is detected, the related loss is entered into the income statement at market prices, for listed securities, or, for non-listed, at the current value of the estimated future financial flows discounted at the actual interest rate. Specifically, with regards to listed securities, the impairment parameters are represented by a reduction in the fair value which is approximately one third greater or prolonged for more than 18 months compared to the value posted originally. In any case, the accounting of an accumulated impairment in the income statement is dependent on a valuation of each investment that takes into account, among other things, of particularly volatile or unusual market trends. If, subsequently, the reasons for the impairment cease to exist, a write-back is posted into the shareholders' equity.

Financial receivables

"Financial receivables" include:

- receivables from connected companies for tolls collected on behalf of licensees of the Group, which had not yet been allocated by the end of the period (so-called cash in transit);
- repurchase agreements;
- term current accounts;
- financial receivables for the discounted amount of the minimum cash flows guaranteed by the Grantor, resulting from the application of the financial asset model - IFRIC 12 - for parking sector companies.

These are initially booked at their fair value at the date of the transaction, with any accumulated impairment losses being posted to the income statement.

The original value is restored in later accounting periods, should the reasons for the write-down no longer hold true.

Cash and cash equivalents

Cash includes cash on hand, including cheques, and bank demand deposits. Cash equivalents are represented by financial investments with a maturity of three months or less (from the date of purchase), readily convertible into cash and with an insignificant risk of change in value.

These items are recorded at fair value. Profits or losses from any changes in the fair value are posted to the income statement.

Loans and other liabilities

These are recorded when opened, net of any costs that can be ascribed to them. Later, they are valued at their amortised cost using the criterion of effective interest.

With regard to the *bond loan convertible* into ordinary shares, because it is a composite financial instrument, we separated the components of the loan itself at the time of initial posting, in accordance with IAS 32.

The “*liability component*” is equal to the present value of net cash (principal + interest) related to the debenture loan, discounted at the market interest rate (equal to the cost of the debt capital of the issuer over 12 years; this rate is considered representative of the yield on similar fixed-income securities that do not carry a right of conversion).

The “*shareholders’ equity component*” is equal to the difference between the present value of net cash (as determined above) and the cash from the bond issue net of related deferred tax effects.

Financial charges are calculated on the “*liability component*”. They are imputed to the income statement based on the “*market interest rate*” mentioned above.

Payables to ANAS and the Central Insurance Fund

These payables refer to operations undertaken by the parties in question during earlier accounting periods on behalf of the licensees SALT S.p.A., Autostrada dei Fiori S.p.A., Autocamionale della Cisa S.p.A., SATAP S.p.A. and SAV S.p.A. to make instalment payments and for accounts payable to suppliers. To facilitate the economic and financial equilibrium of the respective concessions, the financial plans attached to them require retirement of these liabilities based on the duration of the concession, in the absence of related interest payments.

Therefore, these payables have been discounted based on a specific interest rate for each licensee. In compliance with IAS 39, this interest rate is established using as a reference financial instruments with essentially the same conditions and features (the discounting rates that have been used vary between 4.91% and 6.22%). The difference between the original amount of the debt and its current value is posted among liabilities to “*deferred income*”.

The charge from the discounting process is imputed to the income statement among “*financial charges*”. At the same time, the amount previously deferred (and included in “*deferred income*”) is posted to the item “*other income*”.

Provisions for risks and charges

Provisions for risks and charges concern costs and charges of known type and of certain and probable existence, the amount and date of occurrence of which was not known at the closing date of the accounting period. Provisions are recorded when: (i) a current, legal or implied obligation probably exists from a past event; (ii) it is probable that meeting the obligation will be burdensome; (iii) the amount of the obligation can be reliably estimated.

The provisions to reserves represent our best estimate of the amount needed to extinguish the obligation or to transfer it to third parties as at the closing date of the financial statements. When the financial impact of time is significant and the dates for paying off the obligations can be reliably estimated, the provisions are discounted.

The Notes also explain any potential liabilities represented by: (i) possible (but not probable) obligations from past events, the existence of which will be confirmed only upon the occurrence of one or more uncertain future events not completely under the control of the Group; (ii) current obligations from past events, the total of which cannot be reliably estimated or the fulfilment of which is probably not costly.

Provision for restoration, replacement and maintenance of non-compensated revertible assets

Consistent with the contractual obligations in the financial plans attached to current agreements, as at the date of the report, the “*Provision for restoration, replacement and maintenance of non-compensated revertible assets*” receives the provisions needed to carry out maintenance to ensure the due functionality and safety of the non-compensated revertible assets.

Employee benefits (Employee Severance Indemnity)

Liabilities related to the Employee Severance Indemnity (“defined-benefit plan”) have been determined based on actuarial assumptions and recorded using the matching principle consistently with the service periods required to obtain the benefits. Liability was appraised with the help of independent actuaries.

As they come from changes in the actuarial assumptions used or changes in the plan conditions, actuarial gains and losses from these plans are posted to the shareholders’ equity as they arise.

Treasury shares

Treasury shares are posted at purchase cost, as a reduction in shareholders’ equity. The value resulting from their transfer is posted as an adjustment to the shareholders’ equity and is not imputed to the income statement.

Revenues

Revenues are posted based on the matching principle when it is probable that the future economic benefits will accrue to the Group and their value can be determined reliably. In detail:

Proceeds from tolls

These are posted based on the related transits.

Proceeds from car parks

These are posted based on the fee accrued.

Rental income and royalties

Rental income and royalties are valued based on the payment indicated in the underlying contracts with the respective counterparties.

Revenues from product sales

Revenues from product sales are recognised when the risks are transferred to the buyer, a moment that usually coincides with shipping/delivery.

Revenues for services

Revenues for services are recognised based on the accrued payment.

Revenues for work and planning

Revenues accruing during the period related to contracted work in process are posted based on the agreed payments as a function of the state of progress of the work, according to the percentage of completion method.

Dividends

Dividends paid by unconsolidated companies are posted when the right to receive them is established, which corresponds to the date that the Shareholders’ Meeting of the investee companies approves the distribution.

Any interim dividends are recorded when the distribution is approved by the Board of Directors of the investee company.

Grants

Grants are recognised when there exists a reasonable certainty that they will be received and that all the conditions for their disbursement will be met. Capital grants are posted to the balance sheet as an adjustment entry to the book value of the asset to which they refer. Operating grants are imputed as income and systematically allocated to the cost related to them using the matching principle.

Financial charges

Financial charges are recorded, on an accrual basis, as a cost in the accounting period in which they are incurred except for those which are directly imputable to the construction of non-compensated revertible assets and other assets, which are capitalised as an additional part of the cost of production. Capitalisation of financial charges begins when activities are under way to prepare the asset for use, and it ends when these activities are essentially completed.

Income taxes

Current and deferred taxes are posted to the income statement when they do not relate to transactions directly posted to shareholders' equity.

Income taxes are posted based on an estimate of the taxable income for the period, in compliance with current regulations.

In accordance with IAS 12, "deferred tax liabilities" and "advance tax payments" are calculated based on the temporal differences between the recognized value for tax purposes of an asset or a liability and its value on the balance sheet, when it is probable that these differences will cancel themselves out in the foreseeable future. The amount of the "deferred tax liabilities" or "advance tax payments" is determined based on tax rates that are expected to apply to the period in which the tax credit is realized or the tax liability is extinguished. The tax rates are those established in current fiscal legislation as at the reference date of the individual accounting entries.

Deferred tax assets are posted when their recovery is likely.

Advance tax payments and deferred tax liabilities are offset when it is legally allowed.

Furthermore, tax effects have been considered, deriving from the adjustments made to the financial statements of consolidated businesses while applying uniform Group valuation criteria.

Derivatives

Derivatives are assets and liabilities recognised at fair value.

Derivatives are classified as hedging instruments when the relationship between the derivative and the subject of the coverage is formally documented and the coverage is highly effective, which is verified periodically. When hedging derivatives cover the risk of changes to the fair value of the instruments being covered (a "fair value hedge", for example, covering the variability of the fair value of assets/liabilities at a fixed rate), the derivatives are recognised at fair value and their effects are imputed to the income statement. At the same time, the instruments subject to coverage are updated to reflect the changes to their fair value associated with the covered risk. When derivatives cover the risk of changes in net cash from the instruments being covered (cash flow hedge, for example, covering the variability of cash flows from assets/liabilities at a fixed rate), changes to fair value of the derivatives are initially

posted to shareholders' equity and later imputed to the income statement along with the economic effects produced by the covered transaction. Changes to the fair value of derivatives that do not satisfy the conditions to be classified as hedges are posted to the income statement.

Impairment testing

The book values of the Company's assets are assessed for impairment at every reference date of the financial statements. If the impairment is detected, the recoverable value of the asset is estimated. Impairment is accounted for in the income statement when the book value of an asset or of a cash generating unit exceeds the recoverable value.

Intangible assets with indefinite useful life (goodwill) are assessed every year and whenever there is an indication of potential impairment, in order to ascertain if such impairment effectively exists.

With regards to goodwill related to motorway companies, in line with the provisions of IAS 36, the Company determined the "useful life" of each Cash Generating Unit by discounting the future cash flows deriving from the motorway management activity. The figures contained in the financial plans enclosed to each Standard Agreement currently in effect have been used for calculation. Despite being prepared over a time horizon of more than five years (on average), these plans reflect more accurately the business in which the motorway companies operate. In addition, the so-called terminal value was not calculated as these concessions have a predefined useful life.

The figures contained in the aforesaid financial plans were adjusted (when necessary) to reflect the changes occurred after the preparation date of the financial plans (traffic volumes, toll rates, completion of the investment programme etc.). In particular, the traffic forecasts reflect the outcome of the traffic studies prepared by an independent expert.

The net cash, as determined above, was discounted at a real, post-tax WACC rate. A "real" rate was adopted (by deducting real inflation from the nominal rate) since the financial plans have been prepared using a "constant currency".

When determining the discounting rate, the following parameters were taken into account:

"Free-risk" rate equal to the return of the 10-year BTP (Pluriannual Treasury Bonds) benchmark – average of the last 48 months as of the assessment date
Risk premiums in line with the CIPE Resolution no. 27/2013 (basis to calculate the WACC of Standard Agreements) + 50 bp
Beta of the Italian motorway sector (SIAS/Atlantia) redetermined on the company's financial structure as of the assessment date
Cost of debt equal to the average of the last 48 months 10-year IRS + spread (250 bp)
Inflation rate equal to the real inflation component included in the 10-year IRS.

The discounting rates (that have been specifically calculated for each licensee company in order to reflect the financial structure) fluctuate between 4.10% and 4.84%.

With regards to the cash generating units, for which the "useful life" was calculated, a sensitivity analysis of the results was also carried out, changing both the flows components (toll revenues/traffic volumes) and the discounting rates applied. This analysis did not highlight significant differences with the "useful lives" originally obtained.

With regards to goodwill related to non-licensees, the useful life was calculated on the basis of recent transactions/appraisals.

The above impairment procedure was approved by the Board of Directors during a separate meeting and before the approval of the financial statements.

The recoverable value of *non financial assets* corresponds to the highest between their fair value net of sale costs and their useful life. In order to establish their useful life, the estimated future financial flows are discounted at a rate that reflects the current market valuation of the money value and the risk related to that type of asset. If the assets do not

generate incoming cash flows deemed as widely independent, the recoverable value of the cash generating unit to which the asset belongs is calculated.

The losses posted in the income statement are written back in case of changes in the valuation criteria used to determine the recoverable value. A value write-back is recorded in the income statement by aligning the book value of the assets to its recoverable value. The latter cannot exceed the value that would have been determined, net of depreciation and amortisation expense, if impairment had not been posted in the previous years.

Estimates and valuations

The preparation of these consolidated financial statements and the related notes required estimates and assumptions that had an effect on the values of the assets and liabilities in the report and on the information related to potential assets and liabilities as at the date of the report. Actual results achieved may differ from these estimates. Among other things, the valuation used the fair value to appraise financial assets and liabilities (including the fair value of assets available for sale), to perform the impairment test, for the actuarial appraisals and to record the amortisation/depreciation, the write-downs of assets and the provisions for risks. The outcome of assessments by independent experts were also used to calculate the estimates. The estimates and assumptions are reviewed periodically and the effects of any changes are reflected immediately in the income statement.

The accounting principles shown above have been applied coherently and consistently in preparing these consolidated financial statements.

Any items in the previous financial statements that were reclassified in order to make them comparable with the amounts reported in the current year are illustrated in details in the Explanatory Notes.

Pursuant to Article 5, paragraph 2 of Legislative Decree no. 38 of 28 February 2005 and in compliance with paragraph 46 of IAS 1, these consolidated financial statements were prepared in thousands of Euro. For the ASTM Group, the euro is both the “operating currency” and the “presentation currency”.

Newly-issued accounting standards and interpretations, or revisions and amendments to existing standards not yet in effect and not adopted in advance by the Group

Below is a summary of the Standards that could have an impact on the Group in future years:

On 12 May 2014, IASB issued an amendment to **IAS 16 – Property, plant and equipment** and to **IAS 38 - Intangible assets**. The IASB clarified that the use of methods based on revenue to calculate the depreciation or amortisation of an asset is not appropriate insofar as the revenues generated by an asset that include the use of an asset generally reflect factors other than the consumption of the economic benefits resulting from the asset. The IASB also clarified the presumption that the revenues generated are not an adequate basis to measure the consumption of the economic benefits generated by an intangible asset. However, this presumption may be superseded in specific limited circumstances. Said amendments are effective for annual reporting periods starting on or after 1 January 2016, and earlier application is permitted.

On 28 May 2014, the IASB issued **IFRS 15 - Revenue from contracts with customers**, which requires a company to recognise revenue at the time of transfer of the control of goods or services to customers at an amount that reflects the consideration that is expected to be received in exchange for said goods or services. To achieve this objectives, the new revenue recognition model establishes a five step process. The new standard also requires further additional information about the nature, amount, timing, and uncertainty of the revenue and cash flows arising from a contract with a customer. Application of the standard is mandatory for annual reporting periods starting from 1 January 2017 onwards. Earlier application is permitted.

On 24 July 2014, the IASB published a new version of **IFRS 9 - Financial instruments**; this standard was originally issued in November 2009, re-issued in October 2010 and amended in November 2013. The amendments made include the introduction of a logical approach to the classification and measurement of financial instruments based on the characteristics of the cash flows and on the business model according to which the asset is held, a single model for the impairment of financial assets based on expected loss and a renewed approach to hedge accounting. The new standard will be applied prospectively from 1 January 2018. Earlier application is permitted.

* * *

Notes - Scope of consolidation

The list of subsidiary companies included in the scope of consolidation is shown below.

Parent company

Name	Registered office
ASTM S.p.A.	Turin - Corso Regina Margherita 165

Subsidiaries – consolidated with the “line-by-line method”

Name	Registered office	Share capital	Group %	Directly-held %
Cisa Engineering S.p.A.	Ponte Taro (PR) – Via Camboara 26/A	1,000,000	100.000	
Consorzio SINA	Milan – Via F. Casati 1/A	50,000	100.000	
Euroimpianti Electronic S.p.A.	Tortona (AL) – Via Balustra 15	120,000	100.000	
Fiori Real Estate s.r.l.	Imperia - Piazza della Repubblica 46	110,000	100.000	
Logistica Tirrenica S.p.A.	Lido di Camaiore (LU) – Via Don Tazzoli 9	12,000,000	100.000	
IGLI S.p.A.	Milan – Via Quintino Sella, 4	24,120,000	100.000	100.000
SINA S.p.A.	Milan – Via F. Casati 1/A	10,140,625	100.000	99.500
SINECO S.p.A.	Milan – Via F. Casati 1/A	500,000	100.000	82.000
SIAS Parking S.r.l.	Turin – Via Bonzanigo 22	5,000,000	100.000	
Autostrada Torino Savona S.p.A.	Moncalieri (TO) – Corso Trieste 170	161,720,000	99.979	
SATAP S.p.A.	Turin – Via Bonzanigo 22	158,400,000	99.874	
Finanziaria di Partecipazioni e Investimenti S.p.A.	Tortona (AL) – S.S. 211 Loc. San Guglielmo 3/13	66,150,000	99.535	
Fiera Parking S.p.A.	Tortona (AL) -Località Passalacqua	12,000,000	99.000	
SINELEC S.p.A.	Tortona (AL) – S.S. 211 Loc. San Guglielmo 3/13	7,383,435	97.514	
Autostrada Ligure Toscana S.p.A.	Lido di Camaiore (LU) – Via Don Tazzoli 9	160,000,000	92.911	
Autocamionale della Cisa S.p.A.	Ponte Taro (PR) – Via Camboara 26/A	48,533,333	87.032	
ABC Costruzioni S.p.A.	Ponte Taro (PR) – Via Camboara 26/A	5,326,938	85.921	
Siteco Informatica S.r.l.	Casalecchio di Reno (BO) – Via Garibaldi 90/2	13,784	80.000	
LIRA s.r.l.	Milan c/o Politecnico di Milano – Via Durando 10	200,000	75.000	
SAV S.p.A.	Châtillon (AO) – Strada Barat 13	24,000,000	65.085	
Autostrada dei Fiori S.p.A.	Savona – Via Don Minzoni 7	325,000,000	67.230	
SIAS S.p.A.	Turin – Via Bonzanigo 22	113,750,558	63.422	61.704
CONSORZIO SINTEC	Milan – Via F. Casati 1/A	20,000	60.000	
Autostrada Asti-Cuneo S.p.A.	Rome – Via XX settembre 98/E	200,000,000	60.000	

List of investments in subsidiaries, jointly controlled entities and associated companies accounted for by the “equity method”

Name	Registered office	Share capital	Group %	Directly-held %
<u>Unconsolidated subsidiaries</u>				
Brescia Milano Manutenzione S.c.a.r.l.	Tortona (AL) – S.S. per Alessandria 6/A	10,000	62.000	
SISTEMI E SERVIZI S.c.a.r.l.	Tortona (AL) S.S.211 Loc. San Guglielmo 3/13	100,000	61.000	14.000
<u>Jointly controlled entities</u>				
Parcheggio Piazza Meda S.r.l.	Tortona (AL) -Località Passalacqua	1,200,000	50.000	
Parcheggio Piazza Trento e Trieste S.r.L.	Tortona (AL) -Località Passalacqua	600,000	50.000	
Parcheggio Piazza Vittorio Veneto S.r.L.	Tortona (AL) -Località Passalacqua	250,000	50.000	
Parcheggio Via Manuzio S.r.L.	Tortona (AL) -Località Passalacqua	250,000	50.000	
ATIVA S.p.A.	Turin – Strada Cebrosa 86	44,931,250	41.170	
Tangenziali Esterne di Milano S.p.A.	Milan – Via della Liberazione 18	220,344,608	39.986	
Autostrade Lombarde S.p.A.	Brescia – Via Somalia 2/4	467,726,626	13.335	
Tangenziale Esterna S.p.A.	Milan – Via della Liberazione 18	464,945,000	8.466	
<u>Associated companies</u>				
CON.SI.L.FER.	Rome - Via Indonesia 100	5,164	50.000	
Aurea S.c.ar.l.	Tortona (AL) – S.S. per Alessandria 6/A	10,000	49.650	
ITINERA S.p.A.	Tortona (AL) – Via Balustra 15	81,596,000	46.656	17.020
Rivalta Terminal Europa S.p.A.	Tortona (AL) - Fraz. Rivalta Scrivia – Strada Savonesa 12/16	26,358,786	45.870	
ATIVA Immobiliare S.p.A.	Turin – Strada Cebrosa 86	1,100,000	41.170	
VETIVARIA s.r.l.	Milan – Via Spallanzani 6	72,000	40.326	
ATON s.r.l.	Tortona (AL) S.S.211 Loc. San Guglielmo 3/13	100,000	40.000	
Edilrovaccio 2 S.r.l.	Turin - Via M. Schina 5	45,900	40.000	
OMT S.p.A.	Tortona (AL) - S.P. Pozzolo Formigaro 3/5	1,000,000	40.000	
C.T.E. Consorzio Tangenziale Engineering	Milan – Via Girolamo Vida 11	20,000	39.999	
Fondo Valle S.c.a.r.l. (in liquidation)	Tortona (AL)-Strada privata Ansaldo 8	10,000	39.330	
SITAF S.p.A.	Susa (TO) - Fraz. S. Giuliano, 2	65,016,000	36.531	
SITRASB S.p.A.	S.Rhémy-en-Bosses Frazione S.Léonard (AO)	11,000,000	36.500	
S.A.C. S.r.l. Consortile (in liquidation)	Carini (PA)-S.S. 113 Zona Industriale	10,300	35.000	
ALBENGA-GARESSIO-CEVA S.p.A.	Cuneo – Via XX Settembre 47 bis	600,000	32.243	
Baglietto S.p.A.	La Spezia – Viale San Bartolomeo 414	34,899,000	31.000	31.000
QUIRES S.r.l.	Milan – Via Fantoli 6/15	100,000	30.000	
Vado Intermodal Operator S.c.p.A.	Vado ligure (SV) – Via Trieste 25	3,000,000	28.000	
S.A.C.S. s.r.l. Consortile (in liquidation)	Licata (AG)-Via Bengasi 26	10,300	25.000	
C.I.M. S.p.A.	Novara - Via Carlo Panseri 118	24,604,255	24.313	
Società Autostrada Broni-Mortara S.p.A.	Milan – Via F. Casati 1/A	28,902,000	23.620	
ROAD LINK Holdings Ltd.	Northumberland - 4 Gilsgate U.K.	GBP 1,000	20.000	

List of unconsolidated investments - available for sale

Name	Registered office	Share capital	Group %	Directly-held %
FIUMICINO PISTA 3 S.c.a r.l.	Rome-L.go Lido Duranti 1/a	10,200	19.990	
ASTA S.p.A.	Turin – Via Piffetti 15	6,000,000	19.000	
iOne Solution S.r.l.	Tortona - Corso Romita 10	10,200	19.000	
Confederazione Autostrade S.p.A.	Verona - Via Flavio Gioia, 71	6,000,000	16.667	
Consorzio Autostrade Italiane Energia	Rome-Via A. Bergamini 50	107,112	16.497	
CODELFA S.p.A.	Tortona-Località Passalacqua S.S. 211 Km. 13	2,500,000	16.423	
MILANO SERRAVALLE - MILANO TANGENZIALI S.p.A.	Assago Milanofiori (Milan) – Via del Bosco Rinnovato 4/A	93,600,000	13.595	0.048
C.R.S. – Centro Ricerche Stradali S.p.A.	Bagnaria Arsa (UD) – Loc. Palmanova	300,000	11.081	
CSI- Consorzio Servizi Ingegneria	Verona – Via Cattaneo 20	10,000	11.000	
Siteco BG ODD	Sofia (Bulgaria)	5,215	10.000	
Società per Autostrada Tirrenica S.p.A.	Rome – Via Bergamini 50	24,460,200	9.993	
AUTOSTRADIE CENTROPADANE S.p.A.	Cremona – Località San Felice	30,000,000	9.464	
Argo Costruzioni Infrastrutture ACI s.c.p.a.	Tortona (AL) – Regione Ratto	130,000	8.769	
SPEDIA S.p.A.	La Spezia-Via Fontevivo 25	2,413,762	7.971	
Terminal Container Civitavecchia S.c.a r.l.	Tortona (AL) – Via Balustra 15	50,000	7.000	
AGENZIA di POLLENZO S.p.A.	Bra - Fraz. Pollenzo (CN) - Piazza Vittorio Emanuele 13	24,319,920	6.050	
Tubosider S.p.A.	Asti – Corso Torino 236	8,000,000	5.900	
TUNNEL GEST S.p.A.	Arcugnano (VI) - Via dell'Industria 2	8,500,000	5.000	
INTERPORTO RIVALTA SCRIVIA S.p.A.	Rivalta Scrivia (AL) - Strada Savonesa 12/16	11,848,200	4.340	4.340
FNM S.p.A.	Milan – P.le Cadorna 14	230,000,000	3.746	
AEROPORTO PAVIA RIVANAZZANO s.r.l.	Pavia - Via F. Baracca 8	1,487,246	2.320	
Industria e Innovazione S.p.A.	Milan – Via Durini 18	26,108,943	2.244	
P.S.T. S.p.A.	Rivalta Scrivia (AL) – Strada Savonesa 9	5,272,000	1.957	
SO.GE.A.P. S.p.A.	Fontana (PR)-Via dell'Aeroporto 44/a	20,456,000	1.890	
Alerion Clean Power S.p.A.	Milan- Via Durini 16/18	159,511,000	1.071	1.071
Taranto Logistica S.p.A.	Tortona (AL) - Via Balustra 15	13,000,000	1.000	
Interporto Toscano A. Vespucci S.p.A.	Collesalveti – LI – Via delle Colline 100	11,756,698	0.659	
Banca Popolare di Milano S.c.a r.l.	Milan – Piazza F. Meda 4	2,865,709,760	0.500	
BANCA CARIGE S.p.A.	Genoa- Via Cassa di Risparmio 15	2,576,863,267	0.452	
Compagnia Aerea Italiana S.p.A.	Fiumicino Roma- Piazza Almerico da Schio Pal RPU	358,116,000	0.415	
C.e.P.I.M. S.p.A.	Fontevivo (PR)- Piazza Europa, 1	6,643,000	0.211	
Mediobanca S.p.A.	Milan - Piazzetta Enrico Cuccia 1	431,844,880	0.110	0.075
ASSOSERVIZI INDUSTRIE s.r.l.	Carrara (MS)-Viale XX Settembre 118	724,890	0.034	
Assicurazioni Generali S.p.A.	Trieste – Piazza Duca degli Abruzzi 2	1,556,873,283	0.038	0.016
C.A.A.F. IND. E.C. S.p.A.	Bologna - Via Massarenti 190	378,000	0.014	
Uirnet	Rome - Via Francesco Crispi 115	1,061,000	0.010	
Abertis Infraestructuras S.A.	Barcelona - Spain - Parc Logistic Avenue 12-20	2,694,915,000	0.001	0.001
ATLANTIA (former Autostrade S.p.A.)	Rome – Via Bergamini 50	825,783,990	0.000	
Salini Impregilo S.p.A.	Milan – Via dei Missaglia 97	544,740,000		(1)

(1) The Group only owns saving shares

Changes in the scope of consolidation

With regard to the **changes** in the scope of consolidation, note the **addition** to the scope of consolidation of the following:

- Sias Parking S.r.l., established in October 2014, whose entire share capital is held by SIAS S.p.A.;
- Fiera Parking S.p.A., following the acquisition - in November 2014 - of the controlling interest by SIAS Parking S.r.l.;
- Siteco Informatica S.r.l. following the acquisition - in December 2014 - of the controlling interest by Sineco S.p.A..

The above-cited companies are consolidated – using the “line by line method” – limited to its “equity balances”, as the consolidation of the “economic data” from the acquisition date would have been “not significant” insofar as the purchase/establishment of the equity investments took place close to the end of the year.

Furthermore, note that:

- Collegamenti Integrati Veloci S.p.A. (an investee company of SATAP S.p.A. and of SINA S.p.A.) is no longer included in the scope of consolidation as from 1 April 2014 following its disposal;
- Tibre S.c.ar.l. (an investee company of Cisa Engineering S.p.A.) is no longer included in the scope of consolidation as from December 2014 following the completion of the liquidation procedure.

Notes – Operating segments

On the basis of the current organisational structure of the ASTM Group, the information required by IFRS 8 is provided below, broken down by “business segment”.

Business sectors

The activity of the group is divided into six main sectors:

- Motorway sector (operating activities)
- Motorway sector (planning and construction activities)
- Construction sector
- Engineering sector
- Parking sector¹
- Technology sector
- Services sector

The financial and equity data for each sector are shown in the table below. Transactions between sectors are reversed in the “eliminations” column.

	Business segment												Eliminations		Consolidated		
	Motorway (operating activities)		Motorway (planning and construction activities)		Construction		Engineering		Technology		Services		2014	2013	2014	2013	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013					
Revenues, minority interests:																	
Motorway (tolls)	974,014	926,464													974,014	926,464	
Other motorway revenues	30,674	31,652													30,674	31,652	
Construction sector motorway revenues			223,531	283,900											223,531	283,900	
Construction					4,777	1,618									4,777	1,618	
Engineering							14,967	18,467							14,967	18,467	
Technology									50,101	42,040					50,101	42,040	
Other	40,764	38,279			502	1,124		24	441	112	599	709			42,306	40,248	
Total revenues, minority interests	1,045,452	996,395	223,531	283,900	5,279	2,742	14,967	18,491	50,542	42,152	599	709			1,340,370	1,344,389	
Intersegment revenues	6,592	5,390			48,389	72,097	49,214	53,008	61,419	58,688	11,081	6,827	(176,695)	(196,010)			
Total revenues	1,052,044	1,001,785	223,531	283,900	53,668	74,839	64,181	71,499	111,961	100,840	11,680	7,536	(176,695)	(196,010)	1,340,370	1,344,389	
Operating costs	(472,358)	(463,645)	(223,531)	(283,900)	(48,458)	(67,546)	(55,642)	(61,820)	(83,374)	(74,204)	(19,825)	(17,902)	176,695	196,010	(726,493)	(773,007)	
Sector GOM	579,686	538,140			5,210	7,293	8,539	9,679	28,587	26,636	(8,145)	(10,366)			613,877	571,382	
Non-recurring items	1,500										(11,736)				(10,236)		
Amortisation/depreciation and provisions	(270,664)	(247,965)			(841)	(880)	(1,336)	(1,165)	(3,513)	(1,734)	(2,165)	(1,850)			(278,519)	(253,594)	
Write-downs								(1,344)							(1,344)		
Operating profit	310,522	290,175			4,369	6,413	7,203	7,170	25,074	24,902	(22,046)	(12,216)			325,122	316,444	
Financial charges	(93,462)	(83,707)			(45)	(56)	(158)	(2,920)	(777)	(617)	(67,740)	(49,111)	59,430	40,394	(102,752)	(96,017)	
Write-downs of equity investments	(69)	(59)					(2,054)				(10,938)	(6,000)			(13,061)	(6,059)	
Financial income	19,866	12,665			263	283		4,580	385	373	75,138	52,694	(59,430)	(40,394)	36,222	30,201	
Net income, associated companies portion	1,758	830					(3)	(5)	(566)	(515)	13,643	11,770			14,832	12,080	
Pre-tax profit	238,615	219,904			4,587	6,640	4,988	8,825	24,116	24,143	(11,943)	(2,836)			260,363	256,649	
Income taxes															(87,440)	(90,377)	
Net income, including minority interests															172,923	166,272	

	Business segment												Eliminations		Consolidated	
	Motorway (operating activities)		Construction		Engineering		Technology		Parking		Services		2014	2013	2014	2013
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013				
Fixed assets	4,723,560	4,783,728	4,840	4,738	37,608	46,181	19,533	18,762	10,016		3,856,510	3,785,736	(4,417,052)	(4,341,810)	4,235,015	4,297,335
Current assets	106,369	116,134	27,826	33,885	38,240	46,690	63,640	66,761	3,996		22,459	63,738	(92,046)	(108,245)	170,484	218,963
Total assets															4,405,499	4,516,298
Sector liabilities	383,058	424,783	19,289	22,192	26,388	35,778	34,302	42,390	1,627		48,236	74,828	(199,120)	(211,548)	313,780	388,423
Medium/long-term liabilities and funds	363,528	374,215	2,345	3,161	3,441	3,045	5,301	3,157	13,758		14,332	8,712			402,705	392,290
Medium-term financial indebtedness (available funds)	1,734,677	1,759,304	(12,479)	(11,407)	(22,344)	(25,655)	(10,745)	(6,848)	(23,006)		(357,176)	(393,554)	(4,314,877)	(4,328,507)	1,308,927	1,321,840
Shareholders' equity															2,380,087	2,413,745
Liabilities															4,405,499	4,516,298
Investments consolidated with the equity method	235,742	227,720	10	19	935	803	429	831	3,436		227,119	259,593			467,671	488,966

¹ The “Parking sector” was acquired at the end of 2014; the figures relating to this sector that are consolidated therefore are limited to equity components.

Notes - Information on the balance sheet

Note 1 – Intangible assets

This item breaks down as follows:

	Goodwill	Other intangible assets		Total
		In operation	In process	
Cost:				
as at 1 January 2013	45,279	26,511	2,027	73,817
Investments		1,657	2,455	4,112
Restatements		941	(776)	165
Write-downs	(1,344)			(1,344)
Divestitures		(94)		(94)
as at 31 December 2013	43,935	29,015	3,706	76,656
Accumulated depreciation:				
as at 1 January 2013	-	(14,666)	-	(14,666)
2013 depreciation		(1,874)		(1,874)
Restatements				-
Reversals		94		94
as at 31 December 2013	-	(16,446)	-	(16,446)
Net book value:				
as at 1 January 2013	45,279	11,845	2,027	59,151
as at 31 December 2013	43,935	12,569	3,706	60,210

	Goodwill	Other intangible assets		Total
		In operation	In process	
Cost:				
as at 1 January 2014	43,935	32,210	3,706	79,851
Change in the scope of consolidation		105	3	108
Investments		1,055	2,030	3,085
Restatements		3,032	(3,032)	-
Write-downs		-	-	-
Divestitures		(796)	(274)	(1,070)
as at 31 December 2014	43,935	35,606	2,433	81,974
Accumulated depreciation:				
as at 1 January 2014	-	(19,641)	-	(19,641)
Change in the scope of consolidation		(32)		(32)
2014 depreciation		(2,598)		(2,598)
Restatements				-
Reversals		796		796
as at 31 December 2014	-	(21,475)	-	(21,475)
Net book value:				
as at 1 January 2014	43,935	12,569	3,706	60,210
as at 31 December 2014	43,935	14,131	2,433	60,499

The amount of *goodwill* - unchanged on 31 December 2014 - is summarised below:

Cash Generating Unit	Amount as at 31/12/2014
Autocamionale della Cisa S.p.A.	27,152
Autostrada dei Fiori S.p.A.	313
SALT S.p.A.	13,184
SATAP S.p.A.	2,907
Sinelec S.p.A.	379
Total	43,935

In accordance with IAS 36, goodwill is not subject to amortisation but - since it is an intangible asset with an indefinite useful life - to impairment test once a year or when events arise that may indicate a reduction in value. For the purpose of this test, goodwill has been allocated on the cash generating units shown above.

This item did not change during the year.

The item “*other intangible assets*” includes the capitalisation of basic expenses, application software expenses and licences for software programmes. The increase occurred in the year was mainly due to the costs to develop an accounting and management software system.

Concessions – non-compensated revertible assets

	Motorway in operation	Motorway under construction	Total
Cost:			
as at 1 January 2013	7,150,352	775,206	7,925,558
Investments	41,011	261,657	302,668
Restatements	57,527	(57,527)	-
as at 31 December 2013	7,248,890	979,336	8,228,226
Capital grants:			
as at 1 January 2013	(1,116,709)	(214,171)	(1,330,880)
Increases	(1,253)	(23,933)	(25,186)
as at 31 December 2013	(1,117,962)	(238,104)	(1,356,066)
Accumulated depreciation:			
as at 1 January 2013	(3,330,053)	-	(3,330,053)
2013 depreciation	(241,926)	-	(241,926)
as at 31 December 2013	(3,571,979)	-	(3,571,979)
Net book value:			
as at 1 January 2013	2,703,590	561,035	3,264,625
as at 31 December 2013	2,558,949	741,232	3,300,181

	Motorway in operation	Motorway under construction	Car parks in operation	Total
Cost:				
as at 1 January 2014	7,248,890	979,336		8,228,226
Change in the scope of consolidation			12,073	12,073
Investments	7,245	238,863		246,108
Divestitures and other changes	(15)	(6)		(21)
Restatements	218,957	(218,957)		-
as at 31 December 2014	7,475,077	999,236	12,073	8,486,386
Capital grants:				
as at 1 January 2014	(1,117,962)	(238,104)		(1,356,066)
Change in the scope of consolidation				-
Increases	(5,047)	(14,389)		(19,436)
as at 31 December 2014	(1,123,009)	(252,493)	-	(1,375,502)
Accumulated depreciation:				
as at 1 January 2014	(3,571,979)	-		(3,571,979)
Change in the scope of consolidation			(3,654)	(3,654)
2014 depreciation	(263,574)			(263,574)
as at 31 December 2014	(3,835,553)	-	(3,654)	(3,839,207)
Net book value:				
as at 1 January 2014	2,558,949	741,232	-	3,300,181
as at 31 December 2014	2,516,515	746,743	8,419	3,271,677

The gross value of the motorway network – equal to EUR 7,248.9 million – includes EUR 1,380.1 million of capitalised financial charges, of which EUR 22.8 million capitalised during the financial year (EUR 1,357.3 million as at 31 December 2013).

The change recorded during the year relating to the item “Car parks in operation” is attributable to the acquisition of a controlling interest in Fiera Parking S.p.A.

Note that concessions - non-compensated revertible assets refer to the following motorway concessions:

Motorway concessions

Licensee company	Motorway section	Expiry of the concession
SATAP S.p.A.	Turin – Milan	31 December 2026
SATAP S.p.A.	Turin – Piacenza	30 June 2017
SAV S.p.A.	Quincinetto – Aosta	31 December 2032
SALT S.p.A.	Sestri Levante-Livorno, Viareggio-Lucca and Fornola-La Spezia	31 July 2019
ADF S.p.A.	Savona-Ventimiglia	30 November 2021
CISA S.p.A.	La Spezia-Parma (and road link with the Brenner motorway)	31 December 2031
Asti-Cuneo S.p.A.	Asti-Cuneo	(*)
ATS S.p.A.	Turin - Savona	31 December 2038

(*) The duration of the concession is 23.5 years as of the infrastructure’s completion date.

Car parks

Licensee company	Subject of the concession	Expiry of the concession
Fiera Parking S.p.A.	Car parks at Rho-Pero exhibition complex	15 March 2035

As regards the car parks at the new exhibition complex in Rho-Pero managed by Fiera Parking S.p.A., a mortgage has been arranged with Unicredit to guarantee a loan with a residual debt as at 31 December 2014 of EUR 29 million.

Note 2 – Tangible assets

Property, plant, machinery and other assets

	Land and buildings	Plant and mach.	Ind. and comm. equip.	Other assets	Assets in financial lease	Constr. in progress and advance payments	Total
Cost:							
as at 1 January 2013	66,433	20,858	21,520	44,854	14,272	5,737	173,674
Investments	238	245	941	3,081	-	2,874	7,379
Restatements	(1)	10	-	587	-	(762)	(166)
Other changes	-	-	-	-	-	-	-
Divestitures	-	(6)	(808)	(1,109)	(843)	(3,678)	(6,444)
as at 31 December 2013	66,670	21,107	21,653	47,413	13,429	4,171	174,443
Accumulated depreciation:							
as at 1 January 2013	(18,422)	(12,906)	(14,594)	(41,519)	(10,707)		(98,148)
2013 depreciation	(1,545)	(1,152)	(1,020)	(2,737)	(411)		(6,865)
Restatements	1	-	-	-	-		1
Other changes	-	-	-	-	-		-
Reversals	-	4	695	1,061	708		2,468
as at 31 December 2013	(19,966)	(14,054)	(14,919)	(43,195)	(10,410)		(102,544)
Net book value:							
as at 1 January 2013	48,011	7,952	6,926	3,335	3,565	5,737	75,526
as at 31 December 2013	46,704	7,053	6,734	4,218	3,019	4,171	71,899

	Land and buildings	Plant and mach.	Ind. and comm. equip.	Other assets	Assets in financial lease	Constr. in progress and advance payments	Total
Cost:							
as at 1 January 2014	66,670	21,107	21,652	47,414	13,429	4,171	174,443
Change in the scope of consolidation	66	177	346	389	-	-	978
Investments	2,223	82	991	2,151	196	2,977	8,620
Restatements	1,083	-	-	(330)	-	(750)	3
Other changes	-	-	-	-	-	-	-
Divestitures	-	(74)	(400)	(2,995)	(89)	-	(3,558)
as at 31 December 2014	70,042	21,292	22,589	46,629	13,536	6,398	180,486
Accumulated depreciation:							
as at 1 January 2014	(19,966)	(14,054)	(14,919)	(43,196)	(10,410)		(102,545)
Change in the scope of consolidation	(66)	(49)	(264)	(318)	-	-	(697)
2014 depreciation	(1,581)	(1,008)	(756)	(3,074)	(310)	-	(6,729)
Restatements	(222)	-	-	222	-	-	-
Other changes	-	-	-	-	-	-	-
Reversals	-	74	350	2,797	90	-	3,311
as at 31 December 2014	(21,835)	(15,037)	(15,589)	(43,569)	(10,630)		(106,660)
Net book value:							
as at 1 January 2014	46,704	7,053	6,733	4,218	3,019	4,171	71,898
as at 31 December 2014	48,183	6,255	2,375	7,936	2,905	6,172	73,826

With regard to the item "land and buildings", there is a mortgage in favour of Cassa di Risparmio di La Spezia for the building owned by Logistica Tirrenica S.p.A. to guarantee a loan, the residual amount of which as at 31 December 2014 was EUR 1.6 million.

Financial lease assets

At 31 December 2014, the Group had in place 13 lease-purchase contracts to acquire plant and machinery, and industrial and commercial equipment; their net book value as at 31 December 2014 was EUR 2.9 million.

Lease payments are based on the value of the asset at the beginning of the contract and the duration of the contract. The lease payments are updated periodically as a function of the specific financial parameters in each contract. Guarantees were not issued for the commitments from contracts in place as at 31 December 2014.

Note 3 – Non-current financial assets

3.a – Investments accounted for by the equity method

Changes during the period to investments in businesses accounted for by the “equity method” were as follows:

	31 December 2013	Purchases/Increases	Sales / Decreases	Adjustments to			Foreign exchange differences	31 December 2014
				“shareholders’ equity”				
				Profit/ (loss)	Dividends	(*) Other		
Equity investments:								
a) in unconsolidated subsidiaries:								
Rites S.c.a r.l.	9		(9)					-
Brescia Milano Manutenzione	-	6						6
Sistemi e Servizi S.c.a r.l.	58							58
b) in jointly controlled entities and associated companies								
ATIVA S.p.A.	61,822			(**)(1,078)	(3,436)	(67)		57,241
Autostrade Lombarde S.p.A.	62,392			(3,785)		(18,066)		40,541
Parccheggio Piazza Meda S.r.l.	-	1,210						1,210
Parccheggio Piazza Trento e Trieste S.r.l.	-	1,537						1,537
Parccheggio Piazza Vittorio S.r.l.	-	689						689
Parccheggio Via Manuzio S.r.l.	-	-						-
Tangenziale Esterna S.p.A.	39,541			(217)		(3,116)		36,208
Tangenziali Esterne Milano S.p.A.	90,746			(574)		(7,019)		83,153
c) in associated companies								
Albenga Garessio Ceva S.p.A.	1,714			110	(58)			1,766
ATIVA Immobiliare S.p.A.	453							453
ATON s.r.l.	17			73	(67)			23
Aurea S.c.ar.l.		5						5
Baglietto S.p.A.	5,606	1,803		(2,511)				4,898
CIM S.p.A.	6,129							6,129
CONSILFER	3							3
CSI Consorzio Servizi Ingegneria	1							1
C.T.E. Consorzio Tangenziale Engineering	84							84
Edilrovaccio 2 S.r.l.	2							2
Fondo Valle S.c.a r.l. (in liquidation)	4							4
ITINERA S.p.A.	71,891			14,230				86,121
OMT S.p.A.	805	222		(626)				401
Quires S.r.l.	30			(13)				17
Rivalta Terminal Europa S.p.A.	15,256	174		(1,810)				13,620
Road Link Holdings Ltd	2,979			1,151	(1,048)		56	3,138
SABROM S.p.A.	6,149	449		(61)				6,537
SITAF S.p.A.	104,921			9,540		(9,172)		105,289
SITRASB S.p.A.	10,934			409	(230)			11,113
UIrNET	-	10						10
Vado Intermodal Operator S.c.p.a.	7,192			(6)				7,186
Vetivaria s.r.l	228							228
Total	488,966	6,105	(9)	14,832	(4,839)	(37,440)	56	467,671

(*) This regards the pro-rata portion of the fair value adjustments and the actuarial components of the Employee Severance Indemnity carried out by the investee companies.

(**)	Pro-rata of profit/loss	1,793
	Write-down of implicit goodwill	(2,871)
	Adjustment	<u>(1,078)</u>

The item “*purchases/increases*” refers to:

- the subscription by the subsidiary company Sinelec S.p.A and Euroimpianti Electronic S.p.A. of 6,200 shares in Brescia Milano Manutenzioni S.c.ar.l. corresponding to 60% of share capital;
- the acquisition of an interest corresponding to 50% of the share capital of the investee companies that manage car parks located in the Milan and Turin areas by SIAS Parking S.r.l., specifically: Parcheggio Piazza Meda s.r.l., Parcheggio Piazza Vittorio s.r.l., Parcheggio Piazza Trento e Trieste s.r.l. and Parcheggio Via Manuzio s.r.l.;
- the pro-rata share, paid by the Parent Company, of the share capital increase against payment resolved by the Shareholders’ Meeting of the investee company Baglietto on 5 February 2013;
- the subscription by the subsidiary company SATAP S.p.A of 4,965 shares in Aurea S.c.a.r.l. corresponding to 49.65% of share capital;
- the payment of EUR 0.2 million to cover the losses incurred by OMT S.p.A. This transaction was carried out by the subsidiary Sinelec S.p.A.;
- the share capital increase subscribed by Autostrada dei Fiori S.p.A. in Rivalta Terminal Europa S.p.A. amounting to EUR 0.2 million;
- the payment of its portion of the tranche of the share capital increase resolved by the Extraordinary Shareholders’ Meeting of SA.BRO.M S.p.A. by the subsidiary company SATAP S.p.A. SINA S.p.A. e SINECO S.p.A.; due to the fact that not the entire share capital increase was subscribed, the equity investment in the company increased from 22.468% to 23.52% of the share capital

The item “*sales/decreases*” refers to the cancellation of the investment in Rites S.c.ar.l., whose liquidation was completed during the year.

The item “*adjustments to shareholders’ equity*” incorporates the pro-rata share of the profit/loss, the dividend distribution and the adjustments posted as a balancing entry to the “Shareholders’ Equity” of the investee companies. This last item includes the negative difference accrued during the year relating to the fair value of Interest Rate Swaps.

The item “*foreign exchange differences*” incorporates the changes during conversion, in euro, of the financial statements of the foreign associated company Road Link Holdings Ltd.

As at 31 December 2014, the 34,608,067 shares in the investee company Tangenziale Esterna S.p.A. constituted a pledge in favour of the funding banks as part of a project financing operation.

The main economic and financial data for the companies valued with the “equity method” (Joint ventures and associated companies) is provided below

Joint ventures

The investee companies Tangenziali Esterne di Milano S.p.A., Tangenziale Esterna S.p.A. and Autostrade Lombarde S.p.A. (together with Società di Progetto Autostrada Diretta Brescia Milano S.p.A.) are jointly controlled by the SIAS Group and Intesa Sanpaolo S.p.A. by virtue of agreements signed with the Parent Company SIAS S.p.A., by the subsidiary SATAP S.p.A. and by Intesa Sanpaolo S.p.A. addressed - amongst other things - to the capitalisation and the governance of the above-cited companies.

The companies belonging to the “parking sector” (Parcheggio Piazza Meda s.r.l., Parcheggio Piazza Vittorio s.r.l., Parcheggio Piazza Trento e Trieste s.r.l. and Parcheggio Via Manuzio s.r.l.) are jointly controlled by the SIAS Group (50%) and Parcheggi Italia S.p.A. (50%) by virtue of a syndicate agreement that regulates the governance of these companies.

The ATIVA Group S.p.A. is jointly controlled by the Parent Company SIAS S.p.A. (41.17%) and Mattioda Pierino & Figli Autostrade S.r.l. (41.17%) by virtue of a syndicate agreement.

As regards the equity-financial situation:

(amounts in thousands of EUR)	Assets Current ⁽¹⁾		Assets non-current ⁽¹⁾	Liabilities Current ⁽¹⁾		Liabilities non-current ⁽¹⁾	
		of which cash and cash equivalents			of which financial		of which financial
Tangenziale Esterna S.p.A.	313,462	32,061	923,120	242,459	28,831	678,630	674,885 ⁽²⁾
Autostrade Lombarde Group	91,785	4,434	1,877,822	88,614	26,158	1,693,625	1,679,034 ⁽²⁾
Tangenziali Esterne di Milano S.p.A.	1,579	1,257	253,149	53,936	53,805	7	-
ATIVA Group	54,779	18,002	209,620	83,702	25,727	53,574	26,656
Parcheggio Piazza Meda	3,197	682	18,933	2,354	979	16,731	16,550
Parcheggio Piazza Trento e Trieste	1,776	662	6,399	168	...	5,321	5,286
Parcheggio Piazza Vittorio Veneto	212	136	9,175	4,916	541	3,294	3,193
Parcheggio via Manuzio	308	138	5,071	1,759	1,164	3,502	3,499

⁽¹⁾ Figures prepared in accordance with IFRS accounting standards adopted by the Group through the preparation of a specific reporting package on the closing date.

⁽²⁾ the amount includes the fair value as at 31 December 2014 of Interest Rate Swaps stipulated in order to prevent the risk of interest rate changes.

As regards the economic situation:

	Revenues ⁽¹⁾	Income/(loss) for the year ⁽¹⁾	Total comprehensive income statement ⁽¹⁾	Dividends received ⁽¹⁾
Tangenziale Esterna S.p.A.	2,693	(2,539)	(39,381)	-
Autostrade Lombarde Group	12,290	(37,025)	(208,585)	-
Tangenziali Esterne di Milano S.p.A.	50	(215)	(215)	-
ATIVA Group	139,755	3,516	3,607	548
Parcheggio Piazza Meda ⁽²⁾	3,103	640	n.a.	-
Parcheggio Piazza Trento e Trieste ⁽²⁾	1,986	675	n.a.	-
Parcheggio Piazza Vittorio Veneto ⁽²⁾	1,584	267	n.a.	-
Parcheggio via Manuzio ⁽²⁾	373	(76)	n.a.	-

⁽¹⁾ Figures prepared in accordance with IFRS accounting standards adopted by the Group through the preparation of a specific reporting package on the closing date, and net of revenues relating to “construction activities” relating to non-compensated revertible assets (IFRIC 12)

⁽²⁾ Figures prepared in compliance with national accounting standards/OIC.

Associated companies

Company	Total Assets	Total Liabilities	Total Revenues	Profit/loss for the period	Financial statement data ⁽¹⁾ as at
Albenga Garesio Ceva S.p.A.	5,031	29	-	341	31/12/2013
ATIVA Immobiliare S.p.A.	3,410	1,533	906	129	31/12/2013
ATON s.r.l.	4,830	3,857	1,890	182	31/12/2013
Baglietto S.p.A.	91,041	76,962	35,486	(8,680)	31/12/2014
CIM S.p.A.	105,244	72,894	6,222	2	31/12/2013
CONSILFER	12	7	8	-	31/12/2013
Fondo Valle S.c.a r.l. (in liquidation)	105	95	1	-	31/12/2013
ITINERA S.p.A.	759,939	561,247	986,162	30,499	31/12/2014
Edilrovaccio 2	1,114	1,110	11	(24)	31/12/2014
Malpensa 92 S.c.a r.l.	11	1	17	-	31/12/2013
OMT S.p.A.	10,062	9,139	12,731	(1,089)	31/12/2013
Pinerolo S.c.a r.l.	39	19	5	-	31/12/2013
Rivalta Terminal Europa S.p.A.	63,907	38,308	5,803	(3,948)	31/12/2013
Road Link Holdings Ltd ⁽²⁾	1	-	-	5,250	31/03/2014
SABROM S.p.A.	49,323	22,139	-	(257)	31/12/2013
Sistemi e Servizi S.c.a r.l.	1,918	1,818	2,959	-	31/12/2014
SITAF S.p.A.	1,585,659	1,311,395	138,214	24,061	31/12/2014
SITRASB S.p.A.	49,514	18,972	10,096	1,182	31/12/2014
Vado Intermodal Operator S.c.p.a.	26,796	21,063	4,439	(6)	31/12/2013

(1) Financial statements prepared in compliance with national accounting standards/OIC

(2) In thousands of GBP

3.b – Unconsolidated investments - available for sale

Changes to investments in “other businesses” during the period were as follows:

	31 Dec 2013			Changes during the period					31 December 2014		
	Original value	Updates to fair value	Total	Purchases	Sales	Change in Scope	Updates to fair value Shareh. Equity	Inc. stat.	Original value	Updates to fair value	Total
Equity investments:											
Abertis Infraestructuras	56	112	168				11		56	123	179
Alerion Clean Power S.p.A.	1,908	(393)	1,515				393	(594)	1,314	-	1,314
Assicurazioni Generali S.p.A.	6,920	3,255	10,175				(59)		6,920	3,196	10,116
Ambroimmobiliare S.p.A.	7	-	7		(7)				-	-	-
Banca CA.RI.GE. S.p.A.	4,368	-	4,368	3,653				(5,474)	2,547	-	2,547
Banca Popolare di Milano	-	-	-	13,373			(1,449)		13,373	(1,449)	11,924
FNM S.p.A.	2,700	5,156	7,856				1,238		2,700	6,394	9,094
Industria e Innovazione S.p.A.	339	-	339					(148)	191	-	191
Impregilo S.p.A.	200	44	244		(200)			(44)	-	-	-
Impregilo S.p.A. – saving shares	9,154	(6)	9,148		(211)		(1,758)	-	8,943	(1,764)	7,179
Mediobanca S.p.A.	6,428	2,766	9,194		(2,223)		(569)		4,205	2,197	6,402
Total Level 1	32,080	10,934	43,014	17,026	(2,641)	-	(2,193)	(6,260)	40,249	8,697	48,946
ACI s.c.p.a.	11	-	11						11	-	11
Aeroporto Pavia Rivanazzano s.r.l.	-	-	-						-	-	-
Agenzia di Pollenzo S.p.A.	1,500	-	1,500		(76)				1,424	-	1,424
Compagnia Aerea Italiana S.p.A.	4,532	-	4,532	1,303				(4,531)	1,304	-	1,304
Assoservizi Industria s.r.l.	1	-	1						1	-	1
ASTA S.p.A.	1,254	-	1,254						1,254	-	1,254
Autostrade Centro Padane S.p.A.				7,668					7,668	-	7,668
CE.P.I.M. S.p.A.	14	-	14						14	-	14
C.I.E. Compagnia Italiana Energia S.p.A.	141	-	141					(141)	-	-	-
Codelfa S.p.A.	6,218	-	6,218						6,218	-	6,218
Società Confederazione Autostrade S.p.A.	463	-	463					(25)	438	-	438
Consorzio Autostrade Energia	16	-	16						16	-	16
CRS Centro Ricerche Stradali S.p.A.	33	-	33						33	-	33
Consorzio COCIV	2,777	-	2,777			(2,777)			-	-	-
Fiumicino Pista 3 s.c.a r.l.	2	-	2						2	-	2
GEAC S.p.A. (former SITRACI S.p.A.)	6	-	6					(6)	-	-	-
Interporto Rivalta Scrivia S.p.A.	576	-	576						576	-	576
Interporto Toscano A. Vespucci S.p.A.	77	-	77						77	-	77
LUCI s.r.l.	2	-	2		(2)				-	-	-
Microlux s.r.l.	37	-	37		(37)				-	-	-
Milano Serravalle-Milano Tangenziali S.p.A.	65,873	198	66,071						65,873	198	66,071
iOne Solutions S.r.l.	-	-	-	2					2	-	2
Società per Autostrada Tirrenica S.p.A.	6,354	-	6,354				3,586		6,354	3,586	9,940
P.S.T. S.p.A.	166	-	166						166	-	166
Siteco BG ODD	-	-	-			10			10	-	10
SO.GE.A.P. S.p.A.	376	-	376					(44)	332	-	332
SPEDIA S.p.A.	578	-	578						578	-	578
Taranto Logistica S.p.A.	130	-	130						130	-	130
Terminal Container Civitavecchia scarl	4	-	4						4	-	4
Tubosider S.p.A.	3,000	-	3,000					(2,054)	946	-	946
Tunnel Gest S.p.A.	426	-	426						426	-	426
Total Level 3	94,567	198	94,765	8,973	(115)	(2,767)	3,586	(6,801)	93,857	3,784	97,641
Total	126,647	11,132	137,779	25,999	(2,756)	(2,767)	1,393	(13,061)	134,106	12,481	146,587

Fair value measurement hierarchy

Level 1: fair value calculated on the basis of the security listing on active markets.

Level 2: (not present) fair value determined based on different inputs other than the listing price described for Level 1, which can be directly (price) or indirectly (price derivatives) observed on the market

Level 3: fair value, not based on observable market data, determined based on the price reflected in recent appraisals or transactions, cost, shareholders' equity, models/financial plans

The main changes occurred during the year refer to:

- disposal of the investments in Ambroimmobiliare S.p.A. held by Finanziaria di Partecipazioni e Investimenti S.p.A;
- update to the fair value of the equity investment held by Finanziaria e Partecipazioni S.p.A. in Alerion Clean Power S.p.A. (based on market prices), with a balancing entry in the “income statement” (with consequent “repayment” of the share of the update to fair value made in previous years);
- Full exercise of option rights relating to the share capital increase resolved by Banca Carige S.p.A by the subsidiary company Finanziaria di Partecipazioni e Investimenti S.p.A. through the subscription of 36,530,400 shares at a nominal value of EUR 0.1 for each new share, with a total disbursement of EUR 3.7 million; the update to the fair value of the equity investment (based on market prices), with a balancing entry in the “income statement”;
- the purchase of Banca Popolare di Milano S.c.ar.l. shares and Igli S.p.A. joining the share capital increase promoted by the bank, for a total disbursement of EUR 13.4 million;
- update to the fair value of the equity investment held by Finanziaria e Partecipazioni S.p.A. in Industria e Innovazione S.p.A. (based on market prices), with a balancing entry in the “income statement”;
- the sale by the subsidiary IGLI S.p.A. of 50,000 ordinary shares and 19,461 saving shares of Impregilo S.p.A. for a total of EUR 0.4 million, obtaining a capital gain amounting to approximately EUR 0.1 million;
- the partial sale by the subsidiary Finanziaria di Partecipazioni S.p.A. of 500,000 shares held in Mediobanca S.p.A. obtaining a capital gain of approximately EUR 1.8 million (and the consequent “repayment” of the share of the update to fair value made in previous years);
- subscription to the share capital increase of Alitalia - Compagnia Aerea Italiana S.p.A. by the subsidiary Finanziaria di Partecipazioni e Investimenti S.p.A. for a total of EUR 1.3 million; write-down of the investment amounting to EUR 4.5 million. As at 31 December 2014, the investment was recognised for the amount of EUR 1.3 million, corresponding to the subscription value of the share capital increases made in November 2014;
- the purchase by the subsidiary SATAP S.p.A. of 283,914 shares, equal to 9.5% of the share capital, of Società per azioni Autostrade Centro Padane for EUR 7.7 million;
- the zeroing of the investment in Compagnia Italiana Energia S.p.A., following the reduction of the share capital of the investee company due to losses and the subsequent reconstruction of the share capital, in which SIAS S.p.A. did not participate;
- the exit from the scope of consolidation of the equity investment in the COCIV consortium held by Collegamenti Integrati Veloci CIV S.p.A. following the sale of the investment to Salini Impregilo S.p.A.;
- the adjustment of the investment held by the subsidiary company SALT S.p.A in SAT – Società Autostrada Tirrenica p.A. to the fair value (calculated on the basis of the value determined in the preliminary sale agreement signed by Salt S.p.A. in February 2015);
- write-down of the equity investment held in Tubosider S.p.A of EUR 2 million;
- write-down of Società Confederazione Autostrade S.p.A. for EUR 24 thousand, of SO.GE.A.P. S.p.A. for EUR 44 thousand and of Geac S.p.A. for EUR 6 thousand;

- update to fair value of equity investments (based on market prices), with a balancing entry in “shareholders’ equity”.

As at 31 December 2014, the value of investments “available for sale” included a total positive amount (Group and minority interests) of approximately EUR 12.5 million for (EUR 8.8 million as at 31 December 2013) which related to the fair value update of the investments.

3.c – Receivables

These consist of:

	31 December 2014	31 December 2013
Loans:		
• Loans to investee companies	30,233	38,998
Receivables:		
• financial receivables from the grantor for “minimum guaranteed amounts”	49,160	-
• from INA	9,804	9,596
• as collateral on fidejussory policies	20,000	20,000
• from suppliers as security deposits	502	625
• from others	1,581	1,358
Total	111,280	70,577

“Loans to investee companies” mostly refer to loans granted by the subsidiary SIAS S.p.A. to ATIVA S.p.A. (EUR 25.9 million), by Autocamionale della Cisa S.p.A. and by SATAP S.p.A. to Confederazione Autostrade (EUR 0.6 million), and by Sias Parking S.r.l. to Parcheggio Via Manuzio S.r.l. (EUR 0.7 million) and Parcheggio Piazza Meda S.r.l. (EUR 2.3 million) and by SATAP S.p.A. to Edilrovaccio 2 S.r.l. (EUR 0.6 million).

“Financial receivables from the grantor for minimum guaranteed amounts” represents - as envisaged in the “IFRIC 12 interpretation” - the discounted amount of the medium-long term portion of the minimum cash flows guaranteed by the grantor to Fiera Parking S.p.A..

“Receivables from INA” represent the provisions during previous periods to the employee severance indemnity of motorway companies.

The item “receivables as collateral on fidejussory policies” represents the value of the pledge (EUR 20 million) issued against fidejussory policies by the Insurance Institutes on behalf of Autostrada Asti-Cuneo S.p.A., in conjunction with the tender for the Asti-Cuneo concession.

3.d – Other

These consist of:

	31 December 2014	31 December 2013
• Bonds – Credit Link Note	-	20,105
• Insurance policies	252,459	125,313
• Other financial assets	10,912	6,854
Total	263,371	152,272

As at 31 December 2013, the item "*bonds – credit link note*" referred to two securities with a par value of EUR 10 million each issued by Barclays Bank Plc. and UBS AG, with underlying senior bonds issued by Banco Popolare Società Cooperativa. Both securities were repaid during the year.

The item "*insurance policies*" refers to capitalisation policies with single premium and guaranteed capital. The capital appreciates according to the higher of minimum guaranteed return (where provided for by the contract) and the return of the separate management of the underlying fund to which the contract refers. More specifically (i) EUR 30.6 million refers to a capitalisation policy signed by the Parent Company with Credit Agricole Vita in 2014, (ii) EUR 51.9 million refers to capitalisation policies signed by the subsidiary SATAP S.p.A. with Allianz and Reale Mutua di Assicurazioni (EUR 25 million stipulated in 2014), (iii) EUR 113.6 million refers to capitalisation policies signed by the subsidiary SIAS S.p.A. with Allianz, AXA Assicurazioni, Reale Mutua di Assicurazioni and UnipolSai Assicurazioni S.p.A. (EUR 21 million stipulated in 2014), (iv) EUR 41.2 million refers to capitalisation policies signed by the subsidiary SALT S.p.A. with Reale Mutua di Assicurazioni and Allianz (EUR 30 million stipulated in 2014) and (v) EUR 15.2 million refers to the capitalisation policies signed in 2014 by the subsidiary Autocamionale della Cisa S.p.A. with Credit Agricole Vita and Reale Mutua di Assicurazioni.

The above amount includes the interest accrued and not yet collected as at the date of the report.

These agreements represent a temporary investment of excess liquidity and expire beyond next year. However, there is the option of turning the investment into cash in the short term.

The item "*other financial assets*" includes the shares in the investment fund Algebris Ucits Funds PLC acquired by the Parent Company as a liquidity investment. The change recorded in the period was due to (i) the subscription of shares for a total of EUR 5 million and (ii) the adjustment to the fair value of the investment, classified among assets available for sale, which resulted in a revaluation amounting to EUR 382 thousand entered in the shareholders' equity.

Note 4 – Deferred tax assets

This item totalled EUR 141,723 thousand (EUR 135,041 thousand as at 31 December 2013). For the breakdown of this item, please refer to Note 35 – Income taxes.

Note 5 – Inventories

These consist of:

	31 December 2014	31 December 2013
Raw materials, ancillary materials and consumables	11,340	12,123
Work in progress and semi-finished goods		-
Contracted work in process	22,943	34,062
Finished goods and merchandise	3,572	4,108
Advance payments	18	323
Total	37,873	50,616

The change compared to the previous year was due to the reduction in activities by the companies operating in the “engineering” sector, partially offset by the increase in activities by the companies operating in the “technology” sector.

Contracted work in process breaks down as follows:

	31 December 2014	31 December 2013
Gross value of the orders	108,135	187,394
Advance payments on work progress	(80,099)	(148,545)
Provisions to guarantee work in progress	(5,093)	(4,787)
Net value	22,943	34,062

As at 31 December 2014, the item “contracted work in process” included reserves totalling EUR 5.1 million. This amount, that has been reliably calculated and confirmed by technical-accounting reports and external consultants, represents the “probable amount” that will be received from the customer.

Note 6 – Trade receivables

Trade receivables totalled EUR 70,138 thousand (EUR 66,463 thousand as at 31 December 2013), net of provisions for bad debts of EUR 4,109 thousand.

The change during the period was mainly due to the collections from the orders in the technology sector and the “deconsolidation” of Collegamenti Integrati Veloci S.p.A., partially offset by the consolidation of Fiera Parking S.p.A. and Siteco Informatica S.r.l..

Note 7 – Current tax assets

This item totalled EUR 22,624 thousand (EUR 40,353 thousand at 31 December 2013). It refers to receivables for VAT, IRAP, IRES and other tax credits. The increase recorded in the period was due to lower advances paid within the so-called “tax consolidation” of SIAS S.p.A..

Note 8 – Other receivables

This item breaks down as follows:

	31 December 2014	31 December 2013
from associated companies	11,623	11,748
from parent companies	223	626
from ANAS for arbitration award to former Autostrade dei Parchi	-	23,456
from others	21,714	13,731
prepaid expenses	8,988	11,970
Total	42,548	61,531

“Receivables from parent companies” refer to receivables from the parent company Aurelia S.r.l. concerning (i) the IRES (corporate income tax) repayment request that the company submitted pursuant to the current rules with regard to the IRAP (regional business tax) portion that has not been deducted in the period 2008-2011 concerning the costs for employees and staff treated as such and (ii) to receivables relating to so-called “tax consolidation”.

“Receivables from associated companies” mainly refer to the receivables owed to Autostrada dei Fiori S.p.A. by Terminal Rivalta Europa (EUR 10.5 million) and by VIO S.p.A. (EUR 1.1 million).

“Receivables from parent companies” refer to the receivables from Argo Finanziaria S.p.A..

“Receivable from ANAS for arbitration award to former Autostrade dei Parchi” represented - as at 31 December 2013 - the receivable due to the subsidiary Finanziaria di Partecipazioni e Investimenti S.p.A. from ANAS S.p.A., posted following the positive outcome of the arbitral award of 20 July 2005 (subsequently challenged by ANAS) relating to the compensation to be paid with regards to the management of the A24 and A25 motorways carried out by the Company for more than twenty years on behalf of ANAS. The settlement agreement signed by Finanziaria di Partecipazioni e Investimenti S.p.A. and ANAS in 2014, enabled - following the reduction of the receivable by EUR 11.7 million - the dispute to be resolved and the residual receivable to be collected.

“Receivables from others” includes, amongst other things, a receivable of EUR 2.7 million from Società per Autostrade Tirrenica S.p.A..

“Prepaid expenses” fell by EUR 2.4 million following the zeroing of the prepaid expenses relating to brokerage fees and expenses from previous years following the disbursement of the relative loans during the year.

Note 9 – Assets held for trading

This item amounts to EUR 18,443 thousand (EUR 18,616 thousand as at 31 December 2013) and refers to the fair value of the Pluriannual Treasury Bonds purchased during the year as a liquidity investment.

Note 10 – Financial receivables

These consist of:

	31 December 2014	31 December 2013
From connected companies	181,519	181,158
Receivables from ANAS for capital grants	52,709	65,789
Pledged current accounts and other financial receivables	30,104	36,150
Financial receivables for “minimum guaranteed amounts”	3,888	-
Total	268,220	283,097

The item “*receivables from connected companies*” refers to receivables from connected companies not belonging to the Group for tolls collected on behalf of licensees of the Group, which had not yet been allocated by the end of the period.

The item “*receivables from ANAS for capital grants*” refers to receivables from ANAS related to the assessment of grants due for the works carried out by SATAP S.p.A. for the realisation of the motorway access facilities for the “New Milano Rho-Pero Fairgrounds” and the “Bernate Ring Road”. The change in this item was due to: (i) the full collection of the contributions owed to the subsidiary Autostrada Asti-Cuneo S.p.A. (EUR 22.3 million), (ii) the collection of part of the contributions relating to works to build the “New Exhibition Complex in Milan Rho-Pero” (EUR 5.2 million) and (iii) the assessment of the contributions accrued by SATAP S.p.A. regarding the previously cited “Bernate Ring Road” (EUR 14.4 million).

“*Pledged current accounts*”, corresponding to EUR 18.8 million, refer to the “reserve accounts” servicing the payable connected to some loans signed by the subsidiaries SAV S.p.A. and Autostrada Torino-Savona S.p.A.. “*Other financial receivables*”, totalling EUR 12.8 million, mostly refer to loans disbursed by the subsidiary SIAS S.p.A. to the investee companies ATIVA S.p.A. (EUR 10.4 million) and Ativa Immobiliare S.p.A. (EUR 0.5 million).

“*Financial receivables from the grantor for minimum guaranteed amounts*” includes the discounted amount of the portion maturing in the following year of the minimum cash flows guaranteed by the grantor to Fiera Parking S.p.A..

Note 11 – Cash and cash equivalents

These consist of:

	31 December 2014	31 December 2013
Bank and postal deposits	1,270,123	987,147
Cheques	46	27
Cash and cash equivalents on hand	10,715	9,973
Total	1,280,884	997,147

The change was mainly due to the liquidity resulting from the bond loan issued by the subsidiary SIAS S.p.A. in February 2014 (resulting from the repayment of existing loans and credit lines in use at that date): for a detailed analysis of the changes to this item, please refer to the content of the cash flow statement.

Note 12 – Shareholders' equity

12.1 – Share capital

As at 31 December 2014, the share capital consisted of 88,000,000 ordinary shares at a nominal value of EUR 0.50 each, for a total value of EUR 44 million, entirely subscribed and paid in.

The share capital includes an amount equal to EUR 11.8 million made up of revaluation reserves per Law no. 72/83. In the event of distribution, these reserves will constitute income for the Company, in accordance with current laws. In compliance with the provisions of IAS 12, deferred tax liabilities have not been entered against these reserves, for which there are valid reasons to expect that they will not be used under conditions making them taxable.

Pursuant to IAS 1, the value of treasury shares is posted as an adjustment to the share capital. The balance as at 31 December 2014 is provided below:

	No. of shares	Nominal value (in EUR)	% on the share capital	Average unit value (in EUR)	Total countervalue (thousands of EUR)
31 December 2013	3,463,132	1,731,566	3.936%	10.96	37,966
Purchases	715,432	357,716	0.813%	10.78	7,709
Sales	-	-	-	-	-
31 December 2014	4,178,564	2,089,282	4.748%	10.93	45,675

With regard to the above-mentioned aspects, the share capital as at 31 December 2014 is as follows (amounts in thousands of EUR):

Nominal Value of Share Capital	44,000
Nominal value of treasury shares purchased	(2,089)
Nominal Value of adjusted Share Capital	41,911

12.2 – Reserves

12.2.1 – Share premium reserve

This item totalled EUR 25,861 thousand (EUR 25,861 thousand as at 31 December 2013).

12.2.2 – Revaluation reserves

These totalled EUR 9,325 thousand (EUR 9,325 thousand as at 31 December 2013).

In the event of distribution, the revaluation reserves will constitute income for the Parent Company and the Shareholders.

In compliance with the provisions of IAS 12, deferred tax liabilities have not been entered against these reserves, for which there are valid reasons to expect that they will not be used under conditions making them taxable.

Similar reasons apply for tax deferral reserves of companies consolidated using the line-by-line method.

12.2.3 – Legal reserve

This item totalled EUR 10,538 thousand, unchanged compared to 31 December 2013 since it is higher than the limit set out in Art. 2430 of the Italian Civil Code.

12.2.4 – Reserve for purchase of treasury shares

This “unavailable” reserve was created to purchase treasury shares, in execution of the Shareholders’ resolution of 28 April 2010. It totalled EUR 45,675 thousand (EUR 37,966 thousand as at 31 December 2013). This reserve was created following the reclassification from the item “Retained earnings”.

12.2.5 – Purchased treasury shares

This item represents the contra-item paid to purchase treasury shares. As illustrated in the “Valuation criteria”, this amount, totalling EUR 43,586 thousand, adjusts the shareholders’ equity reserves (net of the nominal value of treasury shares, amounting to EUR 2,089 thousand, which is deducted directly from the “share capital”).

12.2.6 – Reserves for revaluation to fair value

This item was established and moves as a contra entry of the financial assets classified as “available for sale”. As at 31 December 2014, this totalled EUR 8,547 thousand, net of the related deferred tax effect (EUR 8,176 thousand as at 31 December 2013). For changes in this item, please see note 3. “Unconsolidated investments - available for sale” and “Other financial assets” above.

12.2.7 – Reserve for cash flow hedge (interest rate swap)

This item was established and moves as a direct contra entry at fair value of the interest rate swap contracts. As at 31 December 2014, this item showed a negative balance of EUR 81,580 thousand, net of the related deferred tax effect (negative balance of EUR 45,093 thousand as at 31 December 2013).

12.2.8 – Exchange rate difference reserve

This item is negative for an amount of EUR 617 thousand (EUR 581 thousand as at 31 December 2013) and assimilates the differences on foreign exchange related to the shareholders’ equity of the associated company Road Link Holdings Ltd..

12.2.9 – Reserve for discounting Employee Severance Indemnity

This item encompasses the actuarial profit and losses related to the Employee Severance Indemnity. As at 31 December 2014, this item showed a negative balance of EUR 1,356 thousand, net of the related deferred tax effect (negative balance of EUR 663 thousand as at 31 December 2013).

12.2.10 – Retained earnings

This item totals EUR 1,408,203 and also includes amounts related to the differences in accounting handling that arose on the date of transition to IFRS (1 January 2004), which can be traced to the adjustments made to the financial statements that were prepared on that date in compliance with national accounting principles.

The increase in this item - totalling EUR 40.3 million - was due to (i) the allocation of the pro-rata share of 2013 profit amounting to EUR 54.4 million; (ii) the reclassification of EUR 7.7 million to “Reserves for purchase of treasury shares”; (iii) the goodwill/badwill resulting from the acquisition of minorities of EUR 0.2 million, (iv) the changes in the scope of consolidation which led to a reduction of EUR 6.2 million. This latter change was due to the difference between the price paid for the acquisition of the car parks and the relative pro-rata portion of Shareholders’ Equity acquired. As this is a business combination between companies subject to common control” - in compliance with that envisaged by Assirevi OPI document no. 1 - said investments were included in the consolidated financial statements of the ASTM Group at “ongoing value” in the financial statements of the grantor.

12.3 – Profit (loss) for the period

This item indicates the profit (loss) for the year. It totalled EUR 83,005 thousand (EUR 92,368 thousand in 2013).

12.4 – Minority interests

As at 31 December 2014, this item amounted to EUR 872,927 thousand (EUR 900,733 thousand as at 31 December 2013) and mainly related to the subsidiaries SIAS S.p.A., SALT S.p.A., Autostrada dei Fiori S.p.A., Autostrada Asti-Cuneo S.p.A., Autocamionale della Cisa S.p.A. and SAV S.p.A..

The reduction recorded in the year - corresponding to EUR 27.8 million - is the result of: (i) the distribution of dividends and advances on the same for a total of EUR 47.2 million, (ii) to changes in the scope of consolidation of EUR 5.8 million, (iii) the pro-rata portion of the “*reserve for cash flow hedges*” of EUR 21 million, (iv) the pro-rata portion of actuarial components of the Employee Severance Indemnity of EUR 0.5 million, (v) the acquisition of minorities and other changes of EUR 28 million, partially offset (vi) the profit for the period (EUR 73.1 million) and (vii) the positive change in the “*reserve for revaluation to fair value*” of EUR 1.6 million.

A summary of the economic-financial data of subsidiaries with significant minority interests is contained in the Management Report to which the reader is referred.

Note 13 – Provisions for risks and charges and Employee benefits

	31 December 2014	31 December 2013
Provision for restoration	174,558	171,833
Tax reserve	8,920	7,088
Other provisions	12,110	10,185
Employee benefits	40,117	38,982
Total Provisions for risks and charges and Employee benefits	235,705	228,088

13.1 – Provisions for risks and charges

The following table shows the changes in provisions for risks and charges compared to the values at the end of the previous accounting period.

	Provision for restoration	Tax reserve	Other provisions	Total
31 December 2013	171,833	7,088	10,185	189,106
Change in the scope of consolidation	564	-	1,311	1,875
Allocations	134,186	1,832	1,733	137,751
Drawdowns	(132,025)	-	(1,119)	(133,144)
31 December 2014	174,558	8,920	12,110	195,588

A brief description of the types of obligations associated with the provisions follows.

Provision for restoration or replacement of non-compensated revertible assets.

The provisions for renewal for FY 2014 totalled EUR 119,559 thousand, while drawdown amounted to EUR 117,398 thousand and represented all maintenance operations.

The “change in the scope of consolidation” refers to the provision for renewal for the car park under a concession arrangement with Fiera Parking S.p.A, established to cover the expenses of restoring and replacing the asset in question.

Tax reserve

This item, amounting to EUR 7,088 thousand, refers to the provision for taxes (net of the discounting effect) allocated by the subsidiary SIAS S.p.A. following the changes in the tax regulations concerning the deductibility of the interest expense calculated on the “liability component” of the convertible bond loan (and considering that the current price of the SIAS shares is below the strike price). According to these regulations, in case the bond loan is not converted into shares (at the end of the conversion period), tax must be paid on the difference between the interest calculated (and fiscally deducted) at market rates and those actually applied to Bondholders. The change during the year was due to the allocation to the provision for the year (EUR 1.4 million) and the effect of the discounting (EUR 0.4 million).

Other provisions

This item totalled EUR 12,110 thousand and referred mainly to:

- EUR 5.1 million set aside for possible risks and charges borne by Autocamionale della Cisa S.p.A. These risks mainly refer to the charges for work on behalf of ANAS on the Ghiare di Berceto-Bivio di Bertorella section.
- EUR 3.7 million prudentially set aside by the subsidiary SATAP S.p.A. against the dispute underway with the Granting Body concerning the request of higher sub-concession fees for previous years.
- EUR 0.3 million allocation made by the subsidiary Autostrada dei Fiori S.p.A. in view of the dispute with the

Provinces of Imperia and Savona concerning state fees.

- EUR 0.3 million set aside by ABC Costruzioni S.p.A. for expenses of disputes in progress.
- EUR 1.3 million to the provision allocated by SIAS Parking S.r.l. to cover expected losses relating to the investment in Parcheggio Piazza Manuzio S.r.l..

13.2 – Employee benefits (Employee Severance Indemnity)

As at 31 December 2014, this item totalled EUR 40,117 thousand (EUR 38,982 thousand as at 31 December 2013).

Changes during the period were as follows:

1 January 2014	38,982
Change in the scope of consolidation	293
Period contributions	3,334
Indemnities advanced/liquidated during the period	(2,616)
Restatements and other changes	124
31 December 2014	40,117

The tables below show the economic/financial and demographic assumptions respectively used for the actuarial appraisal of these liabilities.

Economic/financial assumptions

Annual discount rate	1.86% ⁽¹⁾
Annual inflation rate	From 0.6% to 2.00%
Annual rate of increase in severance pay	From 1.95% to 3.00%
Annual rate of salary increases (for Companies with less than 50 employees)	From 1% to 2.5%

Demographic assumptions

Mortality	RG 48
Disability	INPS tables by age and sex
Retirement age	Requirements met
% of frequency of advances	From 1% to 4%
Turnover	From 2% to 9%

- (1) In accordance with the regulations by the Italian Board of Actuaries – the rate used was the annual rate resulting from the “A” rating Iboxx Eurozone Corporate index in line with the previous year, as it was deemed more representative of the reality in which the ASTM Group operates. Moreover, it should be noted that, if the Group Company had used the Iboxx Eurozone Corporate Index – rating “AA”, the debt for “employee benefits” would have been higher of approximately EUR 1.2 million, with an effect on the shareholders' equity (Group and Minority interests) amounting to approximately EUR 0.9 million, net of the related tax effect.

Note 14 – Other payables (long-term)

These consist of:

	31 December 2014	31 December 2013
To ANAS - Central Insurance Fund	165,920	221,569
Deferred income related to discounting the payable to ANAS- Central Insurance Fund	101,033	115,329
To others	9,010	267
Total	275,963	337,165

The item payable “to ANAS-Central Insurance Fund” refers to operations undertaken by the parties in question on behalf of the licensees SALT S.p.A., Autostrada dei Fiori S.p.A., Autocamionale della Cisa S.p.A., SATAP S.p.A. and SAV S.p.A. to make instalment payments and for accounts payable to suppliers. The amount of the debt has been discounted based on repayment plans in the respective agreements.

The item “deferred income related to discounting the payable to ANAS-Central Insurance Fund” collects the difference between the original amount of the debt and its present value. The charge from the discounting process is imputed to the income statement among “financial charges”. At the same time, the amount previously deferred is posted to the item “other income”.

The item payables “to others” includes - EUR 8,743 thousand for the portion relating to future years of the “one-off contribution” paid to the granting body Sviluppo Sistema Fiera S.p.A. to the subsidiary Fiera Parking S.p.A., as envisaged in the contract for the award of the design, construction, maintenance and management of the parking system at the new exhibition complex, in project financing.

The payables shown above are broken down by maturity as follows:

	Between one and five years	Beyond five years	Total
Payable to ANAS - Central Insurance Fund	76,806	89,114	165,920
Deferred income related to discounting the payable to ANAS- Central Insurance Fund	49,479	51,554	101,033
Other payables	1,459	7,551	9,010
Total	127,744	148,219	275,963

Note 15 – Bank debt (non-current)

This item totalled EUR 1,228,390 thousand (EUR 1,386,509 thousand as at 31 December 2013).

The change with respect to the previous year is essentially due to: (i) the reclassification to the item “current portion of non-current borrowing” of the instalments due in the following 12 months (EUR 293.9 million), (ii) the early repayment of a loan (EUR 32 million), (iii) the opening of new loans (EUR 140 million) and (iv) the recognition of the non-current portion of the loan relating to Fiera Parking S.p.A. (EUR 26.7 million).

The tables below show the medium-term bank debt at 31 December 2014 and 31 December 2013, indicating the relative balance due (current and non-current portion) and summarizing the principal conditions applied to each liability.

31 December 2014									
Lending bank	Company	Due date	Initial amount	Interest rate	Currency	Balance as at 31 December 2014	Maturity		
							Within 1 year	1 to 5 years	Beyond 5 years
Banca BIIS - Gruppo Intesa	SATAP	15/06/2024	75,000	Variable/IRS	EUR	45,968	4,839	19,355	21,774
Mediobanca (EIB funding)	SATAP	15/03/2022	15,000	Variable/IRS	EUR	9,000	1,200	4,800	3,000
Mediobanca (EIB funding)	SATAP	15/06/2024	59,450	Variable/IRS	EUR	36,437	3,835	15,342	17,260
Mediobanca	SATAP	13/12/2021	400,000	Variable/IRS	EUR	400,000	-	240,000	160,000
Mediobanca	SATAP	31/12/2021	180,000	Variable/IRS	EUR	180,000	-	90,000	90,000
BNL – Mediobanca	SAV	15/12/2019	50,000	Variable/IRS	EUR	20,834	4,167	16,667	-
Banca BIIS- UniCredit	CISA	30/06/2018	110,000	Variable/IRS	EUR	35,000	10,000	25,000	-
UniCredit	ADF	30/06/2016	100,000	Variable	EUR	30,000	20,000	10,000	-
Cassa Risparmio La Spezia	LOGISTICA TIRRENICA	01/04/2019	3,400	Variable	EUR	1,596	349	1,247	-
Monte dei Paschi di Siena	SALT	22/05/2018	170,000	Variable/IRS	EUR	56,665	16,191	40,474	-
Intesa Sanpaolo, Dexia (EIB funding)	ATS	30/11/2016	153,036	Variable	EUR	19,060	9,273	9,787	-
Societe Generale	SIAS	01/04/2015	50,000	Variable	EUR	50,000	50,000	-	-
Barclays Bank	SIAS	25/01/2015	50,000	Variable	EUR	50,000	50,000	-	-
BBVA	SIAS	07/10/2015	30,000	Fixed	EUR	30,000	30,000	-	-
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	15/12/2024	200,000	Variable/IRS	EUR	200,000	20,000	80,000	100,000
EIB	SIAS	15/12/2024	150,000	Variable IRS	EUR	150,000	15,000	60,000	75,000
EIB	SIAS	15/06/2018	25,000	Variable	EUR	25,000	7,143	17,857	-
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	15/06/2018	20,000	Variable	EUR	20,000	5,714	14,286	-
EIB	SIAS	15/12/2020	25,000	Variable/IRS	EUR	25,000	4,167	16,667	4,166
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	15/12/2020	30,000	Variable	EUR	45,000	7,500	30,000	7,500
Banca CARIGE Italia	SIAS	31/08/2016	50,000	Variable	EUR	38,000	12,000	26,000	-
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	15/12/2020	30,000	Variable	EUR	15,000	2,500	10,000	2,500
BNP Paribas	SIAS	10/12/2015	50,000	Variable	EUR	50,000	50,000	-	-
UniCredit	Fiera Parking	30/06/2024	44,322	Variable	EUR	29,079	2,371	10,845	15,863
UniCredit	Siteco Informatica	31/12/2018	250	Variable	EUR	200	50	150	-
Carisbo	Siteco Informatica	31/01/2016	200	Variable	EUR	44	41	3	-
CariParma	Siteco Informatica	08/07/2019	65	Variable	EUR	60	12	48	-
Bper	Siteco Informatica	31/12/2018	200	Variable	EUR	28	7	21	-
Carisbo	Siteco Informatica	31/12/2015	96	Variable	EUR	96	96	-	-
<i>Total</i>						<i>1,562,067</i>	<i>326,455</i>	<i>738,549</i>	<i>497,063</i>
Net accrued liabilities and (deferred income)						(6,119)	1,103	(4,401)	(2,821)
Total loans						1,555,948	327,558	734,148	494,242
Total bank debt (non-current)								1,228,390	

Almost all the medium- and long-term loan contracts in place as at 31 December 2014 require compliance with certain economic and financial parameters (covenants) that are normal for loans of this type. As at 31 December 2014, these parameters had been satisfied.

The interest on the loans is essentially tied to the EURIBOR (i.e. the reference IRS) plus an average weighted spread of 1.35% for an average duration of the payable of approximately 5 years.

The section “Other information - Financial risk management” contains the description of the financial risks of the Group and the management policies for them.

31 December 2013									
Lending bank	Company	Due date	Initial amount	Interest rate	Currency	Balance as at 31 December 2013	Maturity		
							Within 1 year	1 to 5 years	Beyond 5 years
Banca BISS-Gruppo Intesa Sanpaolo (EIB funding)	SATAP	15/06/2024	75,000	Variable/IRS	EUR	50,807	4,839	19,355	26,613
Mediobanca (EIB funding)	SATAP	15/03/2022	15,000	Variable/IRS	EUR	10,200	1,200	4,800	4,200
Mediobanca (EIB funding)	SATAP	15/06/2024	59,450	Variable/IRS	EUR	40,272	3,835	15,342	21,095
Mediobanca	SATAP	13/12/2021	400,000	Variable/IRS	EUR	400,000	-	160,000	240,000
Mediobanca	SATAP	31/12/2021	180,000	Variable/IRS	EUR	180,000	-	54,000	126,000
UniCredit	SATAP	31/05/2014	90,000	Variable	EUR	13,500	13,500	-	-
BNL – Mediobanca (EIB funding)	SAV	15/12/2019	50,000	Variable/IRS	EUR	25,000	4,167	16,667	4,166
Banca BISS-Gruppo Intesa Sanpaolo	CISA	30/06/2018	110,000	Variable/IRS	EUR	45,000	10,000	35,000	-
Unicredit	ADF	30/06/2016	100,000	Variable	EUR	50,000	20,000	30,000	-
Cassa Risparmio La Spezia	Logistica Tirrenica	01/04/2019	3,400	Variable	EUR	1,941	346	1,415	180
Monte dei Paschi di Siena	SALT	22/05/2018	170,000	Variable/IRS	EUR	72,855	16,191	56,664	-
Intesa Sanpaolo, Dexia (EIB funding)	ATS	30/11/2016	153,036	Variable	EUR	27,847	8,787	19,060	-
Societe Generale	SIAS	01/04/2015	50,000	Variable	EUR	50,000	-	50,000	-
Barclays Bank	SIAS	25/01/2015	50,000	Variable	EUR	50,000	-	50,000	-
Banca Carige Italia	SIAS	31/12/2020	60,000	Variable	EUR	37,333	5,333	21,333	10,667
Mediobanca, Unicredit and UBI (EIB funding)	SIAS	15/12/2024	115,000	Variable/IRS	EUR	115,000	-	46,000	69,000
BBVA	SIAS	08/04/2014	50,000	Fixed	EUR	50,000	50,000	-	-
EIB	SIAS	15/12/2024	95,000	Variable IRS	EUR	95,000	-	38,000	57,000
EIB	SIAS	15/06/2018	25,000	Variable	EUR	25,000	-	25,000	-
Mediobanca, Unicredit and UBI (EIB funding)	SIAS	15/06/2018	20,000	Variable	EUR	20,000	-	20,000	-
Mediobanca, Unicredit and UBI (EIB funding)	SIAS	15/12/2020	45,000	Variable	EUR	45,000	-	30,000	15,000
EIB	SIAS	15/12/2020	25,000	Variable/IRS	EUR	25,000	-	16,667	8,333
Banca CARIGE Italia	SIAS	31/08/2016	50,000	Variable	EUR	50,000	12,000	38,000	-
Mediobanca, Unicredit and UBI (EIB funding)	SIAS	15/12/2020	15,000	Variable	EUR	15,000	-	10,000	5,000
BNP Paribas	SIAS	10/12/2015	50,000	Variable	EUR	50,000	-	50,000	-
Total						1,544,755	150,198	807,303	587,254
Net accrued liabilities and (deferred income)						(5,924)	2,124	(4,533)	(3,515)
Total loans						1,538,831	152,322	802,770	583,739
Total bank debt (non-current)						1,386,509			

Note 16 – Hedging derivatives

This item amounts to EUR 131,066 thousand (EUR 98,040 thousand as at 31 December 2013) and refers to the fair value as at 31 December 2014 of the Interest Rate Swap contracts concluded by Group companies in order to prevent the risk deriving from the changes in interest rates.

Note 17 – Other financial liabilities (non-current)

These consist of:

	31 December 2014	31 December 2013
Convertible bond loan 2005-2017 (“liability component”)	222,296	218,748
Bond loan 2010-2020	495,082	494,360
Bond loan 2014-2024	495,184	-
Other payables	1,907	1,833
Total	1,214,469	714,941

The item “*convertible bond loan 2005-2017*” refers to the “liability component” of the convertible bond loan “SIAS 2.625% 2005 – 2017 convertible in ordinary shares”; in compliance with IAS 32, this item was posted net of the cost incurred for its issue/listing on the MTA.

As 31 December 2014, the bond loan consisted of 31,872,357 bonds (taking into account the conversions made, corresponding to 2,643 bonds) with a nominal value of EUR 10.50 each. The bonds have the following principal features:

- duration: 12 years;
- interest rate: 2.625% per year, gross;
- conversion option: beginning at the end of the fifth year (July 2010), one ordinary share of SIAS S.p.A. for each Bond held;
- redemption: unconverted bonds upon maturity (30 June 2017) will be redeemed in a lump sum at par value.

As reported in the section “Valuation criteria”, at the time of initial entry, the “shareholders’ equity component” was separated, discounting the net cash of the bond loan on the basis of market interest rates at the time of the issue. It is also highlighted that the amount payable is recorded net of the bonds held by the parent company ASTM S.p.A.

The item “*bond loan 2010-2020*” refers to the EUR 500 million bond loan issued in October 2010; the bonds issued have a minimum unit of EUR 50 thousand and were placed at a below-par issue price of 99.134. These bonds are governed by English law and traded at the Irish Stock Exchange.

In compliance with IAS 32, this item was posted net of the cost incurred for the issue/listing and of the issue discounts.

The bonds have the following principal features:

- duration: 10 years;
- coupon: 4.50% per year, gross;
- redemption: bonds will be redeemed upon maturity (26 October 2020) in a lump sum at par value.

The increase in the above-mentioned “bond loans” was due to the application of the “amortised cost” method, according to which the amount of the payable is gradually aligned to its repayment value.

The item “*2014-2024 bond loan*” refers to the senior secured bond loan of EUR 500 million issued in February 2014. The bonds issued have a minimum unit of EUR 100 thousand and were placed at an issue price (“below par”) of EUR 99.466 only with qualified investors. These bonds are governed by English law and traded at the Irish Stock Exchange. In compliance with IAS 32, this item was posted net of the cost incurred for the issue/listing and of the issue discounts.

The bonds have the following principal features:

- duration: 10 years;
- coupon: 3.375% per year, gross;

- redemption: the bonds will be redeemed upon maturity (13 February 2024) in a lump sum at par value.

The increase in the above-mentioned “bond loans” was due to (i) the issue of the “*bond loan 2014-2024 SIAS*” and (ii) to the application of the “amortised cost” method, according to which the amount of the payable is gradually aligned to its repayment value.

“*Other payables*” refer to that portion of medium- and long-term loans related to the lease-purchase of assets. These liabilities mature between one and five years.

Note 18 – Deferred tax liabilities

This item totalled EUR 56,957 thousand (EUR 48,606 thousand as at 31 December 2013). For the breakdown of this item, please refer to Note 35 – Income taxes.

Note 19 – Trade payables (current)

This item totalled EUR 155,844 thousand (EUR 168,681 thousand as at 31 December 2013). The change in this item was mainly due to the progress in the programme of investments in revertible assets.

Note 20 – Other payables (current)

These consist of:

	31 December 2014	31 December 2013
Advance payments	1,834	7,056
Payables to unconsolidated subsidiaries	-	47
Payables to jointly controlled entities and associated companies	51,522	91,631
Payables to parent companies	1,063	1,863
Payables to welfare organisations	12,256	11,338
Payables to ANAS-Central Insurance Fund	69,945	49,845
Payables to Autostrada dei Fiori shareholders for option	13,532	13,417
Deferred income	14,363	17,927
Other payables	50,472	58,594
Total	214,987	251,718

The item “*advance payments*” includes advances received from buyers in accordance with the law and intended to be recovered based on the progress of the work.

“*Payables to jointly controlled entities and associated companies*” refer to: (i) to the share capital increase of Tangenziali Esterne di Milano S.p.A. subscribed by SIAS S.p.A. and SATAP S.p.A. and not yet paid in (EUR 15.6 million); (ii) to the share capital increase of Tangenziale Esterna S.p.A. subscribed by SIAS S.p.A. and SATAP S.p.A. and not yet paid in (EUR 35.5 million); and (iii) payables to Itinera S.p.A. for the works carried out on the motorway sections managed by SATAP S.p.A. (EUR 0.4 million). Note that over the year, payments were made by SIAS S.p.A. and by the subsidiary company SATAP of their share of the residual tenths to be paid of the share capital increase of Tangenziale Esterna S.p.A. (in total EUR 12.3 million) and of Tangenziali Esterne di Milano S.p.A. (EUR 13.4 million).

“*Payables to parent companies*” refer to the payables for the tax consolidation.

The item “payable to ANAS-Central Insurance Fund” represents that portion of the debt maturing during the next accounting period.

As part of the share capital increase of the subsidiary Autostrada dei Fiori S.p.A., which was approved by the Shareholders’ Meeting on 23 October 2012, the subsidiary SALT S.p.A. granted a put option to some shareholders of Autostrada dei Fiori S.p.A. on 2,602,320 shares (equal to 3.652% of the share capital) subscribed by them. The item “payables to Autostrada dei Fiori shareholders for option” represents the estimate of the price to be paid to the shareholders if the latter decide not to exercise the put option for the above-mentioned shares.

The item “deferred income” mainly relates to prepaid lease, easement payments, grants received - by SATAP S.p.A. (A4 and A21 stretches) - given by TAV S.p.A., RFI S.p.A. Autostrade Centro Padane S.p.A., Autostrade per l’Italia S.p.A., to grants received - by SAV S.p.A.- given by RAV S.p.A. and the Autonomous Region of Valle d’Aosta. The item - last year - included the figure of EUR 2.4 million for brokerage fees and expenses related to the loans signed with EIB and not yet disbursed. This item became zero in 2014 following the disbursement of the relative loans.

Note 21 – Bank debt (current)

These consist of:

	31 December 2014	31 December 2013
Short-term loans and advances	8,014	104,803
Maturing portion of medium-and long-term loans	327,558	152,322
Total	335,572	257,125

The item “short-term loans and advances” refers to the use of other loans/advances and current account overdrafts. The change in this item was mainly due to the repayment by Autostrada dei Fiori S.p.A., SAV S.p.A. and Autostrada Torino-Savona S.p.A. of the credit lines used, after receiving loans from the parent company based on the liquidity resulting from the bond loan issued in February 2014.

Note 22 – Other financial liabilities (current)

These consist of:

	31 December 2014	31 December 2013
Convertible bond loan 2005-2017	6,086	6,086
Bond loan 2010-2020	4,130	4,130
Bond loan 2014-2024	14,887	-
Payables to connected companies	8,790	7,294
Other payables	1,537	475
Total	35,430	17,985

The items “*convertible bond loan SIAS 2005-2017*”, “*bond loan SIAS 2010-2020*” and “*bond loan SIAS 2014-2024*”, refer to the amount payable to the bondholders for the interest accrued as at 31 December 2014.

The item “*payables to connected companies*” refers to payables to connected companies not belonging to the Group for tolls collected on behalf of licensees of the Group, which had not yet been allocated by the end of the period.

“*Other payables*” refer - for EUR 1 million - to the short-term portion of the loans related to the lease-purchase of assets and for EUR 2.6 million to the payable relating to the higher contribution received with respect to the amount accrued from the subsidiary Autostrada Torino – Savona.

With regard to the total debt (short-, medium- and long-term) for assets in lease-purchase, we show below the reconciliation as at 31 December 2014 between total future payments for leased assets and their present value using the interest rate implicit in the respective contract.

Future payments	2,738
Near present value of the instalments based on the implicit rate in the contracts	(522)
Present value of future payments	2,216

Note 23 – Current tax liabilities

Current tax liabilities totalled EUR 12,894 thousand (EUR 12,144 thousand as at 31 December 2013). They refer to liabilities for IRES (corporate income tax), IRAP (regional business tax) and IRPEF (personal income tax) withheld.

Explanatory Notes - Information on the income statement

Note 24 – Revenues

24.1 – Motorway sector revenue – operations

This item breaks down as follows:

	2014	2013
Net toll revenues	903,699	856,831
Fee/additional fee payable to ANAS	70,315	69,633
Gross toll revenues	974,014	926,464
Other accessory revenues	30,674	31,652
Total motorway sector revenue	1,004,688	958,116

More specifically, the increase in “*net toll revenues*” of EUR 46.9 million (+5.47%) was due, for EUR 6.4 million, to the growth in traffic volumes (this increase in volumes - of 0.88% - given the traffic mix - impacted “*net toll revenues*” by 0.75%) and the increase in tolls of EUR 40.5 million.

Compared with 2013, the latter recorded an increase (i) of EUR 31.8 million (+3.71%) with regard to the increases acknowledged as from 1 January 2014, and (ii) of EUR 8.7 million (+1.01%) with regard to the sections managed by SATAP S.p.A.: 2013 had in fact benefitted only partly from the toll increases (as recognised from 12 April 2013).

The change in the item “*fee/additional fee payable to ANAS*” (+EUR +0.7 million) was due to the increase in traffic volumes on the sections managed by the other licensees. Based on the fact that the fees had been collected on behalf of ANAS, this increase wholly affected the item “operating costs”.

The item “*other accessory revenues*” mainly relates to rental income - royalties - on service areas and recorded a decrease of around EUR 1 million due to the fall in consumption.

24.2 – Motorway sector revenue – planning and construction activities

This item totalled EUR 223,531 thousand (EUR 283,900 thousand in 2013) and refers to the “planning and construction” activity of non-compensated revertible assets that – according to IFRIC 12 – are booked among revenues with regards to both the portion obtained by Group companies and that of Third Parties. The corresponding costs were entered under “Other costs for services”.

24.3 – Construction sector revenue

This item breaks down as follows:

	2014	2013
Revenues for work and planning and changes in contract work in process	3,191	118
Other revenues	1,586	1,500
Total	4,777	1,618

This item relates to the total amount of “production” carried out for Third parties by the subsidiary ABC Costruzioni S.p.A. This amount is posted net of the intercompany “production” related to maintenance and expansion services performed on the motorway network by the cited Company for the Group motorway companies.

The change recorded for the year is the result of the increased work performed by ABC Costruzioni S.p.A. for Third Parties, against a decrease in the work performed for Group companies.

24.4 – Engineering sector revenue

This item breaks down as follows:

	2014	2013
Revenues for work and planning and changes in contract work in process	14,193	15,799
Other revenue and changes in inventories of work in progress, semi-finished products and finished goods	774	2,668
Total	14,967	18,467

This item refers to the total amount of “production” carried out for third parties by the subsidiaries SINA S.p.A., SINECO S.p.A., LIRA S.p.A., CISA Engineering S.p.A., Consorzio SINTEC and Collegamenti Integrati Veloci - CIV S.p.A. (only with regards to the first quarter of 2014). This amount is posted net of the intercompany “production” related to maintenance and expansion services performed on the motorway network by the cited Companies for the Group motorway companies. In the year under review, these companies show a decrease in activity carried out for both third parties and Group Companies.

24.5 – Technology sector revenue

This item breaks down as follows:

	2014	2013
Revenues	41,060	16,369
Changes in contract work in process	9,475	23,394
Change in work in progress, semi-finished products, finished goods and other revenues	(434)	2,277
Total	50,101	42,040

This is the total amount of “production” carried out for Third Parties by the subsidiaries Sinelec S.p.A. and Euroimpianti Electronic S.p.A.. The above-mentioned amounts are recognised net of intragroup “production” related to maintenance and enhancement activities for the motorway network, which were carried out by the said Companies in favour of the Group’s motorway companies.

The FY 2014 shows an increase in activities carried out for third parties in connection with the construction of Tangenziale Esterna Est di Milano (Milan East Outer Ring Road) and the motorway section Brescia-Bergamo-Milano.

24.6 – Other revenues

This item breaks down as follows:

	2014	2013
Claims for damages	4,895	4,365
Recovery of expenses and other income	19,560	18,190
Share of income resulting from the discounting of the payable due to ANAS and Central Insurance Fund	14,297	15,856
Works on behalf of third parties	1,395	1,301
Operating grants	2,159	536
Total	42,306	40,248

The item “*claims for damages*” refers to the refunds – by insurance companies – of the costs incurred by motorway companies for repair to the motorway network following accidents and other damages. This item includes an insurance reimbursement, received from the subsidiary SATAP S.p.A relating to claims made in 2011-2012, of EUR 1.5 million.

The increase in the item “*other revenues*” was mainly due to higher revenues for recharges made to third parties for works and services.

The item “*share of income resulting from the discounting of the payable due to ANAS-Central Insurance Fund*” referred to the share related to the difference – which was previously deferred – between the original amount of the payable and its present value.

The item “*works on behalf of third parties*” refers to revenues resulting from the works and services rendered on behalf of Third parties.

The change recorded in “*operating grants*” relates to the payment of contributions to motorway companies relating to European road network projects.

Note 25 – Payroll costs

This item breaks down as follows:

	2014	2013
Salaries and wages	128,042	124,657
Social security contributions	40,020	38,825
Allocations to payroll provisions	9,663	8,959
Other costs	2,332	2,964
Total	180,057	175,405

The increase in “*payroll costs*” was due to the second and third tranches of the increases linked to the renewal of the national collective agreement for the motorway sector signed in August 2013, as well as to higher costs incurred by companies operating in the technology and engineering sectors.

Average employee staffing breaks down by category as follows:

	2014	2013
Executives	81	80
Middle managers	104	103
Staff	2,132	2,076
Workers	436	419
Total	2,753	2,678

Note 26 – Costs for services

This expense item breaks down as follows:

	2014	2013
Maintenance of non-compensated revertible assets	68,363	70,882
Other costs related to non-compensated revertible assets	23,303	26,278
Other costs for services	288,857	328,502
Total	380,523	425,662

The item “*maintenance of non-compensated revertible assets*” is recognised net of intercompany “production” carried out by Group companies operating in the “construction” and “technology” sectors in favour of motorway companies. The overall amount of **maintenance** work carried out in the period under review totalled EUR 124.3 million (EUR 121.5 million in 2013). The reduction compared to the same period of last year was essentially due to a different way of planning maintenance.

The decrease in “*other costs related to non-compensated revertible assets*” benefited from lower costs for “*winter services*” related to the limited snowfalls during the first few months of 2014.

The item “*other costs for services*” includes – as set out in IFRIC 12 – the costs related to “planning and construction activities” of non-compensated revertible assets. This category also includes professional fees, costs for legal assistance, fees for corporate bodies, as well as services provided by subcontractors to the subsidiaries ABC Costruzioni S.p.A., Euroimpianti S.p.A. and Sinelec S.p.A. The change in this item was mainly due to the lower volume of “planning and construction activity” compared to the previous year, partially offset by the increase in production recorded by the companies operating in the technology sector.

Note 27 – Costs for raw materials

This expense item breaks down as follows:

	2014	2013
Raw materials	35,347	44,524
Consumables	9,922	10,533
Merchandise	286	640
Changes in inventories of raw materials, production supplies and merchandise	784	163
Total	46,339	55,860

This item relates to production material and consumables and mainly refers to the subsidiaries ABC Costruzioni S.p.A., Euroimpianti Electronic S.p.A. and Sinelec S.p.A..

The decrease compared to the same period of last year was mainly due to the lower level of activity carried out by ABC Costruzioni S.p.A..

Note 28 – Other operating costs

This expense item breaks down as follows:

	2014	2013
Concession fee pursuant to art. 1, paragraph 1020 of Law no. 296/06	22,088	20,865
Fees pursuant to art. 19, par. 9-bis of Law Decree No. 78/09	70,315	69,633
Sub-concession fee	4,694	4,774
Lease and rental expenses	9,519	9,914
Other operating expenses	24,372	12,124
Total	130,988	117,310

The item “concession fee pursuant to art. 1, paragraph 1020 of Law no. 296/06” has been calculated according to 2.4% of “net toll revenues”; the change in this item is due to the increase in toll revenues recorded during the year.

The item “fee pursuant to art. 19, paragraph 9 of Law Decree no. 78/09” has been calculated according to EUR 0.0060 vehicle/km for light vehicles and EUR 0.0180 vehicle/km for heavy vehicles. The change compared to 2013 was due to the increase in traffic on the sections managed by other companies.

The change in the item “sub-concession fee” - calculated on the royalties received from service areas - is mainly due to the fall in consumption.

The item “leases and rental expenses” refers mainly to operating lease contracts for motor vehicles, computers, printers and premises used by the Group Companies. The associated contracts for these assets contain clauses for both redemption upon maturity at market prices for the contracted asset and renewal options upon maturity. The lease payments increase annually based on the ISTAT index.

The change in “other operating expenses” refers to the write-down - corresponding to EUR 11.7 million - of the receivable owed by the subsidiary Finanziaria di Partecipazioni e Investimenti from ANAS S.p.A.. This receivable (originally EUR 23.5 million) - posted following the positive outcome of the arbitral award of 20 July 2005 (subsequently challenged by ANAS) - refers to the compensation to be paid with regards to the management of the A24 and A25 motorways carried out by the Company for more than twenty years on behalf of ANAS. The settlement agreement signed by Finanziaria di Partecipazioni e Investimenti S.p.A. and ANAS in 2014 enabled the dispute to be resolved and the residual receivable to be collected.

Note 29 – Costs for capitalised internal works

This item, amounting to EUR 1,178 thousand (EUR 1,230 thousand in 2013), refers to internal works carried out within the Group and capitalised as an increase to tangible assets.

Note 30 – Amortisation, depreciation and write-downs

This item breaks down as follows:

	2014	2013
Intangible assets:		
• Other intangible assets	2,598	1,874
• Non-compensated revertible assets	263,574	241,926
Tangible assets:		
• Buildings	1,581	1,545
• Plant and machinery	1,008	1,152
• Industrial and commercial equipment	756	1,020
• Other assets	3,074	2,738
• Assets in financial lease	310	411
Total amortisation and depreciation	272,901	250,666
Write-down of goodwill and other write-downs	240	1,444
Total amortisation, depreciation and write-downs	273,141	252,110

In the previous financial year, the item “*write-down of goodwill and other write-downs*” included an amount of EUR 1.3 million relating to the impairment loss concerning the goodwill recorded for the subsidiary SALT S.p.A..

Note 31 – Update of the provision for restoration, replacement and maintenance of non-compensated revertible assets

The updating of provision for restoration, replacement and maintenance of non-compensated revertible assets is detailed as follows:

	2014	2013
Use of the provision for restoration, replacement and maintenance of non-compensated revertible assets	(132,025)	(129,461)
Set-aside to provision for restoration, replacement and maintenance of non-compensated revertible assets	134,186	130,410
Net update of the provision for restoration, replacement and maintenance of non-compensated revertible assets	2,161	949

The use of the provision for restoration, replacement and maintenance of non-compensated revertible assets represents all maintenance costs borne by the motorway companies during the period. The reserve includes the amount needed to update the provisions to meet scheduled maintenance programmes in the financial plans attached to the individual concessions in later accounting periods, in order to ensure the appropriate functionality and safety of the respective motorway infrastructures. The different amount of the net update of the provision for restoration, replacement and maintenance of non-compensated revertible assets is due, among other things, to a different schedule of maintenance operations.

Note 32 – Provisions for risks and charges

These break down as follows:

	2014	2013
Risks provision	3,217	1,879
Total	3,217	1,879

The allocation to the “risks provision” refers (i) for EUR 1.4 million, to taxes prudentially allocated following the changes in the tax regulations concerning the deductibility of interest expense calculated on the “liability component” of the convertible bond loan “SIAS 2.625% 2005-2017” and (ii) for EUR 1 million to possible losses relating to the completion of several orders (iii) for EUR 0.4 million to the allocation made to cover expenses incurred relating to the tender for the motorway section “Pedemontana Piemontese”.

Note 33 – Financial income and charges

33.1 – Financial income

This item breaks down as follows:

	2014	2013
Income from equity investments:		
• dividends from other businesses	869	3,107
• capital gains from the disposal of investments	7,013	757
Total	7,882	3,864
Interest income and other financial income		
• from credit institutions	15,775	17,550
• from financial assets	364	6,135
• from interest rate swap contracts	-	-
• other	8,970	2,652
Total	28,340	26,337

The item “dividends from other businesses” mainly refers to the dividends collected from the investee companies Assicurazioni Generali S.p.A. (EUR 0.3 million), FNM S.p.A. (EUR 0.2 million) and Salini - Impregilo S.p.A. (EUR 0.2 million) relating to savings shares held in the portfolio. In 2013, this item included around EUR 2.6 million relating to dividends collected from Impregilo S.p.A..

The item “capital gains from the disposal of investments” refers to the disposal of the equity investment in Collegamenti Integrati Veloci - CIV S.p.A. for EUR 5.3 million, the disposal of part of the equity investment in Mediobanca S.p.A. for EUR 1.8 million and the disposal of the equity investment in Impregilo S.p.A. and part of the Impregilo S.p.A. saving shares for EUR 0.1 million.

The increase in the item “interest income and other financial income” refers to the income generated by the investment of the higher amount of liquidity available compared to last year.

33.2 – Financial charges

This item breaks down as follows:

	2014	2013
Interest expense to credit institutions:		
• on loans	25,471	26,214
• on current accounts at banks	1,949	4,798
Miscellaneous interest expense:		
• from interest rate swap contracts	28,944	30,136
• from financial discounting	15,332	16,959
• from financial lease contracts	57	67
• from convertible bond loan SIAS 2005-2017	9,533	9,389
• from bond loan SIAS 2010-2020	23,221	23,189
• from bond loan SIAS 2014-2024	15,279	-
• Other charges	5,806	5,103
Total	125,592	115,855
Capitalised financial charges ⁽¹⁾	(22,840)	(19,838)
Total	102,752	96,017

(1) As reported in Note 1 – Intangible assets / Concessions of non-compensated revertible assets, an amount equal to EUR 22.8 million was capitalised under the item “non-compensated revertible assets”.

The change in “*interest expense to credit institutions*” was mainly due to the decrease in financial charges posted by the subsidiary IGLI S.p.A. and the parent company ASTM S.p.A. linked to the repayment of the loans opened at the time of the “Igli/Impregilo Transaction”.

The increase in “*other interest expense*” is substantially due to the issue of the “*bond loan SIAS 2014-2024*” in February.

The interest expense related to the “*financial discounting*” of non-current liabilities refer to payables from ANAS-Central Guarantee Funds for EUR 14.3 million, to the Employee Severance Indemnity for EUR 0.7 million and to the discounting of the tax provision of SIAS S.p.A. for EUR 0.3 million.

Interest expense on the “*convertible bond loan SIAS 2005-2017*” represents the charges on the “liabilities component” of the loan issued by the subsidiary SIAS S.p.A. in July 2005, recalculated on the basis of the market interest rate.

Interest expense on “*bond loan SIAS 2010-2020*” represent the expense accrued on the bond loan issued by the subsidiary SIAS S.p.A. on 19 October 2010.

Interest expense on the “*bond loan SIAS 2014-2024*” represents the charges accrued during the year on the bond loan, which was issued by the subsidiary SIAS S.p.A. on 6 February 2014.

33.3 - Write-down of equity investments

The item “*write-down of equity investments*” amounting to EUR 13,061 thousand (EUR 6,059 thousand in 2013) was due to the alignment to the fair value of the investments held in Banca Ca.Ri.Ge. S.p.A. (EUR 5.4 million), Alitalia - Compagnia Aerea Italiana S.p.A. (EUR 4.5 million), Tubosider S.p.A. (EUR 2.1 million), Alerion Clean Power S.p.A. (EUR 0.6 million), Industria e Innovazione S.p.A. (EUR 0.2 million), C.I.E. Compagnia Italiana Energia S.p.A. (EUR 0.1 million) and GEAC S.p.A., Società Confederazione Autostrade S.p.A. and SO.GE.A.P. S.p.A. (totalling EUR 0.1 million).

Note 34 – Profit (loss) of companies accounted for by the equity method

This item breaks down as follows:

	2014	2013
Revaluations (write-downs) of equity investments:		
• Albenga Garessio Ceva s.r.l.	110	56
• ATIVA S.p.A.	(1,078)	1,130
• Autostrade Lombarde S.p.A.	(3,785)	
• Aton S.r.l.	73	-
• Baglietto S.p.A.	(2,511)	(1,708)
• CIM S.p.A.	-	26
• ITINERA S.p.A.	14,230	2,804
• OMT S.p.A.	(626)	(515)
• Quires S.r.l.	(13)	-
• Road Link Ltd.	1,151	1,203
• Rivalta Terminal Europa S.p.A.	(1,810)	(1,581)
• SABROM S.p.A.	(61)	(57)
• SITAF S.p.A.	9,540	10,122
• SITRASB S.p.A.	409	461
• Tangenziale Esterna S.p.A.	(217)	-
• Tangenziali Esterne di Milano S.p.A.	(574)	-
• VIO – Interporto di Vado s.c.p.a.	(6)	139
Total	14,832	12,080

This item includes – with regard to the pro-rata share – the results achieved by the investee companies valued by the equity method.

Note 35 – Income taxes

This item breaks down as follows:

	2014	2013
Current taxes:		
• IRES	62,282	70,033
• IRAP	19,464	18,655
	81,746	88,688
Taxes (prepaid)/deferred:		
• IRES	6,469	(476)
• IRAP	287	799
	6,756	323
Taxes related to prior years		
• IRES	(985)	1,298
• IRAP	(77)	68
	(1,062)	1,366
Total	87,440	90,377

During the year, with “shareholders’ equity” as contra-item, “deferred taxes” were credited for approx. EUR 8 million, related to the fair value measurement of “financial assets available for sale”, interest rate swaps as well as the actuarial components related to the Employee Severance Indemnity.

In compliance with paragraph 81 (c) of IAS 12, we provide below the reconciliation of the “effective” and “theoretical” income taxes posted to the financial statements as at 31 December 2014 and 2013.

Reconciliation between “effective” and “theoretical” rates (IRES):

	2014		2013	
Income for the year before taxes	260,363		256,649	
Effective income taxes (from financial statements)	68,751	26.41%	69,557	11.10%
Lower taxes (compared to the theoretical rate):				
• lower taxes on dividends	227	0.09%	812	0.11%
• lower taxes on capital gains under participation exemption system	1,821	0.70%	755	15.04%
• update of investments accounted for by the equity method	4,079	1.57%	3,322	3.89%
Higher taxes (compared to the theoretical rate):				
• non-deductible expense, taxes on intercompany dividends	(2,687)	(1.03%)	(3,760)	-0.35%
• other changes	(595)	(0.23%)	(108)	-0.48%
Theoretical income taxes	71,596	27.50%	70,578	27.50%

Reconciliation between “effective” and “theoretical” rates (IRAP):

	2014		2013	
Value added (IRAP taxable base)	508,396		493,728	
Effective income taxes (from financial statements)	19,751	3.88%	19,454	4.01%
Higher/(Lower) taxes (compared to the theoretical rate):				
• other net changes	76	0.01%	(199)	-0.11%
Theoretical income taxes	19,827	3.90%	19,255	3.90%

The table below shows the total amount of deferred tax income and expenses (posted to the income statement and shareholders' equity) and the total deferred tax assets and liabilities (posted to the balance sheet).

	31 December 2013	Changes recorded in the Income statement (*)	Changes recorded in Shareholders' Equity and other changes	Changes in scope	31 December 2014
Deferred tax assets related to: (**)					
• intangible assets not capitalised in accordance with IAS/IFRS	329	(81)	(40)	-	208
• provisions to tax deferral reserves	3,130	171	-	-	3,301
• maintenance costs exceeding deductible share	5,914	2,667	-	-	8,581
• valuation of financial assets at fair value - IRS	29,663	(109)	7,625	-	37,179
• effects of the recalculation of amortisation of non-compensated revertible assets (IFRIC 12)	44,414	(11,391)	-	-	33,023
• maintenance costs restoration provision (IRES)	35,350	4,950	-	-	40,300
• maintenance costs restoration provision (IRAP)	7,852	617	-	-	8,469
• actuarial appraisal of the Employee Severance Indemnities Reserve	395	90	191	-	676
• other	7,994	164	269	1,559	9,986
Total Deferred tax assets (Note 4)	135,041	(2,922)	8,045	1,559	141,723
Deferred tax liabilities related to: (**)					
• assets in financial lease	(190)	(15)	-	-	(205)
• valuation of work in progress	(2,102)	473	-	-	(1,629)
• valuation of financial assets at fair value	(254)	(14)	(258)	-	(526)
• actuarial appraisal of the Employee Severance Indemnities Reserve	(737)	-	249	-	(488)
• effects of the recalculation of amortisation of non-compensated revertible assets (IFRIC 12)	(45,199)	(4,737)	-	(4,426)	(54,362)
• other	(124)	459	(57)	(25)	253
Total Deferred tax liabilities (Note 18)	(48,606)	(3,834)	(66)	(4,451)	(56,957)
Total		(6,756)			

(*) Deferred tax income and expenses are accounted for based on tax rates in effect at the time their "repayment" is expected

(**) Deferred tax credits and liabilities were accounted for based on tax rates in effect at the time that their repayment is expected "repayment"

It is also specified that no deferred tax credits resulted from retained tax losses.

Note 36 – Earnings per share

In accordance with IAS 33, earnings per share are calculated by dividing the Group share of net profit/loss by the average number of shares in circulation during the period. The average number of shares is calculated taking into account the average number of treasury shares held by the Parent Company and its Subsidiaries.

<i>(amounts in thousands of EUR)</i>	2014	2013
Net profit - Group share	99,786	92,368
Average number of shares in circulation during the period	84,225,233	84,616,115
Earnings per share (euro per share)	1.185	1.092
Number of ordinary shares	88,000,000	88,000,000
Weighted average of treasury shares held during the period	(3,774,767)	(3,383,885)
Weighted average of ordinary shares in circulation during the period	84,225,233	84,616,115

During 2014 and 2013, no options, warrants or equivalent financial instruments on dilutive "potential" ordinary shares were recorded.

Note 37 – Information on the cash flow statement37.1 – Change in net working capital

	2014	2013
Inventories	12,785	3,809
Trade receivables	981	(36,813)
Current tax assets	17,823	(6,047)
Receivables from others	19,077	832
Current trade payables	(13,987)	17,872
Other current payables	(37,426)	2,484
Current tax liabilities	664	(4,845)
Total	(83)	(22,708)

37.2 – Other changes from operating activity

	2014	2013
Drawdown on provisions for Employee Severance Indemnities	(2,616)	(2,290)
Net change in other provisions and other changes	(829)	(1,220)
Total	(3,445)	(3,510)

37.3 – Deconsolidation of Collegamenti Integrati Veloci S.p.A.

The following table shows the effects of the disposal of Collegamenti Integrati Veloci S.p.A.:

<i>amounts in millions of EUR</i>	
Equity investments	2.8
Net working capital	(0.5)
Cash and cash equivalents	12.6
Shareholders' Equity of CIV S.p.A.	14.9
Shareholders' Equity of CIV S.p.A., pro-rata (a)	12.2
Transfer price (b)	17.5
Capital gain from disposal (b)-(a)	5.3

Other information

Information is shown below with regard to (i) the commitments undertaken by the Group Companies, (ii) the determination of the fair value, (iii) financial risk management and (iv) related party transactions. For information about the Group, “Events after the closing date” and the “Business outlook”, please see the “Management Report”.

(i) Commitments undertaken by the Companies of the Group

In this regard, note the following:

Guarantees

- Guarantees, totalling EUR 133 million, issued by motorway companies¹ in favour of ANAS as guarantee of the good management of concessions, as provided for by art. 6.3 of the Standard Agreements currently in force. The amounts of these guarantees, initially 3% of the total monetary operating charges included in the financial plans annexed to the said agreements, is untied on an annual basis with regards to the amount of the pro-rata of each year of the concession.
- The guarantee for EUR 3.1 million issued by SATAP S.p.A. to TAV S.p.A. to guarantee the redesign, development and maintenance work for the junction on the ANAS ring road of Novara and the interchange for the new station.
- The guarantee for a total of EUR 4.4 million (pro-rata share), issued in favour of Unicredit S.p.A. by SATAP S.p.A. in relation to the loan granted to the subsidiary S.A.Bro.M S.p.A..
- The guarantee, amounting to EUR 8.7 million (pro-rata share), issued during the year in favour of SACE BT Credit & Surety, through which SATAP S.p.A. guarantees the commitments undertaken by the subsidiary S.A.Bro.M S.p.A. following the signing of the agreement related to the Broni-Mortara motorway stretch on 16 September 2010.
- The guarantees (equal to EUR 4 million) issued in favour of Comune di Bernate Ticino and Parco Lombardo della Valle del Ticino, according to which SATAP S.p.A. guarantees the commitments undertaken for the construction of the Bernate Ring Road.
- The guarantee, amounting to EUR 1.1 million, issued by SATAP S.p.A. in favour of the Piedmont Region to guarantee the interventions in terms of environmental monitoring and territorial input, environmental protection, mitigation and compensation in the Turin - Novara Est motorway section.
- The guarantees issued by Autostrada Asti-Cuneo S.p.A., SINELEC S.p.A., ABC Costruzioni S.p.A. and Euroimpianti Electronic S.p.A. to guarantee the proper execution of the works for EUR 112.2 million.
- The guarantee, corresponding to EUR 0.5 million, issued by Fiera Parking S.p.A. through credit institutions and insurance companies to APCOA Parking Italia S.p.A. with regard to the Fiera di Milano car park at the new Rho-Pero exhibition complex.

¹ With regard to Autostrada Asti-Cuneo S.p.A, as indicated in “Note 3c - Receivables”, financial receivables include the receivable for the pledge amounting to EUR 20 million against fidejussory policies by insurance institutes with reference to the bidding competition for the Asti-Cuneo concession.

Commitments

With regards to the agreement for the investment in “Sistema Tangenziale Esterna”, the Group committed directly to guarantee, pursuant to the Equity Contribution Agreement, in addition to the tenths of share capital of Tangenziale Esterna S.p.A. and Tangenziali Esterne di Milano S.p.A. signed and still to be paid (approximately EUR 51.1 million as at 31 December 2014¹), a subordinated loan amounting to approximately EUR 50.1 million (base equity totalling EUR 115 million) and to guarantee to pay, upon occurrence of certain conditions, approximately EUR 22.7 million as equity reserve, EUR 6.3 million as additional equity and approximately EUR 1.2 million to cover other charges and costs, also of a tax nature.

Except for the portion related to the Additional Equity for which corporate guarantees were issued, these guarantees were issued as autonomous first demand guarantees, issued by Intesa San Paolo to Tangenziale Esterna S.p.A. on 8 April 2014.

The guarantee issued by SATAP S.p.A. for the fidejussory policy, amounting to EUR 14 million, issued by Intesa Sanpaolo S.p.A. in favour of Bre.Be.Mi. S.p.A. to guarantee the commitments undertaken by the investee company Autostrade Lombarde S.p.A. in accordance with the capitalisation agreement signed in March 2013.

Equity investments to acquire

With regard to the investment project set in place between Compagnia Aerea Italiana S.p.A. and Etihad Airways P.J.S.C., the subsidiary Finanziaria e Partecipazione di Investimenti S.p.A. has undertaken to subscribe a portion of a share capital increase for a maximum of EUR 250 million, resolved by the same Compagnia Aerea Italiana S.p.A. on 25 July 2014 for the amount of EUR 2.5 million. At the end of the year, on the basis of the aforementioned commitment, part of the new shares, worth EUR 1.3 million had been subscribed.

“Commitments undertaken with the Revenue Office regarding payment of Group VAT”

The subsidiary SIAS S.p.A. provided guarantees to the Revenue Office - for a total amount of EUR 31.3 million – related to the excess credit compensated among the subsidiaries SALT S.p.A., Autostrada Asti-Cuneo S.p.A., Logistica Tirrenica S.p.A. and Fiori Real Estate S.r.l. when calculating the Group VAT.

¹ In January and March 2015, the subsidiaries SIAS S.p.A. and SATAP S.p.A. made further payments for a total amount of EUR 34.3 million.

(ii) Determination of the fair value: additional information

Concerning the valuation of the fair value of financial instruments, we specify the following in compliance with IFRS 7:

Assets

- non-current financial assets - receivables: the value posted to the financial statements represents their fair value
- cash and cash equivalents: the value posted to the financial statements represents their fair value
- investments available for sale: the value posted to the financial statements represents their fair value

Liabilities

- variable rate loans: the value posted to the financial statements represents their fair value
- trade payables: the value posted to the financial statements represents their fair value

* * *

In accordance with the “valuation criteria”, the “*bond loan SIAS 2005-2017 convertible in ordinary shares*” is posted to the financial statements at nominal value, with the “shareholders’ equity component” shown separately. As this involves a listed financial instrument, shown below is a comparison between its market value and the corresponding book value:

Bond loan SIAS 2005-2017 convertible into ordinary shares <i>(amounts in millions of EUR)</i>	31 December 2014 ⁽¹⁾	31 Dec 2013
• book value in the financial statements (“liabilities component”) ⁽²⁾	229	225
• issue value (“liabilities component” + “shareholders’ equity component”)	238	238
• Official market listing	241	233

(1) Amount of the payable net of bonds held by ASTM S.p.A. (30.72% of the total bond loan)

(2) Payable: EUR 223 million + interest: EUR 6 million

The “*bond loan SIAS 2010-2020*”, issued on 26 October 2010, is posted to the financial statements at nominal value net of issue charges. As this involves a listed financial instrument, shown below is a comparison between its market value and the corresponding book value:

Bond loan SIAS 2010-2020 <i>(amounts in millions of EUR)</i>	31 December 2014	31 December 2013
• book value in the financial statements	499 ⁽¹⁾	498 ⁽¹⁾
• official market listing	597	556

(1) Payable: EUR 495 million + interest: EUR 4 million

The “*bond loan SIAS 2014-2024*”, issued on 6 February 2014, is posted to the financial statements at nominal value net of issue charges. As this involves a listed financial instrument, shown below is a comparison between its market value and the corresponding book value:

Bond loan SIAS 2014-2024 <i>(amounts in millions of EUR)</i>	31 December 2014
• book value in the financial statements	510 ⁽¹⁾
• official market listing	581

(1) Payable: EUR 495 million + interest: EUR 15 million

Derivatives

As at 31 December 2014, hedging transactions were in place (IRS-based). These contracts, signed by the subsidiaries Autocamionale della Cisa S.p.A., SALT S.p.A., SATAP S.p.A., SAV S.p.A. and Fiera Parking S.p.A., were classified as hedging instruments because the relationship between the derivative and the subject of the coverage (maturity, rates) is formally documented. These financial instruments are valued at fair value and changes are imputed completely to a specific reserve in shareholders' equity.

The fair value of derivatives is determined by discounting the expected net cash, using the market interest rate curves for the date of reference. The features of the derivative contracts in place as at 31 December 2014 and the related fair value are summarised below:

(amounts in thousands of EUR)

Company	Type	Purpose of hedging	Counterparts	Currency	Duration of the derivative contract		31-Dec-14		Hedged financial liability		
					From	To	Notional reference	Fair value	Description	Nominal amount	Expiry
CISA	Interest Rate Swap	Change in interest rate	Societe Generale	EUR	31/12/2008	29/06/2018	11,052	-919	Loan	16,886	29/06/2018
CISA	Interest Rate Swap	Change in interest rate	Societe Generale	EUR	30/06/2009	29/06/2018	5,834	-334	Loan		29/06/2018
SALT	Interest Rate Swap	Change in interest rate	Societe Generale	EUR	01/01/2009	22/05/2018	56,664	-3,723	Loan	56,664	22/05/2018
SATAP	Interest Rate Swap	Change in interest rate	Mediobanca	EUR	30/06/2009	13/12/2021	110,000	-16,635	Loan	400,000	13/12/2021
SATAP	Interest Rate Swap	Change in interest rate	Mediobanca	EUR	30/06/2009	13/12/2021	125,000	-24,924	Loan		13/12/2021
SATAP	Interest Rate Swap	Change in interest rate	Mediobanca	EUR	30/06/2009	13/12/2021	110,000	-16,325	Loan		13/12/2021
SATAP	Interest Rate Swap	Change in interest rate	Morgan Stanley	EUR	30/06/2009	13/12/2021	55,000	-8,422	Loan		13/12/2021
SATAP	Interest Rate Swap	Change in interest rate	Morgan Stanley	EUR	15/06/2009	15/06/2024	45,967	-7,180	Loan	45,967	15/06/2024
SATAP	Interest Rate Swap	Change in interest rate	Morgan Stanley	EUR	30/06/2009	31/12/2021	180,000	-31,683	Loan	180,000	31/12/2021
SATAP	Interest Rate Swap	Change in interest rate	Morgan Stanley	EUR	15/06/2009	15/06/2024	36,437	-5,463	Loan	36,437	15/06/2024
SATAP	Interest Rate Swap	Change in interest rate	Morgan Stanley	EUR	15/06/2009	15/03/2022	9,000	-1,001	Loan	9,000	15/03/2022
SATAP	Interest Rate Swap	Change in interest rate	Mediobanca	EUR	15/06/2012	15/12/2024	30,000	-2,185	Loan	60,000	15/12/2024
SATAP	Interest Rate Swap	Change in interest rate	Unicredit	EUR	15/06/2012	15/12/2024	30,000	-2,141	Loan		15/12/2024
SATAP	Interest Rate Swap	Change in interest rate	Societe Generale	EUR	05/07/2012	15/12/2024	20,000	-1,279	Loan	40,000	15/12/2024
SATAP	Interest Rate Swap	Change in interest rate	Nomura	EUR	18/10/2012	15/12/2024	20,000	-1,131	Loan		15/12/2024
SATAP	Interest Rate Swap	Change in interest rate	BNP Paribas	EUR	15/12/2014	15/12/2024	55,000	-777	Loan	55,000	15/12/2024
SAV	Interest Rate Swap	Change in interest rate	Mediobanca	EUR	12/12/2012	15/12/2020	10,000	-214	Loan	25,000	15/12/2020
SAV	Interest Rate Swap	Change in interest rate	Banca AKROS	EUR	14/12/2012	15/12/2020	15,000	-353	Loan		15/12/2020
SAV	Interest Rate Swap	Change in interest rate	Unicredit	EUR	15/12/2005	15/12/2016	25,000	-1,079	Loan	25,000	21/12/2019
FIERA Parking	Interest Rate Swap	Change in interest rate	Unicredit	EUR	30/06/2006	30/06/2024	23,723	-5,298	Loan	23,723	30/06/2024
Total								-131,066			

(iii) Financial risk management

In compliance with the said IFRS 7, we specify that in the normal conduct of its operating activities, the ASTM Group is potentially exposed to the following financial risks:

- “market risk” mainly from exposure to interest rate fluctuations and, to a marginal extent, to the change in foreign exchange rates;
- “liquidity risk” from a lack of financial resources suitable for operational activities and repayment of liabilities assumed in the past.

The risks cited above are broken down in detail below:

Market risk

With regard to the risks connected with the *fluctuation of interest rates*, the ASTM Group strategy has been designed to contain this risk mainly by carefully monitoring the dynamics associated with interest rates. More specifically, this risk has been strongly reduced by signing “hedging agreements”: to date, in fact, around 81% of the Group’s medium-long term debt is at “fixed interest rates/hedged”.

With regard to the above, the “sensitivity analysis” concerning the changes in interest rates is not significant.

Counterparty creditworthiness risk for hedging agreements

As reported above, the licensees of the Group signed hedging transactions with major financial institutions in order to prevent the risks arising from the changes in the benchmark interest rates.

With regard to these transactions, it is noted that there could be risks related to the strength/creditworthiness of the counterparties with which the said hedging agreements have been signed.

Liquidity risk

The “liquidity risk” is the risk that financial resources available may be insufficient to cover maturing obligations. The ASTM Group believes that the generation of cash flow, together with the planned diversification of financing sources and the current debt maturity, guarantee being able to satisfy scheduled financial requirements.

The tables below show the breakdown of financial liabilities in place as at 31 December 2014 by maturity date. The amounts shown below also include interest payments (we clarify that the interest on variable-rate loans is calculated based on the last available rate on the reference date, keeping it constant to maturity).

Lending bank	Company	Total net cash (**)		Maturity (*)					
				Within 1 year		2 to 5 years		Beyond 5 years	
		Capital	Interest	Capital	Interest	Capital	Interest	Capital	Interest
Banca BIIS - Gruppo Intesa	SATAP	45,968	9,523	4,839	1,861	19,355	5,426	21,774	2,236
Mediobanca (EIB funding)	SATAP	9,000	1,299	1,200	325	4,800	833	3,000	141
Mediobanca (EIB funding)	SATAP	36,437	7,320	3,835	1,430	15,342	4,171	17,260	1,719
Mediobanca	SATAP	400,000	80,949	-	17,199	240,000	55,453	160,000	8,297
Mediobanca	SATAP	180,000	48,375	-	9,299	90,000	32,563	90,000	6,513
BNL – Mediobanca	SAV	20,834	665	4,167	231	16,667	434	-	-
Banca BIIS- UniCredit	CISA	35,000	2,061	10,000	1,006	25,000	1,055	-	-
UniCredit	ADF	30,000	214	20,000	178	10,000	36	-	-
Cassa Risparmio La Spezia	LOGISTICA TIRRENICA	1,596	36	349	14	1,247	22	-	-
Monte dei Paschi di Siena	SALT	56,665	-	16,191	-	40,474	-	-	-
Intesa Sanpaolo, Dexia (EIB funding)	ATS	19,060	1,056	9,273	1,056	9,787	-	-	-
Societe Generale	SIAS	50,000	476	50,000	476	-	-	-	-
Barclays Bank	SIAS	50,000	297	50,000	297	-	-	-	-
BBVA	SIAS	30,000	464	30,000	464	-	-	-	-
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	200,000	24,409	20,000	4,535	80,000	13,487	100,000	6,387
EIB	SIAS	150,000	18,342	15,000	3,409	60,000	10,134	75,000	4,799
EIB	SIAS	25,000	1,033	7,143	480	17,857	553	-	-
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	20,000	984	5,714	457	14,286	527	-	-
EIB	SIAS	25,000	2,067	4,167	609	16,667	1,378	4,166	80
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	45,000	3,069	7,500	906	30,000	2,045	7,500	118
Banca CARIGE Italia	SIAS	38,000	1,134	12,000	781	26,000	353	-	-
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	15,000	944	2,500	279	10,000	629	2,500	36
BNP Paribas	SIAS	50,000	969	50,000	969	-	-	-	-
UniCredit	Fiera Parking	29,079	2,299	2,371	413	10,845	1,288	15,863	598
UniCredit	Siteco Informatica	200	14	50	6	150	8	-	-
Carisbo	Siteco Informatica	44	1	41	1	3	-	-	-
CariParma	Siteco Informatica	60	6	12	2	48	4	-	-
Bper	Siteco Informatica	28	-	7	-	21	-	-	-
Carisbo	Siteco Informatica	96	-	96	-	-	-	-	-
Total loans		1,562,067	208,006	326,455	46,683	738,549	130,399	497,063	30,924
Convertible bond loan	SIAS	334,676	30,749	-	8,786	334,676	21,963	-	-
Bond loan 2010-2020	SIAS	500,000	130,990	-	22,500	-	90,000	500,000	18,490
Bond loan 2014-2014	SIAS	500,000	168,750	-	16,875	-	67,500	500,000	84,375
Total financial liabilities		2,896,743	538,495	326,455	94,844	1,073,225	309,862	1,497,063	133,789

(*) Distribution upon maturity is based on current residual contract duration.

(**) The above-mentioned hedging agreements on interest rate swings have been included when calculating the flow of interest on loans.

It is worth highlighting that the payable due to ANAS-Central Insurance Fund as at 31 December 2014 amounts to EUR 336.9 million. The discounted value of the said payable totals EUR 235.9 million (this payable is not included in the data provided above).

As at 31 December 2014 there were credit lines and portions of loans already stipulated but not yet disbursed by the bank for a total of EUR 824 million.

(iv) Related-party transactions

In compliance with the regulations and IAS 24, information on the main “related party” transactions during the period in question are summarised below:

<i>(amounts in millions of EUR)</i>	Total 2014	Parent companies	Businesses subject to the control of the parent companies	Unconsolidated subsidiaries	Jointly- controlled entities and associated companies	Other related parties	Total related parties	Impact on fin. statements item (%)
Revenues	1,340.4	0.1	9.4	0.4	61.1	1.0	72.0	5.4%
Operating costs								
Maintenance and other operating costs related to non-compensated revertible assets	91.7	-	11.3	-	41.7	10.9	63.9	69.7%
Planning and construction costs – revertible assets	223.5	-	0.6	-	78.2	5.0	83.8	37.5%
Other operating costs	421.5	4.2	22.4	1.5	28.8	13.9	70.8	16.8%

More specifically, the **main** relationships between the Companies of the Group, arranged by items in the financial statements, are the following:

RevenuesRevenues from parent companies

- data processing assistance services provided by SINELEC S.p.A. to Argo Finanziaria S.p.A. totalling EUR 0.1 million.

Revenues from businesses subject to the control of the parent companies

- services provided by SINA S.p.A. to CIE S.p.A., Codelfa S.p.A. and Consorzio Tangenziale Engineering totalling EUR 1.4 million;
- data processing assistance services provided by SINELEC S.p.A. to C.I.E. S.p.A., Appia S.r.l., Terminal San Giorgio S.p.A., Gavio e Torti S.p.A., Codelfa S.p.A., Energrid S.p.A., Argentea S.c.ar.l., BMI S.c.ar.l. and Microlux s.r.l. totalling EUR 1.9 million;
- services provided by SATAP S.p.A. to C.I.E. S.p.A., Argentea S.c.ar.l. and Energrid S.p.A. totalling EUR 1.3 million;
- the services provided by ABC Costruzioni S.p.A. to Marcallo S.c.ar.l., Terminal San Giorgio S.r.l. and SEA S.r.l. totalling EUR 3.8 million;
- services provided by Logistica Tirrenica S.p.A. to Autosped G S.p.A. totalling EUR 0.1 million;
- services provided by Euroimpianti Electronic S.p.A. to BMI S.c.ar.l. totalling EUR 0.9 million.

Revenues from unconsolidated subsidiaries

- data processing assistance services provided by SINELEC S.p.A. to Sistemi e Servizi s.c.a.r.l. totalling EUR 0.3 million.

Revenues from jointly controlled entities and associated companies

- services provided by ABC Costruzioni S.p.A. to Itinera S.p.A. and ACI S.c.p.a. totalling EUR 7.8 million;
- data processing assistance services provided by SINELEC S.p.A., to Itinera S.p.A., ATIVA S.p.A., Ativa Engineering

S.p.A., OMT S.p.A, Si.Co.Gen. S.p.A., ACI S.c.p.A., Tangenziale Esterna S.p.A. and SITAF S.p.A. totalling EUR 20.8 million;

- services provided by Euroimpianti Electronic S.p.A. to Itinera S.p.A., ATIVA S.p.A., ATON s.r.l. and ACI S.c.p.A. totalling EUR 25.6 million;
- services provided by SATAP S.p.A. to Itinera S.p.A., ACI S.c.p.A., ATIVA S.p.A., Autostrade Lombarde S.p.A., SITAF S.p.A. Tangenziale Esterna S.p.A. and Aurea S.c.ar.l. totalling EUR 1.5 million;
- professional services provided by SINA S.p.A. to SABROM S.p.A., ACI S.c.p.A., SITAF S.p.A. SITRASB S.p.A., ATIVA S.p.A. and Itinera S.p.A. totalling EUR 1.3 million;
- professional services provided by SINECO S.p.A. to SITAF S.p.A., ATIVA S.p.A., Sitalfa S.p.A., SITRASB S.p.A., Ativa Engineering S.p.A. and Itinera S.p.A totalling EUR 0.5 million,
- professional services provided by Consorzio SINTEC to Itinera S.p.A. totalling EUR 0.3 million;
- professional services provided by SAV S.p.A. to Itinera S.p.A. and ATIVA S.p.A. totalling EUR 0.3 million;
- services provided by Autostrada Torino-Savona S.p.A. to ATIVA S.p.A. totalling EUR 1.4 million.

Revenues from other related parties

- services provided by Euroimpianti Electronic S.p.A. to Interstrade S.p.A. totalling EUR 1 million.

Operating costs

Maintenance and other operating costs related to non-compensated revertible assets from businesses subject to the control of the parent companies

- services and delivery of materials provided by SEA s.r.l. to SALT S.p.A., Autostrada dei Fiori S.p.A., SATAP S.p.A., SAV S.p.A., Autostrada Torino-Savona S.p.A., Autostrada Asti-Cuneo S.p.A. and Autocamionale della Cisa S.p.A., totalling EUR 10.9 million;
- professional services rendered by Gavio S.p.A. to SATAP S.p.A. totalling EUR 0.1 million.

Maintenance and other operating costs related to non-compensated revertible assets from associated companies

- services and delivery of materials provided by Itinera S.p.A. to SATAP S.p.A. totalling EUR 29.9 million;
- services and delivery of materials provided by ACI S.c.p.a. to SATAP S.p.A. totalling EUR 11.4 million;
- services provided by ATIVA S.p.A. to SAV S.p.A. totalling EUR 0.3 million.

Maintenance and other operating costs related to non-compensated revertible assets from other related companies

- services rendered by Interstrade S.p.A. to Autostrada Asti-Cuneo S.p.A., SATAP S.p.A. and Autostrada Torino-Savona S.p.A. and totalling EUR 10.9 million;

Costs related to planning and construction of non-compensated revertible assets from businesses subject to the control of the parent companies

- services provided by SEA S.p.A. to Autostrada dei Fiori S.p.A., SATAP S.p.A., Autostrada Asti Cuneo S.p.A. and Autostrada Torino-Savona S.p.A. totalling EUR 0.1 million;
- services provided by Energrid S.p.A. to SATAP S.p.A. and Autostrada Torino-Savona S.p.A. totalling EUR 0.4 million.

Costs related to planning and construction costs for revertible assets from jointly-controlled entities and associated companies

- work services provided by Itinera S.p.A. to SATAP S.p.A., SAV S.p.A. and Autostrada Asti-Cuneo S.p.A. totalling EUR 10.4 million;
- work services provided by ACI S.c.p.a. to SATAP S.p.A., SAV S.p.A., Autostrada dei Fiori S.p.A., Autostrada Torino Savona S.p.A., SALT S.p.A., Autocamionale della Cisa S.p.A. and Autostrada Asti-Cuneo S.p.A. totalling EUR 67.8 million.

Costs related to the planning and construction costs for revertible assets from other related parties

- services provided by Interstrade S.p.A. to SATAP S.p.A., Autostrada Torino-Savona S.p.A. and Autostrada Asti Cuneo S.p.A. totalling EUR 5 million.

Other operating costs from parent companies

- managerial assistance and consulting provided by the parent company Argo Finanziaria S.p.A. to the Companies of the Group, totalling EUR 3.6 million;
- services provided by the parent company AURELIA S.p.A. to the Group Companies, totalling EUR 0.5 million.

Other operating costs from businesses subject to the control of the parent companies

- services and delivery of materials provided by SEA s.r.l. to Autostrada dei Fiori S.p.A., SATAP S.p.A., SAV S.p.A., Autostrada Asti-Cuneo S.p.A., Autocamionale della Cisa S.p.A., ABC Costruzioni S.p.A., Autostrada Torino-Savona S.p.A. and SINELEC S.p.A. totalling EUR 0.6 million;
- professional services rendered by Gavio S.p.A. to SATAP S.p.A., SAV S.p.A., Autostrada Asti-Cuneo S.p.A., Autocamionale della Cisa S.p.A., Autostrada Torino-Savona S.p.A., SALT S.p.A. and ABC Costruzioni S.p.A. totalling EUR 4.1 million;
- supply of electricity and services by Energrid S.p.A. to the companies of the Group totalling EUR 15.1 million;
- services rendered by Appia S.r.l. to SINECO S.p.A., ASTM S.p.A. SIAS S.p.A. and SINELEC S.p.A. totalling EUR 0.3 million;
- supply of electricity and services by Agengrandia S.r.l. to Autostrada Asti-Cuneo S.p.A. totalling EUR 0.7 million;
- services provided by Codelfa S.p.A. to Autostrada Asti – Cuneo S.p.A., ABC S.p.A. and Fiera Parking S.p.A. totalling EUR 0.8 million;
- services provided by Soluzioni Tecniche Energetiche S.p.A. to Euroimpianti Electronic S.p.A. totalling EUR 0.3 million.

Other operating costs from non-consolidated subsidiaries, jointly-controlled entities and associated companies

- services and delivery of materials provided by ITINERA S.p.A. to SATAP S.p.A., Autostrada Asti-Cuneo S.p.A., ABC Costruzioni S.p.A., SAV S.p.A., SINELEC S.p.A., SINA S.p.A., SINECO S.p.A. and Euroimpianti Electronic S.p.A. totalling EUR 1.7 million;
- services and delivery of materials provided by ACI s.c.p.a. to SINELEC S.p.A., Autocamionale della Cisa S.p.A., ABC Costruzioni S.p.a. and Euroimpianti Electronic S.p.A., totalling EUR 25.6 million;
- payroll and financial data processing services provided by Sistemi e Servizi S.c.a.r.l. to Group companies, totalling EUR 1.5 million;
- services and delivery of materials provided by ATIVA Engineering S.p.A. to SAV S.p.A. totalling EUR 0.4 million;
- services and delivery of materials provided by ATIVA S.p.A. to SINELEC S.p.A. and SATAP S.p.A. totalling EUR 0.1 million.

Other operating costs related to non-consolidated subsidiaries and other related parties

- insurance services provided by the broker P.C.A. s.r.l. to the companies of the ASTM Group, totalling EUR 12.9 million;
- services rendered by Interstrade S.p.A. to Autostrada Asti-Cuneo S.p.A., Autostrada Torino Savona S.p.A. and ABC Costruzioni S.p.A. totalling EUR 1 million.

<i>(amounts in millions of EUR)</i>	Total 2014	Parent companies	Businesses subject to the control of the parent companies	Unconsolidated subsidiaries	Jointly- controlled entities and associated companies	Other related parties	Total related parties	Impact on fin. statements item (%)
Receivables								
Non-current financial assets – receivables	29.9	-	-	0.1	29.5	-	29.6	99.0%
Inventories, trade receivables and other receivables	150.6	0.8	10.0	0.4	61.5	1.2	73.9	49.1%
Payables								
Trade payables and other payables	370.8	2.1	9.1	118.5	11.8	-	141.5	38.1%

More specifically, the **main** relationships between the Companies of the Group, arranged by items in the financial statements, are the following:

Receivables

Non-current financial assets – receivables from associated companies and jointly-controlled entities

- loans granted by SIAS S.p.A. to ATIVA S.p.A. (EUR 25.9 million);
- loans granted by ASTM S.p.A. and SATAP S.p.A. to Edilrovaccio 2 S.c.a.r.l. (EUR 0.6 million).
- loans granted by Sias Parking S.p.A. to Parcheggio Piazza Meda S.r.l., Parcheggio Trento e Trieste S.r.l. and Parcheggio Via Manunzio S.r.l. (EUR 3 million).

Inventories, trade receivables and other receivables from parent companies

- receivables related to services provided by the parent company AURELIA S.r.l. to SINA S.p.A. for EUR 0.8 million.

Inventories, trade receivables and other receivables from businesses subject to the control of the parent companies

- receivables related to data processing assistance services provided by SINELEC S.p.A. to C.I.E. S.p.A., Brescia Impianti S.c.a.r.l., Argentea S.c.a.r.l., Energia e Territorio S.p.A. and Euromodale S.r.l. totalling EUR 2.6 million;
- receivables related to the services provided by Euroimpianti Electronic S.p.A. and Brescia Milano Impianti S.c.a.r.l. to Codelfa S.p.A and C.I.E. S.p.A. totalling EUR 1.5 million;
- receivables related to the services provided by SINA S.p.A. to Consorzio Tangenziale Engineering totalling EUR 1.6 million;
- receivables related to the services provided by the parent company ASTM S.p.A. to Energia e Territorio S.p.A. totalling EUR 0.2 million.
- loans related to the services provided by ABC Costruzioni S.p.A. to Terminal San Giorgio S.r.l. totalling EUR 3.7 million.

Inventories, trade receivables and other receivables from unconsolidated subsidiaries

- receivables related to the services provided by Sinelec S.p.A., to Sistemi e Servizi S.c.a.r.l. totalling EUR 0.4 million.

Inventories, trade receivables and other receivables from jointly-controlled entities and associated companies

- receivables related to the services provided by Sinelec S.p.A., SATAP S.p.A., Euroimpianti Electronic S.p.A., Autostrada Asti Cuneo S.p.A. ABC Costruzioni S.p.A. and SINA S.p.A. to ACI S.c.p.A. totalling EUR 43.3 million;
- receivables related to the services provided by Euroimpianti Electronic S.p.A., Sinelec S.p.A., ABC Costruzioni S.p.A., SINECO S.p.A., SINA S.p.A., and Consorzio SINTEC to ITINERA S.p.A. totalling EUR 2.2 million;
- receivables related to the services provided by Euroimpianti Electronic S.p.A., ABC S.p.A. and Sinelec S.p.A. to Baglietto S.p.A. totalling EUR 0.4 million;
- receivables related to the services provided by SINA S.p.A. to SITRASB S.p.A. totalling EUR 0.5 million;
- receivables related to the services provided by Sinelec S.p.A., SATAP S.p.A., SINECO S.p.A. and Autostrada Torino-Savona S.p.A. to ATIVA S.p.A. totalling EUR 1.5 million;
- receivables related to the services provided by Sinelec S.p.A. to SINECO S.p.A. and SITAF S.p.A. totalling EUR 0.2 million;
- receivables related to the services provided by SINECO S.p.A. and Sinelec S.p.A. to Ativa Engineering S.p.A. totalling EUR 0.1 million;
- receivables related to the services provided by SATAP S.p.A. to AUREA S.c.a.r.l. totalling EUR 0.8 million;
- receivables for loan granted by Autostrada dei Fiori S.p.A. to Rivalta Terminal Europa S.p.A. totalling EUR 10.5 million;
- receivables for a loan granted by SIAS S.p.A. to Ativa Immobiliare S.p.A. totalling EUR 0.5 million;
- receivables for loan granted by Autostrada dei Fiori S.p.A. to Vio S.p.A. totalling EUR 1.1 million.

Inventories, trade receivables and other receivables due from other related parties

- receivables related to the services provided by Interstrade to the ASTM S.p.A. Group companies totalling EUR 1.2 million.

Payables

Trade payables and other payables – to parent companies

- related to managerial assistance and other services provided by the parent companies Argo Finanziaria S.p.A. to the Companies of the Group, totalling EUR 1 million;
- receivables related to services provided by the parent company AURELIA S.r.l. to SINA S.p.A. for EUR 1.1 million.

Trade payables and other payables – to businesses subject to the control of the parent companies

- payables related to services and delivery of materials provided by SEA s.r.l. to SALT S.p.A., Autostrada dei Fiori S.p.A., SATAP S.p.A., SAV S.p.A., Autostrada Asti-Cuneo S.p.A., Sinelec S.p.A., Autocamionale della Cisa S.p.A., Autostrada Torino-Savona S.p.A., ABC Costruzioni S.p.A. and Si.Co.Gen. s.r.l. totalling EUR 3.8 million;
- payables related to services rendered by Gavio S.p.A. to SATAP S.p.A., SAV S.p.A., Autostrada Asti-Cuneo S.p.A. Autostrada Torino-Savona S.p.A., Autocamionale della Cisa S.p.A., and ABC Costruzioni S.p.A. totalling EUR 1.5 million;
- payables related to the supply of electricity and services by Energrid S.p.A. to the companies of the Group totalling EUR 2.5 million;

- payables related to services provided by Codelfa S.p.A. to Fiera Parking S.p.A. totalling EUR 0.4 million.

Trade payables and other payables – to unconsolidated subsidiaries, jointly-controlled entities and associated companies

- payables related to payroll and financial data processing services provided by Sistemi e Servizi S.c.a.r.l. to Group Companies, totalling EUR 0.5 million;
- payables related to services and delivery of materials provided by ACI S.c.p.A. to SATAP S.p.A., Autostrada Torino Savona S.p.A., Autostrada Asti-Cuneo S.p.A., ABC Costruzioni S.p.A., Autostrada dei Fiori S.p.A., Autocamionale della Cisa S.p.A., SALT S.p.A., Euroimpianti Electronics S.p.A. and Sinelec S.p.A. totalling EUR 53.7 million;
- payables related to services and delivery of materials provided by ITINERA S.p.A. to SATAP S.p.A., Euroimpianti Electronics S.p.A., SAV S.p.A., SINA S.p.A., SINECO S.p.A., Autostrada Asti-Cuneo S.p.A. and ABC Costruzioni S.p.A. totalling EUR 12.4 million;
- payables for tenths still to be paid of the share capital increase of Tangenziale Esterne Milano S.p.A. subscribed by SIAS S.p.A. and SATAP S.p.A. totalling EUR 35.5 million.
- payables for tenths still to be paid of the share capital increase of Tangenziali Esterne S.p.A. subscribed by SIAS S.p.A. and SATAP S.p.A. totalling EUR 15.6 million.

Trade payables and other payables – to other related parties

- payables related to services rendered by Interstrade S.p.A. to Autostrada Asti-Cuneo S.p.A., Autostrada Torino Savona S.p.A., ABC Costruzioni S.p.A. and SATAP S.p.A. totalling EUR 11.6 million.

It is also worth pointing out that:

- the subsidiary SATAP S.p.A. purchased the property owned by the associated company ATIVA Immobiliare S.p.A. (located in Turin) at a price of EUR 2 million plus VAT;
- as at 30 June 2014, ATIVA S.p.A. held 21,500 shares in the parent company ASTM S.p.A..

Change in non current financial assets

- Sias Parking S.r.l. purchase from Codelfa S.p.A. n. 11,640,000 shares (97% of share capital) of Fiera Parking S.p.A., n. 600,000 shares (50% of share capital) of Parcheggio Piazza Meda S.r.l., n. 300,000 shares (50% of share capital) of Parcheggio Piazza Trento e Trieste S.r.l., n. 125,000 shares (50% of share capital) of Parcheggio Piazza Vittorio Veneto S.r.l., n. 125,000 shares (50% of share capital) of Parcheggio Via Manuzio S.r.l. for a countervalue of EUR 32.7 million.
- Sias Parking S.r.l. purchase from Itinera S.p.A. n. 120,000 shares (1% of share capital) of Fiera Parking S.p.A. for a countervalue of EUR 0.2 million.

In addition to what is shown above, there are relationships between the businesses of the Group and ATIVA S.p.A concerning transactions in the system that interconnects motorway tolls.

The transactions indicated above were carried out under normal market conditions.

Pursuant to Article 2391-bis of the Italian Civil Code, we specify that based on the general principles indicated by CONSOB and the rules of corporate governance, related party transactions (either direct or through subsidiaries) were performed in accordance with regulations that assure their transparency as well as their essential and procedural correctness.

Certification of the Consolidated Financial
Statements
pursuant to Art. 154-bis of Legislative Decree no.
58/98

Certification of the Consolidated Financial Statements pursuant to art. 154-bis of Legislative Decree no. 58/98

- The undersigned Alberto Sacchi as Managing Director and Graziano Settime as Manager in charge of drawing up the corporate accounting documents of ASTM S.p.A. - Parent Company - taking into account the provisions of Article 154-bis, Paragraphs 3 and 4 of Legislative Decree No. 58 of 24 February 1998, do attest:
 - the adequacy with regard to the characteristics of the business and
 - the actual implementationof the administrative and accounting procedures for preparing the consolidated financial statements for 2014.

- Furthermore, we attest that:
 - the consolidated financial statements as at 31 December 2014:
 - a) are prepared in compliance with the international accounting standards approved by the European Community pursuant to EC Regulation no. 1606/2002 of the European Parliament and the Council dated 19 July 2002;
 - b) correspond to the books and accounting entries;
 - c) provides a true and correct representation of the equity, economic and financial position of the issuer and all the businesses included in the consolidation;
 - the Management Report includes a reliable analysis of the trend and results of the management of the Company and the other companies included in the consolidation as well as a description of the main risks and uncertainties to which they are exposed.

Tortona, 5 March 2015

The Managing Director

Alberto Sacchi

The Manager in charge of drawing up
the corporate accounting documents

Graziano Settime

Report of the Board of Statutory Auditors

**REPORT OF THE BOARD OF STATUTORY AUDITORS PURSUANT TO ART. 41
OF LEGISLATIVE DECREE NO. 127/1991 ON THE CONSOLIDATED FINANCIAL
STATEMENTS AS AT 31/12/2014 - ASTM GROUP**

Shareholders,

the Consolidated Financial Statements of the ASTM GROUP for the financial year 2014, which are now brought to your attention, show a profit of EUR 99.8 million, net of minority interests.

The Consolidated Financial Statements have been prepared, based on the provisions set out in art. 3, paragraph 1 of Legislative Decree no. 38 of 28/02/2005, according to the IFRS international accounting standards issued by the International Accounting Standard Board (IASB) and approved by the European Commission.

They have been presented to us by the deadlines required by law, together with the management report.

The controls made by Deloitte & Touche S.p.A. – the Independent Auditors appointed to carry out the accounting audit – assessed that the figures in the financial statements match those in the accounts of the Parent Company, in the financial statements and consolidated financial statements of Subsidiaries, and in the information supplied by the latter.

The consolidated financial statements include, in addition to the financial statements of ASTM, those of its subsidiaries, duly adjusted/restated in order to make them compatible with the Parent Company's regulations for preparing financial statements and the IAS/IFRS international accounting standards. Those Financial Statements have not therefore been included in the assessment made by the Board of Statutory Auditors.

The determination of the scope of consolidation and the choice of principles, criteria and procedures for the consolidation of equity investments are all in accordance with legal provisions.

The Management Report gives an adequate picture of the Group's equity, economic and financial position, as well as the business performance in 2014; it also contains adequate information on transactions between companies belonging to the Group and on significant subsequent events.

In the light of the above considerations, the information provided by the Independent Auditors and their unreserved opinion expressed pursuant to the law, the Board has no observations to make on the Consolidated Financial Statements of the ASTM Group as at 31 December 2014.

Turin, 23 March 2015

The AUDITORS

Prof. Marco Fazzini

Dott.ssa Piera Braja

Dott. Ernesto Ramojno

Report of the
Independent Auditors

AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS PURSUANT TO ART. 14 AND 16 OF LEGISLATIVE DECREE N. 39 OF JANUARY 27, 2010

To the Shareholders of ASTM S.p.A.

1. We have audited the consolidated financial statements of ASTM S.p.A. and subsidiaries (together, the "ASTM Group"), which comprise the balance sheet as of December 31, 2014 and the income statement, the statement of comprehensive income, the cash flow statement and the statement of changes in shareholders' equity for the year then ended, and the related explanatory notes. These consolidated financial statements, prepared in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n. 38/2005, are the responsibility of the Company's Directors. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
2. We conducted our audit in accordance with the Auditing Standards recommended by CONSOB, the Italian Commission for listed Companies and the Stock Exchange. 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 consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

For the opinion on the prior year's consolidated financial statements, whose data are presented for comparative purposes, reference should be made to our auditors' report issued on March 27, 2014.
3. In our opinion, the consolidated financial statements give a true and fair view of the financial position of the ASTM Group as of December 31, 2014, and of the results of its operations and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n. 38/2005.

4. The Directors of ASTM S.p.A. are responsible for the preparation of the management report and the report on corporate governance and ownership structure in accordance with the applicable laws and regulations. Our responsibility is to express an opinion on the consistency of the management report and of the information reported in compliance with art. 123-bis of Italian Legislative Decree n. 58/1998, paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) in the report on corporate governance and ownership structure, with the consolidated financial statements, as required by law. For this purpose, we have performed the procedures required under Auditing Standard n. 001 issued by the Italian Accounting Profession (CNDCEC) and recommended by CONSOB. In our opinion, the management report and the information reported in compliance with art. 123-bis of Italian Legislative Decree n. 58/1998 paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) included in the report on corporate governance and ownership structure are consistent with the consolidated financial statements of ASTM Group as of December 31, 2014.

DELOITTE & TOUCHE S.p.A.

Signed by
Santo Rizzo
Partner

Turin, Italy
March 23, 2015

This report has been translated into the English language solely for the convenience of international readers.

“ANNEX” to the Management Report

REPORT

ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE

pursuant to Art. 123-bis of the Consolidated Law on Finance

(“Traditional” administration and control model)

ASTM S.p.A.

www.astm.it

Report period: **2014**

Date of approval of the Report: **5 March 2015**

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GLOSSARY

Code/Code of Conduct: the Code of Conduct of listed companies, as approved in July 2014 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria.

Civ. cod./c.c.: the Italian Civil Code.

Board: the Issuer’s Board of Directors.

Issuer/Company/ASTM: the issuer of securities referred to in this Report.

Financial Year/year: the financial year referred to in this Report.

Consob Issuer Regulation: the Regulation issued by Consob by Resolution no. 11971 of 1999 (and subsequent amendments) concerning issuers.

Consob Market Regulation: the Regulation issued by Consob by means of Resolution no. 16191 of 2007 (and subsequent amendments) concerning markets.

Consob Related Parties Regulation: the Regulation issued by Consob by means of Resolution no. 17221 of 12 March 2010 (and subsequent amendments) concerning transactions with related parties.

Report: the report on corporate governance and ownership structure that the companies have to prepare pursuant to Article 123-bis of the Consolidated Law on Finance.

Consolidated Law on Finance/TUF: Legislative Decree no. 58 of 24 February 1998

1.0 ISSUER'S PROFILE

The Issuer was incorporated on 28 November 1928, with the aim of building a motorway between Turin and Milan. On 30 November 1929, the Ministerial Agreement for its construction and operation was finally signed.

The motorway was opened on 25 October 1932, after 30 months of work.

The Issuer - that was admitted to listing on the Turin Stock Exchange as from 19 June 1969 - was subsequently listed also on the Milan Stock Exchange as from 25 February 1970.

Following its incorporation, the Company significantly expanded its managed network.

In February 2002 - following the split of ASTM - the company SIAS (Società Iniziative Autostradali e Servizi S.p.A.) was incorporated and listed on the Stock Exchange; the equity investments held in licensees refer to SIAS.

As from 1 January 2004, the Issuer transferred to SATAP S.p.A. - in which it held 99.50% of the share capital - the business unit concerning assets, liabilities and legal relations that were directly carried out until that moment within the motorway sector under concession, as well as the licence for the Turin-Milan motorway section.

Afterwards, as a consequence of the corporate reorganisation that was completed in July 2007 – and thanks to which ASTM could increase the equity investment in SIAS, thus achieving 61.705% of the share capital – the equity investments held in the motorway companies' sector, including SATAP S.p.A., were concentrated within the SIAS Group.

With regard to the said structure the Issuer, as from 25 January 2013, changed its name into ASTM S.p.A. and, following the Board's Resolution dated 10 June 2013, changed its corporate purpose as from 13 June 2013, in order to strengthen its competitive position in both the domestic and international markets, in line with the activities carried out by the main competitors at European level. More specifically, this change aims at achieving the following objectives, if so allowed by market conditions and in presence of favourable opportunities: (i) industrial integration of the motorway business with the sectors linked to the construction and management of big infrastructures and/or public works and to the implementation of related instrumental and supplementary activities; and (ii) investment in other sectors with significant value creation opportunities for the shareholders of ASTM. To this regard, in November 2013 ASTM, in line with the new corporate strategy, decided to diversify its investment portfolio in the "construction sector", by subscribing a reserved share capital increase approved by the associated company Itinera S.p.A. and by acquiring an equity investment equal to approximately 17% of the share capital of the company.

Therefore, at present (and given its new structure) ASTM mainly operates:

- i) in the motorway sector through the subsidiaries Società Autostrada Torino-Alessandria-Piacenza S.p.A., Società Autostrada Ligure Toscana p.A., Autocamionale della Cisa S.p.A., Autostrada Torino-Savona S.p.A., Società Autostrade Valdostane S.p.A., Autostrada dei Fiori S.p.A., Autostrada Asti-Cuneo S.p.A., which manage approximately 1,016 km of the Italian motorway network. The jointly

controlled companies Autostrada Torino-Ivrea-Valle d'Aosta S.p.A., Tangenziale Esterna S.p.A., Società di Progetto Brebemi S.p.A. and the associated companies Società Italiana per il Traforo Autostradale del Frejus S.p.A., Società Italiana per il Traforo del Gran San Bernardo S.p.A. and Road Link Holding Ltd manage approximately 440 km of motorway network in Italy and abroad;

- ii) in the technology sector, through the subsidiaries SINELEC S.p.A. and Euroimpianti Electronic S.p.A.;
- iii) in the parking sector through the sub-holding company SIAS Parking S.r.l.;
- iv) in the construction sector (maintenance and enhancement activities of the motorway infrastructure, mainly on behalf of Group licensees), through the subsidiary ABC Costruzioni S.p.A. and the associated company Itinera S.p.A.;
- v) in the engineering sector (study, planning and works management for railway and motorway works) through the subsidiaries Sina S.p.A., Sineco S.p.A., Cisa Engineering S.p.A..

As prescribed by the "traditional" administration and control model, the Issuer is managed by a Board of Directors and supervised by a Board of Statutory Auditors. These boards have the powers and functions set out by the Italian Civil Code, special laws and the Articles of Association.

The Shareholders' Meeting represents the entirety of the shareholders and takes decisions - on an ordinary and extraordinary basis - on the issues that fall under its responsibilities in compliance with the law.

Please refer to the following sections contained in this report for further details on operation, composition and powers of the above-mentioned corporate bodies.

This Report aims at providing description of the corporate governance system and of compliance with the Code, by showing the recommendations that were implemented and those that were considered inapplicable, since they did not comply with the current management and organisational model.

This Report, which has been drawn up pursuant to Art. 123-bis of the Consolidated Law on Finance, takes into account the explanatory criteria and methods contained in the format issued by Borsa Italiana S.p.A. in January 2015.

2.0 INFORMATION ON OWNERSHIP STRUCTURE (pursuant to art. 123-bis, paragraph 1 of the Consolidated Law on Finance)

As at 5/03/2015

a) Share capital structure (pursuant to art. 123-bis, paragraph 1, letter a) of the Consolidated Law on Finance)

The share capital, that has been subscribed and paid-up, amounts to EUR 44,000,000 and consists of 88,000,000 ordinary shares without par value, traded on the MTA, in the FTSE Italia Mid Cap Index.

The Issuer meets the requirements set out in articles 36 and 37 of the Market Regulation concerning the trading of own shares on the Italian regulated market.

More specifically, the application requirements set out by art. 36 are not met, considering that the Issuer does not have foreign subsidiaries in its investment portfolio.

Similarly, the requirements set out in art. 37 are met, assuming that the Issuer i) which is subject to the management and coordination activities of Argo Finanziaria S.p.A. unipersonale, has sent to the Chamber of Commerce of Turin the notice required by art. 2497-bis of the Italian Civil Code, by the deadlines required by law; ii) has an independent negotiating ability with customers and suppliers; iii) does not have a centralised treasury service; iv) all Board's Committees are made up of Independent directors, pursuant to the Code and the Consolidated Law on Finance.

No other financial instruments were issued, which grant the right to subscribe newly-issued shares, nor share-based incentive plans were approved (stock option, stock grant, etc.) that imply increases in share capital (as well as scrip issues).

b) Restrictions on the transfer of securities (pursuant to art. 123-bis, paragraph 1, letter b) of the Consolidated Law on Finance)

There are no restrictions on the transfer of securities, such as limits to the holding of securities or the need to obtain approval by the Issuer or other securities' holders.

Pursuant to art. 6 of the Articles of Association, shares are registered if required by law; otherwise, if fully paid, these can be registered shares or bearer shares, at the choice and expense of the shareholder.

c) Significant equity investments in the share capital (pursuant to art. 123-bis, paragraph 1, letter c) of the Consolidated Law on Finance)

The Persons who hold - directly or indirectly and for more than 2% - the share capital subscribed that is represented by shares with voting rights, according to the records contained in the shareholders' register, as supplemented by the communications received pursuant to art. 120 of the Consolidated Law on Finance and by other available information, are included in the summary of Table 1 contained in the Appendix.

d) Securities granting special rights (pursuant to art. 123-bis, paragraph 1, letter d) of the Consolidated Law on Finance)

The Issuer did not issue securities granting special control rights.

e) Employee shareholding: procedure for the exercise of voting rights (pursuant to art. 123-bis, paragraph 1, letter e) of the Consolidated Law on Finance)

The Issuer did not approve any employee shareholding scheme with regard to its share capital.

f) Restrictions on voting right (pursuant to art. 123-bis, paragraph 1, letter f) of the Consolidated Law on Finance)

There is no restriction on voting right.

The Issuer has only issued ordinary shares and there are no shares with voting rights other than ordinary shares.

g) Agreements between shareholders (pursuant to art. 123-bis, paragraph 1, letter g) of the Consolidated Law on Finance)

No agreement was signed between shareholders, pursuant to art. 122 of the Consolidated Law on Finance.

h) Change of control clauses (pursuant to art. 123-bis, paragraph 1, letter h) of the Consolidated Law on Finance) and provisions contained in the Articles of Association concerning take-over bids (pursuant to art. 104, paragraph 1-ter, and art. 104-bis, paragraph 1)

Some loan agreements contain normal clauses setting out, subject to the consent of lenders, the obligation to repay the debt in advance if the company SIAS or the parent company Aurelia s.r.l. lose control over the relevant licensee company(ies) and/or subsidiary(ies). Moreover, this clause is included (i) in the majority of ISDA agreements governing derivative contracts (signed by the Group companies in order to prevent the risk from interest rate fluctuations) and (ii) in some indemnity agreements concerning guarantees issued by Group companies.

The "Standard Agreements" in force, which were signed by the licensee companies controlled by the Sias Group, set out the requirements to which the new controlling entity must comply in case of a change of control of the licensee. More specifically:

- for the licensees Società Autostrada Torino-Alessandria- Piacenza S.p.A. (A4 and A21 stretches), Autostrada Torino-Ivrea-Valle d'Aosta S.p.A., Autocamionale della Cisa S.p.A. and Autostrada Asti – Cuneo S.p.A., the requirements are listed below:
 - (i) integrity, balance sheet strength, professionalism and reliability with regard to compliance with the obligations resulting from contracts signed with public administrations;
 - (ii) compliance with the requirements set out by the so-called "anti-mafia regulations";
 - (iii) keeping the registered office of the Licensee in Italy (only with regard to Autostrada Asti – Cuneo S.p.A. and Autocamionale della Cisa S.p.A.);
- for the licensees Autostrada Torino-Savona S.p.A, Autostrada dei Fiori S.p.A., Società Autostrada Ligure Toscana p.A. and Società Autostrade Valdostane S.p.A., the requirements are listed below:
 - (i) suitable capitalisation (the shareholders' equity resulting from the last financial statements duly approved and certified should be equal to at least 1/8 of the shareholders' equity of the Licensee as at 31 December of the previous financial year);
 - (ii) registered office in a country that is not included in the list of countries subject to a privileged tax system;

- (iii) keeping the registered office of the Licensee in Italy, as well as preserving its organisational ability, by making sure that the Licensee has the necessary tools and instruments in order to comply with the obligations set out in the agreements;
- (iv) the members of the management body comply with the requirements of professionalism and, if required, independence pursuant to Legislative Decree no. 58/98, as well as with the requirements of integrity for stock exchange listing set out by the regulations of the country in which the Company has its registered office.

However, the change of control is subject to the previous approval of the Grantor, without prejudice to compliance with the said requirements.

The Issuer's Articles of Association neither contain derogations with regard to passivity rule provisions set out in art. 104, paragraphs 1 and 2 of the Consolidated Law on Finance, nor set out the implementation of the neutralisation rules set out in art. 104-bis, paragraphs 2 and 3 of the Consolidated Law on Finance.

i) Powers to increase share capital and authorisations to purchase treasury shares (pursuant to art. 123-bis, paragraph 1, letter m) of the Consolidated Law on Finance)

In 2014, no powers to increase share capital were granted to the Board, pursuant to art. 2443 of the Italian Civil Code.

On 22 April 2014, the Ordinary Shareholders' Meeting resolved on a new authorisation to purchase and sell treasury shares, thus revoking the resolution dated 10 June 2013 with regard to its residual duration.

This authorisation, in line with the previous one, aims at providing Directors with a flexible management instrument in order to achieve the following objectives:

- to operate on the market, in compliance with current regulations in force;
- to have a portfolio of treasury shares that can be used for any extraordinary financial transaction or for any other commitment of financial, management and/or strategic interest for the Company;
- to offer to the shareholders a further monetisation instrument of their investment.

Purchase transactions - which are authorised until the Shareholders' Meeting for the approval of the financial statements as at 31 December 2014 and, in any case, for a period not exceeding 18 months starting from the date of the resolution - can be made until achieving a maximum of 17,600,000 ordinary shares (equal to 20% of the share capital), while no time limits have been defined for disposal transactions.

Purchase and disposal transactions of treasury shares should be carried out taking into account: i) 3,653,853 treasury shares in portfolio as at the date of the Meeting's resolution, and ii) 21,500 shares held by the subsidiary ATIVA S.p.A..

The purchase price of the shares shall not be lower than 10% and not higher than 10% of the reference price recorded on the stock market trading day before each single purchase transaction.

With regard to above, on 9 May 2014 the Board of Directors, having taken into account ASTM shares already in portfolio (i.e. approximately 4.15% of the share capital), approved the launch of the new purchase plan of treasury shares, by authorising the acquisition up to a maximum of a further 3,520,000 ASTM shares (+4%), thus achieving approximately 8.15% of the share capital.

As notified to the market during the periodic communications, 669,143 treasury shares have been purchased as a result of the said resolutions (equal to 0.76% of the share capital), for a total amount of EUR 7.04 million.

With regard to above, as of today's date ASTM holds 4,322,996 treasury shares, equal to 4.91% of the share capital (4,301,496 shares directly and 21,500 indirectly through the subsidiary ATIVA S.p.A.).

I) Management and coordination activities (pursuant to art. 2497 et seq. of the Italian Civil Code)

The Issuer is subject to the management and coordination activities of ARGO FINANZIARIA S.p.A. unipersonale.

It is specified that:

- the information required by Art. 123-bis, paragraph 1, letter i) ("*the agreements between the company and the directors [...] providing for indemnities in case of resignation or removal without just cause or termination following a take-over bid*") is contained in the remuneration report published in compliance with art. 123-ter of the Consolidated Law on Finance;
- the information required by Art. 123-bis, paragraph 1, letter l) ("*the rules for the appointment and replacement of Directors [...], as well as for the amendment of the Articles of Association, if different from the supplementary legal and regulatory rules*") is detailed in the report section concerning the Board of Directors (Section 4.1).

3.0 COMPLIANCE (pursuant to art. 123-bis, paragraph 2, letter a) of the Consolidated Law on Finance)

The Issuer's corporate governance model is mainly in line with the Code of Conduct of listed companies, as approved in July 2014.

The Issuer's governance model takes into account the company size, the ownership structure, as well as the sector.

The Issuer and its subsidiaries with strategic importance are not subject to foreign law provisions that affect the Issuer's corporate governance structure.

The Code followed by the Issuer can be found on the website of the Corporate Governance Committee: <http://www.borsaitaliana.it/comitato-corporate-governance/codice/2014clean.pdf>.

4.0 BOARD OF DIRECTORS

4.1. APPOINTMENT AND REPLACEMENT (pursuant to art. 123-bis, paragraph 1, letter I) of the Consolidated Law on Finance)

Pursuant to art. 16 of the Articles of Association, the Issuer is managed by a Board composed of a number of members ranging between seven and fifteen, according to the decision taken by the Shareholders' Meeting, by ensuring a number of independent directors, as well as gender parity, as required by law.

The whole Board of Directors is appointed on the basis of the lists submitted by the Shareholders; the candidates – who are listed by a sequence number – have to comply with the requirements of integrity provided for by applicable law.

The lists submitted by the shareholders shall be filed at the registered office within the terms and according to the methods set out by current regulations.

Each Shareholder can draw up or submit only one list.

Each list shall include a number of candidates not exceeding the maximum number of Directors set out by the Articles of Association and, upon filing at the registered office, shall include i) information concerning personal and professional details of the candidates; ii) the written acceptance of the candidature and the declaration that the candidate does not belong to other lists; as well as iii) any other document provided for by applicable law. Each list shall include at least two candidates who comply with the independence requirements set out by the current regulations, by indicating them separately and including one of these at the first place in the list. The lists with three or more candidates shall also include, pursuant to the information provided in the notice of call, candidates of both genders, so as to ensure compliance with the current regulations on gender parity.

Only shareholders who - alone or together with others - hold shares representing the shareholding in the share capital, as set out by law, have the right to submit lists. The legal title to the above-mentioned shareholding shall be proved according to the methods and timescales set out by law.

The list that does not comply with the above-mentioned provisions shall be considered as "not submitted".

Each person entitled to vote may vote only one list.

The procedure for the appointment of the Board's members is described below:

a) four-fifths of the Directors to be appointed are chosen from the list that obtains the majority of

votes expressed by the persons entitled to vote, in the order in which they are listed, rounding off in case of fractional number;

- b) the remaining Directors are chosen from other lists; to this purpose, the votes obtained by the lists are subsequently divided by one, two and three, according to the number of Directors who shall be elected. The ratios obtained are progressively assigned to the candidates of each list, according to their related order. The ratios assigned to the candidates of the lists are listed in a single ranking and those with the highest ratios are elected.

If more candidates obtain the same ratio, the one belonging to the list with no Directors - or with the smallest number of Directors - appointed, shall be elected. In the event of a tie in list votes - and therefore in ratios - the Meeting shall vote again and the candidate who obtains the simple majority of votes is elected.

If, as a result of the said procedure, the composition of the Board of Directors does not ensure gender parity, the candidates who are elected in the lists are included in one single ranking, which is created according to the ratio system described in the previous paragraph b). The candidate belonging to the most represented gender and with the lowest ratio among the candidates of all lists is replaced – while respecting the minimum number of independent directors – by the first candidate that has not been elected, belonging to the less represented gender in the same list as the replaced candidate.

If the candidates of different lists obtain the same ratio, the candidate belonging to the list with the highest number of directors will be replaced.

However, even if, despite the replacement of the candidate belonging to the most represented gender and with the lowest ratio, it is not possible to achieve the minimum threshold set out by the current regulations on gender parity, the above-mentioned replacement is carried out also for the candidate of the most represented gender with the penultimate ratio, and so on and so forth starting from the bottom of the ranking. If the above-mentioned procedure is not applicable, the replacement is made by the Shareholders' Meeting according to legal majorities, in compliance with the principle of proportional representation of minorities within the Board of Directors.

If no list is submitted or accepted or, for any reason, it is not possible to appoint one or more Directors according to the provisions set out in the Articles of Association, the Shareholders' Meeting passes resolutions according to law majorities, so as to ensure, pursuant to current regulations, the presence of Directors who comply with independence requirements, as well as compliance with the provisions of regulations in force with regard to gender parity.

If, during the financial year, one or more Directors cease to hold office, reference is made to law provisions in force, by appointing, according to a progressive order, the candidates from the list of the Director who ceased to hold office, who are still eligible and willing to accept the office, in any case by ensuring, pursuant to current regulations, the necessary number of independent directors, as well as gender parity.

If, in case of resignation or other reasons, the majority of Directors appointed by the Meeting fails, the

whole Board shall resign and its termination shall be effective from the moment when the Board of Directors will be re-established, following the appointments made by the Meeting that shall be convened as soon as possible.

The Directors are in office for the time agreed by the Meeting (in any case, not more than three financial years) and can be re-appointed; the persons appointed during this period shall fall from office together with those members who were already in office upon their appointment.

The Shareholders' Meeting approves the annual fee payable to the members of the Board of Directors; this fee is valid also for the financial years following the one for which it was approved, until a new decision is taken by the Shareholders' Meeting.

The considerations for those directors holding specific offices are established, on each occasion, by the Board, having consulted the Board of Statutory Auditors, pursuant to art. 2389 of the Italian Civil Code. The members of the Board of Directors are entitled to reimbursement of the costs incurred to carry out their duties.

Succession planning

Having taken into account the current corporate structure with one reference Shareholder, the Board of Directors decided not to adopt a succession planning policy for executive directors, since it was deemed inappropriate to identify persons or criteria for their selection before the actual need to replace an executive director arises.

4.2. MEMBERS (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Law on Finance)

The Board was appointed by the Ordinary Shareholders' Meeting held on 10 June 2013 for the financial years 2013-2014-2015 (i.e. until the approval of the financial statements as at 31 December 2015), based on the only list submitted by Argo Finanziaria S.p.A. unipersonale, which holds 52.737% of the share capital as at the date of submission of the list. The latter includes 15 candidates: Gian Maria Gros-Pietro (appointed Chairman during the Shareholders' Meeting), Stefania Bariatti, Luigi Bomarsi, Caterina Bima, Flavio Dezzani, Cesare Ferrero, Giuseppe Garofano, Daniela Gavio, Marcello Gavio, Barbara Poggiali, Luigi Roth, Alberto Rubegni, Alberto Sacchi, Stefano Viviano, Marco Weigmann.

The minimum shareholding in the share capital required in order to submit lists was set out by Consob by means of Resolution no. 18452 of 30 January 2013 and is equal to 2.5%.

Having established that the Management Body to be elected should have 15 members, all above-mentioned candidates became members of the Issuer's Board of Directors.

With regard to voting, out of a total of 64,643,492 shares present at the meeting (equal to 73.46% of the share capital), 57,880,279 shares voted in favour and 6,763,213 shares voted against.

The list with the said votes is attached to the meeting's minutes of 10 June 2013, which have been

published on the website under section “corporate governance”.

The Directors Caterina Bima, Flavio Dezzani, Giuseppe Garofano, Barbara Poggiali, Luigi Roth and Marco Weigmann confirmed compliance with the independence requirements set out in article 3 of the Code and in article 148, paragraph 3 of the Consolidated Law on Finance. The Director Cesare Ferrero confirmed compliance only with the requirements set out in the said article 148, paragraph 3 of the Consolidated Law on Finance.

During the meeting held on 10 June 2013, the Board defined the organisational chart of the company, by confirming two Vice-Chairmen (Daniela Gavio and Marcello Gavio), as well as the Managing Director (Alberto Sacchi) and any related management powers.

With regard to the date of first appointment of the Board's members, the following is noted: Alberto Sacchi (co-opted by the Board on 26.03.1991), Daniela Gavio (co-opted by the Board on 24.03.1994), Cesare Ferrero (Ordinary Shareholders' Meeting of 4.05.2001), Giuseppe Garofano (Ordinary Shareholders' Meeting of 10.05.2007), Marcello Gavio, Luigi Roth, Stefano Viviano (Ordinary Shareholders' Meeting of 28.04.2010), Gian Maria Gros-Pietro (Ordinary Shareholders' Meeting of 20.04.2012), Luigi Bomarsi (co-opted by the Board on 06.12.2012), Stefania Bariatti, Caterina Bima, Flavio Dezzani, Barbara Poggiali, Alberto Rubegni, Marco Weigman (Ordinary Shareholders' Meeting of 10.06.2013).

Table 2 in the appendix includes a summary of the information concerning the members of the Board and any related Committee.

As can be inferred from the short bibliographical notes detailed below, the Directors have adequate professional experience - with regard to legal, technical, economic and financial subjects - as well as specific skills through which they actively participate and contribute to the works and decisions of the Board:

Gian Maria Gros-Pietro: (born in Turin on 4 February 1942) - He is professor of Corporate Economy at the University LUISS Guido Carli of Rome (Corporate and Management dept.). He is the author of several economic-industrial publications. From 1965 to 2004, he was professor of several Applied Economy subjects at the University of Turin. From 1974 to 1995 he was President of the Istituto di Ricerca sull'Impresa e lo Sviluppo (Institute for Economic Research on Firms and Growth), the main economic body of the Consiglio Nazionale delle Ricerche (National Research Council), and provided support to several Ministries on major economic and industrial matters.

Daniela Gavio: (born in Alessandria on 16 February 1958) - She obtained a degree in Medicine (Surgery) at the University of Genoa. She acquired expertise in corporate management matters mainly within the Gavio Group, with particular reference to the motorway concession, general building and construction, logistics and transport sectors.

Marcello Gavio: (born in Alessandria on 8 October 1967) - After obtaining a diploma as Surveyor at the Istituto Tecnico per Geometri in Tortona, he acquired expertise in corporate management matters mainly within the Gavio Group, with particular reference to motorway companies, building, general constructions, logistics and transport sectors.

Alberto Sacchi: (born in Tortona - AL - on 14 March 1960) - He obtained a degree in Economics and Business at the University of Pavia and acquired expertise in corporate management matters mainly within the Gavio Group - where he works since 1984 - with increasing responsibilities in the strategic planning and corporate sectors.

Stefania Bariatti: (born in Milan on 28 October 1956) - She obtained a degree in Law at the University of Milan, where she is Professor of International Law. She is counsel at the Chiomenti law firm. As of 2010, she holds the office of Director at Fondazione Tecnomed - Università degli Studi di Milano-Bicocca, and at CNPDS Onlus (Centro Nazionale di Prevenzione e Difesa Sociale). At international level, from 1999 to 2007 she represented the Italian Government at the Hague Conference on Private International Law during the works concerning some international conventions. Moreover, she is author of more than a hundred publications on Private International Law, European Union Law and International Law.

Luigi Bomarsi: (born in Castiglione della Pescaia - GR - on 8 February 1959) – He obtained a degree in Economic and Banking Science at the University of Siena. He is a chartered accountant and is enrolled in the Register of Auditors. Since 2003 he has worked for the Gavio Group.

Caterina Bima: (born in Borgo San Dalmazzo - CN - on 30 January 1960) - She obtained a degree in Political Science (specialising in international political science) and one in Law at the University of Turin. She is a Notary Public in Turin, specialising in the corporate sector.

Flavio Dezzani: (born in Asti on 8 January 1941) - He obtained a degree in Economics and Business at the University of Turin. Since 2012, he is Professor Emeritus of Business Economics at the Economics division of the University of Turin. He is Director of the Istituto di Economia aziendale e di Ragioneria (Institute of business economics and accountancy) at the University of Turin and he is also member of the Accademia Italiana di Economia Aziendale (Italian academy of business economics). Moreover, he is a chartered accountant and is the author of several publications on financial statements/corporate business. He is also member of the Board of Statutory Auditors of some financial companies and banking institutes, as well as Chairman of the Technical-Scientific Committee of OIC (Italian Accountancy Board).

Cesare Ferrero: (born in Turin on 2 November 1936) - He obtained a degree in Economics and Business at the University of Turin. He is enrolled in the Register of Chartered Accountants and in the Register of Auditors. He is a chartered accountant, focusing in particular on corporate matters, including tax consultancy, contracts and civil/criminal-law consultancy with regard to corporate and balance sheet matters. Moreover, he is Director/Auditor of major companies.

Giuseppe Garofano: (born in Nereto - TE - on 25 January 1944) - He obtained a degree in Chemical Engineering at the Politecnico of Milan, as well as a S.D.A. diploma in Business Economics at the Bocconi University of Milan (Business Administration master). He has a broad professional experience and holds top-level positions in chemical, banking and financial companies.

Barbara Poggiali: (born in Milan on 4 March 1963) - She obtained a degree in Materials Engineering at the Massachusetts Institute of Technology. She has gained extensive managerial experience, holding management and corporate offices in major Italian and foreign companies (some of which are also listed).

Luigi Roth: (born in Milan on 1 November 1940) – He obtained a degree in Economics and Business at the Bocconi University of Milan. He is enrolled in the Register of Auditors and gained experience in corporate management thanks to top-management positions at major companies (mainly in the transport sector). He is a columnist for several newspapers and operates in the social sector, acting as Director in several charitable foundations.

Alberto Rubegni: (born in Pisa on 15 March 1951) - He obtained a degree in Civil Engineering (Structures division). He gained experience by holding management positions and the offices of Chairman and/or Managing Director in leading infrastructure and construction companies.

Stefano Viviano: (born in Genoa on 21 June 1976) – He obtained a degree in Business Economics (specialising in Finance) at the Bocconi University in Milan. He has been working for the Gavio Group since 2005, where he acquired experience especially in the field of Group finance.

Marco Weigmann: (born in Turin on 20 May 1940) - He obtained a degree in Law at the University of Turin. He is leading partner at the Toretto, Weigmann e Associati law firm, specialising in civil and commercial law and, in particular, in the corporate sector. He has been member of the Camera Arbitrale Nazionale ed Internazionale (National and international Arbitration Court) of Milan, as well as Board member of the Turin Lawyer Council. Now he is member of the Piedmont arbitration Court and of various non-profit civil bodies, as well as Director of major companies (some of which also listed).

The curricula of the members of the Board are available on the Issuer's website (under section "corporate governance").

Maximum number of offices held in other companies

In January 2008, the Issuer adopted the procedure aimed at identifying the maximum number of offices as director or auditor in other companies listed on regulated markets (including foreign markets), in financial, banking, insurance or large enterprises. This procedure was reviewed in November 2012.

The directors accept the office by taking into account, in their duties, the limits set out by the said procedure (available on the website under section "corporate governance"), which takes into consideration the level of commitment implied in each position, also with regard to the nature and size

of the companies in which offices are held, as well as whether or not these belong to the Group. Large enterprises are defined as follows:

- a) Italian companies with shares listed on Italian or foreign regulated markets;
- b) Italian or foreign companies with shares that are not listed on regulated markets and which operate in the insurance, banking, financial brokerage, managed savings or financial sectors;
- c) Italian or foreign companies other than those described in the previous paragraphs a) and b) which, individually or at group level in case they draw up the consolidated financial statements, show i) revenue from sales and services higher than EUR 500 million; and ii) balance sheet assets higher than EUR 800 million, based on the last duly approved financial statements.

Having taken into account the commitment implied in each single position, the following maximum limits on administration or control offices that can be held in large enterprises, as defined above, were established:

1. Executive Directors with management powers: 4
2. Executive Directors without management powers: 6
3. Non-executive directors: 8

With regard to the calculation of offices:

- those positions held in companies directly and/or indirectly controlled by ASTM, as well as in its Parents are not taken into account;
- substitute auditor offices, as well as administration and control offices held in associations, foundations, consortium companies, consortia and unlisted cooperatives are not taken into account;
- in order to identify large enterprises pursuant to paragraph c), the item "revenue from sales and services" means income from ordinary operations;
- in case of offices held in companies belonging to the same group and if the director holds a similar office in the parent company and in companies under its control and included in its scope of consolidation, the identification of large enterprises is to be carried out, for the parent company, on the basis of the consolidated financial statements and, for subsidiaries, based on the related separate financial statements, also in case that the latter, as sub-holding companies, draw up their own consolidated financial statements;
- in case of offices held in large enterprises belonging to the same group, the weight given to each of the offices - except for the first one - is reduced by half and, in any case, the fact of holding several positions within the same group shall not imply a total "weight" higher than 2.

However, the Board is allowed to grant derogations (including temporary ones) for exceeding the above-mentioned limits.

The list attached to Table 2 shows the offices held by some Directors, in view of the above-mentioned parameters and criteria.

Induction Programme

In October 2013, following the renewal of the Board of Directors, during a special meeting organised by the Chairman, the ASTM Group and its related core business were presented, focusing in particular on the motorway, planning, engineering sectors and the potential development and expansion initiatives in the construction sector aimed at strengthening the competitive position in the sector.

The structure and contents of the meetings of the Board of Directors ensure that the Directors and Auditors are constantly informed on the corporate and market situations, as well as on the main legal and regulatory developments concerning the Issuer and the Group. Having considered the industrial holding activities carried out by ASTM, special attention is paid to the purchase and disposal of equity investments and to the motorway segment, so that it is possible to have an updated framework on the corporate activities and dynamics under way/that are being assessed, in order to take proper decisions.

4.3. ROLE OF THE BOARD OF DIRECTORS (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Law on Finance)

During the financial year, the Board held 7 meetings that were attended on average by 90.48% of the members and by 83.67% of the independent Directors.

The average duration of each meeting was approximately 1 hour.

With regard to FY 2015 - as detailed in the annual schedule of corporate events sent to Borsa Italiana S.p.A. in January 2015 - at least 4 meetings have been forecast to approve the financial statements, the first and third intermediate management reports, as well as the half-yearly financial report.

Since the beginning of FY 2015, 2 meetings have already been held, although one of them was not included in the above-mentioned schedule.

The Chairman and the Managing Director have always made sure that Directors and Auditors could receive the documents about the agenda well in advance of each single board's meeting.

To this regard, the Board, pursuant to the Code and having taken into account the operating dynamics of the Company and its Group and the organisational/management structure, decided to lay down a deadline of two working days, except for cases of urgency and confidentiality of price-sensitive information. The said deadline was mostly complied with thanks to the management and preparation of the Board's work.

Moreover, the Chairman ensures that each item on the agenda is dealt with thoroughly, by encouraging discussion, which is useful in order to take decisions.

To this end, the Chairman can ask that the executives of Group Companies and the managers of corporate functions take part in the meeting, in order to thoroughly analyse the issues under review.

In this case and according to business practice, the General Manager always takes part in the Board's meetings, thus offering his expertise and knowledge. Upon approval of the annual and interim accounting documents, the General Manager also participates as "manager in charge of drawing up the corporate accounting documents".

Moreover, legal/tax consultants and advisors are also invited to the meetings, if necessary, so as to provide support in the resolutions to be taken. In 2014, there was no need to turn to consultants and advisors.

So that the greatest number of Directors can participate in the corporate activities pursuant to art. 19 of the Articles of Association, it is possible to take part in the meetings by attending at distance, using conference call or videoconference systems that ensure promptness and efficiency of the flow of information.

Powers and authorities of the Board

Pursuant to art. 21 of the Articles of Association, the Board is endowed with broad and unrestricted powers for the ordinary and extraordinary administration of the company and has the authority to carry out all actions (including acts of disposal) that it deems necessary to achieve the corporate purpose, with the sole exception of those which the law expressly reserves to the Meeting.

The Management Body is responsible for the examination and approval of strategic, industrial and financial plans of ASTM and its Group; having also taken into account the information provided by the Managing Director - with regard to the exercise of his/her management powers - the Management Body constantly assesses the general results of operations.

With reference to the specific powers set out by the Code, the Board monitors the adequacy of the organisational, administrative and accounting structure of the Issuer and the subsidiaries with strategic importance (only Sina S.p.A. and Igli S.p.A.). SIAS was not included (nor its subsidiaries), based on the provisions issued by Borsa Italiana S.p.A. and contained in the notes to the Code, where "*the principle of management autonomy is guaranteed if the subsidiary is also listed*".

The Board shall examine the following significant transactions carried out by the Issuer or its subsidiaries and that have a strategic, economic and financial relevance:

- a) the issuance of financial instruments, for a total value higher than EUR 10 million;
- b) the granting of loans to entities other than Subsidiaries, for amounts higher than EUR 10 million, if this is proportional to the shareholding or for amounts higher than EUR 5 million if this is not proportional to the shareholding;
- c) the signing of derivative contracts i) which have an amount higher than EUR 10 million as notional value, and ii) which do not only aim at hedging corporate risks (by way of example only, interest rate, exchange and raw material hedging);
- d) the granting of personal guarantees and/or collaterals in favour of entities other than the Company or Subsidiaries, for amounts higher than EUR 10 million;

- e) merger or split-off transactions, where at least one of the involved companies is not a subsidiary;
- f) acquisition or disposal of real estate whose value is equal or higher than EUR 5 million;
- g) acquisition or disposal of companies or business units, whose transaction value is equal or higher than EUR 10 million;
- h) acquisition or disposal of equity investments, incorporation of new companies and transactions which involve new contributions that are not proportional to the shareholding ("new contributions" means share capital increase subscription, payments towards future share capital increase, payments to cover losses) for which the value of the transaction/contribution for the Company is equal or higher than EUR 10 million (equal or higher than EUR 5 million for transactions carried out by subsidiaries), as well as the signing of agreements for the exercise of rights related to these equity investments and transactions which can involve, during their development or at their end, commitments and/or purchase agreements and/or disposal agreements of this kind and of this extent. The purchase of treasury shares made according to the authorisation given by the Shareholders' Meeting, pursuant to current regulations, is not considered as a transaction for the acquisition of equity investments;
- i) any other transaction that, according to the competent Bodies of a subsidiary, has an impact on the strategic, economic and financial position and results of ASTM S.p.A..

With reference to the above-mentioned aspects - and for a correct implementation of the procedure within the ASTM Group - the Board immediately notified any relevant information.

As regards the decisions taken by the Board on the identification of significant transactions with related parties and implementing procedures, reference should be made to the specific information contained in paragraph 12.0 "Directors' interests and transactions with related parties".

Assessment on the size, composition and functioning of the Board

The Directors carried out the usual annual assessment of the size, composition and functioning of the Board and its Committees, in compliance with the Code.

To this regard and at the Chairman's initiative, in January 2015 an inquiry was launched with all members of the Management Body, based on the distribution of a questionnaire to be filled out concerning the themes under review. More specifically: (i) the Boards' members and their professional skills, (ii) the Board's functioning, (iii) the role, members and functioning of the Audit and Risk Committee and the Remuneration Committee, (iv) Independent Directors.

The results of the assessment, which are anonymous, have been deeply analysed during a Board's meeting. The results showed, on the whole, a positive assessment on the functioning of the Board and the Committees.

In brief, with regard to the industrial holding activity carried out by the Company, the Directors believe that the number of directors in the Board is adequate for the size and structure of the corporate organisational system and that the Board's members have adequate professional experience

concerning legal, technical, economic and financial subjects, through which they ensure all necessary skills and knowledge required to achieve the strategies and purposes of both ASTM and the Group, also having taken into account their seniority.

In particular, the Directors - with specific reference to corporate operations and the objectives achieved in 2014 - underlined that they took part in corporate management activities and actively contributed to the works and decisions, as confirmed by their participation in the meetings.

In this regard, the documents and information on the subjects assessed by them were generally provided well in advance of each single meeting, so as to allow them to adequately prepare.

The Board has been updated on the ordinary and extraordinary operations of the Company, on significant events, as well as on initiatives under assessment and those carried out by the Delegated Bodies in the exercise of their management powers.

This was also made possible thanks to the assistance and help provided by the Audit and Risk Committee and the Remuneration Committee that, as part of their powers, supported the Board's assessment and decision-making activities.

During the current administrative appointment, the Board has not felt the need to provide the shareholders with guidelines on any necessary professionals.

Non-competition clause pursuant to art. 2390 of the Italian Civil Code

The Meeting did not grant derogations with regard to the non-competition clause pursuant to art. 2390 of the Italian Civil Code.

4.4. DELEGATED BODIES

Managing Director

As already mentioned in section 4.2. "*Members*", during the meeting held on 10 June 2013 the Board reappointed Mr. Alberto Sacchi as Managing Director, who was given the following management powers, in line with the previous administrative appointment: to carry out all actions included in the corporate purpose, subject to the limitations set out by law and the Articles of Association, except for the following actions that need to be previously authorised by the Board of Directors: i) sell, exchange and transfer real estate in incorporated companies or under incorporation, ii) transfer, sell, award and generally dispose of the equity investments held in subsidiaries, so as to reduce the investments below 50.1% of the share capital.

Moreover, he also has the power to appoint and revoke appointment of proxies and attorneys by setting out their powers, as well as to promote and support legal actions on behalf of the Company – acting as both claimant or defendant – at any court (civil, penal or administrative) and at any level of jurisdiction, in Italy and abroad.

Chairman

In order to ensure maximum efficiency in corporate activities, on 10 June 2013 the Chairman was granted the following powers, to be exercised with separate signature: i) to define the agenda of the Board of Directors' meeting, in agreement with the Managing Director; ii) to supervise the implementation of the resolutions made by the Board of Directors and the Executive Committee, if present; iii) to provide for external communication, together with the Managing Director; iv) to file lawsuits, requests and complaints, promote and support legal actions on behalf of the company – acting as both claimant or defendant – at any court (civil, penal or administrative) and at any level of jurisdiction, both in Italy and abroad, including the Constitutional Court, the Court of Cassation, the Council of State, the Higher Public Water Court, the regional Courts and any other Court (including special ones) also with regard to revisions and third-party proceedings, as well as the European Court of Justice, to appoint and revoke lawyers and solicitors; v) to represent the Company during the meetings of companies, associations, boards and bodies who do not form joint-stock companies, of which the Company is a shareholder or a member entitled to delegate another person; and vi) to sign corporate mail and the documents related to the office and the exercise of his powers.

Vice-Chairmen

For reasons of management efficiency, the operations of Vice-Chairmen were aligned with those of the Chairman, by granting similar powers to be exercised with separate signature, in case of absence or impediment of the Chairman.

General Management

Starting from May 2005, the organisational structure of the Company was implemented with the appointment of a General Manager, Mr. Graziano Settime (Administrative and Financial Manager). Based on the powers granted to him in March 2006 – which were subsequently revised in August 2012 – he has the following tasks: i) to prepare the organisational, financial, industrial and commercial plans of the Company, in compliance with the general guidelines of the Board, which shall be previously examined by the Chairman and/or the Managing Director; ii) to coordinate the activities of Company Managements and supervise the organisation of employees, by defining their tasks and abilities, as well as to adopt disciplinary measures in compliance with current rules, the national collective agreement and the corporate trade union agreements.

As part of the current and ordinary corporate management, expense limits have been defined, among which: i) EUR 1,000,000 to negotiate and sign contracts; ii) EUR 5,000,000 to purchase, sell and subscribe credit instruments and equity investments other than those related to subsidiaries or associated companies, pursuant to Art. 2359 of the Italian Civil Code; iii) EUR 10,000,000 to subscribe and terminate policies of any kind.

Executive Committee (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Law on

Finance)

Based on the current organisational and operating structure of the Issuer, the Board of Directors has not appointed an Executive Committee.

Information to the Board

The Chairman and the Managing Director reported to the Board of Directors and the Board of Statutory Auditors, during each single meeting and at least on a quarterly basis, on the activities carried out in the exercise of their powers, on the general management performance and its outlook, as well as on the most significant economic and financial transactions made by the Company or its subsidiaries.

4.5. OTHER EXECUTIVE DIRECTORS

In the light of the definition contained in the application criterion 2.C.1. of the Code and the current administrative structure, the Sole Director of the "strategic subsidiary" IGLI S.p.A. Stefano Viviano holds the office of executive director, in addition to the Chairman, the Vice-Chairmen and the Managing Director.

4.6. INDEPENDENT DIRECTORS

As shown above, upon presentation of the lists (and the acceptance of the candidature), 6 Directors confirmed compliance with the independence requirements set out by the Code and the Consolidated Law on Finance, while one Director confirmed compliance only with regard to the Consolidated Law on Finance. Compliance with these requirements, also having heard the opinion of the Board of Statutory Auditors, was positively assessed by the Board following the appointment and during the usual annual assessments, the last of which was made in February 2015.

All Directors undertook to report to the Issuer on any change of the information provided upon acceptance of the candidature, among which their independence.

In the framework of its specific powers and authorities, the Board of Statutory Auditors favourably examined and verified the correct application of the assessment criteria and procedures adopted by the Board to assess the independence of its members.

Independent Directors' Meeting

The meeting of the Independent Directors was held in December 2014. Following the assessment, they positively assessed the operations and composition of the Management Body, whose members have professional profiles and knowledge suitable in order to achieve the strategies and aims of the Company and the Group.

In this context, they expressed their favourable opinion on the existing information flow that enables them to monitor corporate activities and the internal audit system of ASTM and its main investees, also thanks to the cooperation of the corporate management and the staff responsible for this subject. To this regard, they welcomed the position taken concerning the definition of the deadline for the information given before the Board's meeting.

It was acknowledged that the Board is regularly updated on the ordinary and extraordinary administration of the Company, on significant events, as well as on initiatives under assessment and those carried out in the exercise of management powers.

Reference was also made to the precious contribution given by the Audit and Risk Committee, the Remuneration Committee and the Supervisory Body, which periodically report on the results of their activities, in the framework of their powers and authorities, and support the Board's decisions in case they comply with the requirements.

4.7. LEAD INDEPENDENT DIRECTOR

The current organisational structure of the Board, with regard to the distribution and allocation of management powers, complies with the principles contained in the Code, according to which the company management should be divided from the office of Chairman. For this reason, there is no need to appoint a lead independent director among independent directors.

5.0 HANDLING OF CORPORATE INFORMATION

During the financial year, the Chairman and the Managing Director, in cooperation with the General Manager, the Administrative and Financial Manager and the investor relations' supervisor, have been in charge of the management of corporate information, with particular reference to price-sensitive information.

The disclosure of documents and information on the Company and its subsidiaries has been carried out - in agreement with the Chairman and the Managing Director - by the Board's Secretariat and the Corporate Bodies' Office with regard to communications to the relevant Authorities and the Shareholders and by the investor relations' supervisor for information to institutional investors.

With the implementation of the "organizational, management and control models pursuant to Legislative Decree 231/01", the Board adopted among other things the procedure for the "management of confidential information", whose disclosure is carried out by means of dedicated network connections (SDIR-NIS and 1INFO), whose access is protected by passwords which are only known to the Board's Secretariat.

With regard to the hypothesis of "insider trading", as from 1 April 2006 the Issuer and its subsidiaries created a register of individuals who have access to inside information, in accordance with the terms and conditions set out by current regulations.

The said register is managed according to a specific IT procedure prepared for that purpose.

With regard to the Internal Dealing procedure, the Corporate Bodies' Office is responsible for the receipt, management and diffusion on the market of those transactions - equal or higher than EUR 5,000 - carried out with regard to the Issuer's security and the related financial instruments by "significant parties", as identified by the current legal requirements.

In order to promptly comply with disclosure requirements, a document entitled "*Transactions carried out by significant parties and persons closely related to them*" was drawn up and given to "significant parties". This document contains all legal and regulatory provisions that constitute the regulatory framework, as well as the terms and conditions for communications to Consob, the Issuer and the market.

During 2014, the Issuer transmitted to the market 1 internal dealing notice concerning a purchase transaction carried out, with regard to the Issuer's financial instruments, by the Managing Director Alberto Sacchi.

6.0 BOARD OF DIRECTORS' INTERNAL COMMITTEES (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Law on Finance)

Following renewal of the Management Body by the Ordinary Shareholders' Meeting held on 10 June 2013, the Board – during the meeting held on the same date – appointed the Remuneration Committee and the Audit and Risk Committee. Their members comply with the provisions set out in the Code, since they all are non-executive members and meet independence requirements.

The Board decided neither to appoint the Appointment Committee nor other Committees, for the reasons described below.

7.0 APPOINTMENT COMMITTEE

In line with the assessments made in the past, the Board does not deem it necessary to create an internal Appointment Committee, assuming that the appointment of Directors is carried out by means of list voting, in compliance with the terms and conditions set out in art. 16 of the Articles of Association.

8.0 REMUNERATION COMMITTEE

Composition and functioning of the Remuneration Committee (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Law on Finance)

The Remuneration Committee is made up of the Independent Directors Marco Weigmann (Chairman), Caterina Bima and Luigi Roth, the latter having adequate knowledge and experience in financial and remuneration policy matters.

The Committee is convened - upon request of its members - by the Board's Secretariat, which also prepares the minutes of each single meeting. All members of the Board of Statutory Auditors are also invited to take part in the meetings.

The Committee held one meeting, that was attended by all members and by the whole Board of Statutory Auditors. One meeting has already been held in 2015, in order to evaluate some proposals concerning the Issuer's remuneration policy, which will be submitted to the annual Shareholders' Meeting convened for the approval of 2014 financial statements. No other meetings have been planned up to now.

Pursuant to the recommendations contained in the Code, the Directors do not attend the Committee's meetings during which proposals are made to the Board with regard to their remuneration.

Functions

In compliance with the Code, the Remuneration Committee has the power to: i) submit proposals to the Board concerning remuneration policies for directors and key management personnel; ii) periodically assess adequacy, general coherence and practical implementation of remuneration policies adopted for directors and key management personnel, by making use (with regard to this latter point) of the information provided by managing directors, as well as to make proposals to the Board on this subject; iii) make proposals or express opinions to the Board on the remuneration of executive directors and other directors holding specific offices, as well as on the performance objectives related to the variable portion of this remuneration; iv) monitor the implementation of the decisions adopted by the Board by assessing, in particular, the achievement of performance objectives.

By exercising these powers, during 2014 the Committee has supported the Board in the definition of the general remuneration policy, which was submitted to the non-binding vote of the Annual Shareholders' Meeting held on 22 April 2014.

To carry out its duties, the Committee uses corporate means and structures and can avail itself of external consultants, whose costs are to be borne by the Company. Consequently, as of today the Board of Directors has not considered the opportunity to approve a specific budget for the Committee.

9.0 DIRECTORS' REMUNERATION

General Remuneration Policy

In compliance with article 16 of the current Articles of Association, the Shareholders' Meeting approves the annual fee payable to the members of the Board; this fee is valid also for the financial years following the one for which it was approved, until a new decision is taken by the meeting.

The members of the Board are entitled to reimbursement of the costs incurred to carry out their duties.

Except for the fees approved by the Shareholders' Meeting, the remunerations for those persons holding corporate offices are established by the Board upon proposal of the Remuneration Committee and having consulted the Board of Statutory Auditors, pursuant to art. 2389 of the Italian Civil Code, as

well as by the Audit and Risk Committee if requirements are met, pursuant to the procedure on transactions with related parties.

Moreover, the Board sets out the remuneration for the members of the Supervisory Body and the Committees that have been created in compliance with the Code.

In March 2015, based on the proposal of the Remuneration Committee, the Board approved the Issuer's remuneration policy, which is mainly in line with the one approved last year and by the Shareholders' Meeting on 22 April 2014.

With regard to remuneration policies, the Company established fixed wages for its directors with management powers (including executive ones) and excluded variable wages.

Therefore, there are no (i) remuneration plans based on shares, and (ii) remunerations which are significantly linked to the achievement of specific - also non-economic - performance objectives.

This issue is thoroughly described in the "Remuneration Report" (prepared in compliance with Article 123-ter of the Consolidated Law on Finance and article 84-quater of the Consob Issuer Regulation), which is available on the company's website www.astm.it - "corporate governance" section.

Remuneration of key management personnel

By reference to the definition contained in Annex 1 of the Consob Related Parties Regulation, the Issuer did not identify any key management personnel in addition to the General Manager.

Incentives for the internal audit manager and the manager in charge of drawing up the corporate accounting documents

In line with the principles and values of the Issuer's remuneration policy, no incentives are set out for the internal audit manager and the manager in charge of drawing up the corporate accounting documents.

Directors' indemnity in case of resignation, dismissal or termination of the employment relationship following a take-over bid (pursuant to art. 123-bis, paragraph 1, letter i) of the Consolidated Law on Finance)

The Issuer did not sign with the Directors and the General Manager any agreements for indemnities in case of resignation, dismissal or termination of the employment following a take-over bid.

10.0 AUDIT AND RISK COMMITTEE

Composition and functioning of the Audit and Risk Committee (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Law on Finance)

The Audit and Risk Committee is made up of the Independent Directors Giuseppe Garofano, Barbara Poggiali and Flavio Dezzani, the latter acting as Chairman and having adequate experience in accounting, financial and risk management matters.

During the financial year, the Committee held six meetings that were also attended by the members of the Board of Statutory Auditors.

On 6 March 2014, the Board of Directors approved the new " guidelines for the internal audit and risk management system", according to which the Committee reports on the results of its activities on a half-yearly basis (instead of a quarterly basis), during the meetings held to approve the annual and interim accounting documents. As a consequence, at least 2 meetings have been planned for FY 2015, without prejudice to further meetings concerning any preliminary assessment of transactions with related parties.

One meeting has already been held since the beginning of the financial year.

The Committee is convened - upon request of its members - by the Board's Secretariat, that also invites the Board of Statutory Auditors.

Functions

The Committee assisted the Board in carrying out the tasks assigned to the latter with regard to internal audit issues, by having access to all necessary corporate information and functions.

The Committee carries out all tasks set out in the Code, i.e.: a) together with the manager in charge of drawing up the corporate accounting documents and having heard the statutory auditor and the board of statutory auditors, it assesses the correct use of accounting standards and, in case of groups, their uniformity with regard to the preparation of the consolidated financial statements; b) it expresses opinions on specific aspects concerning the identification of the main corporate risks; c) it evaluates the periodic reports on the assessment of the internal audit and risk management systems and those of significant importance prepared by the internal audit function; d) it monitors the autonomy, adequacy, efficacy and effectiveness of the internal audit function; e) it asks the internal audit function to carry out controls on specific operating areas, by notifying this to the chairman of the board of statutory auditors; f) it reports to the board on its activity and the adequacy of the internal audit and risk management system at least on a half-yearly basis, at the time of approval of the annual and half-yearly financial reports.

In this context, the Committee receives the following information:

- (i) from the internal audit manager, the draft audit plan to be submitted to the approval of the Board of Directors, as well as the periodic report on the results obtained from the assessments made;
- (ii) from the manager in charge of drawing up the corporate accounting documents, a report concerning the activities carried out in order to ensure correctness, completeness and operating

efficiency of the administrative and accounting procedures necessary to adequately prepare the separate and consolidated financial statements;

- (iii) from the director responsible for the internal audit and risk management system, the report on the implementation of the guidelines for the internal audit and risk management system and on the adequacy and efficacy of the System as a whole, as well as any reports on specific problems emerged during its activities.

Moreover, in compliance with the said guidelines, meetings with the Director responsible for the internal audit and risk management system of SIAS S.p.A. have also been planned.

During 2014, the Committee did not ask the internal audit function to carry out assessments on specific operational areas.

According to the procedure on transactions with related parties, the Committee is in charge of analysing, in advance and upon compliance with the requirements, any transactions with related parties, in order to support the Board's resolutions. As detailed below, the Committee supported the Board in the review of the said procedure, as part of the three-year assessment activities recommended by Consob.

To carry out its duties, the Committee uses corporate means and structures and can avail itself of external consultants, whose costs are to be borne by the Company. Consequently, as of today the Board of Directors has not considered the opportunity to approve a specific budget for the Committee.

11.0 INTERNAL AUDIT AND RISK MANAGEMENT SYSTEM

The Board of Directors is responsible for the internal audit and risk management system; thanks to the support given by the Committee, it identifies its policies and regularly assesses its suitability and effectiveness, ensuring that the main corporate risks are identified and managed in a manner coherent with the strategic objectives.

In order to monitor the achievement of the Group's strategies and purposes, the Boards of Directors of the investee companies alternatively include the Vice-Chairmen, the Managing Director and some Issuer's Directors who are expert in specific sectors.

Moreover, the "internal audit supervisor" and the "manager in charge of drawing up the corporate accounting documents", as well as the "Project 231" and the "Control model 262" contribute to safeguarding the principles of proper and efficient management. These are described in detail in the following sections.

With regard to above, the Board, as part of the usual annual assessment made in February 2015, acknowledged that the internal audit and risk management system is adequate and effective in order to identify, assess, manage and monitor the risks, having taken into account the risk profile and the characteristics of the Company and the segments in which the Group operates.

With specific regard to the main features of the existing risk management and internal audit systems concerning the (consolidated) financial reporting process, if applicable, reference is made to Annex 1.

11.1. DIRECTOR RESPONSIBLE FOR THE INTERNAL AUDIT AND RISK MANAGEMENT SYSTEM

In June 2013, following the renewal of the Management Body, the Director Luigi Bomarsi was appointed as Director responsible for the internal audit and risk management system. Mr Bomarsi, together with the Audit and Risk Committee, reviewed the identification, assessment and monitoring system of the risks to which the Company and the Group are exposed, as part of specific meetings that were also attended by the members of the Board of Statutory Auditors.

This activity, which followed the one carried out during the previous administrative appointment, was divided into four different stages: i) to define strategic objectives; ii) to identify risks; iii) to evaluate risks; and iv) to carry out control and monitoring activities.

The risks that have been identified were subsequently classified into uniform categories.

An assessment of the "probability" that each risk occurs has been made, as well as of the "impact" that each risk could have on the achievement of strategic objectives. The said assessment was also made in terms of "pertinence" (risk in case there are no control activities aimed at reducing corporate risks) and "residual character" (risk that remains even after the management has carried out the activities in order to reduce it). A significant decrease of the "inherent" risk emerged from this analysis (from medium-high to medium-low in terms of "residual" risk).

In August 2013, the said assessment, in line with previous Board's resolutions, was shared by the Management Body in office, which approved the definition of the type and level of risk that is compatible with the strategic objectives of the Company.

During the financial year, the Director carried out a new analysis of corporate risks. No "new risks" were identified as compared to those that had been previously recorded and the results have been shared in December 2014 with the Audit and Risk Committee and then with the Board of Directors, which approved/confirmed the nature and level of risk that is compatible with the strategic objectives of the Company and its subsidiaries.

With regard to above, the appointed Director receives the reports on the internal audit and risk management system from the subsidiaries (excluding SIAS S.p.A. and its subsidiaries, due to the reasons detailed in paragraph 4.3) on a quarterly basis, in order to assess compliance with the internal audit provisions set out by any applicable law and regulation.

11.2. INTERNAL AUDIT MANAGER

Starting from November 2012 and based on the resolution adopted by the Board in office at that time, Mr. Alberto Carnevale Mijno of Protiviti s.r.l. was appointed as "internal audit manager", upon proposal of the "director responsible for the internal audit and risk management system" and having obtained the positive opinion of the Audit and Risk Committee, as well as the opinion of the Board of Statutory Auditors. As part of its institutional tasks, Protiviti s.r.l. already provides support to the

activities of the “manager in charge of drawing up the corporate accounting documents” and the Supervisory Body.

The professional profile of Mr. Carnevale was considered suitable and qualified in order to carry out his tasks, given his deep knowledge in internal audit matters acquired by following the implementation/execution of internal audit activities with leading Italian companies (some of which listed) on behalf of the leading company Protiviti S.r.l..

With regard to his task, the “internal audit manager” prepared the “2013-2015 Audit Plan” (that fully entered into force as of 1 January 2013), which identifies the areas/processes subject to assessment and monitoring, also taking into account the results from i) the risk assessment activities carried out in 2012; ii) the analysis of high risk areas/processes carried out with the management; and iii) the assessments made in previous financial years with regard to the provisions set out in Law no. 262/2005 and in Legislative Decree no. 231/2001.

Based on the relevance of the risks, the priorities of action and the audit activities have been defined and planned, by identifying the companies, processes and systems, as well as the type of audit actions and objectives and the timescale of each Plan intervention, which involves the parent company ASTM and the subsidiaries Sina S.p.A., Sineco S.p.A. and Igli S.p.A..

The audit plan (which can also include meetings with the internal audit manager of the subsidiary SIAS, which leads the Group motorway sector), having heard the Audit and Risk Committee, the Board of Statutory Auditors and the “director responsible for the internal audit and risk management system”, was approved in December 2012 by the Board in office and subsequently shared and confirmed in August 2013 and February 2015.

The internal audit manager was granted an annual gross remuneration, as well as an economic fund amounting to EUR 30 thousand, which can be integrated by the Chairman and/or the Managing Director upon request of the interested party and subject to the approval of the Board.

As set out by the Code, during the financial year the internal audit manager reported on the results of the assessments to the Board of Directors, the Board of Statutory Auditors, the Audit and Risk Committee and the Director responsible for the internal audit and risk management system. Updated information on the progress of the activities set out in the said plan was provided to the Board. In March 2014, the latter approved the work programme for FY 2014 as part of the "2013-2015 Audit Plan". This programme obtained the favourable opinion of the Audit and Risk Committee, having heard the Board of Statutory Auditors and the director responsible for the internal audit and risk management system.

Similarly, the action and assessment plan for the current financial year was also approved in February 2015.

11.3. ORGANISATIONAL MODEL pursuant to Legislative Decree 231/2001

With regard to the “Administrative responsibility of Companies”, the “Project 231” - which was carried out during 2004 - aimed at analysing and adapting the organisational, management and control instruments of the Company and its significant subsidiaries to the requirements set out in Legislative Decree no. 231/2001.

With regard to the above-mentioned aspects, both ASTM and the main Group Companies adopted - following specific resolutions - the “organisational, management and control models pursuant to Legislative Decree no. 231/01” and the related “Code of Ethics and Code of conduct”. Moreover, a disciplinary system was created to punish failure to comply with the provisions and principles contained in the said documents.

The models adopted comply with the principles set out in the “Confindustria Guidelines” - which were approved in March 2002 and are considered by the Ministry of Justice as being adequate to achieve the purpose set out in art. 6, paragraph 3 of Legislative Decree no. 231/01 - and were considered compatible, by the related management bodies, with the achievement of the objectives set out in the regulations on the subject.

The Supervisory Bodies were appointed upon the implementation of the said “Project 231” and are responsible for monitoring the function, effectiveness and observance of the “Models” and for updating them. The Bodies are composed of three members (one of whom is the Chairman) who, according to independent judgement principles, report directly to the Board.

Each Body – whose members remain in office for a period similar to that of the Management Body – sets the rules for its own operations and prepares proper regulations.

In carrying out their duties, the Supervisory Bodies work with Protiviti S.r.l., a major consulting firm that supports them in the periodic assessment procedures established by them.

In 2009, following the analysis carried out by the Supervisory Body, the Board updated the organisational model and the Code of Ethics, in the light of the progressive expansion of the scope of application of Legislative Decree no. 231/2001.

The analysis mainly focused on some specific cases, such as: i) market abuse, i.e. "insider trading" and "market manipulation"; ii) crimes of receiving stolen goods, money laundering, use of criminal money or stolen goods; iii) cyber attacks and unlawful processing of data; iv) transnational crime; and v) offences connected with the breach of rules concerning accident prevention, hygiene at work and safety of workers.

Following the risk assessment, the adequacy of the organisational model adopted by the Company with regard to the risks described in points i), ii) and iii) above was confirmed. As regards the crimes described in point iv), it was acknowledged that the activities carried out by the Issuer are not characterised by risk profiles, for which there are valid reasons to expect that such crimes are committed in its interest or benefit.

The adjustment process – which also took into account the provisions contained in the new “Confindustria Guidelines” published in March 2008 and approved by the Ministry of Justice – focused on the implementation of the measures concerning safety and hygiene at work.

In February 2011, the Board approved a further update of the above-mentioned documents with regard to the offence of *“soliciting not to make statements or to make untrue statements to the judicial authority”*, since the other types were considered as being less probable (“organised crime offences”, “offences against the industrial and commercial sectors”, “copyright infringement offences”).

As a result of a further analysis carried out with the support of the consulting firm Protiviti S.r.l., the Board i) in August 2012 and with reference to the so-called "offences against the environment" that have been introduced by Legislative Decree no. 121/2011, came to the conclusion that the only activity that can be subject to remarks (although irrelevant in the light of the existing control structures) is the one related to the management of ozone-damaging substances that may be contained in the centralised air conditioning system of corporate premises, while ii) in November 2012 and with regard to the “employment of third-country nationals residing without authorisation” (that has been introduced by Legislative Decree no. 109/2012), it deemed it necessary to update the organisational model and the Code of Ethics, by strengthening the ethic related to relationships with employees and by setting out an explicit condemnation of all forms of irregular work.

Afterwards, in March 2014 and with the favourable opinion of the "Supervisory Body", the Board approved a new update of the organisational model and the Code of Ethics, following the introduction into Legislative Decree no. 231/2001 according to Law dated 6 November 2012, of the "*corruption in the private sector*" crime, while it did not establish any risk profile with regard to the crime of "*malfeasance in public office with regard to giving or promising benefits*".

Finally, in February 2015, (i) a further update of the Organisational, management and control model of the Company was carried out in order to come into line with some indications included in the last edition of the Confindustria Guidelines, as approved by the Ministry of Justice in July 2014; (ii) some decision-making protocols/administrative-accounting procedures were reviewed and a new protocol concerning relationships with the Public Administration was implemented, pursuant to the general principles of the Group.

The Issuer's Body, whose members are the Director Cesare Ferrero (Chairman), the Standing Auditor Piera Braja (who replaced Lionello Jona Celesia as from 9 May 2014) and Roberto Sanino, held 4 meetings that were attended by all members.

As part of its activities, the Body focused its attention on the assessment of corporate procedures. Following this assessment, no observation or comments were made with regard to failure or error in their application.

As of today, the Board has not considered the opportunity of devolving to the Board of Statutory Auditors the functions of the Supervisory Body.

11.4. INDEPENDENT AUDITORS

Deloitte & Touche S.p.A., with registered office in Milan, Via Tortona 25, enrolled in the legal auditors' register at the Ministry of Economics and Finance, pursuant to Legislative Decree no. 39/2010, carries out regulatory audit activities for the Issuer, as mandated by the Shareholders' Meeting on 28 April 2009 for the financial years 2009 to 2017, upon justified proposal of the Board of Statutory Auditors.

11.5. MANAGER IN CHARGE OF DRAWING UP THE CORPORATE ACCOUNTING DOCUMENTS AND OTHER CORPORATE TASKS AND FUNCTIONS

In compliance with art. 21, paragraph 6 of the Articles of Association, on 10 June 2013 the Board – having consulted the Board of Statutory Auditors – re-appointed Mr. Graziano Settime (Administration and Financial Manager of the Issuer) as “manager in charge of drawing up the corporate accounting documents”.

Mr. Settime – who has extensive professional experience in administrative and financial matters and complies with the requirements of integrity required for the position of director – was appointed for the same term of office of the Management Body (i.e. until approval of the 2015 financial statements). The manager has the power to obtain from the heads of each corporate department any information relevant to carry out his duties, as well as the power to i) structure and organise - within his own activities - the human resources available; ii) talk to the board of directors and statutory auditors, including the participation *ad audiendum* in the Board's meetings held for the examination and approval of accounting documents; iii) talk to the Audit and Risk Committee and the Supervisory Body; iv) take part in the planning of information systems that have an impact on the economic and financial situation.

Moreover, the Board resolved upon the availability of a fund amounting to EUR 45,000 which can be integrated by the Chairman and/or the Managing Director upon the manager's request, with subsequent ratification by the Board.

As in previous financial years, during 2014 the manager monitored the functioning of the “control model 262”, which was implemented in 2007 – according to a top-down approach – within ASTM and its main subsidiaries, in order to achieve compliance with administrative-accounting procedures concerning the tasks governed by art. 154-bis of the Consolidated Law on Finance.

Moreover, the implementation of the said model also entailed the appointment of specific managers by all Group companies involved.

With a view to the optimisation of controls within the funds made available to each Manager, the assessment of the correct application of the said procedures was carried out, like in previous years, with the help of Protiviti s.r.l., based on the plan drawn up by each single Company, according to which tests shall concentrate in the periods dedicated to the preparation of the financial statements and the

half-yearly financial report. The results of these controls mainly confirmed the correct application of the administrative-accounting procedures under review.

The support provided by Protiviti s.r.l. was equal to 32 days/man (11 of which for the activities carried out within ASTM) – in addition to the commitment of Companies' employees – in line with the estimates.

As part of the procedures concerning the "control model 262", the Managers of all Group Companies transmitted any related "statement" and "certification" concerning annual and interim accounting documents.

11.6. COORDINATION BETWEEN THE PEOPLE INVOLVED IN THE INTERNAL AUDIT AND RISK MANAGEMENT SYSTEM

As described above, the functions and bodies that make up the Issuer's internal audit system report on the activities carried out in order to comply with their institutional tasks and the related results, according to the methods and deadlines set out by the related legal and regulatory provisions, as well as by the Code's recommendations providing for their creation.

Moreover, in March 2014 the Issuer, having taken into account the dedicated mapping carried out by a major consultancy firm, made an analysis of the relationships between the functions, with regard to their responsibility and operativeness, as well as the related information flows, in order to optimise the related system in a structured and efficient manner, for a timely monitoring and management of risks. At the end of these activities, on 6 March 2014 the Board of Directors approved the above-mentioned "guidelines for the internal audit and risk management system".

12.0 DIRECTORS' INTERESTS AND TRANSACTIONS WITH RELATED PARTIES

As from 1 January 2011 the procedure on transactions with related parties has entered into force. This procedure was approved by the Board on 26 November 2010 (and subsequently amended on 9 November 2012) in compliance with the Consob Related Parties Regulation, having obtained the favourable opinion of a dedicated Committee, which is made up of all Independent Directors in office. The Board of Statutory Auditors ascertained that the procedure is compliant with the said Regulation and acknowledged that it is adequate in order to ensure substantial and procedural transparency and correctness.

The procedure – which is available on the Company's website under section "corporate governance", as well as on the Borsa Italiana's website – sets out i) the amounts that, based on specific materiality indexes, allow to identify transactions of lesser or greater importance; ii) the transactions that have been excluded and are not subject to the procedure set out for their approval, except for communication obligations towards Consob, if of greater importance; iii) the transactions carried out by subsidiaries other than SIAS or by subsidiaries of the latter, that shall be subject to approval of the ASTM Board, having heard the opinion of the Audit and Risk Committee.

This category includes:

- a) acquisition or disposal of real estate whose value is higher than EUR 1 million;
- b) merger transactions, division by acquisition or non-proportional division transactions, if a company (which represents related parties' interests that can be defined as significant, as set out in the procedure) takes part in the transaction;
- c) transactions other than those mentioned above, which have a single value higher than EUR 10 million (such as, by way of example only, acquisitions or disposals of equity investments, companies or business units, or granting of guarantees).

To this end, the management autonomy of the listed subsidiary SIAS remained unchanged, in line with the practice according to which the transactions of SIAS and its subsidiaries are neither analysed nor approved in advance.

For a correct implementation of the procedure within the ASTM Group, any relevant information and operating instructions have been immediately notified to the subsidiaries.

Moreover, for a proper management of the procedure, ASTM's related parties are recorded in a specific database created on the basis of the register of equity investments and statements made by the related parties.

As already mentioned above, the Audit and Risk Committee will give an opinion on the transactions with related parties, upon compliance with the requirements. For a proper functioning, a replacement system by age has been set out if some members are already involved in specific transactions.

As stated above, in March 2014 the Board, having obtained the positive opinion of the Audit and Risk Committee (acting as Committee for Related Party Transactions) approved - as part of the three-year assessment activities recommended by Consob - to amend the Procedure, in order to specify that in the case of duration contracts reference should be made to the total amount, while in the case of contracts with related parties it is not possible to opt for automatic annual renewal.

Any Director who has an interest - potential or indirect - in corporate transactions shall promptly and fully inform the Board, showing willingness to withdraw from the meeting or refrain from any discussion and related resolution, in case such interest is considered "relevant" by the other Directors. However, the Board has the power to take the most appropriate decisions in case transactions are carried out at normal market conditions - on the basis of independent experts' appraisals - or if the withdrawal from the meeting of the above-mentioned Directors when the resolution is taken gives reason to believe that the necessary constituent quorum may not be reached.

13.0 AUDITORS' APPOINTMENT

Pursuant to article 26 of the Articles of Association, the Board of Statutory Auditors is made up of three Standing Auditors and three Substitute Auditors.

In order to ensure that a Standing Auditor and a Substitute Auditor are elected from the minority, the

appointment of the Board of Statutory Auditors is carried out according to the lists submitted by the shareholders, in which the names of the candidates are listed and marked with a progressive number.

The list is made up of two sections: one for the candidates for the office of Standing Auditor and the other for the office of Substitute Auditor. In order to comply with current regulations on gender parity, the lists that, having taken into account both sections, have a number of candidates equal or higher than three should include candidates of both genders in the first two places of both the Standing Auditors' and the Substitute Auditors' sections.

Only shareholders who - alone or together with others - hold shares representing the shareholding in the share capital, as set out by law, have the right to submit lists. The legal title to the above-mentioned shareholding shall be proved according to the methods and timescales set out by law.

Each shareholder - as well as those shareholders belonging to the same group and those who adhere to a shareholders' agreement concerning Company's shares - cannot submit or vote more than one list, neither through a trust company nor a third party. Each candidate may be included in one list only or is declared ineligible.

Those candidates who do not comply with the requirements of integrity and professionalism established by law may not be included in the lists.

At least one Standing Auditor and one Substitute Auditor are chosen among those enrolled in the Auditors' Register and shall have exercised legal audit activities for not less than three years.

Those Auditors who do not comply with the said requirement are chosen among those who have three year's experience in:

- a) administration and control activities or executive duties for corporations with a share capital no lower than EUR 2 million; or
- b) professional or tenured university teaching activities in legal, economic, financial and technical-scientific subjects, with regard to the industrial, banking, transport services, logistics, technology and IT sectors; or
- c) management functions at public institutions or administrations operating in the credit, financial, insurance, industrial, transport services, logistics, technology and IT sectors.

The outgoing auditors can be re-elected.

The submitted lists shall be filed at the registered office of the Company within the terms and according to the methods set out by current regulations. Such information is provided in the notice of call.

Further information is provided in the notice of call. The declarations by which candidates accept their candidacy and represent that there are no reasons for their ineligibility and incompatibility, together with any document required by law, must be deposited with each list; they also confirm they comply with legislative and statutory requirements.

The list that does not comply with the above-mentioned provisions shall be considered as not submitted.

The procedure for the appointment of Auditors is described below:

1. two standing auditors and two substitute auditors are chosen from the list that obtained the highest number of votes at the meeting, according to the order in which they are listed in the sections;
2. the other standing auditor and substitute auditor are chosen from the second list that obtained the highest number of votes at the meeting, according to the order in which they are listed in the sections.

In the event of a tie between two or more lists, the eldest Auditors shall be elected until the maximum number of places available is achieved.

The Board of Statutory Auditors shall be chaired by the candidate proposed by the second list, who obtained the highest number of votes at the meeting; in the event of a tie between two or more lists, the provisions contained in the previous paragraph shall apply.

If the application of the above-mentioned procedure does not allow to comply with the gender parity regulations with regard to Standing Auditors, the ratio to be assigned to each candidate from the Standing Auditors' sections of each list shall be calculated, by dividing the number of votes of each list by the order number of each candidate. The candidate belonging to the most represented gender and with the lowest ratio among the candidates of all lists is replaced by the candidate belonging to the less represented gender and with the following highest order number in the same Standing Auditors' section of the list of the substituted candidate or, subordinately, in the Substitute Auditors' section of the same list of the substituted candidate (who, in this case, will hold the position of the replaced substitute auditor). If the candidates of different lists obtain the same ratio, the candidate belonging to the list with the highest number of auditors will be replaced or, subordinately, the candidate from the list with the lowest number of votes. With regard to the appointment of auditors who, for any reason, are not appointed according to the above-mentioned procedure, the Shareholders' Meeting takes resolutions according to legal majorities and in compliance with the regulations from time to time in force with regard to gender parity.

The Auditor falls from office if he/she does not comply with legislative and statutory requirements.

In case of substitution of an Auditor, the substitute auditor belonging to the same list of the substituted auditor shall be appointed, so as to comply with the regulations from time to time in force with regard to gender parity and composition of the board of statutory auditors. If the above-mentioned replacement does not allow to comply with the current regulations on gender parity, the Shareholders' Meeting shall be convened as soon as possible so as to comply with such regulations.

In case of integration of the Board of Statutory Auditors following termination of office of one of its members for any reason, the Meeting shall resolve according to the simple majority principle and ensure representation in the Board to the minority, as well as compliance with the current regulations on gender parity.

14.0 MEMBERS AND FUNCTIONING OF THE BOARD OF STATUTORY AUDITORS (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Law on Finance)

The Board of Statutory Auditors in office until 22 April 2014 was appointed by the Ordinary Shareholders' Meeting on 29 April 2011 for the financial years 2011-2012-2013 (i.e. until the approval of the financial statements as at 31 December 2013), according to the 2 filed lists:

- list no. 1 (representing the majority) submitted by the Shareholder Argo Finanziaria S.p.A. (now Argo Finanziaria S.p.A. unipersonale), owning 50.892% of the share capital, which includes 2 candidates for the office of Standing Auditor (Lionello Jona Celesia and Ernesto Ramojno) and 1 candidate for the office of Substitute Auditor (Roberto Coda);
- list no. 2 (representing the minority) submitted by the Shareholder Assicurazioni Generali S.p.A., holding 4.969% of the share capital, which includes 1 candidate for the office of Standing Auditor (Marco Fazzini) and 1 candidate for the office of Substitute Auditor (Massimo Berni). Upon filing, this list also included the statement certifying that no relations existed with reference shareholders, as set out by the said regulatory provisions issued by Consob, implementing art. 148 of the Consolidated Law on Finance.

The minimum shareholding in the share capital required in order to submit lists was set out by Consob Resolution no. 17633 of 26 January 2011 and is equal to 2%.

All Auditors confirmed compliance with the independence requirements set out by the Code. The Board of Statutory Auditors was chaired by Marco Fazzini, representing minorities.

With regard to voting, out of a total of 64,649,405 shares present at the meeting (equal to 73.465% of the share capital), the list representing the majority was voted by 46,305,569 shares (400,439 shares abstained and 14,416 shares against), while the list representing the minority was voted by 17,928,981 shares (400,439 shares abstained and 14,416 shares against).

For each voting, the list with the names of the Shareholders and their votes is attached to the meeting's minutes of 29 April 2011 that have been published on the Company's website under section "corporate governance".

The Board of Statutory Auditors in office was appointed by the Ordinary Shareholders' Meeting on 22 April 2014 for the financial years 2014-2015-2016 (i.e. until the approval of the financial statements as at 31 December 2016), according to the 2 filed lists:

- list no. 1 (representing the majority) submitted by the Shareholder Argo Finanziaria S.p.A. unipersonale, holding 53.386% of the share capital, which includes 2 candidates for the office of Standing Auditor (Piera Braja and Ernesto Ramojno) and 2 candidates for the office of Substitute Auditor (Roberto Coda and Annalisa Donesana);
- list no. 2 (representing the minority) submitted by the Shareholder Assicurazioni Generali S.p.A., holding 4.341% of the share capital, which includes 1 candidate for the office of Standing Auditor (Marco Fazzini) and 1 candidate for the office of Substitute Auditor (Massimo Berni). Upon filing, this list also included the statement certifying that no relations existed with reference shareholders, as

set out by the said regulatory provisions issued by Consob, implementing art. 148 of the Consolidated Law on Finance.

According to Consob's provisions set out in Resolution no. 18775 of 29 January 2014, the minimum shareholding in the share capital required in order to submit lists was equal to 2.5%.

All Auditors confirmed compliance with the independence requirements set out by the regulations and the Articles of Association. The Board of Statutory Auditors is chaired again by Marco Fazzini.

With regard to voting, out of a total of 68,893,366 shares present at the meeting (equal to 78.288% of the share capital), the list representing the majority was voted by 48,627,395 shares, while the list representing the minority was voted by 20,235,428 shares. For both lists, the votes were as follows: 29,540 shares against, 3 shares abstained and 1,000 non-voting shares.

For each voting, the list with the names of the Shareholders and their votes is attached to the meeting's minutes of 22 April 2014 that have been published on the Company's website under section "corporate governance".

Some short bibliographical notes on the members of the Board of Statutory Auditors are detailed below. The related curricula, together with their lists, are available on the website (under section "corporate governance"):

Marco Fazzini: (born in Florence on 12 October 1974) - He obtained a degree in Business Economics at the University of Florence. He is enrolled in the Register of Chartered Accountants and in the Register of Auditors. He is Professor of Quantitative Methods and Assessments at Università Europea (European University) in Rome and Professor of Extraordinary Transactions at the University of Florence. He has also published several essays and articles.

Offices held in other companies: Chairman of the Board of Statutory Auditors: Compagnia Aeronautica Italiana S.p.A., Firenze Convention Bureau S.c.r.l.; Standing Auditor: Artigiancassa S.p.A. (BNP Paribas Group), Galileo TO Process Equipment S.r.l.; Sole Auditor: Centro Studi Turistici.

Piera Braja: (born in Turin, on 15 June 1964) - She obtained a degree in Economics and Business at the University of Turin. She is a chartered accountant mainly providing consultancy services to trading companies in corporate and tax matters, with regard to both ordinary operations and extraordinary and reorganisation transactions. She is enrolled in the Register of Auditors and is technical adviser at the Court of Turin. Moreover, she is a member of control bodies of joint-stock companies, foundations, associations and entities.

Offices held in other companies: Chairman of the Board of Statutory Auditors: Sait Finanziaria S.p.A., Sait Abrasivi S.p.A., Sed S.r.l., Gorent S.p.A., Cerrato S.r.l.; Standing Auditor: CA.NOVA S.p.A. (GTT Group), Farid Industrie S.p.A., (Farid European Group), Feg Brivio S.p.A. (Farid European Group), Feg S.p.A. (Farid European Group), Finpat S.p.A., Ischia Geotermia S.r.l. (CIE Group), Immobiliare Isober S.p.A., Jacobacci & Partners S.p.A., O.M.T. - Officine Meccaniche Torinesi S.p.A., SOFITO S.p.A..

Ernesto Ramojno: (born in Turin on 5 July 1949) - He obtained a degree in Economics and Business at

the University of Turin. He is a chartered accountant and holds the position of member of the Board of Statutory Auditors for important companies; thanks to these activities, he has extensive knowledge of corporate management matters, with particular reference to the corporate, tax and banking sectors.

Offices held: Chairman of the Board of Statutory Auditors: Accornero Mollificio S.p.A., Aedis Immobiliare S.r.l., Altav S.r.l., Deloma S.p.A., I.L.T.E. S.p.A., ILTE Holding S.p.A., Ondulato Torinese S.p.A., Planco Finanziaria S.r.l., Rieter Design S.r.l. in liquidation, Rotosud S.p.A., Savilla S.p.A., Sereco Piemonte S.p.A., Simta S.p.A., Sitalfa S.p.A., Sofir Felt Gestione Immobiliare S.p.A., STS Acoustics S.p.A., TRM S.p.A.; Standing Auditor: Alessandria Calore S.r.l., Barricalla S.p.A., C.I.E. S.p.A., Car City Club S.r.l., Concilium S.p.A., Environment Park S.p.A., Ferrero S.p.A., Ivrea 24 Abitare Sostenibile S.p.A., Millerivoli S.r.l., Risk Management S.p.A., Sait Abrasivi S.p.A., Sait Finanziaria S.p.A., S.I.T.A.F S.p.A., Tecnositaf S.p.A.; Sole Director: Foam Immobiliare S.p.A.; Director Shareholder: Giomar s.s., Lucy s.s..

Massimo Berni: (born in Florence on 13 September 1949) – He obtained a degree in Economics and Business at the University of Florence. He is a chartered accountant and he is technical adviser at the Court of Florence, where he was appointed as receiver, judicial receiver and liquidator in bankruptcy procedures.

Offices held: Chairman of the Board of Statutory Auditors: Rosss S.p.A..

Roberto Coda: (born in Turin on 3 September 1959) - He obtained a degree in Economics and Business at the University of Turin. He is a chartered accountant, focusing in particular on tax and corporate matters. He is specialised in corporate reorganisations, mergers, acquisitions, international tax planning. He is a member of the Board of Directors and Board of Statutory Auditors of industrial and utility companies. He provides assistance to companies and family groups for equity regulation and succession planning.

Offices held: Director: AFI, Consorzio Area PD, GI Pharma S.r.l., Investinfuture, Logico S.r.l., New Bravo Seven; Standing Auditor: Aida Ambiente S.r.l., Autostrade Bergamasche S.p.A., Aurora Uno S.p.A., Area Costruzioni S.p.A., Ciac S.c.r.l., Chieppa S.p.A., Coopcasa Piemonte, Cooperativa Giuseppe di Vittorio, Cooperativa Musetta, Cooperativa Quadrifoglio 91, Cooperativa San Pancrazio, Consorzio Valli di Lanzo, Cts Solutions S.r.l., De.Ga. S.p.A., Fast-Loc S.p.A., Finsoft S.r.l., Gm S.r.l., Immobiliare Ropa S.p.A., Itinera S.p.A., Jazz S.p.A., La Quercia - Società Cooperativa Edilizia, Prima Electro S.p.A., Risorse Idriche S.p.A., Segreto Fiduciaria S.p.A., Sicogen S.r.l., S.I.I. S.p.A., Smat S.p.A..

Annalisa Donesana: (born in Treviglio - BG - on 9/06/1966) - She obtained a degree in Economics and Business at the Bocconi University of Milan. She is a chartered accountant and has deep knowledge of tax matters, with particular reference to international tax law and listed companies. She is a consultant in international reorganisation transactions of leading groups operating in the real estate, plant engineering, food, chemical and fashion-luxury sectors.

Offices held: Standing auditor: Dea Capital S.p.A., Dea Capital Real Estate S.p.A., A2A Energia S.p.A., Sias S.p.A., IDEa Fimit SGR S.p.A..

With regard to above, Tables 3.1 and 3.2 included in the Appendix provide a summary of the data concerning the Board of Statutory Auditors in office until 22 April 2014 and the current one.

Until 22 April 2014, the Auditors held 5 meetings that were attended by all members, like the 4 Board of Directors' meetings that were held until the above-mentioned date.

The Board in office held 3 meetings that were attended by all members, while attendance to the 3 Board's meetings held in the period 22/04/2014 - 31/12/2014 was equal to 88.88%.

The duration of each meeting varied according to the issues dealt with.

With regard to its institutional tasks and the frequency of its assessments, in 2015 the Board of Statutory Auditors forecasts to meet at least on a quarterly basis. Four meetings have been held since the beginning of the financial year.

Compliance with the independence requirements (that was stated upon filing of the lists and upon acceptance of the candidature) was positively assessed following the renewal by both the Board of Statutory Auditors and the Board of Directors, as well as during the usual annual assessment made in February 2015.

If requirements are met, the Auditors shall promptly provide information on the transactions in which - on own account or on behalf of third parties - they have an interest, as provided for by the Code.

The Board of Statutory Auditors supervised the independence of the Independent Auditors, by assessing the nature and entity of the services, other than the audit, provided to the Issuer and its subsidiaries. The results of these controls were published in the annual report to the Shareholders' Meeting, pursuant to art. 153 of the Consolidated Law on Finance.

Within their functions, the Auditors have acquired information also through meetings with the Independent Auditors' representatives, the Board of Statutory Auditors of the subsidiaries SIAS (which is listed on the MTA), Sina S.p.A., Sineco S.p.A. and Igli S.p.A., the Supervisory Body (as stated above, one member of the Board of Statutory Auditors is a member of the Body) and by taking part in the meetings of the Audit and Risk Committee and the Remuneration Committee.

15.0 RELATIONSHIPS WITH SHAREHOLDERS

In order to make the access to information quicker and easier, the Issuer pays particular attention to the creation and updating of its website, with particular reference to "financial information" and "corporate governance".

Moreover, the website contains a descriptive profile of the Group and its investee companies, as well as the financial statements, the half-yearly financial report, the intermediate management reports of the Issuer, the Articles of Association, the Regulations for Shareholders' Meetings, press releases and the reports on the issues discussed at the Shareholders' Meetings, including notice of call and related

minutes.

For the appointment of Corporate Bodies, the lists of candidates, together with personal and professional details, are also published.

In any case, during the financial year the Chairman and the Managing Director – in compliance with the procedure concerning the disclosure of documents and information on the Issuer – have taken any necessary action so to create and promote dialogue with the Shareholders and Institutional Investors, based on the comprehension of reciprocal roles and functions.

So to make sure that these relationships are professionally handled and managed and taking into account the principles contained in the *“Guidelines for disclosure of information to the market”*, the investor relations’ supervisor carries out intense and constant information activities with regard to the results, as well as the growth and development prospects of the Issuer and the Group, by means of both personal meetings and institutional meetings with investors and analysts, both in Italy and abroad.

The investor relations' supervisor is Francesca Pezzoli, whose contact details are as follows: (tel: +39 (0)11-4392133 – fax: +39 011-4731691, e-mail: investor.relations@astm.it).

With regard to their roles, the Delegated Bodies and the investor relations’ supervisor avail themselves of the Board’s and Corporate Secretariats, especially as regards communications to the relevant Authorities and Shareholders.

16.0 SHAREHOLDERS' MEETINGS (pursuant to art. 123-bis, paragraph 2, letter c) of the Consolidated Law on Finance)

In the light of the Articles of Association and the reference legal and regulatory provisions, those persons who sent the Company the legitimation notice of the qualified broker – based on the records obtained at the end of the accounting day of the seventh open market day before the date of the Meeting – can take part in the Meeting and express their vote.

Those who are entitled to vote can be represented at the Meeting by written proxy or proxy sent electronically, in compliance with current regulations.

The Chairman shall ascertain the validity of proxies.

The electronic notification of the proxy shall be made by using the dedicated section of the Company’s website or the dedicated e-mail address, according to the methods described in the notice of call.

For each Shareholders’ Meeting, the Company can appoint – by specifying it in the notice of call – a person to whom the shareholders can give a proxy with voting instructions on one or all issues on the agenda, according to the methods and terms set out by law and regulations. The proxy is valid only with regard to those issues for which voting instructions have been given.

The Meeting is chaired by the Chairman of the Board of Directors. In case of absence or impediment, it is chaired by a Vice-Chairman or, if both are absent, by another person appointed by the Meeting.

The Chairman appoints the Secretary with the approval of the Meeting and, if necessary, two scrutineers, by choosing them among the shareholders with voting right or their representatives.

In the cases provided for by law, or if deemed appropriate by the Chairman of the Meeting, the minutes are prepared by a Notary Public appointed by the Chairman. In this case, it is not necessary to appoint a Secretary.

The (ordinary and extraordinary) Shareholders' Meeting is duly convened and takes resolutions according to the majorities set out by current regulations.

As of today, the Issuer does not provide for the possibility of taking part in the Meetings by means of audiovisual connection systems, electronic vote or voting by correspondence.

Based on the Annual Shareholders' Meeting held on 22 April 2014, on 31 March 2014 the shareholder Argo Finanziaria S.p.A. unipersonale sent, with regard to the third point on the agenda (*Appointment of the Board of Statutory Auditors for the financial years 2014-2015-2016*), the following resolution proposals on the fees to be paid to the members of the Board of Statutory Auditors, which were duly notified to the public on the same day.

Regulations for Shareholders' Meetings

In 2001, the Issuer adopted the Regulations for Shareholders' Meetings - in line with the model issued by ABI and Assonime - to enable the orderly and proper functioning of meetings.

On 17 November 2010, upon proposal of the Board and in line with the provisions contained in the Articles of Association, the Ordinary Shareholders' Meeting approved to align the regulations on its functioning with Legislative Decree no. 27 of 27 January 2010 with regard to the exercise of some rights of listed companies' shareholders.

More specifically, the said Regulations govern the operating methods for the Meeting's activities and the exercise of participants' rights. In this regard, the Chairman opens the discussion and calls those members who requested to speak according to a priority order; if necessary, the Chairman may decide that speeches shall be booked in writing, with indication of the subject.

After having provided any personal detail and the number of votes represented - each person who can take part in the meeting has the right to report on each of the issues on the agenda, make observations as well as proposals.

Taking into account the subject and relevance of each single issue - as well as the questions received before the Meeting and the number of persons who want to speak - the Chairman may predetermine the duration of speeches and answers by notifying the participants, so to make sure that works are completed within one single meeting.

For further information on the rules governing the functioning of the Issuer's meetings, reference should be made to Regulations' provisions published on the website (under section "corporate governance").

Information to the Shareholders

At the meetings, the Board provides the Shareholders with information on the Issuer, in compliance with the regulations on insider trading information.

During the meetings, the Chairman and the Managing Director ensure that the Shareholders are provided with all information necessary or useful for the adoption of resolutions.

More specifically - on the basis of the documents, concerning the points on the agenda, that are given to all participants - they explain the main features of any transaction and resolution that shall be examined and approved by the Shareholders. Moreover, they are available to talk and discuss on the requests made by the participants.

14 Directors took part in the Annual Meeting held on 22 April 2014.

Changes in capitalisation and shareholding structure

The Directors believe that the current percentages for the exercise of the actions and rights for the safeguard of minorities are in line with the current market capitalisation of the ASTM security.

17.0 FURTHER CORPORATE GOVERNANCE POLICIES (pursuant to art. 123-bis, paragraph 2, letter a) of the Consolidated Law on Finance)

No further corporate governance policies are reported than those detailed in previous paragraphs and currently applied by the Issuer, except for the obligations set out by legal and regulatory provisions.

18.0 CHANGES OCCURRED AFTER YEAR END

After the end of FY 2014, no changes occurred in the Issuer's governance structure.

Tortona, 5 March 2015

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TABLES

TABLE 1: INFORMATION ON OWNERSHIP STRUCTURE

As at 5/03/2015

SHARE CAPITAL STRUCTURE				
	No. of shares	% compared to s.c.	Listed	Rights and obligations
Ordinary shares	88,000,000 ⁽¹⁾	100	MTA (FTSE Italia Mid Cap Index)	
Multiple-voting shares				
Shares with limited voting right	=	=	=	=
Shares without voting right	=	=	=	=
Other				

- (1) Pursuant to articles 2359-bis and 2357-ter of the Italian Civil Code, the voting right has been suspended for 4,301,496 treasury shares held by the Company and 21,500 shares held, as at today's date, by the subsidiary ATIVA S.p.A..

SIGNIFICANT EQUITY INVESTMENTS IN THE SHARE CAPITAL			
Declarant	Direct shareholder	% share of ordinary share capital	% share of voting share capital
Aurelia S.r.l.	Aurelia S.r.l.	0.542	0.542
	Argo Finanziaria S.p.A. unipersonale	53.386	53.386
	Total Group	53.928	53.928
Astm S.p.A.	Astm S.p.A.	4.888	4.888
		voting right suspended, pursuant to Art. 2357-ter of the Italian Civil Code	voting right suspended, pursuant to Art. 2357-ter of the Italian Civil Code
	Ativa S.p.A.	0.024	0.024
		voting right suspended, pursuant to Art. 2359-bis of the Italian Civil Code	voting right suspended, pursuant to Art. 2359-bis of the Italian Civil Code
Total Group	Total Group	4.912	4.912
Lazard Asset Management LCC	Lazard Asset Management LCC	9.981	9.981
Assicurazioni Generali S.p.A.	Generali Italia S.p.A.	2.359	2.359
	Alleanza Assicurazioni S.p.A.	1.982	1.982
	Total Group	4.341	4.341
Norge Bank Investment Manage	Norge Bank Investment Management	2.038	2.038

TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS AND COMMITTEES

Office held	Members	Board of Directors											Audit and Risk Committee		Remuneration Committee	
		Year of birth	Date of first appointment *	In office since	In office until	List **	Executive	Non-executive	Independent, pursuant to the Code	Independent, pursuant to Consolidated Law on Finance	No. of other offices ***	(*)	(*)	(**)	(*)	(**)
01) Chairman	GROS-PIETRO G. M.	1942	20/04/2012	10/06/2013	Approval of 2015 financial statements	M	x				2	7/7				
02) Vice-Chairman	GAVIO D.	1958	24/03/1994	10/06/2013	Approval of 2015 financial statements	M	x				=	7/7				
03) Vice-Chairman	GAVIO M.	1967	28/04/2010	10/06/2013	Approval of 2015 financial statements	M	x				1	7/7				
04) Man. Director [◊]	SACCHI A.	1960	26/03/1991	10/06/2013	Approval of 2015 financial statements	M	x				=	7/7				
05) Director	BARIATTI S.	1956	10/06/2013	10/06/2013	Approval of 2015 financial statements	M		x			=	6/7				
06) Director	BIMA C.	1960	10/06/2013	10/06/2013	Approval of 2015 financial statements	M		x	x	x	1	5/7			1/1	M
07) Director [•]	BOMARSI L.	1959	06/12/2012	10/06/2013	Approval of 2015 financial statements	M		x			=	7/7				
08) Director	DEZZANI F.	1941	10/06/2013	10/06/2013	Approval of 2015 financial statements	M		x	x	x	2	5/7	4/6	C		
09) Director	FERRERO C.	1936	04/05/2001	10/06/2013	Approval of 2015 financial statements	M		x		x	3	7/7				
10) Director	GAROFANO G.	1944	10/05/2007	10/06/2013	Approval of 2015 financial statements	M		x	x	x	3	6/7	6/6	M		
11) Director	POGGIALI B.	1963	10/06/2013	10/06/2013	Approval of 2015 financial statements	M		x	x	x	4	7/7	5/6	M		
12) Director	ROTH L.	1940	28/04/2010	10/06/2013	Approval of 2015 financial statements	M		x	x	x	3	5/7			1/1	M
13) Director	RUBEGNI A.	1951	10/06/2013	10/06/2013	Approval of 2015 financial statements	M		x			2.5	6/7				
14) Director	VIVIANO S.	1976	28/04/2010	10/06/2013	Approval of 2015 financial statements	M	x				1	7/7				
15) Director	WEIGMANN M.	1940	10/06/2013	10/06/2013	Approval of 2015 financial statements	M		x	x	x	4	6/7			1/1	C
No. of meetings held during FY 2014						Board of Directors: 7				Audit and Risk Committee: 6			Remuneration Committee: 1			
Quorum required in order for minorities to submit lists to appoint one or more members (pursuant to art. 147-ter of the Consolidated Law on Finance): 2.5%																

NOTES

- This symbol indicates the "director responsible for the internal audit and risk management system".
- ◊ This symbol indicates the main supervisor for the Issuer's management (Chief Executive Officer or CEO).

- * "Date of first appointment of each Director" means the date on which the Director has been appointed for the very first time in the Board of Directors of the Issuer.
 - ** This column indicates the list of origin of each Director ("M": majority list; "m": minority list).
 - *** This column shows the number of offices held as director or auditor in other companies listed on regulated markets (including foreign markets), in financial, banking, insurance or large enterprises. The annexed list shows these companies and indicates whether these belong, or not, to the group that is under the Issuer's control or of which the Issuer is part, based on the data recorded in January 2015, with reference to calculation parameters and criteria of the "procedure on the limitation on total mandates" adopted by the Issuer.
- (*) This column shows the directors' attendance to the meetings of the Board of Directors and the Committees, respectively. (no. of attendances/no. of meetings held during the term of office).
- (**) This column shows the Director's office in the Committee: "C": Chairman; "M": Member.

Offices as director or auditor held by some Directors in other companies listed on regulated markets (including foreign markets), in financial, banking, insurance or large enterprises.

Member	Company	Office held
Bariatti Stefania	Società Iniziative Autostradali e Servizi S.p.A. ⁽¹⁾	Chairman of the Board of Directors
Bima Caterina	Unicredit Leasing S.p.A.	Director
Bomarsi Luigi	Società Autostrada Ligure Toscana S.p.A. ⁽¹⁾	Director
Dezzani Flavio	Banca del Piemonte Air Liquide Italia S.p.A.	Vice-Chairman of the Board of Directors Chairman of the Board of Statutory Auditors
Ferrero Cesare	Iveco S.p.A. Ferrero S.p.A. Ersel Investimenti S.p.A.	Director Chairman of the Board of Statutory Auditors Chairman of the Board of Statutory Auditors
Garofano Giuseppe	Industria e Innovazione S.p.A. Alerion Clean Power S.p.A. Miroglio S.p.A.	Chairman of the Board of Directors Vice-Chairman Director
Gavio Daniela	Società Iniziative Autostradali e Servizi S.p.A. ⁽¹⁾ Società Autostrada Torino-Alessandria-Piacenza S.p.A. ⁽¹⁾ Società Autostrada Ligure Toscana S.p.A. ⁽¹⁾ Aurelia s.r.l. ⁽²⁾	Vice-Chairman Vice-Chairman Vice-Chairman (vicarious) & E.C. member Director
Gavio Marcello	Aurelia s.r.l. ⁽²⁾ Bonifiche Ferraresi S.p.A. Società Agricola	Vice-Chairman Director
Gros-Pietro Gian Maria	Intesa Sanpaolo S.p.A. Edison S.p.A.	Chairman of the Management Board Director
Poggiali Barbara	Snai S.p.A. Falck Renewables S.p.A. Ansaldo STS S.p.A. SIA S.p.A.	Director Director Director Director
Roth Luigi	Pirelli S.p.A. Alba Leasing S.p.A. Eurovita S.p.A.	Director Chairman of the Board of Directors Director
Rubegni Alberto	Itinera S.p.A. Autostrade Lombarde S.p.A. Società di Progetto Brebemi S.p.A.	Chairman of the Board of Directors Director Director and E.C. member
Sacchi Alberto	Società Iniziative Autostradali e Servizi S.p.A. ⁽¹⁾ Società Autostrada Ligure Toscana S.p.A. ⁽¹⁾	Director Director and E.C. member
Viviano Stefano	Energrid S.p.A.	Director
Weigmann Marco	Buzzi Unicem S.p.A. Società Reale Mutua di Assicurazioni S.p.A. Italiana Assicurazioni S.p.A. (Reale Mutua Assicurazioni Group) Reale Immobili S.p.A. (Reale Mutua Assicurazioni Group) Banca Reale S.p.A. (Reale Mutua Assicurazioni Group) Auchan S.p.A.	Director Director and E.C. member Director Director Director Director

⁽¹⁾ Issuer's subsidiary

⁽²⁾ Issuer's parent company

TABLE 3.1: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS (UNTIL 22/04/2014)

Board of Statutory Auditors									
Office held	Members	Year of birth	Date of first appointment *	In office since	In office until	List **	Independent, pursuant to the Code	Attendance to the Board's meetings ***	No. of other offices ****
Chairman	FAZZINI Marco	1974	29/04/2011	29/04/2011	Approval of 2013 financial statements	m	x	5/5	7
Standing auditor	JONA CELESIA Lionello ⁽¹⁾	1936	01/01/2003	29/04/2011	Approval of 2013 financial statements	M	x	5/5	18
Standing auditor	RAMOJNO Ernesto	1949	29/04/2011	29/04/2011	Approval of 2013 financial statements	M	x	5/5	36
Substitute Auditor	BERNI Massimo	1949	22/06/1999	29/04/2011	Approval of 2013 financial statements	m	x		1
Substitute Auditor	CODA Roberto	1959	29/04/2005	29/04/2011	Approval of 2013 financial statements	M	x		34
No. of meetings held during FY 2014 (01/01/2014-22/04/2014): 5									
Quorum required in order for minorities to submit lists to appoint one or more members (pursuant to art. 148 of the Consolidated Law on Finance): 2%									

NOTES

* "Date of first appointment of each Auditor" means the date on which the Auditor has been appointed for the very first time in the Board of Statutory Auditors of the Issuer.

** This column indicates the list of origin of each Auditor ("M": majority list; "m": minority list).

*** This column shows the Auditors' attendance to the meetings of the Board of Statutory Auditors (no. of attendances/no. of meetings held during the term of office).

**** This column shows the number of offices as director or auditor held by the person in question, pursuant to Art. 148-bis of the Consolidated Law on Finance and the related implementation provisions set out in the Consob Issuer Regulation. The entire list of offices is published by Consob on its website, pursuant to art. 144-quinquiesdecies of the Consob Issuer Regulation.

Given that, following the amendments introduced by Consob Resolution no. 18079 of 20 January 2012 to the Consob Issuer Regulation, which entered into force from 22 February 2012, the regulations on the limitation on total mandates for the members of control bodies is valid only for those who hold an office in more than one listed or widely distributed issuer. The number of "other offices" reflects the assessment launched in January 2014 with the interested parties with regard to the 2013 "report on corporate governance and ownership structure".

⁽¹⁾ Fallen from office during the reference financial year, due to the non-reappointment by the Ordinary Shareholders' meeting upon renewal of the Board of Statutory Auditors.

TABLE 3.2: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS (AS FROM 22/04/2014)

Board of Statutory Auditors									
Office held	Members	Year of birth	Date of first appointment *	In office since	In office until	List **	Independent, pursuant to the Code	Attendance to the Board's meetings ***	No. of other offices ****
Chairman	FAZZINI Marco	1974	29/04/2011	22/04/2014	Approval of 2016 financial statements	m	x	3/3	5
Standing auditor	BRAJA Piera	1964	22/04/2014	22/04/2014	Approval of 2016 financial statements	M	x	3/3	15
Standing auditor	RAMOJNO Ernesto	1949	29/04/2011	22/04/2014	Approval of 2016 financial statements	M	x	3/3	34
Substitute Auditor	BERNI Massimo	1949	22/06/1999	22/04/2014	Approval of 2016 financial statements	m	x		1
Substitute Auditor	CODA Roberto	1959	29/04/2005	22/04/2014	Approval of 2016 financial statements	M	x		33
Substitute Auditor	DONESANA Annalisa	1966	22/04/2014	22/04/2014	Approval of 2016 financial statements	M	x		5
No. of meetings held during FY 2014 (22/04/2014 - 31/12/2014): 3									
Quorum required in order for minorities to submit lists to appoint one or more members (pursuant to art. 148 of the Consolidated Law on Finance): 2.5%									

NOTES

- * "Date of first appointment of each Auditor" means the date on which the Auditor has been appointed for the very first time in the Board of Statutory Auditors of the Issuer.
- ** This column indicates the list of origin of each Auditor ("M": majority list; "m": minority list).
- *** This column shows the Auditors' attendance to the meetings of the Board of Statutory Auditors (no. of attendances/no. of meetings held during the term of office).
- **** This column shows the number of offices as director or auditor held by the person in question, pursuant to Art. 148-bis of the Consolidated Law on Finance and the related implementation provisions set out in the Consob Issuer Regulation. The entire list of offices is published by Consob on its website, pursuant to art. 144-quinquiesdecies of the Consob Issuer Regulation.
Given that, following the amendments introduced by Consob Resolution no. 18079 of 20 January 2012 to the Consob Issuer Regulation, which entered into force from 22 February 2012, the regulations on the limitation on total mandates for directors and auditors is valid only for those who hold an office in more than one listed or widely distributed issuer. The number of "other offices" reflects the assessment launched in January 2015 with the interested parties.

Paragraph on the “Main features of the existing risk management and internal audit systems with regard to the financial reporting process”, pursuant to Article 123-bis, paragraph 2, letter b) of the Consolidated Law on Finance.

1) Foreword

As already pointed out in the “Report on corporate governance and ownership structure”, the internal audit system of ASTM is made up of functions and organisations that – according to their roles and institutional tasks – allow to achieve the strategic objectives of the Issuer and the ASTM Group, through the constant monitoring and identification of the main corporate risks.

With regard to the financial reporting process, these objectives may be the reliability, accuracy and timeliness of reporting.

Based on the system used – which includes rules, procedures and guidelines – ASTM ensures a suitable information flow and data exchange with its subsidiaries, through constant and timely coordination and update activities.

In this context, reference is made to both the regulation on the application of reference accounting standards (i.e. the Group accounting manual) and the procedures governing the preparation of the Consolidated Financial Statements and the periodic accounting statements, which include those for the management of the consolidation system and intercompany transactions. Any related document is distributed by the Parent Company so that subsidiaries can implement it.

2) Description of the main features of the existing risk management and internal audit system with regard to the financial reporting process

The assessment, monitoring and update of the Internal Audit System with regard to financial reporting include an analysis (at Group level) of the organisational and operating structures according to a risk identification/assessment procedure based on the use of the so-called “risk scoring” method.

Thanks to this activity, assessments can be carried out focusing on those areas characterised by higher risks and/or relevance, or on the risks of major errors (also as a consequence of frauds) in the items of financial statements and any related information document. To this end, the activity aims at:

- identifying and assessing the origin and possibility of major errors in the items of the economic-financial reporting;
- assessing if key controls are adequately defined, so that it is possible to identify – in advance or afterwards – any possible error in the items of the economic-financial reporting;
- assessing control operations based on the assessment of error risks of the financial reporting,

focusing testing on higher risk areas.

The risk assessment process adopted allows to identify the organisational structures, processes and any related accounting item, as well as any specific activity that can give rise to major potential errors. For each administrative-accounting process, testing activities are carried out with regard to the so-called “key controls” that, according to international best practices, can be mainly divided into the following categories:

- controls at Group level or for each single subsidiary, such as the assignment of responsibilities, powers and proxies, the separation of duties and rights to access IT applications;
- controls at process level, such as the issue of authorisations, the implementation of reconciliations and assessments of coherence, etc.. This category includes the controls concerning operational and accounting closure processes. These controls can be preventive, with the aim of preventing any anomaly or fraud that could give rise to errors in the financial reporting, or detective, aiming at identifying existing anomalies or frauds. These controls can be “manual” or “automatic” (e.g. application controls that refer to the technical and setting features of the information systems supporting business activities).

Testing activities are carried out by a major consulting firm, with the help of the employees of each single subsidiary, by using sampling techniques recognised by international best practices.

The assessment of controls, if deemed appropriate, may involve the identification of compensating controls, corrective actions or improvement plans.