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## FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS

AS AT 31 DECEMBER 2015

## 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](mailto: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 Rubegni

*Directors*  
Stefania Bariatti  
Caterina Bima <sup>(1)</sup>  
Luigi Bomarsi <sup>(4)</sup>  
Flavio Dezzani <sup>(2)</sup>  
Cesare Ferrero <sup>(3)</sup>  
Giuseppe Garofano <sup>(2)</sup>  
Barbara Poggiali <sup>(2)</sup>  
Luigi Roth <sup>(1)</sup>  
Stefano Viviano  
Marco Weigmann <sup>(1)</sup>

*Secretary*  
Cristina Volpe

### BOARD OF STATUTORY AUDITORS

*Chairman*  
Marco Fazzini

*Standing Auditors*  
Ernesto Ramojno  
Piera Braja <sup>(3)</sup>

*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"  
(4) Director responsible for the internal audit and risk management system

### 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 resolution dated 28 September 2015 and exercises the management powers granted to him by law and the Articles of Association.

# **Financial Statements**

## **as at 31 December 2015**

## Operating performance

Shareholders,

*In FY 2015, the "turnover" amounts to over EUR 1.1 billion (+6.1%) at Group level.*

*The rise in traffic (+3.17%) recorded in 2015 marks the consolidation of a positive trend already seen in the previous year. That change, along with the higher tolls recognised as of 1 January 2015 (moreover limited to only the expected inflation rate: +1.5%), triggered a growth in net toll revenues of EUR 41.7 million (+4.62%), which, along with a drop in "other motorway revenues" (EUR -0.9 million) and growth in "operating costs" (EUR +7.6 million, ascribable primarily to higher maintenance costs and costs for winter services), resulted in an increase in the "motorway sector" gross operating margin of roughly EUR 33.2 million.*

*Taking into account the downturn in the contribution of the "ancillary sectors" (EUR -1.3 million), the gross operating margin rose by EUR 31.9 million in 2015, amounting to EUR 645.8 million.*

*The recognition of "non-recurring" items (insurance refunds, extraordinary grants, provisions transferred to income, etc.) in 2015 led to an "adjusted gross operating margin" of EUR 649.2 million (EUR 603.6 million in 2014, net of non-recurring items).*

*The increase in the "gross operating margin" (EUR +45.5 million, including "non-recurring items") and in the financial income results (EUR +3.6 million), which was offset by the increase in amortisation/depreciation allocated in the period (EUR +19.9 million), led to – net of its tax effect – to an improvement in "profit for the period" assigned to the Parent Company's Shareholders of approximately EUR 8.3 million (which amounts to EUR 108.1 million).*

*The operating cash flow – up by approximately EUR 28 million compared to the previous financial year – amounted to EUR 460 million.*

*The "adjusted net financial indebtedness" as at 31 December 2015 – showing an improvement of approximately EUR 66.1 million compared to 31 December 2014 – totalled EUR 1,245.5 million (EUR 1,311.6 million as at 31 December 2014).*

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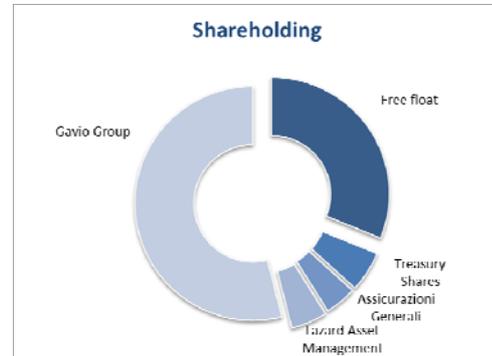
*The investments in motorway infrastructures made in 2015 amounted to approximately EUR 209 million.*

## ASTM S.p.A. Shareholding

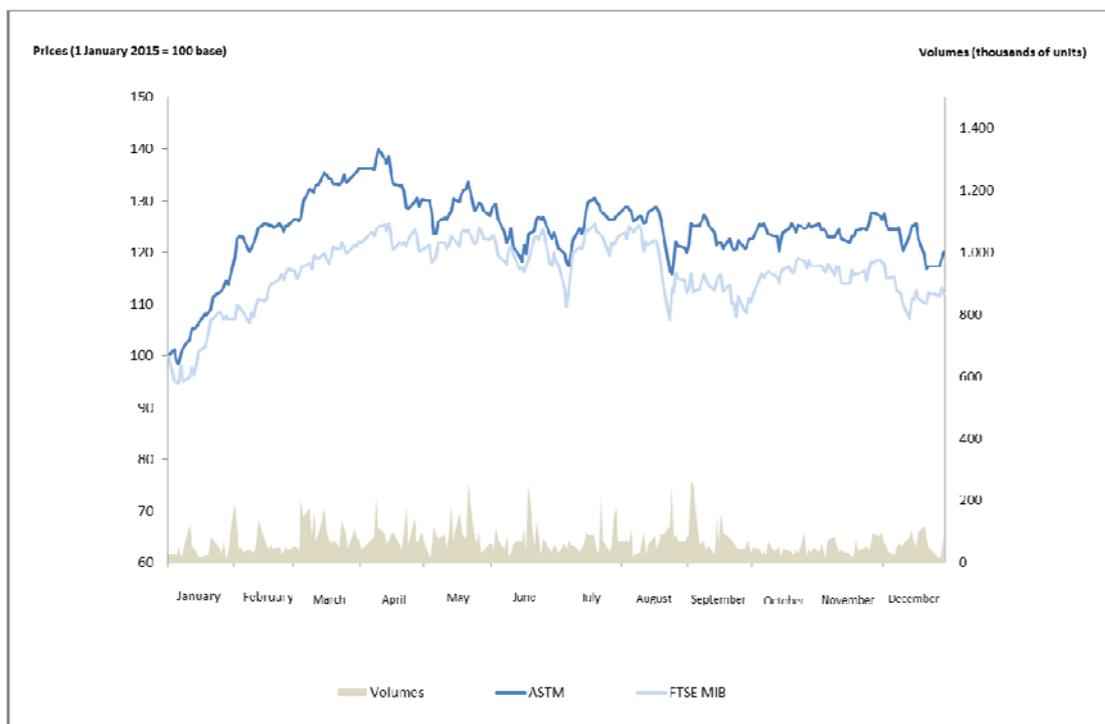
As at 31 December 2015, the number of ordinary shares is equal to 88,000,000. Based on the available information, the holders of ordinary shares amounting to more than 2% of the share capital are detailed below:

Gavio Group	53.94%	(1)
Treasury shares	5.59%	
Lazard Asset Management LCC	4.90%	
Assicurazioni Generali Group	4.34%	
Outstanding shares	31.23%	
<b>Total</b>	<b>100.00%</b>	

(1) Aurelia S.r.l. 0.55%; Argo Finanziaria S.p.A. 53.39%.



## ASTM S.p.A. on the stock exchange - security performance in 2015



### Information on the security

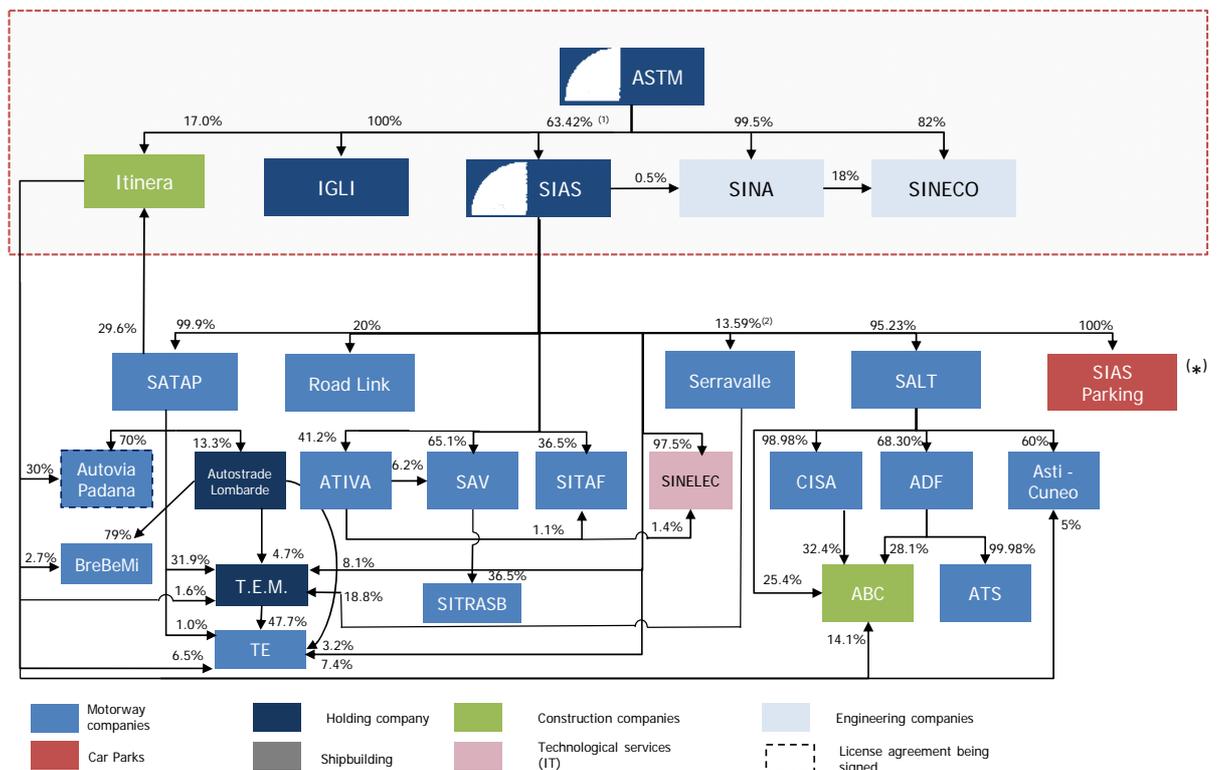
No. of shares as at 31 December 2015	88,000,000
Treasury shares as at 31 December 2015	<u>(4,921,950)</u>
Outstanding shares as at 31 December 2015	83,078,050
Market capitalisation as at 31 December 2015 (million EUR)	967
2014 balance dividend per share (May 2015, EUR)	0.25
Extraordinary dividend per share - distribution of the "retained earnings" reserve (May 2015, EUR)	0.25
2015 interim dividend per share (November 2015, EUR)	0.20
Listing as at 31 December 2015	11.64
Maximum price in the period 1 January - 31 December 2015 (10 April 2015)	13.58
Minimum price in the period 1 January - 31 December 2015 (7 January 2015)	9.57
Average daily volumes in the period 1 January-31 December 2015 (thousands of shares)	71

## Group structure and business segments

ASTM is an industrial holding company working primarily in the management of licensed motorways and in the large infrastructural works design and construction sectors.

In particular, the Group operates in the licensed motorway management sector through SIAS S.p.A. (a subsidiary of which it holds 63.42% of the share capital), which is listed on the Borsa Italiana Italian Electronic Stock Market (MTA).

The current structure of the Group – only with regard to the main investee companies – is detailed below: <sup>(\*)</sup>



1) Of which 1.72% held by SINA  
2) Of which 2.8% held by ADF

(\*) Holding company operating in the car parking sector, which holds the following equity investments: Fiera Parking (MI) 99%, Parcheggio Piazza Meda (MI) 50%, Parcheggio Piazza Trento e Trieste (MB) 50%, Parcheggio Via Manuzio (MI) 50%, Parcheggio Piazza Vittorio (TO) 50%.

(•) The entire list of investee companies is included in the "Notes – Scope of consolidation" in the consolidated financial statements.

# Management Report

## MANAGEMENT OF EQUITY INVESTMENTS

The main changes in the equity investment portfolio are detailed below.

- In January 2015, **Baglietto S.p.A.** 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., based on 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) granting the power to ASTM S.p.A. to send the equity investment in Baglietto S.p.A. at a pre-fixed price equal to the book value of the equity investment as at 31 December 2014 (equal to EUR 4.9 million), plus the above-mentioned capital injection.
- The subsidiaries SIAS S.p.A. and SATAP S.p.A. paid their share concerning the residual subscribed capital (equal to EUR 15.6 million) for the share capital increase which was fully subscribed on 26 November 2013, but not paid-up yet, in compliance with the resolution of the Board of Directors of **Tangenziale Esterna S.p.A.** SIAS also paid an amount of EUR 50.2 million as a "subordinated loan".
- The subsidiaries SIAS S.p.A. and SATAP S.p.A. paid their share concerning the residual subscribed capital (equal to EUR 35.5 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.**
- The subsidiary Finanziaria di Partecipazioni e Investimenti S.p.A., as part of the commitments undertaken in the investment project between Compagnia Aerea Italiana S.p.A. and Etihad Airways P.J.S.C., signed 43,139,156 new shares of **Compagnia Aerea Italiana S.p.A.** for a total amount of EUR 0.5 million.
- On 3 April 2015, ASTM S.p.A. together with other Shareholders of **Alerion Clean Power S.p.A.**, signed a shareholders' agreement for 11,405,876 shares (equal to 26.17% of the share capital) of the said company. This agreement substantially aims at governing some corporate governance aspects of the Company, among which the presentation of lists in order to appoint the Board of Directors and the Board of Statutory Auditors. The shareholders' agreement has a duration of 18 months and can be renewed upon expiry.
- On 15 May 2015 the subsidiary SALT S.p.A. acquired 867,339 shares (equal to 1.067% of the share capital) of **Autostrada dei Fiori S.p.A.** which were offered for sale by the Municipality of Savona, for a total amount of EUR 4.4 million. As a result of the said purchase, the stake that is currently held in this Company is equal to 68.30% of the share capital.
- On 25 May 2015, the subsidiary SIAS S.p.A. acquired 15,000 shares (equal to 0.0094% of the share capital) of **SALT S.p.A.** which were offered for sale by the Chamber of Commerce of Massa-Carrara, for a total amount of EUR 0.1 million.  
On 21 September 2015, SIAS S.p.A. acquired an additional 3,690,000 shares (equal to 2.32% of the share capital) of SALT S.p.A., which were offered for sale by Lucca Holding S.p.A. (a single-member company of the Municipality

of Lucca) for a total amount of EUR 16.6 million. As a result of the said acquisitions, the stake that is currently held in this Company is equal to 95.227% of the share capital.

- On 25 June 2015, 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.** More specifically, the Company subscribed 3,244,528 shares with a par value of EUR 1.17 per share, for a total amount of EUR 3.8 million. As at 31 December 2015, the company holds 3,708,032 shares, equal to 0.447% of the share capital of Banca Carige S.p.A.
- On 2 September 2015, the subsidiary SALT p.A. sold 16,295,401 shares held in **SAT – Società Autostrada Tirrenica p.A.** (equal to 9.99% of the share capital) to Autostrade per l'Italia S.p.A. for a total value of EUR 10.5 million, realising a capital gain of roughly EUR 4.1 million.
- In October 2015, the subsidiaries Euroimpianti Electronic S.p.A. and Sinelec S.p.A. subscribed 46,142 shares in **Pedemontana Lombarda Manutenzioni S.c.ar.l.**, corresponding to 64.6% of share capital.
- On 27 October 2015 the subsidiary SATAP S.p.A. acquired 89,499 shares (equal to 14.917% of the share capital) of **Albenga Garessio Ceva S.p.A.** which were offered for sale by the Province of Savona, for a total amount of EUR 1.2 million. On 22 February 2016, SATAP S.p.A. acquired an additional 4,500 shares of the above company for a total amount of EUR 0.06 million.
- In December 2015 the subsidiary SALT S.p.A. acquired 315,000 shares (equal to 0.238% of the share capital) of **Finanziaria di Partecipazioni e Investimenti S.p.A.**, at a price of EUR 0.203 each. The stake that is currently held in this company is equal to 99.773% of the share capital.
- In December 2015 the subsidiary SATAP S.p.A. subscribed 700,000 shares (equal to 70% of the share capital) of **Società di Progetto Autovia Padana S.p.A.**, for a total amount of EUR 0.7 million.
- During 2015 the subsidiary SALT S.p.A. acquired a total of 4,208,021 shares (equal to 4.335% of the share capital) of **Autocamionale della Cisa S.p.A.** for a total outlay of EUR 9.5 million. In January and February 2016, SALT S.p.A. acquired 2,182,217 shares of Autocamionale della Cisa S.p.A. held by the Parent Company Argo Finanziaria S.p.A. (for an outlay of EUR 4.8 million) and 5,210,400 shares held by Tangenziali Esterne di Milano S.p.A. (for an outlay of EUR 11.6 million).  
As a result of the said acquisitions, the stake that is currently held in this Company is equal to 98.98% of the share capital.
- During 2015, the subsidiary IGLI S.p.A. purchased 342,000 saving shares of **Salini Impregilo S.p.A.** for a total amount of EUR 4 million.
- During 2015, the subsidiary IGLI S.p.A. sold all of the shares in **Banca Popolare di Milano**, obtaining a capital gain amounting to approximately EUR 6.6 million.
- During 2015, the Parent Company ASTM S.p.A. sold 45,000 shares in **Assicurazioni Generali**, obtaining a capital gain amounting to approximately EUR 0.3 million.

**Treasury Shares**

During the financial year ASTM S.p.A. purchased 743,386 treasury shares (equal to 0.845% of the share capital), for a total amount of EUR 8.9 million.

## NEW INITIATIVES

### *Awarding of the "A21 Piacenza-Cremona-Brescia" motorway concession*

As detailed in previous reports, it is noted that on 5 February 2015 SATAP S.p.A. and the associated company Itinera S.p.A. (as a temporary grouping of companies, holding 70% and 30% of the share capital, respectively) submitted a tender to take part in the procedure for the awarding of the concession for construction, management and maintenance activities of the A21 Piacenza-Cremona-Brescia Motorway and the 88.6 km-long junction to Fiorenzuola d'Arda (PC).

During the public session on 27 March 2015, the following scores were awarded to tenderers:

<b>Tenderer</b>	<b>Economic tender (max 70 points)</b>	<b>Technical tender (max 30 points)</b>	<b>Total (max 100 points)</b>
RTI SATAP/ITINERA	62.33	29.21	91.54
Consorzio Stabile SIS S.c.p.a.	60.74	27.73	88.47

During the public session held on 11 May 2015, the Chairman of the tender commission appointed by the Ministry of Infrastructure and Transport (MIT) confirmed that the adequacy assessment was concluded and the above-mentioned tenders were positively assessed. As a result, based on the ranking resulting from the previous public session, the temporary grouping of companies made up of the subsidiary SATAP S.p.A. and the associated company Itinera S.p.A. was appointed as "temporary contractor".

On 13 May 2015, by means of Communication no. 3727, the Ministry of Infrastructure and Transport notified the temporary grouping of companies made up of the subsidiary **SATAP S.p.A.** (70% of the grouping) and the associated company **Itinera S.p.A.** (30% of the grouping) of the **final awarding** of the concession concerning the "A21 Piacenza-Cremona-Brescia" motorway.

The awarding will be final only following compliance with the requirements set out in applicable laws, including acquiring a favourable opinion from the European Commission on the tolling system.

In this regard, in February 2016 the MIT transmitted to the Company the envisaged favourable opinion of the European Commission on the tolling system to be applied to the stretch. After acquiring this opinion, whose scope is still being assessed, it is deemed that the awarding has taken definitive effect and that the conditions are in place for signing the concession contract in a short time.

The said motorway has a strategic importance for the Group because it represents the extension of the "Turin-Alessandria-Piacenza" motorway section which is currently managed under concession by the subsidiary SATAP S.p.A.. Moreover, the tender also sets out the construction and management of 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. In general, for a concession duration of 25 years, investments and extraordinary maintenance operations amounting to EUR 491 million are expected, as well as the payment to the previous licensee of approximately EUR 260 million as takeover value and to the Ministry of Infrastructure and Transport of EUR 41 million as concession fee.

On 2 December 2015 shareholders SATAP S.p.A. (70%) and Itinera S.p.A. (30%) set up **Società di progetto Autovia Padana S.p.A.** which, pursuant to art. 156 of Legislative Decree no. 163/06, automatically took over in the above-mentioned temporary grouping of companies in managing the awarded tender.

In order to finance a portion of the takeover cost due to Autovia Padana, as well as to cover a portion of the financial resources necessary to realise said investment project, in December 2015, as part of the centralisation of funding and the subsequent transfer of liquidity to operating companies by means of specific intercompany loans, SIAS S.p.A. entered into a loan with a pool of banks for EUR 270 million. As the process of takeover by Autovia Padana in the operation of the A21 Concession has not yet been finalised, the effectiveness of the loan agreement with the banks was subjected to the condition precedent that said licensee and the authority granting the concession enter into concession agreement.

### **T.E. S.p.A. - Tangenziale Est Esterna di Milano (Milan East Outer Ring Road): end of works and opening to traffic**

At the end of April 2015 the works for the construction of the 32 km-long motorway route managed under concession by T.E. S.p.A. were concluded. This section was inaugurated and **opened to traffic on 16 May 2015**. In July 2014 a partial section was opened to traffic, the so-called 7 km-long "Arco TEEM".

This work (3 lanes for each direction and an emergency lane) represents an important junction in the Milan area between the A4 (Melegnano toll gate) and A1 (Agrate toll gate) motorways. Moreover, thanks to this work it is easier to reach the Bre.Be.Mi. S.p.A. motorway in the western section.

### **Brazil – Acquisition of joint control of Ecorodovias Infraestrutura e Logistica S.A.**

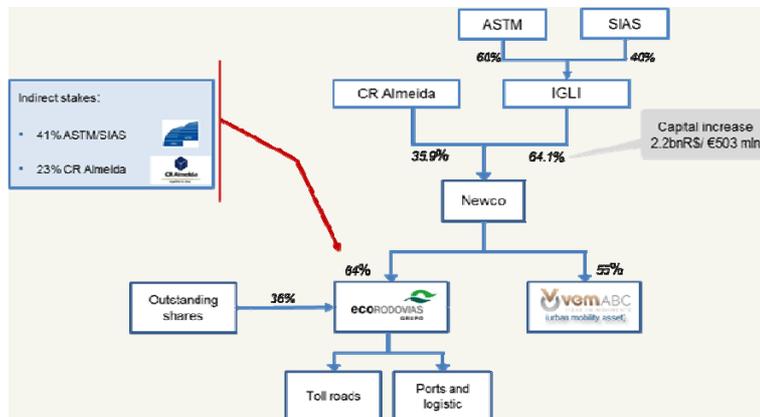
On 18 December 2015, ASTM S.p.A. and the subsidiary SIAS S.p.A. signed an agreement with CR Almeida S.A. Engenharia e Construções ("**CR Almeida**") concerning the acquisition of joint control of a new company incorporated under Brazilian law – Newco – which shall be contributed (i) 64% of the capital of Ecorodovias Infraestrutura e Logistica S.A. ("**Ecorodovias**"), a company listed on Novo Mercado BOVESPA, which manages approximately 1,860 km of motorway network in Brazil and holds controlling interests in companies operating in the logistics and ports sectors, (ii) shares representing 55% of the capital of Concessionaria Monotrilho Linha 18 – Bronze S.A. ("**VEM ABC**"), a company operating in the urban mobility sector and (iii) financial indebtedness of approximately BRL 2,571 million – estimated as at 31 December 2015 – in addition to the interest that will accrue from 1 January 2016 to the closing date ("**Investment Agreement**").

As part of this transaction, ASTM S.p.A. and SIAS S.p.A. will subscribe, through a special purpose vehicle set up under Italian law (subsequently identified as IGLI S.p.A.) a reserved capital increase of the Newco, for an amount of BRL 2,224 million (approximately EUR 503 million<sup>(1)</sup>), of which BRL 1,864 million (approximately EUR 422 million<sup>(1)</sup>) will be used to reduce the financial indebtedness of the Newco. Following the capital increase, ASTM S.p.A. and SIAS S.p.A. will

<sup>1</sup> All the amounts expressed in Real have been converted into Euro at the EUR/BRL exchange rate set by the exchange rate hedging agreements entered into by IGLI S.p.A. in January 2016.

indirectly hold a stake of 64.1% of the share capital of the Newco (corresponding to approximately 41% of the share capital of Ecorodovias, on a look-through basis), while the remaining 35.9% will be held by CR Almeida.

The share capital of the Newco will be divided between ordinary shares (71.8% of share capital) and preferred shares, without voting rights (28.2% of the share capital). 50% of the ordinary shares will be held by CR Almeida and 50% by ASTM and SIAS, while the preferred shares will be fully held by ASTM and SIAS.



Along with the Investment Agreement, the parties agreed to enter into a shareholders’ agreement that governs the joint control of the Newco as well as the equity investments held by the Newco in Ecorodovias and VEM ABC. SIAS S.p.A. and ASTM S.p.A. on one side, and CR Almeida, on the other, will have the right to appoint an equal number of directors in all of the above companies. A lock-up period of 2 years is also envisaged, starting from the closing date on the shares of the Newco, a pre-emption right and a co-sale right in the event of assignment by the shareholders of the ordinary shares of the Newco, while ASTM S.p.A. and SIAS S.p.A. will be free to make use of the preferred shares. The term of the shareholders’ agreement is 10 years and, if it is not renewed, the shares of Ecorodovias and VEM will be assigned in proportion to the financial interest held by each shareholder in the Newco.

The Investment Agreement is subject to the fulfilment of conditions precedent that include: the required authorisations from the competent government authorities and approval by the lending banks of Primav Construções e Comercio S.A. (the company which currently holds the equity investments in Ecorodovias and VEM ABC).

With this acquisition, the Group will be able to manage a **network of approximately 3,260 km of motorway network** under licence in Italy (approximately 1,400 km) and Brazil (approximately 1,860 km) in areas that are prosperous and have a strong industrial tradition, such as north-west Italy and a large area in Brazil with a high density of population and industry, where the Port of Santos is also located, the main commercial harbour in South America.

The transaction also constitutes a solid base for the Group to compete for the infrastructural development project promoted by the Brazilian government in the motorway sector, for an estimated value of approximately BRL 65 billion, of which approximately BRL 50 billion for projects already covered by pending tenders for approximately 6,380 km of motorway network and approximately BRL 15 billion for 7,800 km of new motorways.

Lastly, the signed agreement is a platform for the joint participation in acquiring new projects in the construction and concession sector throughout Latin America, combining the long-term experience of the Gavio Group and the CR Almeida Group in developing infrastructural projects.

The main assets included in the transaction are described below:

**Ecorodovias**

This is the main asset in the transaction. Listed on the Bovespa stock exchange of Sao Paulo, Ecorodovias is the third largest motorway operator in Brazil, with pro-forma net revenues of BRL 2,442 million and pro-forma EBITDA of BRL 1,286 million in 2014. The managed motorway network of around 1,860 km refers to 8 licensee companies listed below, located in one of the wealthiest areas of Brazil and in the middle of the trade corridor between the south and south-east of the country.

- **Ecovias**: connects the metropolitan area of Sao Paulo with the port of Santos, for a total length of 176.8 km.
- **Ecovia**: connects the metropolitan area of Curitiba with the port of Paranagua, for a total length of 136.7 km.
- **Ecosul**: connects the industrial centre of Pelotas, Porto Alegre and Porto di Rio Grande for a total length of 457.3 km.
- **Eco101**: connects Macuri/BA with the border of Rio de Janeiro for a length of 475.9 km.
- **Ecopistas**: connects the vast region of Sao Paulo with the industrial region of Vale do Rio Paraiba for a length of 134.9 km.
- **Ecoataratas**: connects the region of Paraná with the "triple border" (Brazil, Argentina and Paraguay) for a total length of 387.1 km.
- **Ecoponte**: connects Rio de Janeiro, Niteroi and the State of Rio de Janeiro for a total length of 23 km.
- **BH Beltway**: project that will constitute a 66 km beltway of the city of Belo Horizonte in the State of Minas Gerais, thus avoiding traffic passing through the city.

Ecorodovias also controls **Ecoporto**, the company managing the logistics/port terminal located inside the Port of Santos and **Elog**, a company that provides integrated logistics services.



#### **VEM ABC (urban mobility sector)**

The company holds the concession to build and operate a 14.9 km monorail that will connect the City of Sao Paulo and the region of ABC with 13 stations. The concession has a 25-year term and the works will commence in 2017. The value of the expected investment is around BRL 6 billion, with a government grant of 50%.

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With regard to the transaction described above, on 13 January 2016 ASTM S.p.A. and SIAS S.p.A. entered into an investment agreement and a shareholders' agreement to regulate the amount of their respective investments and their mutual relations, establishing – *inter alia* – that the investment in the Brazilian Newco will be made through IGLI S.p.A. (100%-owned by ASTM S.p.A.).

In compliance with the provisions of the agreement, in February 2016 SIAS S.p.A. subscribed a reserved share capital increase of IGLI S.p.A. for an amount of roughly EUR 182.4 million, and acquired shares of IGLI S.p.A. from ASTM S.p.A. for a value of around EUR 25.8 million.

Following that transaction, SIAS S.p.A. acquired 40% of the share capital of IGLI S.p.A., while the remaining 60% was retained by ASTM S.p.A.

It is also noted that, in order to hedge the exchange rate risk relating to the new initiative in Brazil, in January 2016 IGLI S.p.A. entered into "Non Deliverable Forward" derivatives contracts for a total amount of BRL 2,233.5 million, at an average weighted exchange rate of BRL 4.4189/EUR 1.

## OPERATING ACTIVITIES

### REGULATORY FRAMEWORK AND TOLL RATES

As detailed in previous reports, in August 2014 the **Italian Government filed a plan with the competent EU Authorities** aimed at supporting compensation measures against an infrastructure investment programme involving the licensees of the ASTM Group, Autovie Venete and Autostrada del Brennero.

More specifically, with regard to the licensees belonging to the SIAS Group (SALT S.p.A. - SALT, Autocamionale della Cisa S.p.A. - CISA, Autostrada dei Fiori S.p.A. - ADF, SATAP S.p.A. - A4 and A21 stretches - SATAP, Autostrada Torino-Savona S.p.A. - ATS, SAV S.p.A. - SAV and Autostrada Asti-Cuneo S.p.A.), the plan set out the consolidation of concession relations, the concession expiry in 2043, the control of tariffs (1.5% per year) and an investment plan equal to approximately EUR 7 billion.

On 31 December 2014, the ASTM Group licensees submitted – pursuant to art. 5 of Italian Law Decree no. 133 of 12 September 2014 (the "Sblocca Italia" Decree) – a plan to the Ministry of Infrastructure and Transport (MIT) that substantially reflected the plan sent by the Government to the European Authorities, as a formal adhesion to that plan.

With regard to the **toll adjustment policy** in force as of **1 January 2015**, the MIT – having considered the public interest needs and in order to support the economic recovery in Italy – 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 have been completed. With regard to above, on 30 December 2014 the licensees SATAP (A4 and A21 stretches), SAV, ADF, CISA, ATS, SALT, which are involved in the Italian Government Plan submitted 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, and if the implementation agreement of the "aggregate" Plan was not signed and approved by 30 June 2015, the updates of the financial plans of each "single" Group licensee would need to be approved by the same date and, as a consequence and as part of the said updates, lower revenues achieved in 2015 (due to the lower toll increase applied) would be recovered, with no change in the financial effects.

Governmental discussions with EU representatives have continued in 2015.

In this context, the MIT repeatedly asked the licensees CISA, ATS, SAV, ADF, SALT – whose five-year regulatory period had expired on 31 December 2013 – to send a new version of the Economic-Financial Plan for the regulatory period 2014-2018 (updated compared to the plan sent in June 2014), by setting out a minimum level of investments to be remunerated with toll increases through the K parameter, in order to achieve toll levels in the following financial years that are not significantly different from the reference inflation rate. Therefore, at the beginning of June 2015, the requested updates to the single Economic-Financial Plans of the licensees were submitted, taking into account the recovery of the lower toll increase granted for 2015, in compliance with the "financial indifference" principle set out in the above-mentioned "memorandums of understanding".

While answering to the requests made by the Granting Ministry to submit the Economic-Financial Plans, the Group licensees not only expressed reservations about the legitimacy of these requests, but also asked the Ministry to comply with the obligations taken with the "memorandums of understanding", with the aim of achieving, no later than 30 June 2015:

- the signing of the agreement implementing the Plan submitted by the Italian Government at EU level (and in compliance with the documents submitted by the SIAS Group on 31 December 2014), or

- the approval of the updates of the single Economic-Financial Plans for the regulatory period 2014-2018.

Having obtained no official replies to the requests sent and taking into account the delay in the approval of the "new" Economic-Financial Plans, in early October the individual Group licensees formally asked the MIT to immediately approve, in any event no later than 15 October 2015, the pending financial plans, and also highlighted that the delay in their approval was causing serious damage.

By 15 October 2015, the above-mentioned Group licensees also reported to the Granting Body the toll increase requests for the year 2016, involving the recovery of the toll increase not paid in 2015, and no change in the financial effects (as established in the memorandum of understanding signed with the MIT on 30 December 2014).

Based on that set out in the Interministerial Decrees issued on 31 December 2015 by the Ministry of Infrastructure and Transport ("MIT") in concert with the Ministry of Economy and Finance ("MEF"), from **1 January 2016** the following **toll increases** were approved for the licensees that the SIAS Group holds investments in and, specifically:

- **+6.50%** for SATAP S.p.A. (A4 Turin-Milan stretch), whose Economic-Financial Plan became fully operational following the registration by the Court of Auditors of the second Additional Agreement entered into with the MIT in December 2013;
- **+0.03%** for ATIVA S.p.A.;
- **+2.10%** for Tangenziale Esterna S.p.A.

For all other motorway stretches managed by subsidiaries (including jointly controlled companies) in the SIAS Group – and, in particular, by SATAP S.p.A. (A21 Turin-Piacenza stretch), by Autostrada Torino-Savona S.p.A. (A6), by Autostrada dei Fiori S.p.A. (A10), by SALT S.p.A. (A12), by Autocamionale della Cisa S.p.A. (A15), by SAV S.p.A. (A5) and Società di Progetto Bre.Be.Mi S.p.A. (A35) – the toll adjustments were provisionally suspended considering that the related Economic-Financial Plans are currently in the inquiry phase with the competent Ministries.

In this regard, according to the related Interministerial Decrees (i) the MIT will request that the proposed Economic-Financial Plans formulated by the aforementioned licensees be registered with the CIPE by 1 February 2016 for the related opinion, (ii) the final toll adjustment for 2016 will be determined through Interministerial Decrees approving the Economic-Financial Plans and will be immediately applicable, and (iii) the recovery of the toll adjustment for the period of suspension from 1 January 2016 to the issue date of the Decrees approving the Economic-Financial Plans will be recognised on approval of the toll adjustment for 2017.

All the controlled licensees have initiated the appropriate legal actions against the decrees which suspended the toll increases on a provisional basis. An equivalent initiative was undertaken by the licensee SATAP S.p.A. with regard to the size of the increase agreed on the A4 Turin-Milan stretch. Even prior to the year-end decrees on the tolls, the licensee SATAP S.p.A. (A21 stretch – Turin-Piacenza) lodged an appeal with the Lazio Regional Administrative Court against the administrative silence constituting breach by the Public Administration, as two years from the expiry of the five-year regulatory period, the new Financial Plan has not been approved.

Lastly, through note dated 1 July 2015, the Ministry of Infrastructure and Transport charged the companies SALT, ADF, SAV and ATS with a serious breach with regard to the delays in the implementation of investment programmes. However, any decisions will be taken following the clarifications to be provided within 30 days. The above Companies replied in July 2015, providing a detailed reconstruction of the progress of the investments and certifying that the delayed execution could in no way be attributed to said Companies. In this regard it is noted that in the acts relating to Interministerial Decrees of year-end concerning tariff adjustments, there is evidence that there are no serious breaches by the Group Companies.

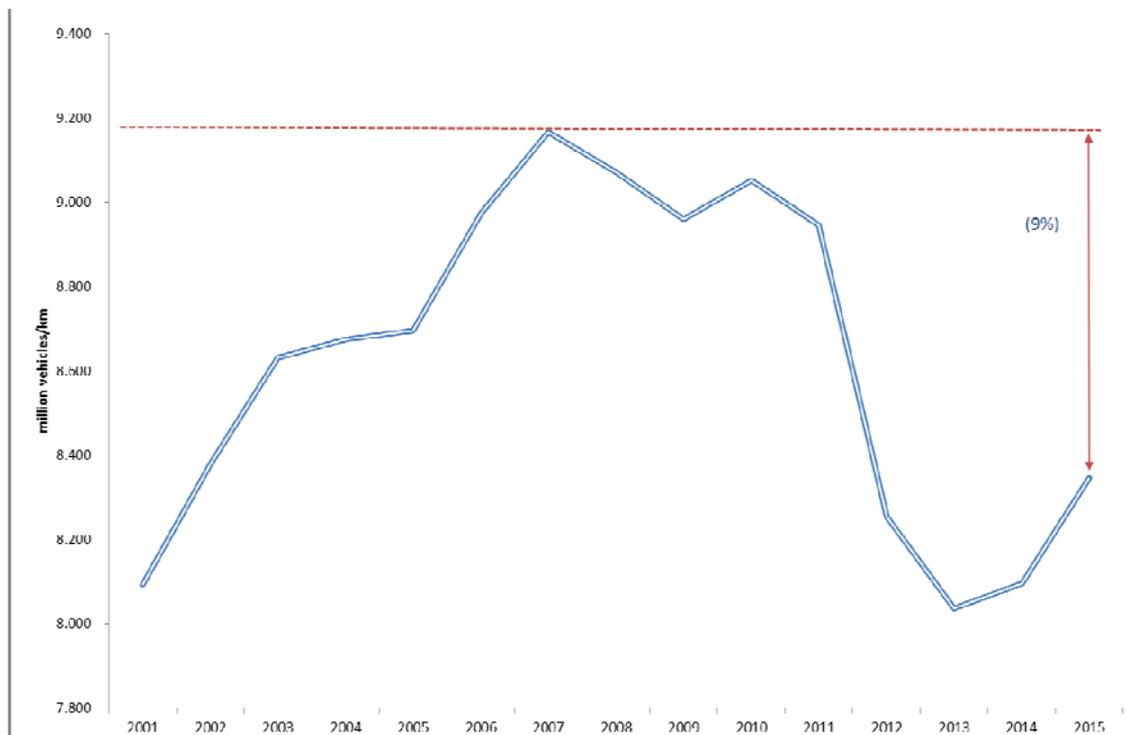
**TRAFFIC PERFORMANCE**

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

(million vehicles/km)	1/1-31/12/2015			1/1-31/12/2014			Changes		
Company	Light vehicles	Heavy vehicles	Total	Light vehicles	Heavy vehicles	Total	Light vehicles	Heavy vehicles	Total
SATAP S.p.A. - A4 stretch	1,653	535	2,188	1,589	517	2,106	4.02%	3.47%	3.88%
SATAP S.p.A. - A21 stretch	1,327	626	1,953	1,290	605	1,895	2.87%	3.54%	3.08%
SAV S.p.A.	268	73	341	255	72	327	5.17%	2.69%	4.62%
Autostrada dei Fiori S.p.A.	956	270	1,226	948	260	1,208	0.84%	4.02%	1.52%
SALT S.p.A.	1,477	357	1,834	1,436	348	1,784	2.84%	2.44%	2.76%
Autocamionale della Cisa S.p.A.	618	185	803	593	182	775	4.22%	1.59%	3.60%
Autostrada Torino-Savona S.p.A.	747	155	902	724	148	872	3.27%	4.50%	3.48%
Autostrada Asti-Cuneo S.p.A.	104	32	136	98	30	128	5.51%	6.06%	5.64%
<b>Total</b>	<b>7,150</b>	<b>2,233</b>	<b>9,383</b>	<b>6,933</b>	<b>2,162</b>	<b>9,095</b>	<b>3.13%</b>	<b>3.31%</b>	<b>3.17%</b>

As shown in the table above, traffic data for FY 2015 – with reference to the "light vehicles" and "heavy vehicles" categories – showed further consolidation in the positive trend already witnessed last year. More specifically, in FY 2015 traffic **increased by a total of 3.17%** (light vehicles: +3.13%; heavy vehicles: +3.31%).

Despite the recovery that began in 2014, "traffic volumes" are lower than pre-crisis figures (for example, 2007) by approximately 9%, as shown in the table below<sup>(1)</sup>:



<sup>(1)</sup> Changes in the scope of consolidation for the period 2001-2015 have not been taken into account. Therefore, "traffic volumes" concerning Ativa S.p.A., Autostrada Asti-Cuneo S.p.A. and Autostrada Torino-Savona 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>	<b>2015</b>	<b>2014</b>
<b>SATAP S.p.A.</b>	114.7	116.9
<b>Autocamionale della Cisa S.p.A.</b>	14.1	28.3
<b>Autostrada Asti-Cuneo S.p.A.</b>	17.4	14.6
<b>Autostrada dei Fiori S.p.A.</b>	7.1	15.3
<b>SALT S.p.A.</b>	24.8	18.9
<b>SAV S.p.A.</b>	1.8	2.3
<b>Autostrada Torino-Savona S.p.A.</b>	28.5	27.3
<b>TOTAL</b>	<b>208.4</b>	<b>223.6</b>

Despite the delays in carrying out the approval process for several works planned and the slowdown in activity of construction sites located near Milan during the period in which EXPO 2015 was held. The amount of investments in motorway infrastructure by the Group in FY 2015 was substantially in line with the figure for the previous financial year.

## ECONOMIC, EQUITY AND FINANCIAL DATA

### GROUP ECONOMIC DATA

The comparison between **revenue and expenditure items** for FY 2014 and 2015 reflects both the consolidation of SIAS Parking S.p.A. (and its subsidiary Fiera Parking S.p.A.), Brescia Milano Manutenzioni S.c.ar.l., Siteco Informatica S.r.l. and Sistemi e Servizi S.c.ar.l. starting from 1 January 2015 and the deconsolidation of CIV S.p.A. (which was sold in May 2014).

<i>(amounts in thousands of EUR)</i>	2015	2014	Changes
Motorway sector revenue – operating activities <sup>(1)</sup>	974,317	934,373	39,944
Construction and engineering sector revenue <sup>(2)</sup>	16,971	19,744	(2,773)
Technology sector revenue	66,475	50,101	16,374
Parking sector revenue <sup>(3)</sup>	6,368	-	6,368
Other revenues <sup>(4)</sup>	40,199	36,361	3,838
<b>Total turnover</b>	<b>1,104,330</b>	<b>1,040,579</b>	<b>63,751</b>
Operating costs <sup>(1)(2)(4)</sup>	(458,497)	(426,702)	(31,795)
<b>Gross operating margin</b> <sup>(5)</sup>	<b>645,833</b>	<b>613,877</b>	<b>31,956</b>
Non-recurring items	3,336	(10,236)	13,572
<b>"Adjusted" gross operating margin</b>	<b>649,169</b>	<b>603,641</b>	<b>45,528</b>
Net amortisation/depreciation and provisions	(296,519)	(278,519)	(18,000)
Write-down of goodwill	(1,901)	-	(1,901)
<b>Operating income</b> <sup>(6)</sup>	<b>350,749</b>	<b>325,122</b>	<b>25,627</b>
Financial income	39,810	36,222	3,588
Financial charges	(122,959)	(125,592)	2,633
Capitalised financial charges	24,566	22,840	1,726
Write-down of equity investments	(3,078)	(13,061)	9,983
Profit (loss) of companies accounted for by the equity method	507	14,832	(14,325)
<b>Net financial income</b>	<b>(61,154)</b>	<b>(64,759)</b>	<b>3,605</b>
<b>Profit before tax</b>	<b>289,595</b>	<b>260,363</b>	<b>29,232</b>
Income taxes (current and deferred)	(100,785)	(87,440)	(13,345)
<b>Profit (loss) for the period</b>	<b>188,810</b>	<b>172,923</b>	<b>15,887</b>
▪ Profit assigned to minority interests	80,689	73,137	7,552
▪ <b>Profit assigned to the Parent Company's Shareholders</b>	<b>108,121</b>	<b>99,786</b>	<b>8,335</b>

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 72.4 million in 2015 and EUR 70.3 million in 2014).

(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 208.4 million in 2015 and EUR 223.5 million in 2014 – were reversed for the same amount from the corresponding revenue/cost items.

(3) Based on the fact that a "guaranteed minimum amount" is acknowledged by the Granting Body, IFRIC 12 sets out the following: (i) the recognition in the financial statements of a financial loan for the discounted amount of minimum cash flows guaranteed by the Granting Body; (ii) the decrease in revenues with regard to the portion attributable to the guaranteed minimum amount; and (iii) the recognition of a financial income against the said financial loans. With regard to above, proceeds from parking activities and the gross operating margin of the subsidiary Fiera Parking S.p.A. were reduced by EUR 3.9 million in 2015, due to the so-called "guaranteed minimum amount".

(4) Amounts net of cost/revenues reversals of EUR 7.1 million in 2015 (EUR 4.4 million in 2014).

(5) The "gross operating margin" is determined by subtracting from the operating revenues all operating costs, excluding depreciation and amortization, provisions and write-downs of intangible and tangible assets.

(6) The "Operating income" is determined by subtracting from the "gross operating margin" the depreciation and amortization, provisions and write-downs of intangible and tangible assets.

*In FY 2015, the "turnover" amounts to over EUR 1.1 billion (+6.1%) at Group level.*

The item "*motorway sector revenue*" totalled EUR 974.3 million (EUR 934.4 million in FY 2014) and breaks down as follows:

<i>(amounts in thousands of EUR)</i>	2015	2014	Changes
Net toll revenues	945,445	903,699	41,746
Rental income – Royalties from service areas	28,872	30,674	(1,802)
Total motorway sector revenue	974,317	934,373	39,944

The increase in "*net toll revenues*", equal to EUR 41.7 million (+4.62%) was due to the growth in traffic volumes for EUR 28.4 million (this 3.17% increase had an effect on "*net toll revenues*" equal to 3.14% if considering the traffic/toll mix) and to a 1.48% increase in tolls as of 1 January 2015 (EUR 13.3 million)<sup>(\*)</sup>.

The decrease in "*rental income - royalties from service areas*" was due to the decrease in consumption in service areas and the new economic conditions agreed upon the extension of part of the sub-concession agreements.

The "*construction and engineering*" sector showed a decrease ascribable to less activities carried out as well as the deconsolidation of CIV S.p.A.; this reduction in activity is only partially reflected in "*operating costs*".

The "*technology*" sector, having taken into account the consolidation of the business of Brescia Milano Manutenzioni S.c.ar.l. starting from this year (EUR +2.6 million), showed an increase in the activities carried out for third parties, with a consequent increase in "*operating costs*". This change can mainly be ascribed to the works carried out on the Tangenziale Esterna Est di Milano (Milan East Outer Ring Road) (completed in the first half of 2015) and the maintenance and management of the Brescia-Bergamo-Milan motorway section.

The item "*parking sector revenue*" refers to the payments received (net of the so-called "guaranteed minimum amount") by Fiera Parking S.p.A.. The related revenue and expenditure items have been consolidated since 1 January 2015. The amount of revenues for the financial year in question benefited from the "EXPO" event held at Fiera di Milano from May to October 2015.

"*Other revenues*" are mainly attributable to an indemnification of damages and revenues resulting from the charge back to third parties of works and services. Since FY 2015 this item has also included the services provided by Sistemi e Servizi S.c.ar.l.

The change in the item "*operating costs*" (EUR +31.8 million) was due to (i) the increase in the costs of companies belonging to the motorway sector (EUR +7.6 million), which was mainly due to higher costs for maintenance activities as well as costs for winter services, (ii) the increase in "*operating costs*" due to the consolidation of Fiera Parking S.p.A. (EUR +3.6 million) and (iii) the growth in costs of the technology sector partially offset by the downturn in costs in the construction and engineering sector.

With regard to the above, the "*gross operating margin*" **increased by EUR 31.9 million** and reflects the changes in the Group's operating sectors. More specifically:

<i>(amounts in millions of EUR)</i>	FY 2015	FY 2014	Change
• Motorway sector	612.9	579.7	33.2
• Construction/engineering sector	9.6	13.8	(4.2)
• Technology sector	30.9	28.6	2.3
• Car parking sector	2.8	-	2.8
• Services sector (holding companies)	(10.4)	(8.2)	(2.2)
	645.8	613.9	31.9

<sup>(\*)</sup> Based on the fact that the increase in tolls as of 1 January 2015 for the managed sections was equal to 1.50%, the effect on "*net toll revenues*" was equal to 1.48% due to (i) toll adjustments, and (ii) the exclusion of the Asti-Cuneo stretch from the said increase.

In FY 2015, "*non-recurring items*" were positive EUR 3.3 million – and referred to: (i) for an amount of EUR 2 million, an insurance refund (received from the subsidiary Autostrada dei Fiori S.p.A. for the expenses incurred for the flooding events occurred in January 2014 on the managed section), (ii) for EUR 1.4 million, an extraordinary contribution granted to Fiera Parking S.p.A., (iii) for EUR 3.5 million, "one-off" income – which was recorded based on a favourable ruling – of risks provisions set aside in FY 2011 by the subsidiaries SATAP S.p.A. and Autocamionale della Cisa S.p.A. with regard to integration requests of sub-concession fees for the financial years 2008-2009-2010 and (iv) the amounts recognised, for a total of EUR 3.5 million, to a former Director and a former General Manager of the Company as part of settlement agreements (EUR 2.5 million by ASTM S.p.A. and EUR 1 million by SIAS S.p.A.). In 2014, that item (equal to EUR -10.2 million) was due to the partial write-down, amounting to EUR -11.7 million, concerning the receivable owed to the subsidiary Finanziaria di Partecipazioni e Investimenti S.p.A. from ANAS S.p.A. and the insurance refund received by the subsidiary SATAP S.p.A. (EUR +1.5 million) relating to claims in FY 2011-2012.

The item "*net amortisation/depreciation and provisions*" totalled EUR 296.5 million (EUR 278.5 million in 2014). The increase in this item is mainly due to higher amortisation of non-compensated revertible assets<sup>(1)</sup> (EUR +19 million).

The item "*write-down of goodwill*" referred to the impairment loss concerning the goodwill entered for Autocamionale della Cisa S.p.A. and SALT S.p.A. That write-down, despite the positive performance of the company, is also related to the gradually approaching expiry of the related concessions.

The change in the item "*financial income*" is due to higher capital gains from the disposal of equity investments (Banca Popolare di Milano S.p.A. and Società Autostrada Tirrenica p.A.) and to dividends collected and lower interest income deriving from investments in liquidity.

The item "*financial charges*" – including the charges for interest rate swap contracts – decreased due to the reduction in financial indebtedness.

The item "*write-down of equity investments*" was due, for EUR 2.4 million, to the write-down carried out with regard to the equity investment held in Compagnia Aerea Italiana S.p.A. and for EUR 0.4 million to the equity investment held in Tubosider S.p.A. The change was due to the absence of write-downs that were carried out in FY 2014.

The item "*profit (loss) 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 9.8 million), Itinera S.p.A. (EUR 5.2 million), ATIVA S.p.A. (EUR 2.4 million), Road Link Holding Ltd. (EUR 1.2 million), SITRASB S.p.A. (EUR 0.9 million), the companies operating in the car parking sector (EUR 0.9 million), Albenga Garescio Ceva S.p.A. (EUR 0.4 million), adjusted as a result of the inclusion of pro-rata shares of losses attributable to Autostrade Lombarde S.p.A. (EUR 7 million), Rivalta Terminal Europa S.p.A. (EUR 6.6 million), TEM S.p.A./TE S.p.A. (EUR 6.5 million) and OMT S.p.A. (EUR 0.2 million).

With regard to the above, the portion of "*profit for the period*" assigned to the Parent Company's Shareholders amounted to EUR 108.1 million (EUR 99.8 million in FY 2014).

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<sup>1</sup> In order to calculate amortisation/depreciation, reference has been made, among other things, to the so-called "takeover" values set out in the Economic-Financial Plans which are currently being examined by the Granting Body.

## GROUP EQUITY AND FINANCIAL DATA

The main items of the consolidated financial position as at 31 December 2015, compared with the corresponding figures of the previous year, may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	31/12/2015	31/12/2014	Changes
Net fixed assets	3,345,352	3,406,002	(60,650)
Equity investments and other financial assets	716,008	687,290	28,718
Working capital	(53,245)	(64,841)	11,596
<b>Invested capital</b>	<b>4,008,115</b>	<b>4,028,451</b>	<b>(20,336)</b>
Provision for restoration, replacement and maintenance of non-Employee severance indemnity and other provisions	(173,594)	(173,994)	400
	(60,476)	(61,711)	1,235
<b>Invested capital less provisions for medium- and long-term risks and</b>	<b>3,774,045</b>	<b>3,792,746</b>	<b>(18,701)</b>
Shareholders' equity and profit (loss) (including minority interests)	2,440,064	2,380,087	59,977
"Adjusted" net financial indebtedness	1,245,507	1,311,626	(66,119)
Other long-term payables – Deferred income of the payable due to Central Insurance Fund	88,474	101,033	(12,559)
<b>Equity and minority interests</b>	<b>3,774,045</b>	<b>3,792,746</b>	<b>(18,701)</b>

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

<i>(amounts in thousands of EUR)</i>	31/12/2015	31/12/2014	Changes
A) Cash and cash equivalents	1,176,540	1,280,884	(104,344)
B) Securities held for trading	-	18,443	(18,443)
<b>C) Liquidity (A) + (B)</b>	<b>1,176,540</b>	<b>1,299,327</b>	<b>(122,787)</b>
<b>D) Financial receivables</b>	<b>480,167</b>	<b>520,679</b>	<b>(40,512)</b>
E) Bank short-term borrowings	(18,155)	(8,219)	(9,936)
F) Current portion of medium/long-term borrowings	(176,232)	(327,353)	151,121
G) Other current financial liabilities (*)	(43,579)	(35,430)	(8,149)
<b>H) Short-term borrowings (E) + (F) + (G)</b>	<b>(237,966)</b>	<b>(371,002)</b>	<b>133,036</b>
<b>I) Current net cash (C) + (D) + (H)</b>	<b>1,418,741</b>	<b>1,449,004</b>	<b>(30,263)</b>
J) Bank long-term borrowings	(1,208,880)	(1,228,390)	19,510
K) Hedging derivatives	(107,018)	(131,066)	24,048
K) Bonds issued <sup>(*)</sup>	(1,217,437)	(1,212,562)	(4,875)
M) Other long-term payables	(1,671)	(1,907)	236
<b>N) Long-term borrowings (J) + (K) + (L) + (M)</b>	<b>(2,535,006)</b>	<b>(2,573,925)</b>	<b>38,919</b>
<b>O) Net financial indebtedness<sup>(**)</sup> (I) + (N)</b>	<b>(1,116,265)</b>	<b>(1,124,921)</b>	<b>8,656</b>
P) Non-current financial receivables	49,237	49,160	77
Q) Discounted value of the payable due to ANAS - Central Insurance Fund	(178,479)	(235,865)	57,386
<b>R) "Adjusted" net financial indebtedness (O) + (P) + (Q)</b>	<b>(1,245,507)</b>	<b>(1,311,626)</b>	<b>66,119</b>

(\*) 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 2015, the item "net financial indebtedness" totalled EUR 1,116.3 million (EUR 1,124.9 million as at 31 December 2014).

The change occurred during the year was mainly due to (i) the distribution of reserves and the payment of dividends (balance for 2014 and interim dividend for 2015) by the Parent Company for a total of EUR 58.4 million, (ii) the

payment of dividends (balance for 2014 and interim dividend for 2015) by subsidiaries to Minority Shareholders for EUR 44.1 million, (iii) the enhancement works on non-compensated revertible assets (EUR 208.7 million), and (iv) the payments made by the subsidiaries SIAS S.p.A. and SATAP S.p.A. with regard to the share capital increase of Tangenziale Esterna S.p.A. and Tangenziali Esterne di Milano S.p.A. (EUR 51.1 million), (v) the acquisition of equity investments and minorities (EUR 30.8 million), (vi) the purchase of treasury shares (EUR 9 million), (vii) the granting of loans to the investee companies Tangenziale Esterna S.p.A. (EUR 50 million) and Autostrade Lombarde S.p.A. (EUR 11 million), (viii) the subscription of investment funds by the subsidiary SIAS S.p.A. (EUR 10 million), and (ix) the payment of the instalment due with regard to the payable due to ANAS - Central Insurance Fund (EUR 70 million), which are offset by the "operating cash flow" (EUR 460 million), the collection of grants (EUR 33.9 million), the disposal of equity investments (EUR 31.3 million) and the redemption of investment funds (EUR 11.2 million).

The "net financial position" includes also the positive difference accrued during the year (EUR 24 million) with regard to the fair value of the IRS contracts (no cash item).

With reference to the structure of the item "net financial indebtedness", the following is noted:

- the change in the item "*cash and cash equivalents*" implements, in addition to the above-mentioned changes: (i) the payment of the instalments falling due of the "current portion of medium/long-term borrowings" and the early repayment of the non-current portion (equal to EUR 352.2 million), (ii) the contracting of new loans (EUR 180 million), (iii) the collection of Multi-Year Treasury Bonds (BTP) (EUR 18.4 million) and (iv) the monetisation by the Parent Company of capital-guaranteed policies (EUR 30.7 million);
- the change in the item "*securities held for trading*" refers to Multi-Year Treasury Bonds (BTP) purchased as a cash investment, which reached maturity during the year;
- the change in the item "*financial receivables*" (amounting to EUR 40.5 million) is due to: (i) the increase in interconnection credits (EUR 17.8 million), (ii) the assessment of income from capitalisation policies (EUR 5.9 million), (iii) the assessment of contributions (EUR 4.1 million), (iv) the collection of the above-mentioned ANAS contributions (EUR 33.9 million), the collection of the loan granted by the investee company Ativa S.p.A. (EUR 11.9 million), (v) the release of "pledged" current accounts (EUR 3.6 million) and (vi) the monetisation of the above-mentioned policies;
- the change in the item "*bank short-term borrowings*" was mainly due to the use of available credit lines by Autostrada Asti-Cuneo S.p.A.;
- the change in the item "*current portion of medium/long-term borrowings*" was mainly due to: (i) the reimbursement of the instalments due (EUR 326.4 million), (ii) the reclassification – from the item "bank long-term borrowings" – of the instalments due in the following 12 months (EUR 123.5 million), (iii) the contracting of a new loan (EUR 50 million) and (iv) the difference in interest accruals (EUR 1.8 million);
- the decrease in the item "*bank short-term borrowings*" was essentially due to: (i) the reclassification to the item "current portion of medium/long-term borrowings" of the instalments due in the following 12 months (EUR 123.5 million), (ii) the early repayment of a loan (EUR 26 million) and (iii) the contracting of new loans (EUR 130 million);
- "*hedging derivatives*" amount to EUR 107 million, due to the implementation of the negative difference concerning the fair value of IRS contracts. As at 31 December 2015, approximately 84% of the consolidated medium/long-term indebtedness is "*fixed rate*"/"*hedged*". The all-in **weighted average rate** related to the total Group indebtedness is equal to **3.50%**;

\*\*\*

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

- the item "*non-current financial receivables*" (EUR 49.2 million) represents, 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" with regard to concession agreements signed by Fiera Parking S.p.A. and Euroimpianti Electronic S.p.A.;
- the change in the item "*discounted value of the payable due to ANAS - Central Insurance Fund*", equal to EUR 57.4 million, is due to the payment of the instalments falling due (EUR 70 million) and the charges for discounting the payable (EUR 12.6 million).

*It is noted that the "net financial position" does not include stakes of "investment funds" for approximately EUR 10 million, signed in the year in order to invest cash.*

## FINANCIAL INCOME

### ASTM S.p.A. – IGLI S.p.A.

As reported in the section "Analysis of 2015 results of the Parent Company and the main investee companies", as at 31 December 2015, a loan of EUR 276 million had been disbursed by IGLI S.p.A. to ASTM S.p.A. In order to provide IGLI S.p.A. with financial resources for the initiative in Brazil, in the first few days of March 2016 ASTM S.p.A. repaid said loan, using both the available liquidity and the loan granted by UniCredit S.p.A. to the Company (for an amount of EUR 150 million).

### Motorway sector - SIAS Group

In 2010, the SIAS Group implemented a financial structure model that **diversifies financing sources** and **centralises the Group's funding activities within SIAS S.p.A.**, with the subsequent transfer of funds to operating companies, by means of specific intercompany loans. Therefore, SIAS S.p.A. acts as the Group's interface with the debt market in its various forms: lending banks, institutions and parties interested in purchasing bond issues.

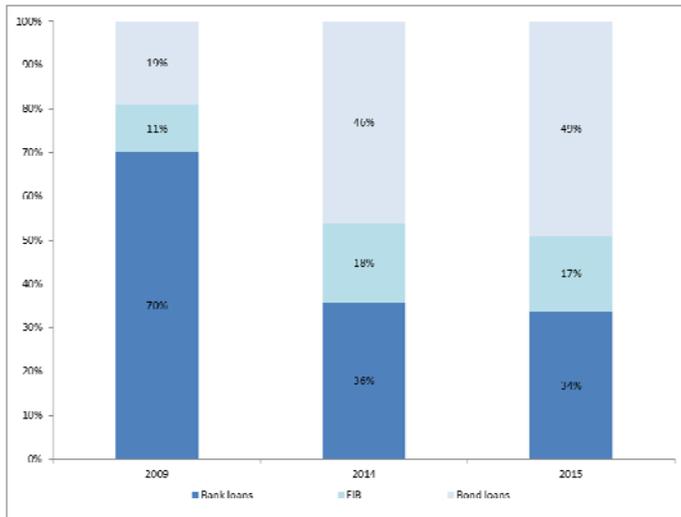
The implementation of this structure makes it possible to obtain medium/long-term committed funds (i) choosing from a variety of financial instruments (mainly bond loans and medium/long-term loans) and numerous counterparties (international and national banks or other institutions such as the European Investment Bank and Cassa Depositi e Prestiti S.p.A.), (ii) at better conditions, standardised for the entire Group, (iii) while avoiding any form of structural subordination between creditors at the level of investee companies and the new creditors of SIAS S.p.A.

As a result of this financial structure it was possible to create the "creditworthiness" of the Group which derives, in turn, from the "creditworthiness" of the companies with mature concessions, capable of generating significant cash flows, and companies with concessions being developed. In this area, it is noted that the rating agencies Moody's and Fitch assigned a "Group credit rating" for the EMTN programme of SIAS S.p.A. (issues of secured notes) of Baa2 (negative outlook) and BBB+ (stable outlook), respectively.

Based on this financial structure, the funds obtained by SIAS S.p.A. are, in turn, lent out to the operating subsidiaries through specific intercompany loan agreements, to support their financial requirements for investments in line with the Economic-Financial Plans and/or, in any event, with the needs of the individual companies.

It is also worth pointing out that the debt contracted by SIAS S.p.A. as part of this structure is backed by a specific security package in order to guarantee the creditors of SIAS S.p.A. effective access to the operating companies financed, preventing any structural subordination between the creditors of SIAS S.p.A. and the direct creditors of the beneficiary companies of the intercompany loans.

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 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 34% as at 31 December 2015.



As regards the **concentration of Group funding activities within SIAS S.p.A.**, the indebtedness of SIAS S.p.A., compared to the total debt of the SIAS Group, went from 19% as at 31 December 2009 to 70% as at 31 December 2015:

<i>(amounts in millions of EUR)</i>	2009	2014	2015
Gross financial indebtedness - SIAS Group (a)	1,754	2,916	2,769
Gross financial indebtedness - SIAS S.p.A. (b)	335	2,032	1,940
<b> Holding company/Group gross financial indebtedness (b/a)</b>	<b>19.1%</b>	<b>69.7%</b>	<b>70.1%</b>

## ANALYSIS OF 2015 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>	2015	2014	Changes
Income from equity investments	49,575	60,080	(10,505)
Other financial income	9,302	8,887	415
Interest and other financial charges	(3,857)	(4,312)	455
<b>Financial income and charges</b>	<b>55,020</b>	<b>64,655</b>	<b>(9,635)</b>
<b>Value adjustments of financial assets</b>			
- revaluations	5,178	-	5,178
- write-downs	(1)	(4,078)	4,077
<b>Other operating income</b>	<b>5,141</b>	<b>5,118</b>	<b>23</b>
<b>Other operating costs</b>	<b>(12,417)</b>	<b>(8,801)</b>	<b>(3,616)</b>
<b>Pre-tax profit</b>	<b>52,921</b>	<b>56,894</b>	<b>(3,973)</b>
Income taxes	(1,216)	(340)	(876)
<b>Profit for the period</b>	<b>51,705</b>	<b>56,554</b>	<b>(4,849)</b>

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 2015 by SIAS S.p.A. (EUR 44.9 million), SINA S.p.A. (EUR 2.4 million) and by Sineco S.p.A. (EUR 1.6 million), as well as the capital gain deriving from the sale of some of the shares held in Assicurazioni Generali S.p.A. (EUR 0.3 million). The decrease compared to the previous financial year was substantially due to lower dividends distributed by the subsidiaries SIAS S.p.A. and SINA S.p.A.

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 interest concerning the intercompany loan with the subsidiary IGLI S.p.A. The decrease was due to both the partial repayment and the recalculation of the interest rates concerning the said intercompany loan.

The item "*revaluations*" refers to the alignment to the "option component" related to the SIAS convertible bonds held by the Company at the related fair value. In 2015 the item "*write-downs*" refers to the adjustment to the pro-rata value of equity of the investment held in Edilrovaccio 2 S.r.l. In the previous year, this item comprised EUR 1 million regarding the adjustment to fair value of the "option component" related to the said SIAS convertible bonds and for the remaining part the write-downs made with regard to the equity investments in 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 change in "*other operating costs*" is attributable to the amounts paid to a former Director and to the General Manager of the Company as part of settlement agreements, for EUR 2.5 million, and to costs incurred with regard to the new initiatives in Brazil, for EUR 0.8 million.

The main items related to the *financial income* as at 31 December 2015, compared with those as at 31 December 2014, may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	31/12/2015	31/12/2014	Changes
A) Cash and cash equivalents	150,077	176,546	(26,469)
B) Securities held for trading	-	-	-
<b>C) Liquidity (A) + (B)</b>	<b>150,077</b>	<b>176,546</b>	<b>(26,469)</b>
<b>D) Financial receivables</b>	<b>12,916</b>	<b>33,276</b>	<b>(20,360)</b>
E) Bank short-term borrowings	-	-	-
F) Current portion of medium/long-term borrowings	-	-	-
G) Other financial liabilities	(276,000)	(306,000)	30,000
<b>H) Short-term borrowings (E) + (F) + (G)</b>	<b>(276,000)</b>	<b>(306,000)</b>	<b>30,000</b>
<b>I) Current net cash (C) + (D) + (H)</b>	<b>(113,007)</b>	<b>(96,178)</b>	<b>(16,829)</b>
J) Bank long-term borrowings	-	-	-
K) Hedging derivatives	-	-	-
L) Bonds issued	-	-	-
M) Other long-term payables	-	-	-
<b>N) Long-term borrowings (J) + (K) + (L) + (M)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>O) Net financial indebtedness (I) + (N)</b>	<b>(113,007)</b>	<b>(96,178)</b>	<b>(16,829)</b>

As at 31 December 2015, the "net financial indebtedness" of the company totalled EUR 113 million (EUR 96.2 million as at 31 December 2014).

With regard to the change in "cash and cash equivalents", the liquidity deriving from the (i) the collection of dividends (approximately EUR 49.3 million), (ii) the sale of capitalisation policies and investment funds subscribed in the previous years (EUR 41.8 million) and (iii) the sale of the shares of Assicurazioni Generali S.p.A. (EUR 0.8 million) was used (iv) to distribute reserves and pay dividends (balance for 2014 and interim dividend 2015) for a total of EUR 58.4 million, (v) to purchase treasury shares (EUR 9 million), (vi) to subscribe new policies (EUR 10 million), (vii) to subscribe the capital increase of the associated company Baglietto S.p.A. (EUR 4.7 million) and (viii) to repay EUR 30 million of the outstanding loan with the subsidiary IGLI S.p.A.

With reference to the structure of the item "net financial indebtedness", the following is noted:

- the item "financial receivables" refers to (i) the capitalisation policy signed during the financial year to invest available cash (EUR 10.2 million) and (ii) the interest 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	162,993	52,000	<b>214,993</b>
ASTM/IGLI intercompany loan	(276,000)	276,000	-
<b>Net financial position as at 31 December 2015</b>	<b>(113,007)</b>	<b>328,000</b>	<b>214,993</b>

\* \* \*

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>	2015	2014	Changes
Income from equity investments	7,313	320	6,993
Other financial income	3,843	4,307	(464)
Interest and other financial charges			-
<b>Financial income and charges</b>	<b>11,156</b>	<b>4,627</b>	<b>6,529</b>
<b>Value adjustments of financial assets</b>			-
<b>Other operating income</b>	<b>21</b>		<b>21</b>
<b>Other operating costs</b>	<b>(189)</b>	<b>(204)</b>	<b>15</b>
<b>Pre-tax profit</b>	<b>10,988</b>	<b>4,423</b>	<b>6,565</b>
Income taxes	(1,999)	(179)	(1,820)
<b>Profit for the period</b>	<b>8,989</b>	<b>4,244</b>	<b>4,745</b>

The income statement for FY 2015 shows a profit of EUR 9 million, mainly due to interest income accrued on the loan granted to the Parent Company ASTM S.p.A. (EUR 3.8 million), the capital gain resulting from the sale of shares of Banca Popolare di Milano (EUR 6.6 million) as well as the dividends collected during the year (EUR 0.7 million).

The "*net financial position*" as at 31 December 2015 shows liquid funds equal to EUR 52 million (EUR 1.9 million as at 31 December 2014), as well as the loan granted to the Parent Company ASTM S.p.A. for EUR 276 million (EUR 306 million as at 31 December 2014).

The change recorded in the year is substantially due to the partial repayment of the loan granted to the Parent Company ASTM S.p.A. (EUR 30 million) and the sale of securities of Banca Popolare di Milano S.c.ar.l. (EUR 20 million).

## Società Iniziative Autostradali e Servizi – SIAS S.p.A.

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

<i>(amounts in thousands of EUR)</i>	2015	2014	Changes
Income from equity investments	102,924	102,715	209
Other financial income	69,469	68,660	809
Interest and other financial charges	(71,951)	(71,843)	(108)
<b>Financial income and charges</b>	<b>100,442</b>	<b>99,532</b>	<b>910</b>
<b>Value adjustments of financial assets</b>	<b>(5,358)</b>	<b>(10,304)</b>	<b>4,946</b>
<b>Other operating income</b>	<b>6,400</b>	<b>6,045</b>	<b>355</b>
<b>Other operating costs</b>	<b>(12,931)</b>	<b>(10,564)</b>	<b>(2,367)</b>
<b>Amortisation/depreciation and provisions</b>	<b>(592)</b>	<b>(1,449)</b>	<b>857</b>
<b>Pre-tax profit</b>	<b>87,961</b>	<b>83,260</b>	<b>4,701</b>
Income taxes	735	395	340
<b>Profit for the period</b>	<b>88,696</b>	<b>83,655</b>	<b>5,041</b>

The items contained in SIAS S.p.A.'s income statement reflect the industrial holding activity carried out by it. More specifically, the item "*income from equity investments*" (amounting to EUR 102.9 million, in line with the previous year) was due to the dividends paid during the financial year by SATAP S.p.A. (EUR 46.7 million), SALT S.p.A. (EUR 41.5 million), SINELEC S.p.A. (EUR 5.9 million), SAV S.p.A. (EUR 4.4 million), ATIVA S.p.A. (EUR 2.6 million), Road Link Holdings Ltd (EUR 1.4 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 items "*other financial income*" and "*interest and other financial charges*" reflect the centralisation of the financial funding activities within SIAS S.p.A., with the subsequent transfer of funds to operating companies, by means of specific intercompany loans.

The item "*value adjustments of financial assets*" was due to the write-down of the equity investment held in ATIVA S.p.A. as a result of specific impairment.

The item "*other operating income*" reflects the accounting, administration and financial consultancy activities provided by SIAS S.p.A. to Group companies.

The increase in "*other operating costs*" is mainly attributable to the amount paid to a former Director of the Company under a settlement agreement (EUR 1 million), higher payroll costs and costs for services, also incurred in relation to the consultancy and assistance services provided to Group companies (for a total of EUR 1.4 million).

"*Amortisation/depreciation and provisions*" essentially refer to the allocation to the tax "risks provision", which was prudentially made in relation to the deductibility of interest expense calculated on the "liability component" of the "SIAS 2.625% 2005-2017" convertible bond loan. The amount allocated in FY 2015 takes account of the recalculation of the provisions following the expected reduction of the IRES tax rate from 27.5% to 24% starting from 1 January 2017.

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

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The main items related to the *financial income* as at 31 December 2015, compared with those as at 31 December 2014, may be summarised as follows:

<i>(amounts in thousands of EUR)</i>	31/12/2015	31/12/2014	Changes
A) Cash and cash equivalents	179,148	247,808	(68,660)
B) Securities held for trading	-	10,268	(10,268)
<b>C) Liquidity (A) + (B)</b>	<b>179,148</b>	<b>258,076</b>	<b>(78,928)</b>
<b>D) Financial receivables</b>	<b>200,790</b>	<b>209,758</b>	<b>(8,968)</b>
E) Bank short-term borrowings	-	-	-
F) Current portion of medium/long-term borrowings	(112,091)	(253,978)	141,887
G) Other financial liabilities	(27,893)	(27,918)	25
<b>H) Short-term borrowings (E) + (F) + (G)</b>	<b>(139,984)</b>	<b>(281,896)</b>	<b>141,912</b>
<b>I) Current net cash (C) + (D) + (H)</b>	<b>239,954</b>	<b>185,938</b>	<b>54,016</b>
J) Bank long-term borrowings	(482,034)	(439,095)	(42,939)
K) Hedging derivatives	-	-	-
L) Bonds issued	(1,317,749)	(1,311,279)	(6,470)
M) Other long-term payables	-	-	-
<b>N) Long-term borrowings (J) + (K) + (L) + (M)</b>	<b>(1,799,783)</b>	<b>(1,750,374)</b>	<b>(49,409)</b>
<b>O) Net financial indebtedness<sup>(*)</sup> (I) + (N)</b>	<b>(1,559,829)</b>	<b>(1,564,436)</b>	<b>4,607</b>

(\*) Pursuant to CESR Recommendation

The "*net financial indebtedness*" as at 31 December 2015 showed a balance of EUR 1,559.8 million (EUR 1,564.4 million as at 31 December 2014). 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 Tangenziale Esterna S.p.A., amounting to EUR 1,580 million (EUR 1,614 million as at 31 December 2014).

Liquidity generated from both operating activities (equal to approximately EUR 90 million) was used in order to pay dividends for a total amount of EUR 72.8 million (EUR 40.9 million as balance dividend for 2014 and EUR 31.9 million as interim dividend for 2015). Furthermore, the Company: (i) acquired shares of the subsidiary SALT S.p.A. (for a total of EUR 16.7 million), (ii) paid the tenths of the share capital increases of Tangenziali Esterne di Milano S.p.A. and Tangenziale Esterna S.p.A. (equal to a total of EUR 24.4 million), and (iii) subscribed units of investment funds for EUR 10 million.

During the financial year under review, the Company also collected an amount of EUR 47.5 million, net of disbursements, as medium/long-term intercompany loans from its subsidiaries and companies under joint control.

With reference to the structure of the item "net financial indebtedness", the following is noted:

- the change in the item "*cash and cash equivalents*" implements, in addition to the above-mentioned changes: the payment of the instalments falling due of the "current portion of medium/long-term borrowings" and the early repayment of the non-current portion (equal to a total of EUR 180 million), the contracting of new loans (EUR 80 million) and the monetisation of Multi-Year Treasury Bonds (BTP) (EUR 10 million);
- the change in the item "securities held for trading" refers to Multi-Year Treasury Bonds (BTP) purchased as a cash investment, which reached maturity during the year;
- the change in the item "*financial receivables*" (amounting to EUR 8.9 million) is mainly due to: (i) collection of the instalments due in the period of the intercompany loans and interest accrued (approximately EUR 94 million), partially offset by (ii) the assessment of total income from these policies (EUR 3.2 million), (iii) the reclassification of the instalments due in the following 12 months (EUR 60 million), and (iv) the interest accrued in the period on intercompany loans (EUR 23 million);

- the change in the item "current portion of medium/long-term borrowings" was due to: (i) the reimbursement of the instalments due in the period (EUR 154 million), (ii) the reclassification to the item "bank long-term borrowings" of the Barclays Bank loan following the extension of the repayment dates (EUR 50 million), partially offset by the reclassification to "bank short-term borrowings" of the instalments due in the following 12 months (EUR 62 million);
- the increase in the item "bank long-term borrowings" is due to: (i) the issue of BNP Paribas and BBVA loans (for a total amount of EUR 80 million); (ii) a loan repayment for EUR 26 million, and (iii) the said reclassifications under item "current portion of medium/long-term borrowings", of the instalments due in the following 12 months, and (iv) the reclassifications from "current portion of medium/long-term borrowings" of the Barclays Bank loan;
- the item "bonds issued" refers to the "2005-2017 convertible bond loan", the "2010-2020 bond loan" and the "2014-2024 bond loan". The change was mainly due to the recognition, with regard to the amount pertaining to the financial year, of the difference – that has been calculated upon issue – between the actual interest rate and the market interest rate of the convertible bond loan.

*It is noted that the "net financial position" does not include stakes of "investment funds" for approximately EUR 10 million, signed in the year in order to invest cash.*

**RESULTS OF OPERATIONS - Motorway sector**

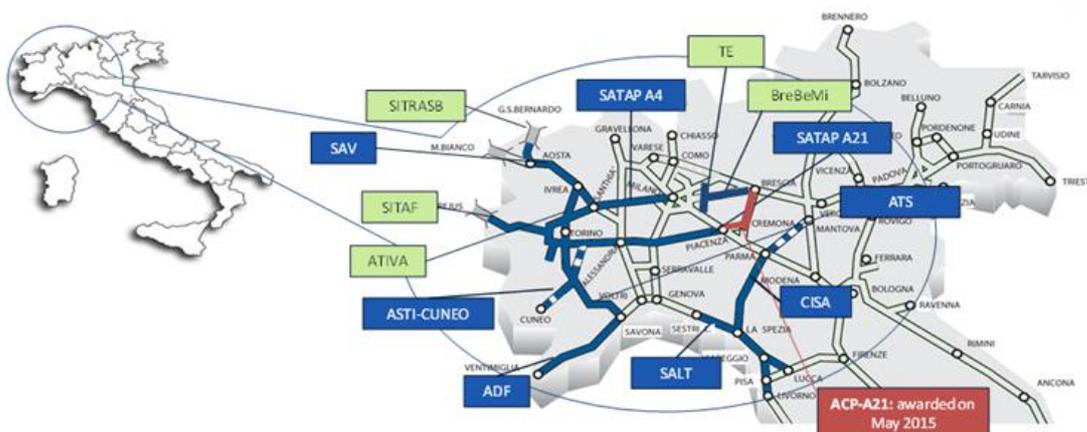
As at 31 December 2015, the extension of the **motorway network** managed overall through the subsidiaries, the jointly controlled entities and associated companies was as follows:

COMPANY		%	MANAGED SECTION	KM
SATAP	SOCIETÀ AUTOSTRADA TORINO ALESSANDRIA PIACENZA P.A.	99.87%	A4 TURIN-MILAN A21 TURIN-PIACENZA	130.3 167.7
SALT	SOCIETÀ AUTOSTRADA LIGURE TOSCANA P.A.	95.23%	SESTRI LEVANTE-LIVORNO, VIAREGGIO-LUCCA AND FORNOLA-LA	154.9
CISA	AUTOCAMIONALE DELLA CISA S.P.A.	91.37%	LA SPEZIA-PARMA	182.0 <sup>(1)</sup>
SAV	SOCIETÀ AUTOSTRADE VALDOSTANE S.P.A.	65.08%	QUINCINETTO-AOSTA	59.5
ADF	AUTOSTRADA DEI FIORI S.P.A.	68.30%	SAVONA-VENTIMIGLIA	113.2
ATS	AUTOSTRADA TORINO-SAVONA S.P.A.	99.98%	TURIN - SAVONA	130.9
AT-CN	SOCIETÀ AUTOSTRADA ASTI-CUNEO S.P.A.	60.00%	ASTI-CUNEO	78.0 <sup>(2)</sup>
<b>TOTAL AMOUNT MANAGED BY SUBSIDIARIES (A)</b>				<b>1,016.5</b>
ATIVA	AUTOSTRADA TORINO-IVREA-VALLE D'AOSTA S.P.A. <sup>(3)</sup>	41.17%	TANGENZIALE DI TORINO (TURIN BYPASS), TURIN-QUINCINETTO, IVREA-SANTHÌA AND TURIN-PINEROLO	155.8
SITAF	SOCIETÀ ITALIANA TRAFORO AUTOSTRADALE DEL FREJUS S.P.A.	36.53%	TURIN-BARDONECCHIA, TRAFORO FREJUS	94.0
SITRASB	SOCIETÀ ITALIANA TRAFORO DEL GRAN SAN BERNARDO	36.50%	TRAFORO GRAN SAN BERNARDO	12.8
TE	TANGENZIALE ESTERNA S.P.A. <sup>(3)</sup>	8.4% <sup>(4)</sup>	TANGENZIALE ESTERNA DI MILANO (MILAN OUTER RING ROAD)	32.0 <sup>(5)</sup>
BREBEMI	SOCIETÀ DI PROGETTO AUTOSTRADA DIRETTA BRESCIA MILANO S.P.A. <sup>(3)</sup>	- <sup>(6)</sup>	BRESCIA – BERGAMO – MILAN	62.0
ROAD LINK	ROAD LINK HOLDINGS LTD (UK)	20.00%	A69 CARLISLE-NEWCASTLE (UK)	84.0
<b>TOTAL AMOUNT MANAGED BY JOINTLY CONTROLLED COMPANIES AND ASSOCIATED COMPANIES (B)</b>				<b>440.6</b>
<b>TOTAL (A+B)</b>				<b>1,457.1</b>

The said network will be increased by approximately 88.6 km concerning the "Piacenza-Brescia" section, which was recently awarded to the Group, once all formalities concerning the awarding of the concession have been completed.

- (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 (7 km) starting from 23 July 2014; the whole infrastructure was opened to traffic on 16 May 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.

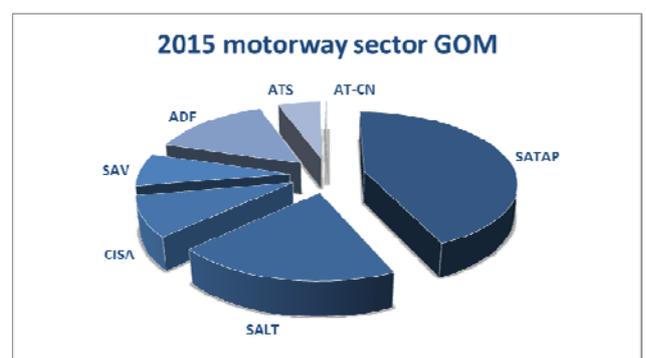
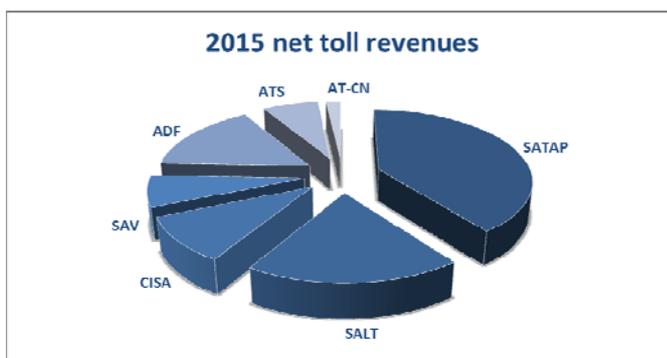
Motorway subsidiaries, jointly controlled and associated companies operate in the north-western part of Italy, except for Road Link Holdings Ltd., which operates in the United Kingdom.



- 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 2015) 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.	375,353	39.7	265,122	43.3
SALT	SOCIETÀ AUTOSTRADA LIGURE TOSCANA P.A.	179,099	18.9	121,832	19.9
CISA	AUTOCAMIONALE DELLA CISA S.P.A.	94,231	10.0	56,062	9.1
SAV	SOCIETÀ AUTOSTRADE VALDOSTANE S.P.A.	65,859	7.0	45,573	7.4
ADF	AUTOSTRADA DEI FIORI S.P.A.	149,944	15.9	90,716	14.8
ATS	AUTOSTRADA TORINO-SAVONA S.P.A.	64,241	6.8	32,292	5.3
AT-CN	SOCIETÀ AUTOSTRADA ASTI-CUNEO S.P.A.	16,718	1.7	1,343	0.2
<b>TOTAL</b>		<b>945,445</b>	<b>100.0</b>	<b>612,940</b>	<b>100.0</b>



## 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:

(amounts in thousands of EUR)	2015	2014	Changes
Net toll revenues <sup>(1)</sup>	375,353	357,996	17,357
Other motorway sector revenue <sup>(2)</sup>	14,571	15,598	(1,027)
Other revenues	13,176	12,493	683
<b>Turnover (A)</b>	<b>403,100</b>	<b>386,087</b>	<b>17,013</b>
Operating costs <sup>(1)(2)</sup> (B)	(137,978)	(131,786)	(6,192)
<b>Gross operating margin (A - B)</b>	<b>265,122</b>	<b>254,301</b>	<b>10,821</b>
	<i>EBITDA margin %</i>		
	65%	66%	
Non-recurring items	3,100	1,500	1,600
<b>"Adjusted" gross operating margin</b>	<b>268,222</b>	<b>255,801</b>	<b>12,421</b>

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 33.6 million in 2015 and EUR 32.6 million in 2014).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 114.7 million for FY 2015 and EUR 116.9 million for FY 2014, 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)

(amounts in thousands of EUR)	2015	2014	Changes
Net toll revenues	164,104	156,991	7,113
Other motorway sector revenue	7,861	7,638	223
Other revenues	7,808	8,386	(578)
<b>Turnover (A)</b>	<b>179,773</b>	<b>173,015</b>	<b>6,758</b>
Operating costs (B)	(66,178)	(63,866)	(2,312)
<b>Gross operating margin (A - B)</b>	<b>113,595</b>	<b>109,149</b>	<b>4,446</b>
Non-recurring items	1,184	1,500	(316)
<b>"Adjusted" gross operating margin</b>	<b>114,779</b>	<b>110,649</b>	<b>4,130</b>

The increase in "net toll revenues" equal to EUR 7.1 million (+4.53%) was due to the growth in traffic volumes for EUR 4.8 million and to the increase in toll rates for EUR 2.3 million.

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

The decrease of EUR 0.6 million in the item "other revenues" was mainly due to lower refunds by insurance companies of the costs incurred for repair to the motorway network in case of accidents or other damages as well as the lack of European grants compared to the previous year.

The EUR 2.3 million increase in "operating costs" was mainly due to the higher costs incurred for "winter services" (EUR 0.4 million), for "payroll costs" (EUR 0.7 million), attributable to the renewal of the national collective labour agreement, signed in August 2013 and the increase in "other costs" (EUR 1.6 million). This increase was partially offset by lower costs for "maintenance and other costs related to non-compensated revertible assets" (EUR -0.4 million) due to a different way of planning maintenance.

With regard to the above, the "gross operating margin" (EBITDA) increased by EUR 4.4 million, amounting to EUR 113.6 million.

The item "significant non-recurring items" relates to the "one-off" income, based on the favourable ruling by the competent Court, of the risks provision set aside in FY 2011 for the dispute initiated with ANAS S.p.A. with regard to the requests for higher sub-concession fees for the financial years 2008-2009-2010. In the same period of the previous

year, that item referred to a "contingent asset" relating to the insurance refund attributable to claims occurred in 2011-2012.

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#### Turin – Milan (A4 stretch)

<i>(amounts in thousands of EUR)</i>	2015	2014	Changes
Net toll revenues	211,249	201,005	10,244
Other motorway sector revenue	6,710	7,960	(1,250)
Other revenues	5,368	4,107	1,261
<b>Turnover (A)</b>	<b>223,327</b>	<b>213,072</b>	<b>10,255</b>
Operating costs (B)	(71,800)	(67,920)	(3,880)
<b>Gross operating margin (A - B)</b>	<b>151,527</b>	<b>145,152</b>	<b>6,375</b>
Non-recurring items	1,916	-	1,916
<b>"Adjusted" gross operating margin</b>	<b>153,443</b>	<b>145,152</b>	<b>8,291</b>

The increase in "net toll revenues" equal to EUR 10.2 million (+5.1%) was due to the growth in traffic volumes (EUR +7.2 million) and to the increase in toll rates (EUR +3 million).

"Other motorway sector revenues" mainly refer to rental income on service areas. The reduction in the period is linked to the decrease in consumption in service areas and the new economic conditions agreed upon the one-year extension of a large part of sub-concession agreements.

The increase of EUR 1.3 million in "other revenues" was mainly attributable to the reimbursement of costs incurred for the environmental reclamation of a service area.

The EUR 3.9 million increase in "operating costs" was essentially due to the higher (i) costs for "maintenance of non-compensated revertible assets" (EUR 1.8 million), (ii) costs for "winter services" (EUR 0.3 million), "payroll costs" (EUR 0.6 million) attributable to the renewal of the national collective labour agreement signed in August 2013 and "other costs" (EUR 1.2 million).

The "gross operating margin" (EBITDA) totalled EUR 151.5 million (EUR 145.2 million in 2014).

The item "non-recurring items" relates to the release of the risks provision that was prudentially set aside in FY 2011 for the requests made by ANAS S.p.A. with regard to the integration of the sub-concession fee for the financial years 2008-2009-2010.

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

<i>(amounts in thousands of EUR)</i>	31/12/2015	31/12/2014	Changes
A) Cash	284,706	328,501	(43,795)
B) Financial receivables	165,887	185,108	(19,221)
C) Short-term borrowings	(53,001)	(52,292)	(709)
<b>D) Current net cash (A) + (B) + (C)</b>	<b>397,592</b>	<b>461,317</b>	<b>(63,725)</b>
E) Long-term borrowings	(1,194,526)	(1,259,181)	64,655
<b>F) Net financial indebtedness (D) + (E)</b>	<b>(796,934)</b>	<b>(797,864)</b>	<b>930</b>
G) Discounted value of the payable due to ANAS - Central Insurance Fund	(7,903)	(11,580)	3,677
<b>H) "Adjusted" net financial indebtedness (F) + (G) + (H)</b>	<b>(804,837)</b>	<b>(809,444)</b>	<b>4,607</b>

In the financial year, the company carried out its investment programme in motorway assets (EUR 114.7 million), paid its share of the capital increase of the investee companies Tangenziali Esterne di Milano S.p.A. and Tangenziale Esterna S.p.A. (for a total amount of EUR 26.6 million) and disbursed a loan to the investee company Autostrade Lombarde S.p.A. (EUR 11.9 million).

Moreover, during the financial year, the company also distributed the balance dividend for FY 2014 and distributed reserves for a total amount of EUR 46.7 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>	2015	2014	Changes
Net toll revenues <sup>(1)</sup>	179,099	171,997	7,102
Other motorway sector revenue <sup>(2)</sup>	6,215	6,766	(551)
Other revenues	7,543	7,819	(276)
<b>Turnover (A)</b>	<b>192,857</b>	<b>186,582</b>	<b>6,275</b>
Operating costs <sup>(1)(2)</sup> (B)	(71,025)	(72,288)	1,263
<b>Gross operating margin (A - B)</b>	<b>121,832</b>	<b>114,294</b>	<b>7,538</b>
<i>EBITDA margin %</i>	<i>63%</i>	<i>61%</i>	

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 13.3 million in 2015 and EUR 13 million in 2014).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 24.8 million for FY 2015 and EUR 18.9 million for FY 2014, respectively).

The increase in "*net toll revenues*" equal to EUR 7.1 million (+4.13%) was due to the increase in both toll rates (EUR +2.5 million), and traffic volumes (EUR +4.6 million).

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

The decrease in "*operating costs*" (EUR 1.3 million) was due to: (i) the reduction in payroll costs (EUR -0.9 million), in other operating costs (EUR -0.8 million) and "motorway cleaning activities" (EUR -0.1 million) and (ii) higher costs for "maintenance of non-compensated revertible assets" (EUR +0.2 million), and for "winter services" (EUR +0.3 million).

The "*gross operating margin*" (EBITDA) totalled EUR 121.8 million (EUR 114.3 million in 2014).

\* \* \*

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

<i>(amounts in thousands of EUR)</i>	31/12/2015	31/12/2014	Changes
A) Cash	244,067	245,667	(1,600)
B) Financial receivables	76,803	73,615	3,188
C) Short-term borrowings	(34,973)	(34,175)	(798)
<b>D) Current net cash (A) + (B) + (C)</b>	<b>285,897</b>	<b>285,107</b>	<b>790</b>
E) Long-term borrowings	(493,461)	(523,399)	29,938
<b>F) Net financial indebtedness (D) + (E)</b>	<b>(207,564)</b>	<b>(238,292)</b>	<b>30,728</b>
G) Discounted value of the payable due to ANAS - Central Insurance Fund	(28,194)	(42,086)	13,892
<b>H) "Adjusted" net financial indebtedness (F) + (G) + (H)</b>	<b>(235,758)</b>	<b>(280,378)</b>	<b>44,620</b>

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).

Moreover, during the financial year, the company also distributed the balance dividend for FY 2014 and the interim dividend for FY 2015, for a total amount of EUR 44 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>	2015	2014	Changes
Net toll revenues <sup>(1)</sup>	94,231	89,932	4,299
Other motorway sector revenue <sup>(2)</sup>	4,546	4,787	(241)
Other revenues	4,573	4,958	(385)
<b>Turnover (A)</b>	<b>103,350</b>	<b>99,677</b>	<b>3,673</b>
Operating costs <sup>(1)(2)</sup> (B)	(47,288)	(44,550)	(2,738)
<b>Gross operating margin (A - B)</b>	<b>56,062</b>	<b>55,127</b>	<b>935</b>
	<i>EBITDA margin %</i>	<i>54%</i>	<i>55%</i>
Non-recurring items	370	-	370
<b>"Adjusted" gross operating margin</b>	<b>56,432</b>	<b>55,127</b>	<b>1,305</b>

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 6.3 million in 2015 and EUR 6.1 million in 2014).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 14.1 million for FY 2015 and EUR 28.3 million for FY 2014, respectively).

The increase in "*net toll revenues*" equal to EUR 4.3 million (+4.78%) was due to the increase in both traffic volumes (EUR +2.9 million) and toll rates (EUR +1.4 million).

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

The increase in "*operating costs*" (EUR +2.7 million) was mainly due to the increase in (i) payroll costs (EUR +1 million), (ii) "maintenance of non-compensated revertible assets" (EUR +0.8 million), (iii) costs for services (EUR +0.4 million), (iv) costs for "motorway cleaning activities" (EUR +0.3 million) and other operating costs (EUR +0.2 million).

The "*gross operating margin*" (EBITDA) totalled EUR 56.1 million (EUR 55.1 million in 2014).

The item "*non-recurring items*" relates to the "one-off" income of the risks provision that was set aside in FY 2011 for the requests made by ANAS S.p.A. with regard to the integration of the sub-concession fee for the financial years 2008-2009-2010.

\* \* \*

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

<i>(amounts in thousands of EUR)</i>	31/12/2015	31/12/2014	Changes
A) Cash	137,665	128,290	9,375
B) Financial receivables	35,371	33,569	1,802
C) Short-term borrowings	(16,441)	(16,967)	526
<b>D) Current net cash (A) + (B) + (C)</b>	<b>156,595</b>	<b>144,892</b>	<b>11,703</b>
E) Long-term borrowings	(165,077)	(175,548)	10,471
<b>F) Net financial indebtedness (D) + (E)</b>	<b>(8,482)</b>	<b>(30,656)</b>	<b>22,174</b>
G) Discounted value of the payable due to ANAS - Central Insurance Fund	(44,013)	(41,922)	(2,091)
<b>H) "Adjusted" net financial indebtedness (F) + (G)</b>	<b>(52,495)</b>	<b>(72,578)</b>	<b>20,083</b>

During the financial year, the company distributed the 2014 dividend for EUR 3.9 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>	2015	2014	Changes
Net toll revenues <sup>(1)</sup>	65,859	62,292	3,567
Other motorway sector revenue <sup>(2)</sup>	866	852	14
Other revenues	7,405	7,152	253
<b>Turnover (A)</b>	<b>74,130</b>	<b>70,296</b>	<b>3,834</b>
Operating costs <sup>(1)(2)</sup> (B)	(28,557)	(27,991)	(566)
<b>Gross operating margin (A - B)</b>	<b>45,573</b>	<b>42,305</b>	<b>3,268</b>
<i>EBITDA margin %</i>	61%	60%	

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 2.6 million in 2015 and EUR 2.5 million in 2014).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 1.8 million for FY 2015 and EUR 2.3 million for FY 2014, respectively).

The increase in "net toll revenues" equal to EUR 3.6 million (+5.72%) was due to the increase in both traffic volumes (EUR +2.7 million) and toll rates (EUR +0.9 million).

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

The increase of EUR 0.6 million in "operating costs" is due to: (i) the increase in payroll costs (EUR +0.3 million), "maintenance costs concerning non-compensated revertible assets" (EUR +0.6 million) and operating costs (EUR +0.1 million) and (ii) the decrease in other costs relating to motorway assets (EUR -0.4 million).

The "*gross operating margin*" (EBITDA) totalled EUR 45.6 million (EUR 42.3 million in 2014).

\* \* \*

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

<i>(amounts in thousands of EUR)</i>	31/12/2015	31/12/2014	Changes
A) Cash	13,582	26,042	(12,460)
B) Financial receivables	15,148	13,311	1,837
C) Short-term borrowings	(12,968)	(13,497)	529
<b>D) Current net cash (A) + (B) + (C)</b>	<b>15,762</b>	<b>25,856</b>	<b>(10,094)</b>
E) Long-term borrowings	(79,708)	(91,063)	11,355
<b>F) Net financial indebtedness (D) + (E)</b>	<b>(63,946)</b>	<b>(65,207)</b>	<b>1,261</b>
G) Discounted value of the payable due to ANAS - Central Insurance Fund	(98,369)	(114,524)	16,155
<b>H) "Adjusted" net financial indebtedness (F) + (G)</b>	<b>(162,315)</b>	<b>(179,731)</b>	<b>17,416</b>

Moreover, during the financial year, the company distributed the balance dividend for FY 2014 and the interim dividend for FY 2015, 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>	2015	2014	Changes
Net toll revenues <sup>(1)</sup>	149,944	144,742	5,202
Other motorway sector revenue <sup>(2)</sup>	4,530	4,515	15
Other revenues	4,640	5,758	(1,118)
<b>Turnover (A)</b>	<b>159,114</b>	<b>155,015</b>	<b>4,099</b>
Operating costs <sup>(1)(2)</sup> (B)	(68,398)	(69,023)	625
<b>Gross operating margin (A - B)</b>	<b>90,716</b>	<b>85,992</b>	<b>4,724</b>
	<i>EBITDA margin %</i>	<i>57%</i>	<i>55%</i>
Non-recurring items	2,000	-	2,000
<b>"Adjusted" gross operating margin</b>	<b>92,716</b>	<b>85,992</b>	<b>6,724</b>

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 9.3 million in 2015 and EUR 9.1 million in 2014).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 7.1 million for FY 2015 and EUR 15.3 million for FY 2014, respectively).

The increase in "*net toll revenues*" equal to EUR 5.2 million (+3.59%) was due to the increase in both traffic volumes (EUR +3 million), and toll rates (EUR +2.2 million).

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 decrease in "*operating costs*" (equal to EUR 0.6 million) was due to: the reduction in other costs for services (EUR -0.9 million) and in costs for raw materials (EUR -0.8 million), partially offset by growth in (i) costs from "maintenance of non-compensated revertible assets" (EUR +0.4 million), (ii) "other costs relating to motorway assets" (EUR +0.3 million) and (iii) other operating costs (EUR +0.6 million).

The "*gross operating margin*" (EBITDA) totalled EUR 90.7 million (EUR 86 million in 2014).

The item "*non-recurring items*" referred to an insurance refund received for the expenses incurred for the flooding events occurred in January 2014 on the managed section.

\* \* \*

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

<i>(amounts in thousands of EUR)</i>	31/12/2015	31/12/2014	Changes
A) Cash	23,110	32,800	(9,690)
B) Financial receivables	26,490	25,920	570
C) Short-term borrowings	(23,279)	(33,376)	10,097
<b>D) Current net cash (A) + (B) + (C)</b>	<b>26,321</b>	<b>25,344</b>	<b>977</b>
E) Long-term borrowings	(139,200)	(156,471)	17,271
<b>F) Net financial indebtedness (D) + (E)</b>	<b>(112,879)</b>	<b>(131,127)</b>	<b>18,248</b>
G) Discounted value of the payable due to ANAS - Central Insurance Fund	-	(25,753)	25,753
<b>H) "Adjusted" net financial indebtedness (F) + (G)</b>	<b>(112,879)</b>	<b>(156,880)</b>	<b>44,001</b>

Moreover, during the financial year, the company distributed the balance dividend for FY 2014 and the interim dividend for FY 2015, for a total amount of EUR 34.5 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>	2015	2014	Changes
Net toll revenues <sup>(1)</sup>	64,241	60,937	3,304
Other motorway sector revenue <sup>(2)</sup>	1,295	1,289	6
Other revenues	4,715	3,262	1,453
<b>Turnover (A)</b>	<b>70,251</b>	<b>65,488</b>	<b>4,763</b>
Operating costs <sup>(1)(2)</sup> (B)	(37,959)	(38,796)	837
<b>Gross operating margin (A - B)</b>	<b>32,292</b>	<b>26,692</b>	<b>5,600</b>
	<i>EBITDA margin %</i>		
	46%	41%	

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 6.3 million in 2015 and EUR 6.1 million in 2014).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 28.5 million for FY 2015 and EUR 27.3 million for FY 2014, respectively).

The increase in "*net toll revenues*" equal to EUR 3.3 million (+5.42%) was due to the increase in both traffic volumes (EUR +2.2 million) and toll rates (EUR +1.1 million).

The increase in "*other revenues*" was mainly due to higher income from compensation for third-party damages, personnel's cost recovery and contingent assets.

The EUR 0.8 million decrease in "*operating costs*" was due to the reduction in (i) costs for services and costs for raw materials (EUR -1.8 million) and (ii) payroll costs (EUR -0.4 million), partially offset by higher costs for "winter services" and "other costs relating to motorway assets" (EUR +1.1 million), and other operating costs (EUR +0.3 million).

With regard to the above, the "*gross operating margin*" totalled EUR 32.3 million (EUR 26.7 million in 2014).

\* \* \*

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

<i>(amounts in thousands of EUR)</i>	31/12/2015	31/12/2014	Changes
A) Cash	26,724	34,720	(7,996)
B) Financial receivables	25,280	26,516	(1,236)
C) Short-term borrowings	(22,157)	(15,449)	(6,708)
<b>D) Current net cash (A) + (B) + (C)</b>	<b>29,847</b>	<b>45,787</b>	<b>(15,940)</b>
E) Long-term borrowings	(79,659)	(89,409)	9,750
<b>F) Net financial indebtedness (D) + (E)</b>	<b>(49,812)</b>	<b>(43,622)</b>	<b>(6,190)</b>
G) Discounted value of the payable due to ANAS - Central Insurance Fund	-	-	-
<b>H) "Adjusted" net financial indebtedness (F) + (G)</b>	<b>(49,812)</b>	<b>(43,622)</b>	<b>(6,190)</b>

During the financial year, the company distributed the 2014 dividend for EUR 7.8 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>	2015	2014	Changes
Net toll revenues <sup>(1)</sup>	16,718	15,802	916
Other motorway sector revenue <sup>(2)</sup>	7	6	1
Other revenues	1,093	829	264
<b>Turnover (A)</b>	<b>17,818</b>	<b>16,637</b>	<b>1,181</b>
Operating costs <sup>(1)(2)</sup> (B)	(16,475)	(15,661)	(814)
<b>Gross operating margin (A - B)</b>	<b>1,343</b>	<b>976</b>	<b>367</b>

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 1 million in 2015 and EUR 1 million in 2014).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 17.4 million for FY 2015 and EUR 14.6 million for FY 2014, respectively).

The increase in "*net toll revenues*", equal to EUR 0.9 million (+5.79%), was entirely due to the increase in traffic volumes and mix, as no increase was applied to toll rates.

The increase of EUR 0.8 million in "*operating costs*" was mainly due to higher costs for "maintenance of non-compensated revertible assets" (EUR +0.4 million) and other payroll costs (EUR +0.4 million).

The "*gross operating margin*" (EBITDA) totalled EUR 1.3 million, showing an improvement of about EUR 0.4 million compared to the same period last year.

\* \* \*

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

<i>(amounts in thousands of EUR)</i>	31/12/2015	31/12/2014	Changes
A) Cash	1,042	1,825	(783)
B) Financial receivables	4,085	3,722	363
C) Short-term borrowings	(60,483)	(197,591)	137,108
<b>D) Current net cash (A) + (B) + (C)</b>	<b>(55,356)</b>	<b>(192,044)</b>	<b>136,688</b>
E) Long-term borrowings	(150,000)	-	(150,000)
<b>F) Net financial indebtedness (D) + (E)</b>	<b>(205,356)</b>	<b>(192,044)</b>	<b>(13,312)</b>
G) Discounted value of the payable due to ANAS - Central Insurance Fund	-	-	-
<b>H) "Adjusted" net financial indebtedness (F) + (G)</b>	<b>(205,356)</b>	<b>(192,044)</b>	<b>(13,312)</b>

During the year, the company made repayments of loans, obtained new loans and renegotiated the expiry dates of medium-term loans.

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.

### **Società di progetto Autovia Padana S.p.A.**

This company, incorporated on 2 December 2015, is held by the subsidiary SATAP S.p.A. (70% of share capital) and the associated company Itinera S.p.A. (30% of share capital) and, pursuant to art. 156 of Legislative Decree no. 163/06, was awarded the concession for the "A21 Piacenza-Cremona-Brescia" motorway.

The accounting results as at 31 December 2015, which reflect the pre-operational phase of the company, were substantially break-even.

## 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 2015<sup>1</sup> show net toll revenues amounting to EUR 120.9 million, up by approximately EUR 5 million (+4.27%) compared to the previous financial year. This change is due to the increase in both toll rates (EUR +2.1 million) and traffic volumes (EUR +2.9 million).

The "gross operating margin" totalled EUR 72.1 million (EUR 69.7 million in FY 2014).

The "net financial position" as at 31 December 2015 revealed net liquid funds totalling EUR 4.4 million (net borrowings amounting to EUR 40.6 million as at 31 December 2014).

### TANGENZIALE ESTERNA S.p.A.

The accounting records as at 31 December 2015<sup>1</sup>, which reflect the opening to traffic of the whole section on 16 May 2015, show a loss of EUR 21.3 million<sup>2</sup>. This amount is mainly due to financial charges (which were no longer capitalised as the infrastructure came into operation) and to the amortisation of non-compensated revertible assets.

### Società di Progetto Autostrada Diretta Brescia Milano - Bre.Be.Mi. S.p.A.<sup>2</sup>

The accounting records as at 31 December 2015<sup>1</sup> revealed a loss of EUR 68.9 million. This amount is mainly due to financial charges (which were no longer capitalised as the infrastructure came into operation in July 2014) and to the amortisation of non-compensated revertible assets.

The Economic-Financial Plan for that stretch currently in force is based on a term of management of 19 years and 6 months, starting from the time the motorway link comes into operation. The Plan also envisages the collection by the licensee company of the final compensation for the end of the license of EUR 1,205 million, equal to the non-amortised value of the works.

As stated in previous reports, on 20 December 2013 a formal petition for the revision of the Economic-Financial Plan was submitted to the Granting Body pursuant to art. 11.8 of the Standard Concession Agreement. The petition for revision was based on the existence of several conditions and reasons that led to an alteration of the balance of the Economic-Financial Concession Plan signed on 22 December 2010. This alteration was due to: (i) the decrease in traffic estimates which, as a result of the continuing economic crisis, involved the entire Italian motorway system, (ii) higher financial charges incurred on loans, also resulting from the crisis in the financial markets, and (iii) higher construction, expropriation and management costs.

Following the investigation, on 30 May 2014 the Granting Body expressed a positive opinion on the admissibility of higher charges and indicated the rebalancing elements for the Economic-Financial Plan.

<sup>1</sup> This figure has been calculated based on National Accounting Standards/OIC.

<sup>2</sup> Company invested in through Autostrade Lombarde S.p.A.

On 17 June 2014, the company handed over to the Granting Body a rebalancing proposal based on the indications received, which, in addition to including a public contribution of EUR 80 million and the increase in the duration of the concession for another 10.5 years, was based on the recognition of the tax compensation measures set out in art. 18, paragraph 1 of Law no. 183/2011.

With note of 23 June 2014, the Granting Body submitted to the Ministry of Infrastructure and Transport the petition for revision of the Economic-Financial Plan of the Bre.Be.Mi. motorway and the concurrent assignment by CIPE of Tax-Exemption Measures pursuant to art. 18 of Law 183/2011.

Subsequently, based on the specific opinion issued by NARS (consultancy board for the implementation of the guidelines for public utility services), the Granting Body announced that it was impossible to apply the Tax-Exemption Measures to the Bre.Be.Mi. motorway. As a result, the rebalancing proposal could not be moved forward.

In the meantime, Law no. 190 of 23 December 2014 (the so-called "Legge di Stabilità 2015" - 2015 Stability Law) expressly set 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 implemented with public-private sector partnerships"*.

Pending the approval process of the above revised Economic-Financial Plan, with note dated 12 January 2015, the Granting Body asked the Licensee, in the light of the above-mentioned regulations, to formulate and submit a new revision proposal of the Economic-Financial Plan, in alternative to the previously formulated plan, based on the following assumptions:

- the construction by January 2017 of the interconnection between Bre.Be.Mi. and the A4, 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, subject to another concession;
- the payment of contributions according to the above-mentioned national and regional regulations;
- 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.

The same note also requested that the Granting Body transmits the final plan and the environmental impact study for said interconnection.

Taking account of all of the above, Bre.Be.Mi. drew up an update of the expected revision of the Economic-Financial Plan which considers the indications from CAL S.p.A. set out in note dated 12 January 2015, as well as Additional Agreement no. 3 to the Agreement.

This proposal, which keeps the increase of the term of management to 30 years and guarantees the financial sustainability of the initiative, was submitted to the Granting Body on 18 February 2015 and was sent by the latter to the MIT and the competent administrations on 17 March 2015.

Following the discussions between the Granting Body CAL and the Ministry of Infrastructure and Transport in the inquiry phase, the rebalancing proposal was subsequently updated as a result of:

- the lower amount available of the public contribution pursuant to Law no. 190 of 23 December 2014 (known as the "Legge di Stabilità 2015" - 2015 Stability Law) and

- the need to reduce the requested period of extension for rebalancing the Economic-Financial Plan of the concession by restoring the payment of the takeover value set out in the Standard Agreement at the end of the licence.

With Resolution no. 60 of 6 August 2015, adopted based on an opinion from NARS, the CIPE, on the proposal of the Ministry of Infrastructure and Transport, approved the revised Economic-Financial Plan and the related Explanatory Report, including the following measures to restore the conditions of economic-financial balance of the concession:

- recognition of the extension to the duration of the concession by a further 6 years, expiring on 22 January 2040 rather than December 2033;
- the granting of a public contribution for plant and equipment totalling EUR 320 million, necessary to guarantee the balancing of the EFP, to be disbursed between 2015 and 2029.

The contribution is covered:

- for a total amount of EUR 260 million, to be disbursed in yearly amounts of EUR 20 million from 2017 to 2031, by art. 1, paragraph 299 of Law 190 of 23 December 2014 ("Legge di Stabilità 2015" - 2015 Stability Law);
- for a total amount of EUR 60 million, to be disbursed in the three-year period 2015-2017, by Lombardy Authorities Decree no. 12781 of 30 December 2014.

Moreover, a condition for the balance of the Economic-Financial Plan is the construction of the A35-A4 interconnection, 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 current failure to carry out the Ospitaletto-Montichiari junction, subject to another concession.

In compliance with the request formulated by the Granting Body, the Company prepared the change to the final project of the motorway link for the interconnection between the A35 and the A4. This change was approved by the Granting Body CAL S.p.A. on 4 June 2015 for the purposes of the following approval process pursuant to and in accordance with art. 167, paragraph 5 of Legislative Decree 163/2006.

The Services Conference on the final project, called by the Ministry of Infrastructure and Transport, was held on 9 October 2015, and the project was approved.

The Granting Body sent the inquiry on the final project for the A35-A4 interconnection to the Ministry of Infrastructure and to the Interministerial Economic Planning Committee.

The imminent approval of the project for the A35-A4 interconnection by CIPE is currently pending.

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

The financial statements as at 31 December 2015<sup>1</sup> show net toll revenues amounting to EUR 122.4 million, up by approximately EUR 6.2 million (+5.02%) compared to the previous financial year.

This change is due, for EUR 4.4 million, to the increase in revenues in Q4 (resulting from (i) the increase in traffic volumes for both heavy vehicles, +1.77% and light vehicles, +14.25%, and (ii) the increase in toll rates, +2.59%) and, for EUR 1.8 million, to the increase in revenues for the A32 section (resulting from (i) the growth in traffic volumes for light vehicles, +4.34%, (ii) the increase in traffic volumes for heavy vehicles, +2.21% and (iii) the increase in toll rates, +1.50% at the Avigliana and Salbertrand toll gates).

The "gross operating margin" totalled EUR 75.9 million (EUR 70.1 million in FY 2014).

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

The item "*motorway sector revenue*", up by EUR 1.2 million compared to the previous financial year, totalled EUR 11.1 million.

The "*gross operating margin*" totalled EUR 4.9 million<sup>1</sup> (EUR 2.6 million in 2014).

The "*net financial position*" as at 31 December 2015 showed liquid funds equal to EUR 15.5 million (EUR 14.8 million as at 31 December 2015).

### 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.

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<sup>1</sup>This figure has been calculated based on National Accounting Standards/OIC.

## 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)
- Siteco Informatica S.r.l. (investee company with 80% of the share capital)
- Consorzio Sintec (investee company with 60% of the consortium fund)

### 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>	2015	2014	Changes
Construction sector revenue	49,114	53,172	(4,058)
Other revenues	730	496	234
<b>Turnover (A)</b>	<b>49,844</b>	<b>53,668</b>	<b>(3,824)</b>
Operating costs (B)	(44,987)	(48,458)	3,471
<b>Gross operating margin (A - B)</b>	<b>4,857</b>	<b>5,210</b>	<b>(353)</b>

In FY 2015, the company posted a "*turnover*" of EUR 49.8 million (EUR 53.7 million in the previous year). The decrease in business was reflected on "*operating costs*", down by approximately EUR 3.5 million. The "*gross operating margin*" therefore totalled EUR 4.9 million (EUR 5.2 million in 2014).

The "*net financial position*" as at 31 December 2015 revealed net liquid funds equal to EUR 6.7 million (net liquid funds of EUR 12.5 million as at 31 December 2014). The company distributed the 2014 dividend for a total amount of EUR 4.8 million.

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### ITINERA S.p.A.

The companies in the Itinera Group operate in the construction sector and their 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 2015, the Itinera Group recorded a "*value of production*" equal to EUR 771 million (EUR 1,101 million in FY 2014), together with a "*profit for the year*" of approximately EUR 11.1 million (EUR 33.2 million in 2014).

The Group 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.

In this regard, in 2015 the Company worked on opening branches in foreign countries it is interested in, several of which have been opened to date (Romania, Abu Dhabi, Dubai, Angola, Zambia, South Africa, Armenia) and others being established (Kenya, Saudi Arabia), as well as local corporations (Algeria and the United States) also focusing on acquiring equity investments in local businesses, alongside growth by internal lines.

In this area, in October 2015, Itinera finalised the acquisition of 34.30% of units, representing 49% of the economic interest – taking account of the compulsory inclusion in of a local partner in the capital in an amount of no less than 30% – of the company established under Oman law, FEDERICI STIRLING BATCO LLC, headquartered in Muscat, capital of the Sultanate of Oman, operating in the construction sector.

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## 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>	2015	2014	Changes
Engineering sector revenue	26,020	34,621	(8,601)
<b>Turnover (A)</b>	<b>26,020</b>	<b>34,621</b>	<b>(8,601)</b>
Operating costs (B)	(27,580)	(30,742)	3,162
<b>Gross operating margin (A - B)</b>	<b>(1,560)</b>	<b>3,879</b>	<b>(5,439)</b>

In FY 2015, the "turnover" totalled EUR 26 million. The decrease compared to the same period last year (EUR -8.6 million) which reflects the decrease in production carried out for the Group companies, only partially affected operating costs, which are down by EUR 3.2 million. Therefore, the "gross operating margin" is negative for EUR 1.6 million (positive for EUR 3.9 million in 2014).

In the initial months of 2016 the company began the process of reducing personnel, for the purpose, *inter alia*, of recovering profitability.

The "net financial position" as at 31 December 2015 showed "net liquid funds" equal to EUR 15.8 million (EUR 18.4 million as at 31 December 2014).

## 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>	2015	2014	Changes
Engineering sector revenue	23,667	24,077	(410)
<b>Turnover (A)</b>	<b>23,667</b>	<b>24,077</b>	<b>(410)</b>
Operating costs (B)	(17,640)	(19,121)	1,481
<b>Gross operating margin (A - B)</b>	<b>6,027</b>	<b>4,956</b>	<b>1,071</b>

In FY 2015, the "turnover" totalled EUR 23.6 million (EUR 24.1 million in FY 2014). "Operating costs" totalled EUR 17.6 million, a reduction of EUR 1.5 million compared to last year.

With regard to above, the "gross operating margin" totalled EUR 6 million (EUR 5 million in FY 2014).

The "net financial position" as at 31 December 2015 showed liquid funds equal to EUR 3.3 million (EUR 2.1 million as at 31 December 2014).

## Siteco Informatica S.r.l.

The company operates in the development of technological software – in particular application software for the management of road databases – and in the engineering and integration of technologies and instruments to carry out high-performance tools for photographic, geometric and topographic surveys of infrastructures.

In 2015, revenues amounted to EUR 1.7 million, as compared to operating costs totalling EUR 1.7 million. The gross operating margin is at a break-even point.

The "net financial position" as at 31 December 2015 revealed borrowings totalling EUR 0.2 million (liquid funds amounting to EUR 0.1 million as at 31 December 2014).

## Consorzio SINTEC

The consortium carries out monitoring and control activities related to the state of preservation of infrastructures.

In 2015 revenues totalled EUR 4.9 million (EUR 2.3 million in FY 2014).

The "net financial position" as at 31 December 2015 revealed liquid funds equal to EUR 0.7 million (EUR 0.9 million as at 31 December 2014).

## 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>	2015	2014	Changes
Construction sector revenue	1,111	1,910	(799)
Other revenues	-	-	-
<b>Turnover (A)</b>	<b>1,111</b>	<b>1,910</b>	<b>(799)</b>
Operating costs (B)	(960)	(1,681)	721
<b>Gross operating margin (A - B)</b>	<b>151</b>	<b>229</b>	<b>(78)</b>

In FY 2015, the "turnover" totalled EUR 1.1 million (EUR 1.9 million in 2014). "Operating costs" totalled EUR 1 million (EUR 1.7 million in 2014). Therefore, the "gross operating margin" amounted to EUR 0.2 million, in line with the previous year.

The "net financial position" as at 31 December 2015 showed net liquid funds equal to EUR 0.9 million (EUR 0.6 million as at 31 December 2014).

## RESULTS OF OPERATIONS - Technology Sector

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

- Sinelec S.p.A. (investee company with 97.514% of the share capital)
- Euroimpianti Electronic S.p.A. (investee company with 100% of the share capital)
- Brescia Milano Manutenzioni S.c.ar.l. (investee company with 62% of the share capital)
- Pedemontana Lombarda Manutenzioni S.c.ar.l. (investee company with 64.6% 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>	2015	2014	Changes
Technology sector revenue	67,994	65,368	2,626
Other revenues	816	453	363
<b>Turnover (A)</b>	<b>68,810</b>	<b>65,821</b>	<b>2,989</b>
Operating costs	(45,283)	(44,994)	(289)
<b>Gross operating margin</b>	<b>23,527</b>	<b>20,827</b>	<b>2,700</b>

The company posted a "turnover" of EUR 68.8 million, up by EUR 3 million compared to the previous year. This change was mainly due to the works carried out for the designing, supply, construction and testing of the toll collection systems of Tangenziale Esterna Est di Milano (Milan East Outer Ring Road).

The "*operating costs*" amounted to EUR 45.3 million (EUR 45 million in 2014).

The "*gross operating margin*" (EBITDA) totalled EUR 23.5 million, showing an improvement of about EUR 2.7 million compared to the previous year.

The "*net financial position*" as at 31 September 2015 showed liquid funds for EUR 18.8 million, which consisted of the liquid funds available on the Company's current accounts (EUR 11.3 million as at 31 December 2014).

### 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>	2015	2014	Changes
Technology sector revenue	53,968	41,972	11,996
Other revenues	519	164	355
<b>Turnover (A)</b>	<b>54,487</b>	<b>42,136</b>	<b>12,351</b>
Operating costs	(47,178)	(34,376)	(12,802)
<b>Gross operating margin</b>	<b>7,309</b>	<b>7,760</b>	<b>(451)</b>

The company posted a "*turnover*" of EUR 54.5 million, up by EUR 12.4 million compared to the previous financial year. The increase during the year was reflected in "*operating costs*", which grew by around EUR 12.8 million. The "*gross operating margin*" totalled EUR 7.3 million (EUR 7.8 million in 2014).

The "*net financial position*" as at 31 December 2015 showed liquid funds equal to EUR 1.5 million (indebtedness of EUR 0.6 million as at 31 December 2014).

### **Brescia Milano Manutenzioni S.c.ar.l.**

The company – which has been consolidated starting from this financial year – operates in the maintenance sector of road lighting systems. It mainly carries out its activities on behalf of Argentea Gestioni S.c.p.a., holding the maintenance and management contract for the Bre.Be.Mi. motorway.

Revenues and costs for FY 2015 totalled EUR 2.6 million.

### **Pedemontana Lombarda Manutenzioni S.c.ar.l.**

The company – incorporated in October 2015 – operates in the maintenance sector of road systems. It mainly carries out its activities on behalf of Autostrada Pedemontana Lombarda S.p.A., holding the maintenance contract for systems on the A8-A9 stretch, the first lot of the Como and Varese by-passes.

Taking account of the limited period of operations, revenues and costs for FY 2015 were insignificant.

## RESULTS OF OPERATIONS - Parking Sector

As is well known, 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 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-Pero).

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

<i>(amounts in thousands of EUR)</i>	2015	2014	Changes
Parking sector revenue <sup>(1)</sup>	10,256	6,783	3,473
Other revenues	1,389	302	1,087
<b>Turnover (A)</b>	<b>11,645</b>	<b>7,085</b>	<b>4,560</b>
Operating costs (B)	(3,600)	(1,915)	(1,685)
<b>Gross operating margin (A - B)</b>	<b>8,045</b>	<b>5,170</b>	<b>2,875</b>

In FY 2015, parking sector revenue amounted to EUR 10.3 million <sup>(1)</sup> (EUR 6.8 million in 2014). The significant increase during the financial year was mainly attributable to the "EXPO" event held at Fiera di Milano from May to October 2015.

The growth in revenues from the management of parking areas along with the recognition of "*operating grants*" for EUR 1.4 million and "*operating costs*" for EUR 3.6 million (EUR 1.9 million in FY 2014) reflected on the "*gross operating margin*", which amounted to EUR 8 million <sup>(1)</sup> (EUR 5.2 million in FY 2014).

\* \* \*

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

<i>(amounts in thousands of EUR)</i>	31/12/2015	31/12/2014	Changes
A) Cash	5,631	4,336	1,295
B) Financial receivables	3,965	3,888	77
C) Short-term borrowings	(2,513)	(2,372)	(141)
<b>D) Current net cash (A) + (B) + (C)</b>	<b>7,083</b>	<b>5,852</b>	<b>1,231</b>
E) Long-term borrowings	(28,563)	(32,006)	3,443
<b>F) Net financial indebtedness (D) + (E)</b>	<b>(21,480)</b>	<b>(26,154)</b>	<b>4,674</b>
G) Non-current financial receivables	48,328	49,160	(832)
<b>H) "Adjusted" net financial position (F) + (G)</b>	<b>26,848</b>	<b>23,006</b>	<b>3,842</b>

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.

<sup>1</sup> Based on the fact that a "guaranteed minimum amount" is acknowledged by the Granting Body, IFRIC 12 sets out the following: (i) the recognition in the financial statements of a financial loan for the discounted amount of minimum cash flows guaranteed by the Granting Body; (ii) the decrease in revenues with regard to the portion attributable to the guaranteed minimum amount; and (iii) the recognition of a financial income against the said financial loans. However, only in order to provide full information on the revenue and expenditure items relating to the management of the Fiera Parking S.p.A. parking areas, the data provided in these notes include parking revenues with regard to the portion attributable to the so-called "guaranteed minimum amount" equal to approximately EUR 3.9 million in 2015 (EUR 3.8 million in 2014).

### **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 3.4 million (EUR 3.1 million in 2014).

The "*gross operating margin*" totalled EUR 2.5 million (EUR 2.3 million in FY 2014).

The "*net financial position*" as at 31 December 2015 showed an indebtedness of EUR 15.5 million (EUR 16.8 million as at 31 December 2014).

### **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 million, in line with the previous financial year (EUR 2 million in FY 2014).

The "*gross operating margin*" totalled EUR 1.4 million (EUR 1.4 million in FY 2014).

The "*net financial position*" as at 31 December 2015 showed an indebtedness of EUR 4.1 million (EUR 4.6 million as at 31 December 2014).

### **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 1.6 million (EUR 1.4 million in 2014).

The "*gross operating margin*" totalled EUR 1 million (EUR 0.9 million in FY 2014).

The "*net financial position*" as at 31 December 2015 showed an indebtedness of EUR 2.9 million (EUR 3.6 million as at 31 December 2014).

### **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 0.4 million in 2014).

The "*gross operating margin*" totalled EUR 0.2 million, in line with the previous financial year.

The "*net financial position*" as at 31 December 2015 showed an indebtedness of EUR 4.2 million (EUR 4.5 million as at 31 December 2014).

## RESULTS OF OPERATIONS - Services Sector

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

As at 31 December 2015, the Company was an investee company of the Group (99.773% of the share capital).

In FY 2015, the company posted a "loss" of EUR 3 million, mainly due to the write-down and the allocation of specific provisions for the expected loss on the equity investment held in Compagnia Aerea Italiana S.p.A. for a total amount of EUR 2.4 million (the loss was equal to EUR 16.8 million in 2014).

The "net financial position" as at 31 December 2015 showed "liquid funds" equal to EUR 7.1 million (EUR 10.6 million as at 31 December 2014). During the financial year, the company paid the share capital increases approved by the investee companies Banca Ca.Ri.Ge. S.p.A. and Compagnia Aerea Italiana S.p.A. for EUR 3.8 million and EUR 0.5 million, respectively.

\* \* \*

### Baglietto S.p.A.

Although the shipyard sector was still affected by the effects of the international economic stagnation, in FY 2015 the company increased its value of production by more than EUR 6 million. Moreover, the lower values realised on resales of yachts traded in by customers, the increase in payroll costs due to settlements, as well as the need to allocate specific provisions to cover the losses of the subsidiary Cerri Cantieri Navali S.p.A. (equal to EUR 2 million), resulted in a loss for the year of EUR 11.8 million<sup>1</sup> (EUR 8.6 million in FY 2014).

Note that during FY 2015 Baglietto S.p.A. delivered two 46-metre yachts to customers and signed a sales contract for a 48-metre yacht.

The "net financial position" as at 31 December 2015 revealed an indebtedness for EUR 23.9 million (EUR 20 million as at 31 December 2014).

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<sup>1</sup>This figure has been calculated based on National Accounting Standards/OIC.

## RISK FACTORS AND UNCERTAINTIES

The main risks<sup>(1)</sup> and uncertainties to which the Company is exposed are detailed below:

### *Disputes with the Revenue Office*

As at 31 December 2015, 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 toll rates*".

### *RFI S.p.A. injunction*

With reference to the injunction sent in June 2015 by Rete Ferroviaria Italiana S.p.A. to ANAS S.p.A. and the subsidiary SATAP S.p.A. with regard to the acknowledgement of the charges incurred to carry out the works to solve the interference created by the high-speed/high-load line with the existing A4 Turin-Milan motorway, based on the reference accounting standards, the Company decided not to make any allocations in these financial statement.

With regard to this issue, reference is made to the section "Other information" in the Explanatory Notes to the consolidated financial statements.

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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.

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<sup>(1)</sup> With regard to the "financial risk" management, reference should be made to the "Other information" section included in the Explanatory 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 "Group structure and business segments" – 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

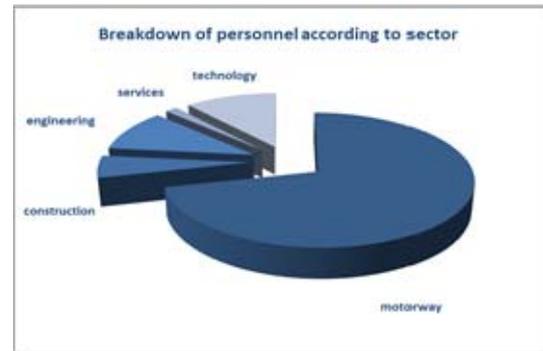
### Information on Environment and Staff

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 2015, 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 2015, compared with the figures as at 31 December 2014:

	31/12/2014	31/12/2015
Executives	80	82
Middle managers	101	100
Staff	2,186	2,214
Workers	438	470
<b>Total</b>	<b>2,805</b>	<b>2,866</b>



### Treasury shares and shares or stakes of Parent Companies

On 15 April 2015, the Ordinary Shareholders' Meeting approved the request to authorise the purchase and disposal of treasury shares. It will be possible to purchase shares, up to a maximum of 17,600,000 ordinary shares, up until the approval date of the 2015 financial statements and, in any case, for no more than 18 months from the resolution date. As part of the said resolution by the Shareholders' Meeting, on the same date the Board of Directors approved the launch of the treasury shares purchase plan by authorising the acquisition of up to a further 3,520,000 ASTM shares (+4%), hence up to approximately 9.072% of the share capital, having taken into account the ASTM shares already held (approximately 5.072% of the share capital).

As of today, the Parent Company holds 5,206,450 treasury shares. Therefore, the Parent Company and ATIVA S.p.A. hold together 5,227,950 treasury shares (corresponding to approximately 5.94% of the share capital).

The Shareholders' Meeting that will be convened on 28 April 2016 will approve the proposal for a new authorisation to purchase/sell treasury shares, since the previous authorisation approved on 15 April 2015 will expire with the approval of the financial statements as at 31 December 2015.

### 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, parent companies and companies subject to control of these latter companies has been explained in a dedicated section of the Explanatory Notes "*Other information – 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 **art. 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 **art. 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 2015.

For the purpose of completeness, it is noted that, as part of the wider strategy focused on the synergic development of the business of "greenfield" concessions, which will be a significantly growing market in the future, an operation is in the advanced study stage that, through a capital increase to be freed up through contribution in kind, could enable ASTM to acquire 53.34% of the share capital of Itinera S.p.A., which is currently held by the Parent Company Argo Finanziaria S.p.A.

In this regard, as of today, ASTM holds 46.66% of the share capital of Itinera S.p.A. (17.02% directly and 29.64% through the subsidiary SATAP S.p.A.).

## **BUSINESS OUTLOOK**

Despite the fact that on 1 January 2016 the toll increases were recognised limited to the A4 Turin-Milan stretch, the

signs of recovery in traffic, along with the expected recognition of the toll increases due on the other stretches managed by the Group, should permit further consolidation of the income results of the ASTM Group for the current year.

The profit (loss) for the year will also reflect the acquisition of joint control of Ecorodovias Infraestrutura e Logística S.A. in Brazil.

## PROPOSAL FOR ALLOCATION OF THE NET PROFIT

Shareholders,

the Board of Directors hereby proposes:

- that you approve the financial statements as at 31 December 2015, which posted a profit of EUR 51,705,219;
- that you allocate the profit for the period equal to EUR 51,705,219 – i.e. a residual amount of EUR 35,089,609 (following the distribution of the 2015 interim dividend of EUR 0.20 per share, for a total amount of EUR 16,615,610, as approved by the Board of Directors on 5 November 2015) – 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 2015. Therefore, the total dividend per share for 2015 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 1 June 2016 (in such event, the shares shall be quoted ex-dividend from 30 May 2016, against detachment of the coupon no. 43).

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 February 1998 – recorded at the end of 31 May 2016 (record date).

## APPOINTMENT OF THE BOARD OF DIRECTORS

Shareholders,

the three-year mandate given to the Board of Directors by the Shareholders' Meeting on 10 June 2013 expires with the Shareholders' Meeting that will be held for the approval of the Financial Statements as at 31 December 2015.

You are therefore required to appoint the new Board of Directors, according to the terms and within the period prescribed by article 16 of the Articles of Association, by means of list voting.

As prescribed by CONSOB Resolution no. 19499 of 28 January 2016, the Shareholders who, alone or together with others, hold shares representing at least 1% of the share capital have the right to submit the lists of candidates.

Tortona, 10 March 2016

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

**Separate Financial Statements**  
**as at 31 December 2015**

# Financial Statements of the Parent Company

## Balance Sheet

<i>(amounts in thousands of EUR)</i>	Note	31 December 2015	31 December 2014
<b>Assets</b>			
<b>Non-current assets</b>			
Intangible assets	1	120	160
Tangible assets	2	6,856	7,080
Non-current financial assets	3		
equity investments in subsidiaries		1,676,204	1,676,204
equity investments in associated companies		39,545	34,897
equity investments in other businesses – available for sale		11,300	10,923
receivables		266	266
other		113,847	136,606
<b>Total non-current financial assets</b>		<b>1,841,162</b>	<b>1,858,896</b>
Deferred tax credits	4	972	1,471
<b>Total non-current assets</b>		<b>1,849,110</b>	<b>1,867,607</b>
<b>Current assets</b>			
Inventories			
Trade receivables	5	1,317	1,469
Current tax credits	6	168	54
Other receivables	7	1,220	305
Assets held for trading			
Assets available for sale			
Financial receivables	8	2,699	2,703
<b>Total current assets</b>		<b>5,404</b>	<b>4,531</b>
Cash and cash equivalents	9	150,077	176,546
<b>Total current assets</b>		<b>155,481</b>	<b>181,077</b>
<b>Total assets</b>		<b>2,004,591</b>	<b>2,048,684</b>
<b>Shareholders' equity and liabilities</b>			
<b>Shareholders' equity</b>			
Shareholders' equity	10		
a. share capital		41,539	41,911
b. reserves and earnings		1,681,231	1,696,084
<b>Total shareholders' equity</b>		<b>1,722,770</b>	<b>1,737,995</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Provisions for risks and charges and severance indemnities	11	1,373	1,634
Trade payables		-	-
Other payables		-	-
Bank debt		-	-
Hedging derivatives		-	-
Other financial liabilities		-	-
Deferred tax liabilities	12	8	224
<b>Total non-current liabilities</b>		<b>1,381</b>	<b>1,858</b>
<b>Current liabilities</b>			
Trade payables	13	1,256	646
Other payables	14	2,537	1,461
Bank debt		-	-
Other financial liabilities	15	276,000	306,000
Current tax liabilities	16	647	724
<b>Total current liabilities</b>		<b>280,440</b>	<b>308,831</b>
<b>Total liabilities</b>		<b>281,821</b>	<b>310,689</b>
<b>Total shareholders' equity and liabilities</b>		<b>2,004,591</b>	<b>2,048,684</b>

## Income statement

<i>(amounts in thousands of EUR)</i>	Note	FY 2015	FY 2014
<b>Financial income and charges</b>	17		
Income from equity investments:			
from subsidiaries		48,983	59,827
from associated companies		-	-
from other businesses		592	253
Total investment income		<b>49,575</b>	<b>60,080</b>
Other financial income		9,302	8,887
Interest and other financial charges		(3,857)	(4,312)
<b>Total financial income and charges (A)</b>		<b>55,020</b>	<b>64,655</b>
<b>Value adjustments of financial assets</b>	18		
Revaluations		5,178	-
Write-downs		(1)	(4,078)
<b>Total value adjustments of financial assets (B)</b>		<b>5,177</b>	<b>(4,078)</b>
<b>Other operating income (C)</b>	19	<b>5,141</b>	<b>5,118</b>
<b>Other operating costs</b>	20		
payroll costs		(4,845)	(3,528)
costs for services		(5,474)	(4,133)
costs for raw materials		(1)	(3)
other costs		(1,833)	(874)
amortisation, depreciation and write-downs		(264)	(263)
other provisions for risks and charges		-	-
<b>Total other operating costs (D)</b>		<b>(12,417)</b>	<b>(8,801)</b>
<b>Profit (loss) before taxes (A+B+C+D)</b>		<b>52,921</b>	<b>56,894</b>
Taxes	21	(1,216)	(340)
<b>Profit for the period</b>		<b>51,705</b>	<b>56,554</b>

*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 2015	FY 2014
<b>Profit for the period (a)</b>	<b>51,705</b>	<b>56,554</b>
Actuarial profit (loss) on employee benefits (Employee Severance Indemnity)	74	(45)
Tax effect on profit (loss) that will not be subsequently reclassified in the Income Statement	-	-
<b>Profit (loss) that will not be subsequently reclassified in the Income Statement (b)</b>	<b>74</b>	<b>(45)</b>
Profit (loss) posted to "reserves for revaluation to fair value" (financial assets available for sale)	99	1,026
Tax effect on profit (loss) that will be subsequently reclassified in the Income Statement when certain conditions are met	216	(105)
<b>Profit (loss) that will be subsequently reclassified in the Income Statement when certain conditions are met (c)</b>	<b>315</b>	<b>921</b>
<b>Comprehensive income (a) + (b) + (c)</b>	<b>52,094</b>	<b>57,430</b>

## Cash flow statement

<i>(amounts in thousands of EUR)</i>	Note	FY 2015	FY 2014
<b>Beginning cash and cash equivalents (a)</b>		<b>176,546</b>	<b>219,614</b>
<b>Operating activity:</b>			
<b>Profit</b>		<b>51,705</b>	<b>56,554</b>
<b>Adjustments</b>			
Amortisation and depreciation		264	263
Updating Employee Severance Indemnity		112	153
Write-down (revaluations) of financial assets		(746)	2,536
Write-down/(revaluation) of the "option component" of the SIAS convertible bond loan		(5,178)	969
Changes in the "credit component" of the SIAS convertible bond loan		(3,220)	(3,029)
	<i>Operating cash flow (I)</i>	<i>42,937</i>	<i>57,446</i>
Net change in deferred tax credits and liabilities		283	(86)
Change in net working capital	22.1	732	(334)
Other changes from operating activity	22.2	(294)	(128)
	<i>Change in net working capital and other changes (II)</i>	<i>721</i>	<i>(548)</i>
<b>Cash generated (absorbed) by operating activity (I+II) (b)</b>		<b>43,658</b>	<b>56,898</b>
<b>Investment activity:</b>			
Investments in intangible assets		-	(200)
Investments in property, plant, machinery and other assets		-	(9)
Net investments in non-current financial assets - equity investments		(4,709)	(1,803)
Net divestiture of property, plant, machinery and other assets		-	-
Divestiture of non-current financial assets		11,154	-
<b>Cash generated (absorbed) by investment activity (c)</b>		<b>6,445</b>	<b>(2,012)</b>
<b>Financial activity:</b>			
Change in bank debt		-	-
Change in other financial liabilities		(30,000)	(500)
Investments in non-current financial assets		(10,000)	(35,000)
Divestiture of non-current financial assets		30,747	-
Purchase of treasury shares		(8,963)	(7,709)
Dividend distribution		(58,356)	(54,745)
<b>Cash generated (absorbed) by financial activity (d)</b>		<b>(76,572)</b>	<b>(97,954)</b>
<b>Ending cash and cash equivalents (a+b+c+d)</b>		<b>150,077</b>	<b>176,546</b>
 Additional information:			
Taxes paid during the period		249	962
Financial charges paid during the period		3,829	4,274
Dividends collected during the period		49,323	60,080

The Company's "net financial position" as at 31 December 2015 is provided in the related 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	Reserve for revaluation to fair value	Capital reserves	Reserve for discounting Employee Severance Indemnity <sup>(1)</sup>	Retained earnings (losses)	Profit (loss) for the period	Total
<b>31 December 2013</b>	<b>42,268</b>	<b>25,861</b>	<b>9,325</b>	<b>10,538</b>	<b>37,966</b>	<b>(36,234)</b>	<b>2,795</b>	<b>34,059</b>	<b>(115)</b>	<b>1,482,180</b>	<b>134,376</b>	<b>1,743,019</b>
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
<b>31 December 2014</b>	<b>41,911</b>	<b>25,861</b>	<b>9,325</b>	<b>10,538</b>	<b>45,675</b>	<b>(43,586)</b>	<b>3,716</b>	<b>34,059</b>	<b>(160)</b>	<b>1,570,882</b>	<b>39,774</b>	<b>1,737,995</b>
Allocation of 2014 profits										18,904	(18,904)	-
Distribution of 2014 balance dividend (EUR 0.25 per share)											(20,870)	(20,870)
Distribution of reserves (EUR 0.25 per share)										(20,870)		(20,870)
Distribution of 2014 interim dividend (EUR 0.20 per share)											(16,616)	(16,616)
Creation of "Reserve for the purchase of treasury shares"					8,963					(8,963)		-
Purchase of treasury shares	(372)					(8,591)						(8,963)
Total profit for the period							315		74		51,705	52,094
<b>31 December 2015</b>	<b>41,539</b>	<b>25,861</b>	<b>9,325</b>	<b>10,538</b>	<b>54,638</b>	<b>(52,177)</b>	<b>4,031</b>	<b>34,059</b>	<b>(86)</b>	<b>1,559,953</b>	<b>35,089</b>	<b>1,722,770</b>

## 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 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 approved the financial statements on 10 March 2016.

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 also means all revised international accounting standards ("IAS") and 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 valuation criteria applied in the preparation of the financial statements as at 31 December 2015 are the same as those used to draw up the financial statements as at 31 December 2014.

### 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%
Electromechanical and electronic machines	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 book 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.

The options, classified as derivatives, are valued at fair value with a contra item in the income statement.

### 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 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 reporting date, the following elements were taken into account: i) the listing price of the security on active markets or the listing price of similar securities, ii) variables other than prices listed on active markets which can be recorded on the market, either directly (prices) or indirectly (price derivatives), iii) the values reflected in recent appraisals or transactions (values that are not always based on market values that can be observed); if the fair value cannot be reliably determined, 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 in 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 at the reporting 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 profits 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 a contra-item in shareholders' equity and no entry in 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 credits are posted when their recovery is likely.

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

#### Impairment test

The book values of the Company's assets are assessed for impairment at every reference date of the financial statements. If 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 regard 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 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 adopted have been prepared using a "constant currency".

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

"Risk free" 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 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 3.77% and 4.95%.

With regard to the cash generating units, for which the "useful life" was calculated, 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 these 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 reporting date. 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.

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The accounting standards shown above have been applied coherently and consistently in preparing these 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 proved immaterial.

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".

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#### **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, and IFRS accounting standards, amendments and interpretations not yet approved by the European Union**

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 120 thousand (EUR 160 thousand at 31 December 2014) and refers to expenses for software licenses. Amortisation for the year totalled EUR 40 thousand.

### Note 2 – Tangible assets

#### Property, plant, machinery and other assets

This item breaks down as follows:

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

	Land and buildings	Other assets	Total
<b>Cost:</b>			
as at 1 January 2015	9,788	865	10,653
Investments	-	-	-
Restatements	-	-	-
Divestitures	-	-	-
<b>as at 31 December 2015</b>	<b>9,788</b>	<b>865</b>	<b>10,653</b>
<b>Accumulated depreciation:</b>			
as at 1 January 2015	(2,715)	(858)	(3,573)
2015 depreciation	(221)	(3)	(224)
Reclassifications/other changes	-	-	-
Reversals	-	-	-
<b>as at 31 December 2015</b>	<b>(2,936)</b>	<b>(861)</b>	<b>(3,797)</b>
<b>Net book value:</b>			
as at 1 January 2015	7,073	7	7,080
as at 31 December 2015	6,852	4	6,856

The item "land and buildings" can be attributed, for EUR 4.4 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 31/12/2015	31/12/2015
<b>Equity investments:</b>		
SIAS	61.704%	1,402,911
IGLI	100.000%	252,780
SINECO	82.000%	13,056
SINA	99.500%	7,443
Sistemi e Servizi <sup>(1)</sup>	14.000%	14
<b>Total</b>		<b>1,676,204</b>

(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	113,754	227,507,443	2,046,802	88,696	31/12/2015
IGLI <sup>(*)</sup>	Milan - Viale Isonzo 14/1	24,120	24,120,000	338,269	10,039	31/12/2015
SINECO <sup>(*)</sup>	Milan - Viale Isonzo 14/1	500	500,000	10,484	3,142	31/12/2015
SINA <sup>(*)</sup>	Milan - Viale Isonzo 14/1	10,141	4,056,250	56,903	(2,359)	31/12/2015
Sistemi e Servizi <sup>(*)</sup>	Tortona (AL) S.S.211 Loc. San Guglielmo 3/13	100	100,000	100	-	31/12/2015

(\*) 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 31/12/2015	31/12/2014	Changes during the period				31/12/2015
			Purchases	Sales	Write-downs	Other	
<b>Equity investments:</b>							
Baglietto	31.00%	4,898	4,649		-		9,547
Itinera <sup>(1)</sup>	17.02%	29,998					29,998
Edilrovaccio 2	20.00%	1			(1)		-
<b>Total</b>		<b>34,897</b>	<b>4,649</b>	<b>-</b>	<b>(1)</b>	<b>-</b>	<b>39,545</b>

(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 Edilrovaccio 2. With reference to the equity investment in Baglietto S.p.A., the agreement

signed by ASTM S.p.A. with the Parent Company Argo Finanziaria S.p.A. was taken into account. This agreement offers ASTM S.p.A. the option of transferring its investment in Baglietto S.p.A. to the aforementioned company at the predefined price of EUR 9.5 million.

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

Company	Registered office	Share capital	No. of shares	Shareholders' equity <sup>(*)</sup>	Profit/(loss) <sup>(*)</sup>	Financial statements data as at
Itinera	Tortona (AL) – Via Balustra 15	81,596	81,596,000	207,006	8,370	31/12/2015
Baglietto	La Spezia – Viale San Bartolomeo 414	34,899	34,899,000	15,797	(11,825)	31/12/2015
Edilrovaccio 2 S.r.l. <sup>(*)</sup>	Turin – Via Schina 5	46	45,900	(14)	(18)	31/12/2015

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

### 3.c - Equity investments 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 2014			Changes in the year				31 December 2015		
	Original value	Updates to FV	Total	Purchases	Other disposals	Updates to FV SH. EQUITY	INC. STAT.	Original value	Updates to FV	Total
Abertis Infraestructuras 0.001%	56	122	178			(14)	-	56	108	164
Alerion Clean Power 1.071%	1,315	-	1,315			(194)	-	1,315	(194)	1,121
Assicurazioni Generali 0.013%	2,907	1,342	4,249		(523)	(258)	-	2,384	1,084	3,468
Mediobanca 0.074%	2,872	1,500	4,372			1,366	-	2,872	2,866	5,738
<b>Total Level 1</b>	<b>7,150</b>	<b>2,964</b>	<b>10,114</b>	<b>-</b>	<b>(523)</b>	<b>900</b>	<b>-</b>	<b>6,627</b>	<b>3,864</b>	<b>10,491</b>
Interporto di Rivalta										
Scrvia 4.340%	575	-	575	-	-	-	-	575	-	575
Milano - Serravalle 0.048%	60	174	234	-	-	-	-	60	174	234
<b>Total Level 3</b>	<b>635</b>	<b>174</b>	<b>809</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>635</b>	<b>174</b>	<b>809</b>
<b>Total</b>	<b>7,785</b>	<b>3,138</b>	<b>10,923</b>	<b>-</b>	<b>(523)</b>	<b>900</b>	<b>-</b>	<b>7,262</b>	<b>4,038</b>	<b>11,300</b>

#### 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 during the year were due to:

- disposal of 45,000 Assicurazioni Generali shares, realising a capital gain of EUR 252 thousand
- fair value adjustment of equity investments (based on market prices) for EUR 900 thousand, EUR 272 thousand of which relating to the reversal of adjustments applied in previous years.

As shown in the table above, the value of investments "available for sale" at 31 December 2015 was net of approximately EUR 4 million relating to the positive adjustment to their fair value (EUR 3.1 million as at 31 December 2014).

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	2,829,661	943,220,294	6,002,260	1,373,621	31/12/2015
Alerion Clean Power S.p.A.	Milan – Via Durini, 16/18	161,094	43,579,004	198,933	61	31/12/2014
Assicurazioni Generali S.p.A.	Trieste – Piazza Duca degli Abruzzi 2	1,556,873	1,556,873,283	14,701,569	737,767	31/12/2014
Interporto Rivalta Scrivia S.p.A. (*)	Rivalta Scrivia (AL) – Strada Savonesa 12/16	11,848	22,785,000	99,083	(1,511)	31/12/2014
Mediobanca S.p.A.	Milan – Piazzetta Enrico Cuccia 1	435,178	870,355,094	4,956,500	72,400	31/12/2015
Milano Serravalle-Milano Tangenziali S.p.A. (*)	Assago Milanofiori (MI) – Via Del Bosco Rinnovato 4/A	93,600	180,000,000	405,928	19,617	31/12/2014

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

### 3.d – Receivables

This item, totalling EUR 266 thousand and unchanged compared to the previous year, refers to the financial receivable from the associated company Edilrovaccio 2 S.r.l.

### 3.e – Other

	31 December 2015	31 December 2014
SIAS convertible bond loan		
- Credit component	97,606	94,386
- Option component	6,024	846
Insurance policies	10,217	30,573
Other financial assets	-	10,801
<b>Total</b>	<b>113,847</b>	<b>136,606</b>

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 3.2 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 revaluation of EUR 5.2 million posted to the income statement.

The item "insurance policies" refers to a capitalisation policy stipulated in 2015 with BNP Paribas Cardif Vita S.p.A.; 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. During the year, the company converted the policy signed with Credit Agricole Vita into cash totalling EUR 30 million, in addition to accrued interest of EUR 747 thousand.

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

In the previous year, the item "other financial assets" included units of the Algebris Ucits Funds PLC investment fund which were sold during this year.

### Note 4 – Deferred tax credits

This item totalled EUR 972 thousand (EUR 1,471 thousand at 31 December 2014). For the breakdown and changes of this item, please refer to Note 21 – Income taxes.

**Note 5 – Trade receivables**

This item totalled EUR 1,317 thousand (EUR 1,469 thousand at 31 December 2014) and refers mainly to services provided to the subsidiaries SATAP S.p.A. (EUR 1.2 million) and SIAS S.p.A. (EUR 0.1 million). These receivables mainly refer to administrative/corporate services and consulting provided by the Company.

**Note 6 – Current tax credits**

This item totalled EUR 168 thousand (EUR 54 thousand as at 31 December 2014) and refers to tax receivables resulting from the liquidation of Inpar S.p.A. (EUR 44 thousand) and IRAP tax receivables (EUR 124 thousand).

**Note 7 – Other receivables**

This item can be broken down as follows:

	31 December 2015	31 December 2014
Receivables from parent companies	114	223
Prepaid expenses	999	
Receivables from others	107	82
<b>Total</b>	<b>1,220</b>	<b>305</b>

"Receivables from parent companies" refer to receivables from the Parent Company Aurelia S.r.l. concerning the IRES repayment request that the company submitted pursuant to the current rules with regard to the IRAP portion not deducted in the period 2008-2011 on costs for employees and staff treated as such.

The item "prepaid expenses" refers to organisational fees and expenses pertaining to future years, relating to loans signed by ASTM S.p.A. but not yet used as at 31 December 2015.

**Note 8 – Financial receivables**

This item, amounting to EUR 2,699 thousand (EUR 2,703 thousand as at 31 December 2104), refers to the receivable due from SIAS S.p.A. for interest – accrued at the "nominal" rate – on the "SIAS 2.625% 2005-2017" convertible bond loan.

**Note 9 – Cash and cash equivalents**

These consist of:

	31 December 2015	31 December 2014
Bank and postal deposits	150,073	176,542
Cash and cash equivalents on hand	4	4
<b>Total</b>	<b>150,077</b>	<b>176,546</b>

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

## Note 10 – Shareholders' equity

### 10.1 – Share capital

As at 31 December 2015, 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 of EUR 11.8 million consisting of revaluation reserves pursuant to Law 72/83. In case of distribution, these reserves will represent the Company's income, pursuant to current tax regulations.

Pursuant to IAS 1, the value of treasury shares is posted as an adjustment to the share capital. The balance as at 31 December 2015 is provided below:

	No. of shares	Nominal value (in EUR)	% on the share capital	Average unit value (in EUR)	Total countervalue (thousands of EUR)
<b>31 December 2014</b>	<b>4,178,564</b>	<b>2,089,282</b>	<b>4.748%</b>	<b>10.93</b>	<b>45,675</b>
Purchases	743,386	371,693	0.845%	12.06	8,963
Sales					
<b>31 December 2015</b>	<b>4,921,950</b>	<b>2,460,975</b>	<b>5.593%</b>	<b>11.10</b>	<b>54,638</b>

With regard to the above-mentioned aspects, the share capital as at 31 December 2015 is as follows (amounts in thousands of EUR):

<b>Nominal Value of Share Capital</b>	44,000
Nominal value of treasury shares held	-2,461
<b>Nominal Value of adjusted Share Capital</b>	<b>41,539</b>

### 10.2 – Reserves

#### 10.2.1 – Share premium reserve

This item totalled EUR 25,861 thousand (EUR 25,861 thousand as at 31 December 2014).

#### 10.2.2 – Revaluation reserves

This item totalled EUR 9,325 thousand (EUR 9,325 thousand as at 31 December 2014).

In the event of distribution, the revaluation reserves will constitute income for the Company and the Shareholders.

#### 10.2.3 – Legal reserve

This item totalled EUR 10,538 thousand (EUR 10,538 thousand as at 31 December 2014) and has reached the limit amount set out in art. 2430 of the Italian Civil Code.

#### 10.2.4 – Reserve for purchase of treasury shares

This "unavailable" reserve was created to purchase treasury shares, in execution of Shareholders' resolutions. It totalled EUR 54,638 thousand (EUR 45,675 thousand as at 31 December 2014). This reserve was created following reclassification from the item "Retained earnings".

#### 10.2.5 – Purchased treasury shares

This item represents the contra-item paid to purchase treasury shares. As illustrated in the "Valuation criteria", this amount, totalling EUR 52,177 thousand, adjusts the shareholders' equity reserves (net of the nominal value of

treasury shares, amounting to EUR 2,461 thousand, which is deducted directly from the "share capital").

#### 10.2.6 – Reserves for revaluation to fair value

This item was established and moves as a direct contra entry at fair value of financial assets classified as "available for sale" ("Equity investment in other businesses" and "Other financial assets"). As at 31 December 2015, this reserve was positive for EUR 4,031 thousand (positive by EUR 3,716 thousand as at 31 December 2014).

#### 10.2.7 – Capital reserves

This item totalled EUR 34,059 thousand and was unchanged from 31 December 2014.

#### 10.2.8 – Reserve for discounting Employee Severance Indemnity

This item encompasses the actuarial profit and losses related to the Employee Severance Indemnity. As at 31 December 2015, this item showed a negative balance of EUR 86 thousand (negative balance of EUR 160 thousand as at 31 December 2014).

#### 10.2.9 – Retained earnings

As at 31 December 2015, this item amounted to EUR 1,559,953 thousand (EUR 1,570,882 thousand as at 31 December 2014). This reserve increased by EUR 18,904 thousand following the allocation of 2014 profits and decreased due to the effects of the distribution of reserves during the year (EUR 20,870 thousand) and the above-mentioned restatement to the "reserve for purchase of treasury shares" (EUR 8,963 thousand).

#### 10.3 – Profit (loss) for the period

This item gathers the profits/losses for the year. It totalled EUR 51,705 thousand (EUR 56,554 thousand in 2014).

The table below shows a breakdown of the "type, possible use and distribution of the items of shareholders' equity" as at 31 December 2015, as well as any drawdowns made during the last three accounting periods.

<i>(amounts in thousands of EUR)</i>	Amount at 31 December 2015	Possibility of use	Quota available	Drawdowns in the last three years
<b>Share capital</b>	41,539 <sup>(1)</sup>			
<b>Reserves</b>				
- Share premium reserve	25,861	A, B, C	25,861	
- Revaluation reserves	9,325	A, B, C <sup>(2)</sup>	9,325	
- Legal reserve	10,538	B	1,738 <sup>(3)</sup>	
- Capital reserves	34,059	A, B, C	34,059	
- Reserve for purchase of treasury shares	2,461 <sup>(4)</sup>			
- Retained earnings (losses)	1,559,953	A, B, C	1,570,882	
- Reserve for revaluation to fair value and discounting of Employee Severance Indemnity	3,945			
<b>Total quota that can be distributed</b>			<b>1,630,936</b>	

Key:

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 2,461 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 (as the nominal value of treasury shares in the portfolio was used to reduce the share capital).

\* \* \*

The book value of shareholders' equity as at 31 December 2015 was higher than the Company's market capitalisation at that date. This higher value was confirmed by specific analyses conducted – as part of the impairment testing procedure – for appraisal of the corporate assets, which was submitted to the Board of Directors in February 2016. This difference is essentially due to the particular corporate structure of the ASTM Group, which includes a further listed sub-holding company in its chain of control, SIAS S.p.A., which holds direct and indirect equity investments in the Group's motorway companies (the "holding discount").

## Note 11 – Provisions for risks and charges and Employee benefits

### 11.1 – Employee benefits (Employee Severance Indemnity)

As at 31 December 2015, this item totalled EUR 1,373 thousand (EUR 1,634 thousand as at 31 December 2014).

Changes during the period were as follows:

<b>1 January 2015</b>	<b>1,634</b>
Period contributions	38
Indemnities advanced/liquidated during the period	(237)
Transfers and other changes	(62)
<b>31 December 2015</b>	<b>1,373</b>

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	1.30% <sup>(1)</sup>
Annual inflation rate	From 1.5% to 2%
Annual rate of increase in severance pay	From 2.62% 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 gender
Retirement age	Requirements met
% of frequency of advances	1.00%
Turnover	3.00%

(1) In accordance with the regulations of 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 26 thousand, with an effect on shareholders' equity amounting to around EUR 19 thousand net of the related tax effect.

## Note 12 – Deferred tax liabilities

This item totalled EUR 8 thousand (EUR 224 thousand as at 31 December 2014). For the breakdown of this item, please refer to Note 21 – Income taxes.

## Note 13 – Trade payables (current)

Trade payables totalled EUR 1,256 thousand (EUR 646 thousand as at 31 December 2014).

**Note 14 – Other payables (current)**

These consist of:

	31 December 2015	31 December 2014
Payables to parent companies	86	-
Payables to subsidiaries	3	2
Payables to welfare organisations	196	224
Other payables	2,252	1,235
<b>Total</b>	<b>2,537</b>	<b>1,461</b>

"*Payables to parent companies*" mainly refer to amounts due to the Parent Company Aurelia S.r.l. as part of the tax consolidation.

The "*payables to subsidiaries*" refer to reimbursement due to SATAP S.p.A. in relation to payroll costs.

The item "*other payables*" includes organisational fees and expense relating to loans signed and not yet disbursed as at 31 December 2015 (EUR 945 thousand), payables to Directors and Auditors for remuneration not yet paid (EUR 197 thousand), payables to shareholders for dividends due (EUR 220 thousand), payables to employees (EUR 345 thousand) and payables for costs incurred in reference to the new Brazil initiatives (EUR 223 thousand).

**Note 15 – Other financial liabilities**

This item amounted to EUR 276,000 thousand (EUR 306,000 thousand as at 31 December 2014) 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 December 2015.

**Note 16 – Current tax liabilities**

Current tax liabilities totalled EUR 647 thousand (EUR 724 thousand as at 31 December 2014). They mainly refer to IRPEF (personal income tax) withheld and VAT payables.

## Explanatory Notes – Information on the income statement

### Note 17 – Financial income and charges

#### 17.1 – Financial income

This item breaks down as follows:

	2015	2014
<b>Income from equity investments:</b>		
- income from subsidiaries	48,983	59,827
- income from other businesses	340	253
- other income from equity investments	252	-
<b>Total</b>	<b>49,575</b>	<b>60,080</b>

"Income from subsidiaries" refers to dividends and interim dividends collected by the Company during the year (EUR 44.9 million paid by SIAS S.p.A. – of which EUR 19.7 million as an interim dividend – EUR 2.4 million from SINA S.p.A. and EUR 1.6 million from SINECO S.p.A.). The decrease compared to the previous year is essentially due to lower dividends distributed by the subsidiaries SIAS S.p.A. and SINA S.p.A.

"Income from other businesses" mainly refers to the dividends distributed by Assicurazioni Generali S.p.A., Mediobanca S.p.A., Abertis Infraestructuras S.A. and Alerion Clean Power S.p.A. (EUR 0.3 million).

"Other income from equity investments" refers to the capital gain from disposal of part of the Assicurazioni Generali shares.

#### 17.2 – Other financial income

	2015	2014
<b>Interest income and other financial income</b>		
- from credit institutions	1,266	2,585
- from financial assets	8,036	6,302
<b>Total</b>	<b>9,302</b>	<b>8,887</b>

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 5.9 million – recalculated on the basis of the market interest rate – of the convertible bonds related to the convertible bond loan issued by SIAS S.p.A., (ii) to income generated by the insurance policies subscribed by the Company during the year totalling EUR 0.9 million and (iii) the capital gain from disposal of the fund units of Algebris Ucits Funds PLC for EUR 1.1 million.

17.3 – Interest and other financial charges

This item breaks down as follows:

	2015	2014
<b>Miscellaneous interest expense:</b>		
- from financial discounting	28	38
- from intercompany loans	3,824	4,208
<b>Other financial charges:</b>		
- other financial charges	5	66
<b>Total</b>	<b>3,857</b>	<b>4,312</b>

Interest expense "*from financial discounting*" refers to the "financial component" of the provisions allocated 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 "*revaluations*" refers to alignment of the "option component" on the SIAS convertible bonds held by the Company to its related fair value (write-down of EUR 969 thousand in 2014).

The item "*write-downs*" refers to the adjustment to the pro-rata portion of shareholders' equity of the equity investment in Edilrovaccio 2 S.r.l. In the previous year this item referred to (i) the write-downs to the equity investments in Baglietto S.p.A. (EUR 2,512 thousand), Alerion Industries S.p.A. (EUR 594 thousand) and GEAC S.p.A. (EUR 3 thousand) and (ii) the aforementioned write-down for adjustment of the "option component" relating to the SIAS convertible bonds.

**Note 19 – Other operating income**

This income breaks down as follows:

	2015	2014
Revenue from sales and services	4,297	4,301
Rental income	694	694
Re-debiting of costs and other income	150	123
<b>Total</b>	<b>5,141</b>	<b>5,118</b>

The item "*revenue from sales and services*" refers to the financial, accounting and corporate services provided to subsidiaries.

**Note 20 – Other operating costs**Payroll costs

This item can be broken down as follows:

	2015	2014
Salaries and wages	2,391	2,511
Social security contributions	719	742
Allocations to payroll provisions	216	196
Other costs	1,519	79
<b>Total</b>	<b>4,845</b>	<b>3,528</b>

The item "*other costs*" includes the amount paid to the former General Manager of the Company as part of

settlement agreements, for EUR 1.5 million.

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

	2015	2014
Executives	8	7
Middle managers	2	3
Staff	23	26
<b>Total</b>	<b>33</b>	<b>36</b>

#### Costs for services

This expense item breaks down as follows:

	2015	2014
Consulting	1,504	563
Compensation and reimbursements for Directors and Statutory Auditors	2,002	1,931
Other payroll costs	93	103
IT services	336	371
Expenses incurred on behalf of third parties	37	53
Other costs for services	1,502	1,112
<b>Total</b>	<b>5,474</b>	<b>4,133</b>

Of the change in the item "*consulting*", approximately EUR 0.8 million refers to costs incurred in relation to the new initiatives in Brazil.

#### Costs for raw materials

This item totalled EUR 1 thousand (EUR 3 thousand in 2014) 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:

	2015	2014
Lease and rental expenses	474	471
Other operating expenses	1,359	403
<b>Total</b>	<b>1,833</b>	<b>874</b>

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.

The item "*other operating expenses*" includes the amount paid to the former General Manager of the Company as part of settlement agreements, for EUR 1 million.

#### Amortisation and depreciation

This item breaks down as follows:

	2015	2014
Intangible assets:		
- Other intangible assets	40	40
Tangible assets:		
- Buildings	221	221
- Other assets	3	2
<b>Total amortisation and depreciation</b>	<b>264</b>	<b>263</b>

**Note 21 – Income taxes**

This item can be broken down as follows:

	2015	2014
<b>Current taxes:</b>		
- IRES	715	480
- IRAP	-	123
<b>Total</b>	<b>715</b>	<b>603</b>
<b>Taxes (prepaid)/deferred:</b>		
- IRES	500	(88)
- IRAP	-	2
<b>Total</b>	<b>500</b>	<b>(86)</b>
<b>Taxes related to prior years</b>	<b>1</b>	<b>(1)</b>
<b>Income from tax consolidation</b>	<b>-</b>	<b>(176)</b>
<b>Total</b>	<b>1,216</b>	<b>340</b>

The increase in "current taxes – IRES" is essentially due to the tax effect of (i) the capital gain (EUR 1.1 million) realised on disposal of the Algebris Fund units held and (ii) the revaluation associated with the fair value adjustment of the "option component" of SIAS convertible bonds. Also note that the tax effect resulting from the aforementioned positive income components was partly neutralised by the higher (deductible) costs during the year.

The change in deferred taxes is due to the transfer of prepaid taxes allocated in previous years and adjustment of the amount receivable for prepaid taxes after the change in the IRES rate from 1 January 2017 (from 27.5% to 24%).

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 2015 and 2014.

Reconciliation between "effective" and "theoretical" rates (**IRES**):

	2015		2014	
<b>Income for the year before taxes</b>	<b>52,921</b>		<b>56,894</b>	
<b>Effective income taxes (from financial statements)</b>	<b>1,216</b>	<b>0.38%</b>	<b>216</b>	<b>0.38%</b>
<b>Lower taxes (compared to the theoretical rate):</b>				
- partially tax-exempt dividends	12,885	24.35%	15,696	27.59%
- other	663	1.25%	705	1.24%
<b>Higher taxes (compared to the theoretical rate):</b>				
- non-deductible write-downs	-	-	(812)	(1.43%)
- effect of rate change	(122)	(0.23%)		
- non-deductible expenses	(88)	(0.17%)	(159)	(0.28%)
<b>Theoretical income taxes</b>	<b>14,554</b>	<b>27.50%</b>	<b>15,646</b>	<b>27.50%</b>

With regard to reconciliation of the theoretical and effective **IRAP** tax rate, it is specified that the IRAP taxable base calculated on the basis of the requirements for financial companies is negative.

\* \* \*

With regard to the period under review and 2014, 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).

	2015	2014
<b>Deferred tax income</b> related to: (*)		
• advance taxes on SIAS convertible bond loan	-	(266)
• other	(121)	(153)
<b>Total (A)</b>	<b>(121)</b>	<b>(419)</b>
<b>Deferred tax expenses</b> related to: (*)		
- other	621	333
<b>Total (B)</b>	<b>621</b>	<b>333</b>
<b>Taxes (prepaid)/deferred (B) – (A)</b>	<b>500</b>	<b>(86)</b>

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

During the year, with a contra-item in "shareholders' equity", "deferred taxes" were recorded for approx. EUR 216 million, related to the fair value measurement of "financial assets available for sale".

	31 December 2015	31 December 2014
<b>Deferred tax credits</b> related to: (*)		
- costs deductible for cash and other changes	222	260
- advance taxes on SIAS convertible bond loan	750	1,211
<b>Total</b>	<b>972</b>	<b>1,471</b>
<b>Deferred tax liabilities</b> related to: (*)		
- valuation of financial assets at fair value	(8)	(224)
- other	-	-
<b>Total</b>	<b>(8)</b>	<b>(224)</b>

(\*) Deferred tax credits 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

	2015	2014
Trade and other receivables	(763)	678
Current tax credits	(114)	(10)
Current trade payables and other payables	1,686	(1,163)
Current tax liabilities	(77)	161
<b>Total</b>	<b>732</b>	<b>(334)</b>

### 22.2 – Other changes from operating activity

	2015	2014
Drawdown on Employee Severance Indemnity	(237)	(69)
Drawdown on other provisions and other changes	(57)	(59)
<b>Total</b>	<b>(294)</b>	<b>(128)</b>

## **23 Significant non-recurring events and transactions**

As stated in the Management Report, 2015 was affected by significant non-recurring events and transactions – as defined in CONSOB Communication no. DEM/6064293<sup>1</sup> – with a positive impact on the economic situation for EUR 2.5 million. In particular, the "non-recurring items" refer to the amount paid to a former Company Director and General Manager as part of settlement agreements.

## **24 Atypical and/or unusual transactions**

Pursuant to CONSOB Communication no. DEM/6064296 of 28 July 2006, note that in 2015 the Company did not carry out any atypical and/or unusual transactions, as defined in the Communication, according to which an atypical and/or unusual transaction is one for which the significance/materiality, nature of the counterparty, subject matter of the transaction, transfer pricing mechanism used and timing of the event (e.g. close to year end) could raise doubts about: the accuracy/completeness of information in the financial statements, conflict of interest, asset protection and the protection of minority interests.

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<sup>1</sup>Significant non-recurring transactions are transactions or events that are not frequently repeated as part of normal business activities.

## 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, "**Significant subsequent events**" and the "**Business outlook**", please see the "Management Report".

### (i) Commitments undertaken by the Company

#### *Acquisition of joint control of Ecorodovias Infraestrutura e Logistica S.A.*

On 18 December 2015, ASTM S.p.A. and the subsidiary SIAS S.p.A. signed an agreement with CR Almeida S.A. Engenharia e Construções ("CR Almeida") for the acquisition of joint control of a Brazilian Newco to which the following will be transferred: (i) 64% of the share capital of Ecorodovias Infraestrutura e Logistica S.A. ("Ecorodovias"), a company listed on the Novo Mercado BOVESPA which in Brazil manages around 1,860 km of motorway network and has a controlling interest in companies in the logistics and ports sectors, (ii) 55% of the share capital of Concessionaria Monotrilho Linha 18 – Bronze S.A. ("VEM ABC"), a company operating in the urban mobility sector, and (iii) a financial indebtedness of approximately BRL 2,571 million – estimated as at 31 December 2015 – plus interest calculated from 1 January 2016 until the closing date ("Investment Agreement").

The transaction requires that, through an Italian SPV (later identified as IGLI S.p.A.), ASTM S.p.A. and SIAS S.p.A. sign a reserved capital increase of the Newco for BRL 2,224 million (around EUR 503 million<sup>(2)</sup>), of which BRL 1,864 million (approx. EUR 422 million<sup>(2)</sup>) to reduce the financial indebtedness of the Newco. After the share capital increase, ASTM and SIAS will indirectly hold 64.1% of the Newco's share capital (in effect corresponding to approximately 41% of the Ecorodovias share capital), whilst the remaining 35.9% will remain with CR Almeida.

The share capital of the Newco will be divided into ordinary shares (71.8% of the share capital) and preference shares without voting rights (28.2% of the share capital). 50% of the ordinary shares will be held by CR Almeida and 50% by ASTM S.p.A. and SIAS S.p.A., whilst the preference shares are 100% held by ASTM S.p.A. and SIAS S.p.A.

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It should be emphasised 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

<sup>2</sup> All the amounts expressed in Real have been converted into Euro at the EUR/BRL exchange rate set by the exchange rate hedging agreements entered into by IGLI S.p.A. in January 2016.

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.r.l., 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 S.r.l. and ASTM. Moreover – if said agreement is not renewed, is no longer effective or the equity investment is under the threshold of 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) Assessing 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:

<b>SIAS convertible bonds: (amounts in millions of EUR)</b>	<b>31 December 2015</b>	<b>31 December 2014</b>
- book value in the financial statements ("credit component" + "option component")	103.6	95.2
- official market listing at 31 December	112	107

**(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 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 2015 there was only one fixed-rate loan disbursed by IGLI S.p.A. in 2013 (amounting to EUR 276 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 2015.

The **credit lines** of ASTM S.p.A. can essentially be broken down as follows:

1. Short-term loans;
2. Medium- and long-term loans used as investment support;
3. Uncommitted credit lines referring to current account overdraft/receivables conversion facilities to support working capital needs.

The "short-term loan" held by the company refers to the loan disbursed by the subsidiary Igli S.p.A. in 2013, tacitly renewable year by year. The loan was fully repaid on 1 March 2016.

The company's "medium- and long-term loans" refer to the loan granted to ASTM S.p.A. by Unicredit S.p.A. for EUR 350 million, not yet used as at the reporting date. This loan is to temporarily cover part of the financial requirements associated with the Brazilian initiative described in the Management Report, to which reference should be made. Note that in March 2016 a total of EUR 150 million of the loan had been used. ASTM S.p.A. also waived the remainder available (EUR 200 million).

The total of available credit lines – set up mainly for current account overdrafts and good till cancelled – was EUR 71 million as at 31 December 2015.

**(iv) Fees paid to the independent auditors**

Pursuant to art. 149 – duodecies of the Issuer Regulation, below are 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.

(amounts in thousands of EUR)

Type of services	Parent company	Subsidiaries
<b>Auditing services</b>		
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	31
Assessment of regular bookkeeping	3	47
<b>Miscellaneous services other than certification audit</b>		
Opinion on the distribution of interim dividends	6	33
Opinions pursuant to art. 2437, Italian Civil Code	-	28
<b>Other services</b>		
Agreed auditing procedures for the quarterly reports at 31 March and 30 September	2	22
Agreed assessment procedures	-	92 <sup>(1)(2)</sup>
<b>Total</b>	<b>33</b>	<b>413</b>

(1) Agreed assessment procedures (comfort letter) related to the documentation required for preparation of the EMTN Programme.

(2) Agreed assessment procedure on the "capital adequacy ratio" of the motorway companies 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	55.5	64.1	86.58%
Revenues	5.0	5.1	98.02%
Operating costs	0.9	12.0	7.47%
Financial charges	3.8	3.8	99.12%
Financial assets (current and non-current)	106.6	116.8	91.27%
Other financial liabilities	276.0	276.0	100.00%
Trade receivables and Other receivables (current)	1.4	2.5	56.00%
Trade payables and Other payables (current)	0.3	3.8	7.89%

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:

- dividends distributed by SIAS S.p.A., SINA S.p.A. and SINECO S.p.A totalling EUR 49 million;
- interest income related to the "credit component" of the "SIAS 2005-2017" convertible bond loan for EUR 5.9 million;

- income from services referring to corporate-accounting and financial consulting to the subsidiaries SATAP S.p.A. and SIAS S.p.A., as well as revenues from property leases and rendering of services for a total of EUR 5 million;
- managerial assistance and services provided by the Parent Company Argo Finanziaria S.p.A., totalling approximately EUR 0.2 million;
- lease payments and fees for services paid to SATAP S.p.A., for an amount equal to approximately EUR 0.4 million;
- IT system services provided by SINELEC S.p.A., for a total 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 0.02 million;
- expenses for insurance services, from P.C.A. S.p.A. totalling EUR 0.1 million;
- interest expense on the loan disbursed by IGLI S.p.A. for EUR 3.8 million;
- "SIAS 2005-2017" convertible bond loan for EUR 103.6 million;
- receivables relating to the loan granted to Edilrovaccio 2 S.r.l. totalling EUR 0.3 million;
- receivables for interest accrued on the "SIAS 2005-2017" convertible bond loan totalling EUR 2.7 million;
- loan disbursed by the subsidiary IGLI S.p.A. for EUR 276 million;
- receivables for services rendered to the subsidiaries SATAP S.p.A. and SIAS S.p.A. totalling EUR 1.3 million;
- receivables amounting to EUR 0.1 million from the Parent Company Aurelia S.r.l. concerning the IRES repayment request that the company submitted pursuant to the current rules with regard to the IRAP portion not deducted in the period 2008-2011 on costs for employees and staff treated as such;
- payables totalling EUR 0.2 million due from the Parent Company Argo Finanziaria S.p.A. (EUR 64 thousand), from the subsidiaries Autostrada Torino-Savona S.p.A. (EUR 43 thousand), SIAS S.p.A. (EUR 15 thousand) and Sistemi e Servizi S.r.l. (EUR 5 thousand), and from the associated company Itinera S.p.A. (EUR 98 thousand);
- amount payable to the Parent Company Aurelia S.r.l. in connection with joining the tax consolidation, totalling EUR 0.1 million.

#### **Transactions with Related Parties – Information Documents**

With reference to related-party transactions carried out, it is noted that after the end of the year, on 15 January 2016, the Company published an Information Document prepared pursuant to art. 5 of the Regulation approved by CONSOB by means of resolution no. 17221 of 12 March 2010 and subsequent amendments, concerning the "Investment Agreement and Shareholders' Agreement" signed by ASTM S.p.A. with the subsidiary SIAS S.p.A. as part of the acquisition transaction for joint control of the Brazilian company Ecorodovias Infraestrutura e Logistica S.A.

**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 2014).

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 31 December 2014, 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 Italian Civil Code, see the preceding paragraph "Related-party transactions".

**Financial Statements<sup>(\*)</sup> as at 31 December 2014 of Argo Finanziaria S.p.A. (unipersonale), parent company that exercises "Management and Coordination"**

**BALANCE SHEET**

**ASSETS**

<b>Amounts in EUR</b>		<b>31/12/2014</b>
A	Subscribed capital unpaid	-
B	Fixed assets	398,235,687
C	Current assets	101,359,720
D	Accrued income and prepaid expenses	29,274
<b>TOTAL ASSETS</b>		<b>499,624,681</b>

**LIABILITIES**

<b>Amounts in EUR</b>		<b>31/12/2014</b>
A	Shareholders' equity	
	Share capital	30,000,000
	Reserves	435,448,763
	Profit (loss) for the period	(11,492,984)
B	Provisions for risks and charges	6,681,439
C	Employee Severance Indemnity	572,334
D	Payables	37,252,390
E	Accrued liabilities and deferred income	1,162,739
<b>TOTAL LIABILITIES</b>		<b>499,624,681</b>

**Contingent liabilities and guarantees**

<b>Amounts in EUR</b>		<b>31/12/2014</b>
	Guarantees issued	87,471,274
	Personal guarantees received	5,000,000
	Commitments to purchase and sell	7,800,000
	Other commitments	-
<b>TOTAL</b>		<b>100,271,274</b>

**INCOME STATEMENT**

<b>Amounts in EUR</b>		<b>2014</b>
A	Value of production	5,589,548
B	Production cost	(15,686,587)
C	Financial income and charges	31,032,336
D	Value adjustments of financial assets	(32,900,456)
E	Extraordinary income and expenses	347,971
	Income taxes	124,204
<b>Profit (loss) for the year</b>		<b>(11,492,984)</b>

(\*) 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 Rubegni as Managing Director and Lucia Scaglione 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 2015.
  
- They also certify that:
  - the financial statements as at 31 December 2015
    - 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) 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, 10 March 2016

the Managing Director

*Alberto Rubegni*

the Manager in charge of drawing up  
the corporate accounting documents

*Lucia Scaglione*

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

Shareholders,

during 2015, we performed the supervisory activities delegated to this Board by governing regulations, in compliance with legal and regulatory provisions, Consob recommendations and the Code of Conduct instructions.

The Board of Statutory Auditors has taken part in Shareholders’ Meetings and Board of Directors’ meetings. We have obtained information from the Directors on activities carried out - also through the subsidiaries - as well as on the most significant economic and financial transactions. We have ensured that the actions resolved and implemented were compliant with the law and the Articles of Association, were not in conflict with resolutions taken by the Shareholders’ Meeting or in potential conflict of interest, nor were they manifestly imprudent or risky or such as to compromise the integrity of the Company’s assets.

No atypical or unusual transactions were carried out with Group companies, third parties or related parties.

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 49 million;
- interest income related to the “credit component” of the “SIAS 2005-2017” convertible bond loan for EUR 5.9 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 property leases and rendering of services for a total of EUR 5 million;
- managerial assistance and services provided by the parent company Argo Finanziaria S.p.A., totalling approximately EUR 0.2 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 charged by the associated company Sistemi e Servizi s.c.ar.l. for EUR 0.02 million;
- expenses for insurance services from P.C.A. S.p.A. totalling EUR 0.1 million;
- interest expense on the loan disbursed by IGLI S.p.A. for EUR 3.8 million;
- convertible bond loan “SIAS 2005-2017” for EUR 103.6 million;
- receivables for the loan granted to Edilrovaccio 2 S.r.l. totalling EUR 0.3 million;
- receivables for interest accrued on the “SIAS 2005-2017” convertible bond loan for EUR 2.7 million;

- loan disbursed by the subsidiary IGLI S.p.A. for EUR 276 million;
- receivables for services rendered to the subsidiaries SATAP S.p.A. and SIAS S.p.A. for EUR 1.3 million;
- receivables from the parent company Aurelia S.r.l. concerning the IRES (corporate income tax) repayment request that the company submitted pursuant to governing regulation for the non-deductible portion of IRAP (regional business tax) in the period 2008-2011 in relation to costs for employees and staff treated as such for EUR 0.1 million;
- payable to the parent company Argo Finanziaria S.p.A. (EUR 64 thousand), the subsidiaries Autostrada Torino Savona S.p.A. (EUR 43 thousand), SIAS S.p.A. (EUR 15 thousand), and Sistemi e Servizi S.r.l. (EUR 5 thousand), as well as the associated company Itinera S.p.A. (EUR 98 thousand) for a total of EUR 0.2 million;
- payable to the parent company Aurelia S.r.l. in connection with participation in the tax consolidation for EUR 0.1 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 relationships with both Argo Finanziaria S.p.A. and SIAS S.p.A. are also reported for purposes of providing the information required by art. 2497-bis, paragraph 5 of the Italian Civil Code.

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

Pursuant to art. 2391-bis of the Italian Civil Code and based on the general principles indicated by Consob and the rules of corporate governance in the “Code of Conduct” adopted by the Company, note that 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 in compliance with the governing procedure for “related party transactions”.

With reference to related party transactions carried out during the year, it is noted that, after the year-end close, the Company published a Disclosure Document (on 15 January 2016), prepared pursuant to art. 5 of Consob Resolution no. 17221 of 12 March 2010 and subsequent amendments, concerning the “Investment Agreement and Shareholders’ Agreement” signed by ASTM S.p.A. with the subsidiary SIAS S.p.A., as part of the acquisition of joint control of the Brazilian company Ecorodovias Infraestrutura e Logistica S.A.

Furthermore, the Board of Statutory Auditors acknowledges that:

- External audit activities were carried out by the Independent Auditors Deloitte & Touche S.p.A., who expressed in their reports a positive opinion on the separate and consolidated financial statements, pursuant to legal provisions;
- Participation in Audit and Risk Committee meetings allowed the Board to coordinate with the committee’s activities to carry out its duties as “Internal Audit and Accounting Audit Committee”, assumed pursuant to art. 19 of the Italian Legislative Decree no. 39/2010 and, in particular, to supervise:
  - the financial disclosure process;
  - the effectiveness of internal audit, accounting audit, and risk management systems;
  - the external audit of the annual accounts and consolidated accounts;

- aspects related to the independence of the Independent Auditors, with particular reference to services the latter provides to the audited entity, other than the accounting audit;
- No complaints were received pursuant to art. 2408 of the Italian Civil Code, nor were submitted by third parties.
- The Independent Auditors Deloitte & Touche S.p.A. – commissioned to conduct the accounting audit of the financial statements of ASTM S.p.A. and the consolidated financial statements of the ASTM Group as at 31 December 2015, pursuant to art. 159 of the Italian 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
<b>Auditing services</b>		
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	31
Assessment of regular bookkeeping	3	47
<b>Miscellaneous services other than certification of audit</b>		
Opinion on the distribution of interim dividends	6	33
Opinion pursuant to art. 2437 of the Italian Civil Code	-	28
<b>Other services</b>		
Agreed auditing procedures for the quarterly reports at 31 March and 30 September	2	22
Agreed inspection procedures	-	92 <sup>(1)</sup> <sup>(2)</sup>
<b>Total</b>	<b>33</b>	<b>413</b>

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

(2) Agreed inspection procedures on the “financial soundness indicator” of the motorway companies and other agreed procedures.

- The Board of Statutory Auditors held 10 meetings and took part in 9 meetings of the Board of Directors held in 2015. The Audit and Risk Committee held 6 meetings, the Supervisory Body held 5 meetings, and the Remuneration Committee held 3 meetings;
- As part of the annual audit, the Board of Directors, having acknowledged the statements made by the interested parties and having taken into account the available information, confirmed that the Directors who declared themselves independent upon their appointment, as well as the members of the Board of Statutory Auditors, satisfied the independence requirements envisaged in Application Criterion 3.C.1 of the Code of Conduct and art. 148, paragraph 3 of the Italian Legislative Decree no. 58 of 24 February 1998;
- We can confirm that the Company’s organisational structure is adequate, that principles of proper administration have been followed and that the provisions issued by the Company to the subsidiaries are adequate pursuant to art. 114, paragraph 2 of the Italian Legislative Decree no. 58/98. We have verified the adequacy of the internal audit system and the administrative-accounting system by analysing corporate documents, collecting information from the heads of each department, analysing the results of the work performed by the Independent Auditors and those obtained during the meetings with them, thereby ensuring the systems’ suitability in correctly representing operational events.
- In relation to supervision of the adequacy of the internal audit system, note that, as a result of the recognition of the system by the Director responsible for the internal audit and risk management system, the Company modified the “risk assessment” and that the Board of Directors discussed and

approved, with the favourable opinion of the Audit and Risk Committee, the definition of the nature and level of risk compatible with the strategic objectives of the Company and its subsidiaries, as represented by the new “risk assessment”. As such, the internal audit and risk management system was deemed adequate and effective for identifying, measuring, managing and monitoring risks, considering the risk profile assumed and the characteristics of the Company and each business sector in which the Group operates. In addition, the Internal Audit manager has periodically reported on the functioning and suitability of the internal audit and risk management system to the Board of Directors, who, on 22 December 2015, with the input of the Board of Statutory Auditors, appointed Ms Amelia Celia, an executive within the Group, to the Internal Audit function. In February 2016, with the opinion of the Audit and Risk Committee and the input of the responsible Director and the Board of Statutory Auditors, the Board of Directors approved the 2016-2018 Audit Plan, as well as the related programme of planned actions for 2016;

- The Board of Statutory Auditors has expressed its favourable opinion on the appointment of Ms Lucia Scaglione as the new “manager in charge of drawing up the corporate accounting documents”, through the resolution of the Board of Directors on 30 July 2015, as she satisfies all the requirements envisaged by the law and the Articles of Association;
- Pursuant to art. 150 of the Italian Legislative Decree no. 58/98, during the periodic meetings held by the Board of Statutory Auditors with the representatives of the Independent Auditors, no relevant aspects emerged that need to be highlighted in this report.
- The regular exchange of information with the Boards of Statutory Auditors of subsidiaries did not provide any facts and/or circumstances worthy of note;
- The Company complied with the disclosure requirements in regard to regulated or privileged information, or information required by supervisory authorities;
- The Company adopted the “Organisation, Management and Control Model pursuant to the Italian Legislative Decree no. 231/2001” and the “Code of Ethics and Conduct”, envisaging, in the future, the appropriate updates with the gradual expansion of the application scope of the Italian Legislative Decree no. 231/2001. The Supervisory Body periodically submits specific reports on its activities to the Board of Directors. The Board of Statutory Auditors continuously obtains information flows from the Supervisory Body, including as a result of having a member of the Board in the Supervisory Body.
- With regard to Corporate Governance, the Company complies with the Code of Conduct and has 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 delegated to them. Pursuant to the art. 123-bis of the Italian Legislative Decree no. 58/98, the Board of Directors issued the “Annual Report on Corporate Governance and Ownership Structures”, which provides an appropriate description of the implementation methods of 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 2015, and published them according to the terms and methods set out by current legislation.

Based on the provisions of art. 4, paragraph 1 of the Italian Legislative Decree no. 38 of 28 February 2005, we verified that the separate financial statements were prepared in accordance with international

accounting standards (IFRS) issued by the International Accounting Standards Board (IASB) and approved by the European Commission.

The financial statements as at 31 December 2015 show a profit of EUR 51,705,219 and the Board of Statutory Auditors was informed within the deadlines required by law. The Board of Statutory Auditors, 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 2015 may be submitted for your approval, together with the proposal of the Board of Directors concerning the allocation of the net profit.

Turin, 1 April 2016

The AUDITORS

Mr Marco Fazzini

Ms Piera Braja

Mr Ernesto Ramojno

## Report of the Independent Auditors

**INDEPENDENT AUDITORS' REPORT ON THE 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.**

**Report on the Financial Statements**

We have audited the accompanying financial statements of ASTM S.p.A., which comprise the statement of financial position as at December 31, 2015, and the statement of comprehensive income, statement of cash flows and statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

*Management's Responsibility for the Financial Statements*

The Company's Directors are responsible for the preparation of these financial statements that give a true and fair view 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° 38/05.

*Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (ISA Italia) issued pursuant to art. 11, n° 3, of Italian Legislative Decree 39/10. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation that give a true and fair view of financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Opinion*

In our opinion, the financial statements give a true and fair view of the financial position of ASTM S.p.A. as at December 31, 2015, and of its financial performance and 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° 38/05.

### **Report on Other Legal and Regulatory Requirements**

#### *Opinion on the consistency of the report on operations and of certain information included in the report on corporate governance with the financial statements*

We have performed the procedures indicated in the Auditing Standard (SA Italia) n° 720B in order to express, as required by law, an opinion on the consistency of the report on operations and of certain information included in the report on corporate governance required by art. 123-bis, n° 4, of Italian Legislative Decree n° 58/98, which is the responsibility of the Directors of ASTM S.p.A., with the financial statements of ASTM S.p.A as at December 31, 2015. In our opinion the report on operations and the information included in the report on corporate governance referred to above is consistent with the financial statements of ASTM S.p.A as at December 31, 2015.

DELOITTE & TOUCHE S.p.A.

*Signed by*  
Santo Rizzo  
Partner

Turin, Italy  
March 22, 2016

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

**Consolidated Financial Statements**  
**as at 31 December 2015**

# Consolidated Financial Statements

## Consolidated balance sheet

<i>(amounts in thousands of EUR)</i>	Note	31 December 2015	31 December 2014
<b>Assets</b>			
<b>Non-current assets</b>			
Intangible assets	1		
goodwill		42,034	43,935
other intangible assets		15,149	16,564
concessions – non-compensated revertible assets		3,214,497	3,271,677
<b>Total intangible assets</b>		<b>3,271,680</b>	<b>3,332,176</b>
Tangible assets	2		
property, plant, machinery and other assets		71,004	70,921
financial lease assets		2,668	2,905
<b>Total tangible assets</b>		<b>73,672</b>	<b>73,826</b>
Non-current financial assets	3		
investments accounted for by the equity method		473,553	467,671
unconsolidated investments – available for sale		127,401	146,587
receivables		154,046	111,280
other		248,285	263,371
<b>Total non-current financial assets</b>		<b>1,003,285</b>	<b>988,909</b>
Deferred tax credits	4	135,165	141,723
<b>Total non-current assets</b>		<b>4,483,802</b>	<b>4,536,634</b>
<b>Current assets</b>			
Inventories	5	35,072	37,873
Trade receivables	6	93,040	70,138
Current tax credits	7	17,968	22,624
Other receivables	8	42,269	42,548
Assets held for trading	9	-	18,443
Assets available for sale	-	-	-
Financial receivables	10	242,127	268,220
<b>Total</b>		<b>430,476</b>	<b>459,846</b>
Cash and cash equivalents	11	1,176,540	1,280,884
<b>Total current assets</b>		<b>1,607,016</b>	<b>1,740,730</b>
<b>Total assets</b>		<b>6,090,818</b>	<b>6,277,364</b>
<b>Shareholders' equity and liabilities</b>			
<b>Shareholders' equity</b>			
Shareholders' equity attributed to the parent company	12		
share capital		41,539	41,911
reserves and earnings		1,511,353	1,465,249
<b>Total</b>		<b>1,552,892</b>	<b>1,507,160</b>
Capital and reserves attributed to minority interests		887,172	872,927
<b>Total shareholders' equity</b>		<b>2,440,064</b>	<b>2,380,087</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Provisions for risks and charges and Employee benefits	13	234,070	235,705
Trade payables		-	-
Other payables	14	244,533	275,963
Bank debt	15	1,208,880	1,228,390
Hedging derivatives	16	107,018	131,066
Other financial liabilities	17	1,219,108	1,214,469
Deferred tax liabilities	18	56,640	56,957
<b>Total non-current liabilities</b>		<b>3,070,249</b>	<b>3,142,550</b>
<b>Current liabilities</b>			
Trade payables	19	163,363	155,844
Other payables	20	138,257	214,987
Bank debt	21	194,387	335,572
Other financial liabilities	22	43,579	35,430
Current tax liabilities	23	40,919	12,894
<b>Total current liabilities</b>		<b>580,505</b>	<b>754,727</b>
<b>Total liabilities</b>		<b>3,650,754</b>	<b>3,897,277</b>
<b>Total shareholders' equity and liabilities</b>		<b>6,090,818</b>	<b>6,277,364</b>

## Consolidated income statement

<i>(amounts in thousands of EUR)</i>	Note	FY 2015	FY 2014
<b>Revenues</b>	24		
motorway sector - operating activities	24.1	1,046,763	1,004,688
motorway sector - planning and construction activities	24.2	208,390	223,531
construction and engineering sector	24.3	16,971	19,744
technology sector	24.4	66,475	50,101
car parking sector	24.5	6,368	-
Other	24.6	54,142	42,306
<b>Total Revenues</b>		<b>1,399,109</b>	<b>1,340,370</b>
Payroll costs	25	(185,648)	(180,057)
Costs for services	26	(387,902)	(380,523)
Costs for raw materials	27	(53,740)	(46,339)
Other costs	28	(124,503)	(130,988)
Capitalised costs on fixed assets	29	1,853	1,178
Amortisation, depreciation and write-downs	30	(294,345)	(273,141)
Update of the provision for restoration, replacement and maintenance of non-compensated revertible assets	31	400	(2,161)
Other provisions for risks and charges	32	(4,475)	(3,217)
Financial income:	33		
from unconsolidated investments		12,540	7,882
other		27,270	28,340
Financial charges:	33		
interest expense		(92,347)	(96,946)
other		(6,046)	(5,806)
write-down of equity investments		(3,078)	(13,061)
Profit (loss) of companies accounted for by the equity method	34	507	14,832
<b>Profit (loss) before taxes</b>		<b>289,595</b>	<b>260,363</b>
Taxes	35		
Current taxes		(105,293)	(80,684)
Deferred taxes		4,508	(6,756)
<b>Profit (loss) for the period</b>		<b>188,810</b>	<b>172,923</b>
• Profit assigned to minority interests		80,689	73,137
• <b>Profit assigned to the Parent Company's Shareholders</b>		<b>108,121</b>	<b>99,786</b>
<b>Earnings per share</b>	36		
Earnings (euro per share)		1.296	1.185

## Consolidated comprehensive income statement

<i>(amounts in thousands of EUR)</i>	FY 2015	FY 2014
<b>Profit for the period (a)</b>	<b>188,810</b>	<b>172,923</b>
Actuarial profit (loss) on employee benefits (Employee Severance Indemnity)	1,120	(1,600)
Actuarial profit (loss) on employee benefits (Employee Severance Indemnity) - companies accounted for by the equity method	55	(26)
Tax effect on profit (loss) that will not be subsequently reclassified in the Income Statement	(260)	440
<b>Profit (loss) that will not be subsequently reclassified in the Income Statement (b)</b>	<b>915</b>	<b>(1,186)</b>
Profit (loss) posted to "reserves for revaluation to fair value" (financial assets available for sale)	(5,489)	1,775
Profit (loss) posted to "reserve for cash flow hedge" (interest rate swap)	28,458	(65,141)
Portion of other profit/(loss) of companies accounted for by the equity method (reserve for foreign exchange translations)	34	56
Tax effect on profit (loss) that will be subsequently reclassified in the Income Statement when certain conditions are met	(10,368)	7,796
<b>Profit (loss) that will be subsequently reclassified in the Income Statement when certain conditions are met (c)</b>	<b>12,635</b>	<b>(55,514)</b>
<b>Comprehensive income (a) + (b) + (c)</b>	<b>202,360</b>	<b>116,223</b>
• Portion assigned to minority interests	85,724	53,210
• <b>Portion assigned to the Parent Company's Shareholders</b>	<b>116,636</b>	<b>63,013</b>

## Consolidated cash flow statement

<i>(amounts in thousands of EUR)</i>	Note	FY 2015	FY 2014
<b>Beginning cash and cash equivalents</b>		<b>1,280,884</b>	<b>997,147</b>
Changes to the scope of consolidation <sup>(1)</sup>		-	6,230
<b>Beginning cash and cash equivalents, adjusted (a)</b>		<b>1,280,884</b>	<b>1,003,377</b>
<b>Profit (loss)</b>		<b>188,810</b>	<b>172,923</b>
<b>Adjustments</b>			
Amortisation and depreciation		294,245	272,901
Update of the provision for restoration, replacement and maintenance of non-compensated revertible assets		(400)	2,161
Update to provisions for severance indemnities		1,205	1,894
Provisions for risks		4,475	3,217
Profit (loss) of companies accounted for by the equity method (net of dividends collected)		4,165	(9,993)
(Capital gains/Revaluations) write-downs of financial assets		(7,948)	11,303
Capitalisation of financial charges		(24,566)	(22,840)
<i>Operating cash flow (I)</i>		<u>459,986</u>	<u>431,566</u>
Net change in deferred tax credits and liabilities		(4,387)	6,423
Change in net working capital	37.1	(56,352)	(83)
Other changes from operating activity	37.2	(5,795)	(3,445)
<i>Change in net working capital and other changes (II)</i>		<u>(66,534)</u>	<u>2,895</u>
<b>Cash generated (absorbed) by operating activity (I+II) (b)</b>		<b>393,452</b>	<b>434,461</b>
Investments in revertible assets		(208,678)	(223,268)
Divestiture of revertible assets		(6)	21
Grants related to revertible assets		7,845	19,436
<i>Net investments in revertible assets (III)</i>		<u>(200,839)</u>	<u>(203,811)</u>
Investments in property, plant, machinery and other assets		(7,092)	(8,620)
Investments in intangible assets		(1,809)	(3,085)
Net divestiture of property, plant, machinery and other assets		505	247
Net divestiture of intangible assets		206	274
<i>Net investments in intangible and tangible assets (IV)</i>		<u>(8,190)</u>	<u>(11,184)</u>
Investments in equity investments		(14,168)	(28,668)
Divestiture/(investment) in non-current financial assets		(40,318)	25,131
Divestiture of non-current financial assets - equity investments		31,276	4,523
<i>Net investments in non-current financial assets (V)</i>		<u>(23,210)</u>	<u>986</u>
Purchase of equity investments in Parking Sector and Siteco Informatica S.r.l. (VI)		-	(38,407)
<b>Cash generated (absorbed) by investment activity (III+IV+V+VI+VII) (c)</b>		<b>(232,239)</b>	<b>(252,416)</b>
Net change in bank debt		(160,695)	(109,179)
Change in financial assets		55,962	(102,062)
Bond Loan Issue 2014-2024		-	495,184
Change in other financial liabilities (including Central Insurance Fund)		(18,642)	(48,156)
Changes in shareholders' equity, minority interest	37.3	(30,787)	(30,682)
Changes in shareholders' equity, Group share – Purchase of treasury shares		(8,963)	(7,709)
Changes in shareholders' equity, Group share		-	-
Dividends (and interim dividends) distributed by the Parent Company		(58,356)	(54,746)
Dividends (and interim dividends) distributed by Subsidiaries to Minority Shareholders		(44,076)	(47,188)
<b>Cash generated (absorbed) by financial activity (d)</b>		<b>(265,557)</b>	<b>95,462</b>
<b>Ending cash and cash equivalents (a+b+c+d)</b>		<b>1,176,540</b>	<b>1,280,884</b>

(1) This refers to liquidity – available as at 31 December 2014 – of Fiera Parking S.p.A. (EUR 4,336 thousand), SIAS Parking S.r.l. (EUR 1,419 thousand) and Siteco Informatica S.r.l. (EUR 475 thousand).

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## Additional information:

• Taxes paid during the period	73,313	62,495
• Financial charges paid during the period	98,066	92,209
• Operating free cash flow		
Operating cash flow	459,986	431,566
Change in net working capital and other changes	(66,534)	2,895
Net investments in revertible assets	(200,839)	(203,811)
<i>Operating free cash flow</i>	<u>192,613</u>	<u>230,650</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	Revaluat. reserves	Legal reserve	Reserve for the purchase of treasury shares	Purchased treasury shares	Reserves for revaluation to fair value	Reserve for cash flow hedge	Exch. rate diff. reserve	Reserve for disc. Empl. Sev. Ind.	Retained earnings (losses)	Profit (loss) for the period	Total shareholders' equity attributed to Parent Company's Shareholders	Capital and reserves attributed to minority interests	Total shareholders' equity
<b>1 January 2014</b>	<b>42,268</b>	<b>25,861</b>	<b>9,325</b>	<b>10,538</b>	<b>37,966</b>	<b>(36,234)</b>	<b>8,176</b>	<b>(45,093)</b>	<b>581</b>	<b>(663)</b>	<b>1,367,920</b>	<b>92,367</b>	<b>1,513,012</b>	<b>900,733</b>	<b>2,413,745</b>
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)		(6,202)	(5,821)	(12,023)
Acquisition of minorities and other changes											(208)		(208)	(28,007)	(28,215)
Comprehensive income <sup>(1)</sup>							371	(36,487)	36	(693)		99,786	63,013	53,210	116,223
<b>31 December 2014</b>	<b>41,911</b>	<b>25,861</b>	<b>9,325</b>	<b>10,538</b>	<b>45,675</b>	<b>(43,586)</b>	<b>8,547</b>	<b>(81,580)</b>	<b>617</b>	<b>(1,356)</b>	<b>1,408,203</b>	<b>83,005</b>	<b>1,507,160</b>	<b>872,927</b>	<b>2,380,087</b>
Allocation of 2014 profits											62,135	(62,135)	-		-
Distribution of 2014 balance dividend (EUR 0.25 per share)												(20,870)	(20,870)	(27,099)	(47,969)
Distribution of reserves (EUR 0.25 per share)											(20,870)		(20,870)		(20,870)
Distribution of 2015 interim dividend (EUR 0.20 per share)												(16,616)	(16,616)	(16,977)	(33,593)
Creation of "Reserve for the purchase of treasury shares"					8,963						(8,963)		-		-
Purchase of treasury shares	(372)					(8,591)							(8,963)		(8,963)
Change in the scope of consolidation													-	83	83
Acquisition of minorities and other changes											(3,585)		(3,585)	(27,486)	(31,071)
Comprehensive income <sup>(1)</sup>							(3,371)	11,367 <sup>(2)</sup>	18	501		108,121	116,636	85,724 <sup>(3)</sup>	202,360
<b>31 December 2015</b>	<b>41,539</b>	<b>25,861</b>	<b>9,325</b>	<b>10,538</b>	<b>54,638</b>	<b>(52,177)</b>	<b>5,176</b>	<b>(70,213)</b>	<b>635</b>	<b>(855)</b>	<b>1,436,920</b>	<b>91,505</b>	<b>1,552,892</b>	<b>887,172</b>	<b>2,440,064</b>

## 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")	24,047
	Tax effect on IRS adjustment (Companies consolidated with the "line-by-line method")	(10,258)
	Adjustment to IRS (companies consolidated with the "equity method")	4,411
	<b>Total</b>	<b>18,200</b>
	Of which:	
	Portion assigned to minority interests	6,833
	Portion assigned to the Parent Company's Shareholders	11,367
	<b>Total</b>	<b>18,200</b>

(3)	Minority interests' profit	80,689
	Update to "IRS", pro-rata share	6,833
	Update to fair value, pro-rata share	(2,228)
	Actuarial component of Employee Severance Indemnity, pro-rata share	414
	Provisions for foreign exchange differences, pro-rata	16
	"Comprehensive" minority interests' profit	85,724

## Reconciliation between the shareholders' equity and 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 <sup>(1)</sup>	Profit/(loss)
<b>ASTM S.p.A. as at 31 December 2014</b>	<b>1,738.0</b>	<b>56.6</b>
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)
<b>ASTM Group as at 31 December 2014 – attributed to shareholders</b>	<b>1,507.2</b>	<b>99.8</b>

<i>(amounts in millions of EUR)</i>	Shareholders' equity <sup>(1)</sup>	Profit/(loss)
<b>ASTM S.p.A. as at 31 December 2015</b>	<b>1,722.7</b>	<b>51.7</b>
Shareholders' equity and profit of the consolidated companies	1,506.3	105.4
Book value of the consolidated companies	(1,676.2)	-
Reversal of dividends collected from the subsidiaries/associated companies	-	(49.0)
<b>ASTM Group as at 31 December 2015 – attributed to shareholders</b>	<b>1,552.8</b>	<b>108.1</b>

- (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 mainly operates.

The consolidated financial statements of the ASTM Group were examined and approved by the ASTM S.p.A. Board of Directors on 10 March 2016.

## 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 consolidated 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 also means all revised international accounting standards ("IAS") and 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, 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

### Principles of consolidation

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 were suitably adjusted/restated to make them compatible with the Parent Company's regulations 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 financial statements starting from the date upon which control is assumed until the moment control ceases to exist.

Joint arrangements can be classified as (i) "interests in joint ventures" if the Group holds the rights to net assets under the arrangement, e.g. for a company with its own legal status, or (ii) "jointly controlled entities" if the Group holds the right to assets and obligations on liabilities underlying the arrangement. The classification of ASTM Group agreements is based on analysis of the contractual rights and obligations. In particular, in the current agreements signed by the ASTM Group, the Group holds the rights to the net assets covered by the agreement and – consequently – these agreements are classified as "interests in joint ventures".

Companies over which "significant influence" is exercised are assessed according to the "equity method".

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, regardless of the percentage investment held and attributing to minority shareholders the share of profits and provisions applicable to them in a dedicated heading of shareholders' equity called "Capital and reserves attributed to 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 recognised in 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 shareholders' equity by the same amount.

The acquisitions of controlling shareholdings as part of the same Group (i.e. "business combinations under common control") are accounted for according to ongoing value.

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, except for the effects of other changes to shareholders' equity of the investee other than transactions with shareholders, which are entered directly in the comprehensive income statement of the Group. For any losses exceeding the book value of the investments, the excess is recognised to a special provision under liabilities to the extent to which the investor is committed to legal or implicit obligations to the investee or in any event to cover its losses.

Dividends received from an investee company reduce the book value of the investment.

## Valuation criteria

The valuation criteria applied in the preparation of the consolidated financial statements as at 31 December 2015 are similar to those used to draw up the financial statements as at 31 December 2014.

### 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*

Based on contractual agreements (Concessions) included in the scope of application of IFRIC 12, the licensee operates as service provider with regard to (i) the construction and/or improvement of the infrastructure used to provide public service and (ii) its management and maintenance for a specific time-frame. As a result, the construction and improvement activities of the infrastructure can be compared to those of a construction company. Therefore, in the period during which these services are provided, construction revenues and costs are recorded in the income statement, pursuant to IAS 11.

As provided for in IFRIC 12, for the construction and/or improvement services rendered by the licensee, the grantor pays an amount to the licensee, to be recorded at its fair value, which can consist of rights to:

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

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

On the other hand, in the intangible asset model the licensee acquires the right to charge users with a fee for the use of the infrastructure, in return for construction and improvements services on the infrastructure. Therefore, the licensee's cash flows are not guaranteed by the grantor, but are related to the actual use of the infrastructure by users, thus implying a demand risk for the licensee. This risk implies that revenues from the exploitation of the right to charge users for the use of the infrastructure are not enough to ensure an adequate remuneration margin for the investments made.

We talk about a mixed accounting model if the licensee is paid for construction and improvement services on the infrastructure partly by means of a financial asset and partly through an intangible asset. In this case, it is necessary to separate the parts of the agreement referring to the financial asset and those referring to the intangible asset. In this event, IFRIC 12 sets out that the licensee firstly calculates the part concerning the financial asset and then the amount referring to the intangible asset in a residual way (as compared to the value of the construction and/or improvement services rendered).

With regard to the concession agreements held by **motorway companies**, the intangible asset model shall apply, while the agreements held by **parking sector companies** can be governed by the intangible asset model for the Fiera Parking S.p.A. contract and the mixed model (represented by both the financial asset model and the intangible asset model as part of the same concession) for contracts of the remaining companies.

#### *Concessions – non-compensated revertible assets*

"Non-compensated revertible assets" represent the right of the Licensee to use the asset under concession, given the costs incurred for planning and construction activities of the asset. The 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 Licensee. In determining the amortisation of revertible assets of some investee companies, the "takeover" values set out in current agreements, or in the financial plans that are currently being examined by the Granting Body, have been taken into account for these investments.

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 also in relation to 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 financial 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".

*Contract work in progress*

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. Profit and losses from any changes in the fair value are posted to the income statement. When the 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 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), or from business models/plans. 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 regard 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 originally posted value. 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;
- receivables for capital grants which are recognised as financial assets, in accordance with the provisions of the IFRIC 12 interpretation;
- financial receivables for the discounted amount of minimum cash flows guaranteed by the Granting Body, 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 a number of licensees for the payment of loan instalments and trade payables. To facilitate the economic and financial equilibrium of the respective concessions, the financial plans attached to them require repayment 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 amount 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 reporting date, 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 motorway network during later accounting periods.

*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 profits 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 a contra-item in shareholders' equity and no entry in 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. In particular, the net toll revenue was calculated by multiplying the kilometres travelled by users on the relevant sections by the tariff in force and approved by the Granting Body for each motorway section.

*Proceeds from parking areas*

These are posted based on the proceeds accrued.

*Rental income and royalties*

Rental income and royalties are valued based on the payment indicated in the underlying contracts with the respective counterparties. In particular, royalties relating to the service areas on the motorway networks managed are quantified on the basis of a (fixed) percentage of revenues from the economic use of sub-concession areas (normally the sale of food and oil products).

*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 works and planning*

Revenues accruing during the period related to contract work in progress 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.

#### Financial income

Interest income is calculated on the value of the related financial assets at the effective interest rate.

#### 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 credits 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. The fair value of derivatives is determined by discounting the expected net cash, using the market interest rate curves for the date of reference and the listed credit default swap curve of the counterparty and the group companies, to include the risk of non-performance explicitly envisaged in IFRS 13.

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 recognised to the income statement. At the same time, the instruments hedged are updated to reflect the changes to their fair value associated with the underlying 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 variable 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 test

The book values of the Company's assets are assessed for impairment at every reference date of the financial statements (or when impairment is detected). 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 data contained in the financial plans annexed to the current Standard Agreements approved or pending updates. The economic and financial plans for each motorway management company show the forecast results over the entire duration of the concession and, despite being prepared on an average time horizon of more than five years, are important documents for identifying future cash flows. In addition, the so-called terminal value was not calculated as these concessions have a predefined useful life. If at the end of the concession the incoming entity is expected to pay an indemnity for works completed but not yet amortised ("taken over"), this value will be taken into account among operating cash flows. In particular, the following takeover values were considered:

<i>(amounts in millions of EUR)</i>	<i>Investments subject to takeover</i>
SATAP - A21	125.5
SALT	287.2
ADF	99.2
Ativa	110.5

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 adopted have been prepared using a "constant currency".

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

"Risk free" 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 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 3.69% and 4.86%.

With regard to the cash generating units, for which the "useful life" was calculated, 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.

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.

#### Earnings per share

The basic earnings per share are calculated by dividing the Group share of profit by the weighted average of Parent Company shares in issue during the year.

### **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 reporting date. 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 outcomes 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.

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The valuation criteria shown above have been applied coherently and consistently in preparing these consolidated financial statements.

Any items in the previous consolidated financial statements that were reclassified in order to make them comparable with the amounts reported in the current year are illustrated in detail 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:

- Amendments to **IAS 16 Property, plant and equipment** and to **IAS 38 Intangible assets - Clarification of acceptable methods of depreciation and amortisation** (published on 12 May 2014): according to which the depreciation method based on revenue is normally not appropriate insofar as the revenues generated by an asset that include the use of the asset generally reflect factors other than mere consumption of the economic benefits resulting from the asset, a requirement that is instead required for the depreciation. The amendments will be applied from 1 January 2016. Earlier application is permitted. The Company has arranged for an estimate to be made of the effects of application of the aforementioned amendments, for 2015, recalculating the total amortisation of non-compensated revertible assets, the amortisation of which is currently calculated on the basis of forecast developments in toll revenues (kilometres travelled x unit tariff per km). Such a recalculation indicates that the amortisation and depreciation figure for 2015 – calculated on expected traffic developments (km travelled) – would increase by approximately EUR 12 million (+4.3%).
- Amendment to **IAS 1 - "Disclosure initiative"** (published on 18 December 2014): the amendments aim to clarify disclosure elements that could be perceived as inhibiting the clear and intelligible preparation of financial statements. The amendments will be applied from 1 January 2016. Earlier application is permitted. The application of this amendment is not expected to have an effect on the Group's consolidated financial statements.

On 12 December 2013 as part of its annual improvements, IASB issued the documents "Annual Improvements to IFRSs: 2010-2012 Cycle" (including IFRS 2 *Share-based payments - Definition of vesting condition*, IFRS 3 *Business combinations - Accounting for contingent considerations*, IFRS 8 *Operating segments - Aggregation of operating segments and Reconciliation of total of the reportable segment's assets to the entity's assets*, IFRS 13 *Fair value measurement - Short-term receivables and payables*) and on 25 September 2014 the "Annual Improvements to IFRSs: 2012-2014 Cycle" (including IFRS 5 - *Non-current assets held for sale and discontinued operations*, IFRS 7 - *Financial instruments: Disclosure* and IAS 19 - *Employee benefits*) which partly integrate the pre-existing standards. The amendments must be applied at the latest from years beginning on or after 1 February 2015 and from years beginning on or after 1 January 2016, respectively.

The application of these amendments is not expected to have an effect on the Group's consolidated financial statements.

### IFRS accounting standards, amendments and interpretations not yet approved by the European Union

As at the reference date of these financial statements, the competent bodies of the European Union have not yet ended the approval process necessary for the adoption of the amendments and standards described below.

- Standard **IFRS 15 - Revenue from contracts with customers** (published on 28 May 2014), which is due to replace the standards IAS 18 - *Revenue* and IAS 11 - *Construction contracts*, as well as the interpretations IFRIC 13 - *Customer loyalty programmes*, IFRIC 15 - *Agreements for the construction of real estate*, IFRIC 18 - *Transfers of assets from customers* and SIC 31 - *Revenues-Barter transactions involving advertising services*.

The standard establishes a new model for revenue recognition, to be applied to all contracts signed with customers except those covered by other IAS/IFRS standards such as leases, insurance contracts and financial instruments. According to the new model, the key steps for revenue accounting are:

- contract identification with the customer;
- identification of contractual performance obligations;
- price setting;
- price allocation to the contractual performance obligations;
- revenue recognition criteria when the entity satisfies each performance obligation.

The standard will be applied from 1 January 2018. Earlier application is permitted.

The directors expect that the application of IFRS 15 will have an impact on the amounts recorded as revenues and the related information provided in the consolidated financial statements of the Group. However, to date a reasonable estimate of the effects cannot be provided as analysis of the contracts with customers is not yet complete.

- Final version of IFRS 9 - *Financial instruments* (published on 24 July 2014). The document contains the results of IASB project stages relating to classification and measurement, impairment and hedge accounting, with a view to replacing IAS 39:
  - introduces new criteria for the classification and measurement of financial assets and liabilities;
  - with reference to the impairment model, the new standard requires that the estimation of losses on receivables is performed according to the expected losses model (and not the incurred losses model used by IAS 39), using supporting evidence obtainable without unreasonable cost or effort, including historic, current and forecast data;
  - introduces a new hedge accounting model (increase in the types of transactions eligible for hedge accounting, change in the accounting method for forward contracts and options when included in a hedge accounting relationship, amendments to the effectiveness testing).

The new standard, which replaces previous versions of IFRS 9, will apply to financial statements for years beginning on or after 1 January 2018.

The directors expect that the application of IFRS 9 will have an impact on the amounts and the information provided in the consolidated financial statements of the Group. However, a reasonable estimate of the effects cannot be provided until the Group has completed its detailed analysis.

- On 13 January 2016, IASB published the standard **IFRS 16 - Leases**, due to replace IAS 17 - *Leases* and the interpretation IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating leases - Incentives* and SIC 27 *Evaluating the substance of transactions involving the legal form of a lease*. The new standard provides a new definition of lease and introduces a criterion based on the right of use of an asset to distinguish leases from service agreements, stating the following as discriminating factors: identification of the asset, the right to replace it, the right to essentially obtain all economic benefits deriving from use of the asset and the right to direct the use of the asset underlying the contract. The principle establishes a single lease recognition and measurement model for lessees, which envisages recognition of the asset covered by the lease under "assets" (also for operating leases) which a balancing entry as a financial payable, in addition offering the option of not recognising as leases any contract involving "low-value assets" and leases with a contractual duration of 12 months or less. However, the Standard does not include significant amendments for lessors.

The standard will be applied from 1 January 2019. Earlier application is permitted only for companies that opted for early application of IFRS 15 - *Revenue from contracts with customers*. The Directors expect that the application of IFRS 16 could have an impact on the accounting of leases and on the related information provided in the consolidated financial statements of the Group. However, a reasonable estimate of the effects cannot be provided until the Group has completed its detailed analysis of the related contracts.

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## Explanatory 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 - Viale Isonzo 14/1	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 46A	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 - Viale Isonzo 14/1	24,120,000	100.000	100.000
SINA S.p.A.	Milan - Viale Isonzo 14/1	10,140,625	100.000	99.500
SINECO S.p.A.	Milan - Viale Isonzo 14/1	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	99.773	
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	95.227	
Autocamionale della Cisa S.p.A.	Ponte Taro (PR) – Via Camboara 26/A	48,533,333	91.368	
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	
Autostrada dei Fiori S.p.A.	Savona – Via Don Minzoni 7	325,000,000	68.300	
Autovia Padana S.p.A.	Tortona (AL) - S.P.211 della Lomellina 3/13	1,000,000	70.000	
SAV S.p.A.	Châtillon (AO) – Strada Barat 13	24,000,000	65.085	
Pedemontana Lombarda Manutenzioni s.c.a.r.l.	Tortona (AL) – S.S. per Alessandria 6/A	10,000	64.600	
SIAS S.p.A.	Turin – Via Bonzanigo 22	113,750,558	63.422	61.704
Brescia Milano Manutenzione S.c.a.r.l.	Tortona (AL) – S.S. per Alessandria 6/A	10,000	62.000	
CONSORZIO SINTEC	Milan - Viale Isonzo 14/1	20,000	60.000	
SISTEMI E SERVIZI S.c.a r.l.	Tortona (AL) S.S.211 Loc. San Guglielmo 3/13	100,000	61.000	14.000
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 %
<b><u>Jointly controlled entities</u></b>				
Parccheggio Piazza Meda S.r.l.	Tortona (AL) - Località Passalacqua	1,200,000	50.000	
Parccheggio Piazza Trento e Trieste S.r.l.	Tortona (AL) - Località Passalacqua	600,000	50.000	
Parccheggio Piazza Vittorio Veneto S.r.l.	Tortona (AL) - Località Passalacqua	250,000	50.000	
Parccheggio Via Manuzio S.r.l.	Tortona (AL) - Località Passalacqua	250,000	50.000	
A.T.I.V.A. 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	
<b><u>Associated companies</u></b>				
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	
ALBENGA-GARESSIO-CEVA S.p.A.	Cuneo – Via XX Settembre 47 bis	600,000	47.160	
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	45.873	
Argo Costruzioni Infrastrutture S.c.p.a.	Tortona (AL) – Regione Ratto	130,000	44.154	
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	
S.I.T.A.F. 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	
Baglietto S.p.A.	La Spezia – Viale San Bartolomeo n. 414	34,899,000	31.000	31.000
Quires S.r.l.	Milan – Via Fantoli 6/15	100,000	30.000	
Interporto di Vado Intermodal Operator S.c.p.A.	Vado Ligure (SV) - Via Trieste 25	3,000,000	28.000	
C.I.M. S.p.A.	Novara - Via Carlo Panzeri 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 Gilesgate - 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.ar.l. in liquidation	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	
Partecipazioni Costruzioni S.p.A.	Tortona – Corso Romita 10	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	
Autostrade Centropadane S.p.A.	Cremona – Località San Felice	30,000,000	9.464	
SPEDIA S.p.A.	La Spezia - Via Fontevivo 25	2,413,762	7.971	
Terminal Container Civitavecchia S.c.ar.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 n. 2	8,500,000	5.000	
Interporto Rivalta Scrivia S.p.A.	Rivalta Scrivia (AL) - Strada Savonese 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 Comunale Savonese 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 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.ar.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
Assicurazioni Generali S.p.A.	Trieste – Piazza Duca degli Abruzzi 2	1,556,873,283	0.038	0.016
ASSOSERVIZI INDUSTRIE s.r.l.	Carrara (MS) - Viale XX Settembre 118	724,890	0.034	
Argentea Gestioni S.c.p.A.	Brescia – via Somalia 2/4	120,000	0.020	
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	
Società Cooperativa Grignod S.c.p.A.	Saint Christophe (AO) – Loc. Grand Chemin	491,000	0.005	
Abertis Infraestructuras S.A.	Barcelona - Spain - Parc Logistic Avenue 12-20	2,694,915,000	0.001	0.001
Atlantia (formerly 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 **changes** in the scope of consolidation, note the **addition** to the scope of consolidation – from 1 January 2015 – of Brescia Milano Manutenzione S.c.ar.l., Sistemi e Servizi S.c.ar.l., Pedemontana Lombarda Manutenzioni S.c.ar.l. and Autovia Padana S.p.A.

As regards SIAS Parking S.r.l. and its subsidiary Fiera Parking S.p.A. – whose equity balances were included in the consolidated financial statements as at 31 December 2014 – 2015 records the consolidation of the related economic figures.

## Explanatory 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 segments

The activity of the group is divided into six main sectors:

- Motorway sector (operating activities)
- Motorway sector (planning and construction activities)
- Construction and engineering sector
- Car parking sector
- 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 and engineering		Parking areas		Technology		Services		2015	2014	2015	2014	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014					
Revenues, minority interests:																	
Motorway (tolls)	1,017,891	974,014													1,017,891	974,014	
Other motorway revenues	28,872	30,674													28,872	30,674	
Motorway revenues - construction sector			208,390	223,531											208,390	223,531	
Construction					16,971	19,744									16,971	19,744	
Parking areas							6,368								6,368		
Technology									66,475	50,101					66,475	50,101	
Other	42,654	40,764			680	502	23		1,215	441	680	599			45,252	42,306	
<b>Total revenues, minority interests</b>	<b>1,089,417</b>	<b>1,045,452</b>	<b>208,390</b>	<b>223,531</b>	<b>17,651</b>	<b>20,246</b>	<b>6,391</b>		<b>67,690</b>	<b>50,542</b>	<b>680</b>	<b>599</b>			<b>1,390,219</b>	<b>1,340,370</b>	
Intersegment revenues	8,161	6,592			90,181	97,603	-		61,609	61,419	12,845	11,081	(172,796)	(176,695)			
<b>Total revenues</b>	<b>1,097,578</b>	<b>1,052,044</b>	<b>208,390</b>	<b>223,531</b>	<b>107,832</b>	<b>117,849</b>	<b>6,391</b>		<b>129,299</b>	<b>111,961</b>	<b>13,525</b>	<b>11,680</b>	<b>(172,796)</b>	<b>(176,695)</b>	<b>1,390,219</b>	<b>1,340,370</b>	
Operating costs	(484,668)	(472,358)	(208,390)	(223,531)	(98,238)	(104,100)	(3,600)		(98,446)	(83,374)	(23,840)	(19,825)	172,796	176,695	(744,386)	(726,493)	
<b>Sector GOM</b>	<b>612,910</b>	<b>579,686</b>			<b>9,594</b>	<b>13,749</b>	<b>2,791</b>		<b>30,853</b>	<b>28,587</b>	<b>(10,315)</b>	<b>(8,145)</b>			<b>645,833</b>	<b>613,877</b>	
Non-recurring items	5,470	1,500					1,366				(3,500)	(11,736)			3,336	(10,236)	
Amortisation/depreciation and provisions	(287,668)	(270,664)			(4,162)	(2,177)	(538)		(2,983)	(3,513)	(1,168)	(2,165)			(296,519)	(278,519)	
Write-downs	(1,396)				(282)						(223)				(1,901)		
<b>Operating profit</b>	<b>329,316</b>	<b>310,522</b>			<b>5,150</b>	<b>11,572</b>	<b>3,619</b>		<b>27,870</b>	<b>25,074</b>	<b>(15,206)</b>	<b>(22,046)</b>			<b>350,749</b>	<b>325,122</b>	
Financial charges	(93,557)	(93,462)			(169)	(203)	(1,498)		(126)	(777)	(71,525)	(67,740)	68,482	59,430	(98,393)	(102,752)	
Write-downs of equity investments	(187)	(69)			(444)	(2,054)				(2,447)	(10,938)				(3,078)	(13,061)	
Financial income	19,507	19,866			211	263	3,133		238	385	85,203	75,138	(68,482)	(59,430)	39,810	36,222	
Profit (loss) of companies accounted for by the equity method	(2,111)	1,758			(34)	(3)	932		(137)	(566)	1,857	13,643			507	14,832	
<b>Pre-tax profit</b>	<b>252,968</b>	<b>238,615</b>			<b>4,714</b>	<b>9,575</b>	<b>6,186</b>		<b>27,845</b>	<b>24,116</b>	<b>(2,118)</b>	<b>(11,943)</b>			<b>289,595</b>	<b>260,363</b>	
Income taxes															(100,785)	(87,440)	
<b>Net income, including minority interests</b>															<b>188,810</b>	<b>172,923</b>	

	Business segment										Eliminations		Consolidated	
	Motorway (operating activities)		Construction and engineering		Technology		Parking areas		Services		2015	2014	2015	2014
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014				
Fixed assets	4,660,916	4,723,560	48,686	42,448	17,564	19,533	10,369	10,016	3,844,317	3,859,209	(4,385,327)	(4,417,052)	4,196,525	4,237,714
Current assets	107,973	106,369	65,720	66,066	79,761	63,640	6,132	3,996	95,915	22,459	(167,152)	(92,046)	188,349	170,484
<b>Total assets</b>													<b>4,384,874</b>	<b>4,408,198</b>
Sector liabilities	396,595	383,058	41,206	45,677	46,126	34,302	3,605	1,627	49,360	48,236	(225,398)	(199,120)	311,494	313,780
Medium/long-term liabilities and funds	345,965	363,528	7,931	5,786	4,898	5,301	13,822	13,758	15,193	14,332			387,809	402,705
Medium-term financial indebtedness (available funds)	1,623,202	1,734,677	(27,591)	(34,823)	(20,397)	(10,745)	(26,848)	(23,006)	(302,859)	(34,477)	(4,327,081)	(4,314,877)	1,245,507	1,311,626
Shareholders' equity													2,440,064	2,380,087
<b>Liabilities</b>													<b>4,384,874</b>	<b>4,408,198</b>
Investments consolidated with the equity method	172,101	195,192	823	945	342	429	4,016	3,436	296,271	267,669			473,553	467,671

## Explanatory Notes - Concessions

Business operations are mainly represented by the **construction and management of motorway and parking infrastructures** for which the Group companies are the licensees.

The **motorway management companies** that are subsidiaries, jointly controlled or associated companies of the ASTM Group operate in accordance with specific concession agreements signed with the Granting Body, which govern the rights and obligations of the parties. In this respect, the licensees are in fact obliged, under their own responsibility and at their own expense, to arrange the planning, construction, maintenance and management of the motorway infrastructure until expiry of the concession agreement and the right to collect tolls from users (calculated and updated according to the methods specified in the agreement), which guarantees that the investments made are remunerated fairly.

On expiry of the concessions, all motorway works completed (the "revertible assets") by the licensee must be transferred free of charge and in good condition to the Granting Body, except for concessions involving payment by the incoming licensee of the residual book value of the revertible assets (the "takeover value").

The following table provides details of the motorway concessions, with breakdown by licensee:

Licensee company (amounts in thousands of EUR)	Motorway section	Expiry of the concession
<b>Subsidiaries</b>		
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
Autovia Padana S.p.A.	Piacenza-Cremona-Brescia	(**)
<b>Jointly controlled entities and associated companies</b>		
ATIVA S.p.A.	Tangenziale di Torino (Turin bypass), Turin-Quincinetto, Ivrea-Santhià and Turin-Pinerolo	31 August 2016
Bre.Be.Mi. S.p.A.	Brescia – Bergamo – Milan	December 2033 (***)
Road Link	A69 Carlisle-Newcastle (UK)	31 December 2026
SITAF S.p.A.	Turin-Bardonecchia, Frejus Tunnel	31 December 2050
SITRASB S.p.A.	Great St. Bernard Pass	31 December 2034
Tangenziale Esterna S.p.A.	Tangenziale Esterna di Milano (Milan outer ring road)	30 April 2065

(\*) For this section, still pending completion, the duration of the concession is 23.5 years as from the infrastructure's completion date.

(\*\*) The concession duration is 25 years. As stated in the specific paragraph of the Management Report, the concession agreement is now pending signature.

(\*\*\*) The rebalancing plan approved by CIPE in August 2015 – with the approval process still pending – envisages extension of the concession expiry to 22 January 2040.

The **Parking** sector companies that are subsidiaries, jointly controlled or associated companies of the ASTM Group operate in accordance with specific concession agreements signed with the Granting Body, which govern the rights and obligations of the parties. In this respect, the licensees are in fact obliged, under their own responsibility and at their own expense, to arrange the planning, construction, maintenance and management of the infrastructure until expiry of the concession agreement and the right to collect a parking fee from users (calculated and updated according to the methods specified in the agreement), which guarantees that the investments made are remunerated fairly.

The following table provides details of the parking concessions, with breakdown by licensee:

Licensee company	Concession object	Expiry of the concession
<b><u>Subsidiaries</u></b>		
Fiera Parking S.p.A.	Parking areas of the Rho-Pero fair centre	15 March 2035
<b><u>Jointly controlled entities</u></b>		
Piazza Meda S.r.l.	Public multi-storey car park in Piazza Meda and Corso Matteotti - Milan	31 December 2058
Piazza Vittorio S.r.l.	Public multi-storey car park in Via Vittorio Veneto - Turin	30 June 2079
Piazza Trento e Trieste S.r.l.	Public multi-storey car park in Piazza Trento e Trieste - Monza (MI)	10 March 2040
Via Manuzio S.r.l.	Public multi-storey car park in Via Manuzio - Milan	21 October 2049

## Explanatory 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	
<b>Cost:</b>				
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)	-
Divestitures		(796)	(274)	(1,070)
<b>as at 31 December 2014</b>	<b>43,935</b>	<b>35,606</b>	<b>2,433</b>	<b>81,974</b>
<b>Accumulated amortisation:</b>				
as at 1 January 2014	-	(19,641)	-	(19,641)
Change in the scope of consolidation		(32)		(32)
2014 amortisation		(2,598)		(2,598)
Reversals		796		796
<b>as at 31 December 2014</b>	<b>-</b>	<b>(21,475)</b>	<b>-</b>	<b>(21,475)</b>
<b>Net book value:</b>				
as at 1 January 2014	43,935	12,569	3,706	60,210
<b>as at 31 December 2014</b>	<b>43,935</b>	<b>14,131</b>	<b>2,433</b>	<b>60,499</b>

	Goodwill	Other intangible assets		Total
		In operation	In process	
<b>Cost:</b>				
as at 1 January 2015	43,935	35,606	2,433	81,974
Change in the scope of consolidation				
Investments		1,429	381	1,810
Restatements		1,135	(1,135)	-
Write-downs	(1,901)	-	-	(1,901)
Divestitures		(47)	(203)	(250)
<b>as at 31 December 2015</b>	<b>42,034</b>	<b>38,123</b>	<b>1,476</b>	<b>81,633</b>
<b>Accumulated amortisation:</b>				
as at 1 January 2015	-	(21,475)	-	(21,475)
Change in the scope of consolidation				
2015 amortisation		(3,018)		(3,018)
Reversals		43		43
<b>as at 31 December 2015</b>	<b>-</b>	<b>(24,450)</b>	<b>-</b>	<b>(24,450)</b>
<b>Net book value:</b>				
as at 1 January 2015	43,935	14,131	2,433	60,499
<b>as at 31 December 2015</b>	<b>42,034</b>	<b>13,673</b>	<b>1,476</b>	<b>57,183</b>

The amount of "goodwill" – unchanged compared to 31 December 2015 – is summarised below:

Cash Generating Unit	Value as at 31/12/2014	increases	decreases	Value as at 31/12/2015
Autocamionale della Cisa S.p.A.	27,152		(1,396)	25,756
Autostrada dei Fiori S.p.A.	313			313
SALT S.p.A.	13,184		(505)	12,679
SATAP S.p.A.	2,907			2,907
Sinelec S.p.A.	379			379
<b>Total</b>	<b>43,935</b>	<b>-</b>	<b>(1,901)</b>	<b>42,034</b>

In accordance with IAS 36, goodwill is not subject to amortisation but – since it is an intangible asset with an indefinite useful life – to an 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.

During the year, the goodwill recognised on Autocamionale della Cisa S.p.A. and SALT S.p.A. was written down by a total of EUR 1.9 million following impairment tests. These write-downs, despite the positive performance of the companies, are also related to the approaching expiry of the related concessions.

The item "other intangible assets" includes the capitalisation of basic expenses, application software expenses and licences for software programmes. The increase during 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	Parking areas in operation	Total
<b>Cost:</b>				
<b>as at 1 January 2014</b>	<b>7,248,890</b>	<b>979,336</b>		<b>8,228,226</b>
Change in the scope of consolidation			12,073	<b>12,073</b>
Investments	7,245	238,863		<b>246,108</b>
Divestitures and other changes	(15)	(6)		<b>(21)</b>
Restatements	218,957	(218,957)		-
<b>as at 31 December 2014</b>	<b>7,475,077</b>	<b>999,236</b>	<b>12,073</b>	<b>8,486,386</b>
<b>Capital grants:</b>				
<b>as at 1 January 2014</b>	<b>(1,117,962)</b>	<b>(238,104)</b>		<b>(1,356,066)</b>
Change in the scope of consolidation				-
Increases	(5,047)	(14,389)		<b>(19,436)</b>
<b>as at 31 December 2014</b>	<b>(1,123,009)</b>	<b>(252,493)</b>	-	<b>(1,375,502)</b>
<b>Accumulated amortisation:</b>				
<b>as at 1 January 2014</b>	<b>(3,571,979)</b>	-		<b>(3,571,979)</b>
Change in the scope of consolidation			(3,654)	<b>(3,654)</b>
2014 depreciation	(263,574)			<b>(263,574)</b>
<b>as at 31 December 2014</b>	<b>(3,835,553)</b>	-	<b>(3,654)</b>	<b>(3,839,207)</b>
<b>Net book value:</b>				
<b>as at 1 January 2014</b>	<b>2,558,949</b>	<b>741,232</b>	-	<b>3,300,181</b>
<b>as at 31 December 2014</b>	<b>2,516,515</b>	<b>746,743</b>	<b>8,419</b>	<b>3,271,677</b>

	Motorway in operation	Motorway under construction	Parking areas in operation	Total
<b>Cost:</b>				
<b>as at 1 January 2015</b>	<b>7,475,077</b>	<b>999,236</b>	<b>12,073</b>	<b>8,486,386</b>
Change in the scope of consolidation			-	-
Investments	29,571	203,343	330	<b>233,244</b>
Divestitures and other changes				-
Restatements	291,283	(291,277)		<b>6</b>
<b>as at 31 December 2015</b>	<b>7,795,931</b>	<b>911,302</b>	<b>12,403</b>	<b>8,719,636</b>
<b>Capital grants:</b>				
<b>as at 1 January 2015</b>	<b>(1,123,009)</b>	<b>(252,493)</b>	-	<b>(1,375,502)</b>
Increases	(3,678)	(4,167)		<b>(7,845)</b>
<b>as at 31 December 2015</b>	<b>(1,126,687)</b>	<b>(256,660)</b>	-	<b>(1,383,347)</b>
<b>Accumulated amortisation:</b>				
<b>as at 1 January 2015</b>	<b>(3,835,553)</b>	-	<b>(3,654)</b>	<b>(3,839,207)</b>
Restatements and other changes			-	-
2015 depreciation	(282,216)		(369)	<b>(282,585)</b>
<b>as at 31 December 2015</b>	<b>(4,117,769)</b>	-	<b>(4,023)</b>	<b>(4,121,792)</b>
<b>Net book value:</b>				
<b>as at 1 January 2015</b>	<b>2,516,515</b>	<b>746,743</b>	<b>8,419</b>	<b>3,271,677</b>
<b>as at 31 December 2015</b>	<b>2,551,475</b>	<b>654,642</b>	<b>8,380</b>	<b>3,214,497</b>

The gross value of the motorway network – equal to EUR 8,707.2 million – includes EUR 1,404.7 million of capitalised financial charges, of which EUR 24.6 million capitalised during the financial year (EUR 1,380.1 million as at 31 December 2014).

As detailed in the "valuation criteria", in order to assess the amortisation of non-compensated revertible assets, the so-called "takeover" values set out in the current agreements and in the financial plans which are currently being examined by the Granting Body, have been taken into account.

At 31 December 2015, the item "concessions – non-compensated revertible assets" broke down as follows:

**Motorway concessions**

Licensee company <i>(amounts in thousands of EUR)</i>	Motorway section	Net value
SATAP S.p.A.	Turin – Milan	964,757
SATAP S.p.A.	Turin – Piacenza	199,891
SAV S.p.A.	Quincinetto – Aosta	322,086
SALT S.p.A.	Sestri Levante-Livorno, Viareggio-Lucca and Fornola-La Spezia	426,063
ADF S.p.A.	Savona-Ventimiglia	323,685
CISA S.p.A.	La Spezia-Parma (and road link with the Brenner motorway)	353,639
Asti-Cuneo S.p.A.	Asti-Cuneo	303,179
ATS S.p.A.	Turin - Savona	312,817
<b>Motorway concessions - Total non-compensated revertible assets</b>		<b>3,206,117</b>

**Parking areas**

Licensee company <i>(amounts in thousands of EUR)</i>	Concession object	Net value
Fiera Parking S.p.A.	Parking areas of the Rho-Pero fair centre	8,380

With regard to the parking areas of the new Rho-Pero fair centre managed by Fiera Parking S.p.A., there is a mortgage security in favour of Unicredit, as guarantee for a loan, whose residual debt as at 31 December 2015 amounts to EUR 26.7 million.

## Note 2 – Tangible assets

### Property, plant, machinery and other assets

	Land and buildings	Plant and mach.	Ind. and comm. equip.	Other assets	Financial lease assets	Constr. in progress and advance payments	Total
<b>Cost:</b>							
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
Divestitures	-	(74)	(400)	(2,995)	(89)	-	(3,558)
<b>as at 31 December 2014</b>	<b>70,042</b>	<b>21,292</b>	<b>22,589</b>	<b>46,629</b>	<b>13,536</b>	<b>6,398</b>	<b>180,486</b>
<b>Accumulated depreciation:</b>							
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	-	-	-
Reversals	-	74	350	2,797	90	-	3,311
<b>as at 31 December 2014</b>	<b>(21,835)</b>	<b>(15,037)</b>	<b>(15,589)</b>	<b>(43,569)</b>	<b>(10,630)</b>	<b>-</b>	<b>(106,660)</b>
<b>Net book value:</b>							
as at 1 January 2014	46,704	7,053	6,733	4,218	3,019	4,171	71,898
as at 31 December 2014	48,207	6,255	7,000	3,060	2,905	6,398	73,826

	Land and buildings	Plant and mach.	Ind. and comm. equip.	Other assets	Financial lease assets	Constr. in progress and advance payments	Total
<b>Cost:</b>							
as at 1 January 2015	70,042	21,292	22,589	46,629	13,536	6,398	180,486
Investments	-	816	537	1,818	-	3,921	7,092
Restatements and other changes	(5)	-	(2)	(12)	227	(332)	(124)
Divestitures	(225)	(13)	(419)	(628)	(722)	-	(2,007)
<b>as at 31 December 2015</b>	<b>69,812</b>	<b>22,095</b>	<b>22,705</b>	<b>47,807</b>	<b>13,041</b>	<b>9,987</b>	<b>185,447</b>
<b>Accumulated depreciation:</b>							
as at 1 January 2015	(21,835)	(15,037)	(15,589)	(43,569)	(10,630)	-	(106,660)
2015 depreciation	(1,642)	(1,115)	(805)	(2,883)	(296)	-	(6,741)
Restatements and other changes	-	-	1	(2)	(1)	-	(2)
Reversals	-	13	440	621	554	-	1,628
<b>as at 31 December 2015</b>	<b>(23,477)</b>	<b>(16,139)</b>	<b>(15,953)</b>	<b>(45,833)</b>	<b>(10,373)</b>	<b>-</b>	<b>(111,775)</b>
<b>Net book value:</b>							
as at 1 January 2015	48,207	6,255	7,000	3,060	2,905	6,398	73,826
as at 31 December 2015	46,335	5,956	6,752	1,974	2,668	9,987	73,672

With regard to the item "land and buildings", there is a mortgage security in favour of Cassa di Risparmio di La Spezia for the building owned by Logistica Tirrenica S.p.A. as guarantee for a loan, whose residual debt as at 31 December 2015 amounts to EUR 1.2 million.

#### Financial lease assets

At 31 December 2015, the Group had in place 9 financial leases to acquire plant and machinery, and industrial and commercial equipment. Their net book value as at 31 December 2015 totalled EUR 2.7 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, based on the specific financial parameters of each contract. Guarantees were not issued for the commitments resulting from the contracts in place as at 31 December 2015.

### 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 2014	Purchases/ Increases	Sales/ Decreases	Change in scope and other changes	Adjustments to			Foreign exchange differences	31 December 2015
					Profit/(loss)	"shareholders' equity" Dividends	(*) Other		
<b>Equity investments:</b>									
<b>a) in unconsolidated subsidiaries:</b>									
Brescia Milano Manutenzioni S.c.ar.l.	6			(6)					-
Sistemi e Servizi S.c.ar.l.	58			(58)					-
<b>b) in associated companies and jointly controlled entities</b>									
ATIVA S.p.A.	57,241				2,442 (**)	(2,643)	(159)		56,881
Autostrade Lombarde S.p.A.	40,541				(7,013)		3,060		36,588
Parcheggio Piazza Meda S.r.l.	1,210				350				1,560
Parcheggio Piazza Trento e Trieste S.r.l.	1,537				363	(252)			1,648
Parcheggio Piazza Vittorio S.r.l.	689				219	(100)			808
Parcheggio Via Manuzio S.r.l.	-								-
Tangenziale Esterna S.p.A.	36,208				(1,714)		(100)		34,394
Tangenziali Esterne Milano S.p.A.	83,153				(4,782)		(225)		78,146
<b>c) in associated companies</b>									
Argo Costruzioni Infrastrutture ACI s.c.p.a.	-			59					59
Autostrada Albenga Garessio Ceva S.p.A.	1,766	1,165			357				3,288
ATIVA Immobiliare S.p.A.	453								453
ATON s.r.l.	23				68	(12)			79
Aurea S.c.ar.l.	5								5
Baglietto S.p.A.	4,898	4,649							9,547
C.I.M. S.p.A.	6,129								6,129
CON.SI.L.FER.	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.ar.l. (in liquidation)	4								4
ITINERA S.p.A.	86,121				5,162		38	(27)	91,294
OMT S.p.A.	401				(205)				196
Quires S.r.l.	17								17
Rivalta Terminal Europa S.p.A.	13,620				(6,627)				6,993
Road Link Holdings Ltd	3,138				1,219	(1,378)		61	3,040
Società Autostrada Broni-Mortara S.p.A.	6,537				(78)				6,459
S.I.T.A.F. S.p.A.	105,289				9,822		1,590		116,701
SITRASB S.p.A.	11,113				926	(287)			11,752
UIrNET	10								10
Interporto Vado Intermodal Operator S.c.p.a.	7,186								7,186
Vetivaria S.r.l.	228								228
<b>Total</b>	<b>467,671</b>	<b>5,814</b>	<b>-</b>	<b>(5)</b>	<b>507</b>	<b>(4,672)</b>	<b>4,204</b>	<b>34</b>	<b>473,553</b>

(\*) This regards the pro-rata portion of the fair value adjustments carried out by the investee companies in relation to the IRS contracts and the actuarial components of the Employee Severance Indemnity.

(**) Pro-rata of profit/loss	4,627
Write-down of implicit goodwill	(2,185)
Adjustment	<u>2,442</u>

The item "*purchases/increases*" refers to:

- the purchase by the subsidiary SATAP S.p.A. of 89,499 shares, equal to 14.917% of the share capital, of Albenga Garessio Ceva S.p.A. offered for sale by the Provincial Government of Savona.
- the payment of the pro-rata share of the Parent Company concerning capital injections into Baglietto S.p.A. made in January 2015.

The item "*change in scope and other changes*" refers to (i) the consolidation, according to the line-by-line method, of the equity investments held in Brescia Milano Manutenzioni S.c.ar.l. and Sistemi e Servizi S.c.ar.l. starting from 1 January 2015 and (ii) the reclassification of the equity investment in Argo Costruzioni Infrastrutture ACI s.c.p.a. from the item "Unconsolidated investments – available for sale" to the item "Investments accounted for by the equity method" following the purchases made in the period.

The item "*adjustments to shareholders' equity*" incorporates the pro-rata share of the profit/loss, the dividend distribution and the adjustments posted with "shareholders' equity" as contra-item, of the investee companies. This latter item includes the positive difference accrued in the period with regard to the fair value of interest rate swap contracts. With reference to the investee Baglietto, the agreement signed by ASTM S.p.A. with the Parent Company Argo Finanziaria S.p.A. was taken into account. This agreement offers ASTM S.p.A. the option of transferring its investment in Baglietto S.p.A. to the aforementioned company at the predefined price of EUR 9.5 million.

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 and of Itinera S.p.A.

As at 31 December 2015, 34,608,067 shares of the investee company Tangenziale Esterna S.p.A. constituted a pledge in favour of the lending banks as part of a project financing transaction of the investee.

**The main economic and financial data for the companies accounted for by the "equity method" (Joint ventures and associated companies) is provided below**

**Jointly controlled entities - 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 the project company Autostrada Diretta Brescia Milano S.p.A.) are jointly controlled by the ASTM Group and Intesa Sanpaolo S.p.A. based on the agreements signed by the subsidiary SIAS S.p.A., the subsidiary SATAP S.p.A. and Intesa Sanpaolo S.p.A., aimed at, among other things, capitalising and defining the governance of said 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 ASTM 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 is subject to joint control by SIAS S.p.A. (41.17%) and Mattioda Pierino & Figli Autostrade S.r.l. (41.17%), under the terms of a syndicate agreement.

With regard to the equity-financial situation:

(amounts in thousands of EUR)	Current Assets <sup>(1)</sup>		Non-current Assets <sup>(1)</sup>	Current Liabilities <sup>(1)</sup>		Non-current Liabilities <sup>(1)</sup>	
		of which cash and cash equivalents			of which financial		of which financial
Tangenziale Esterna S.p.A.	448,119	120,224	1,233,950	5,103	-	1,234,256	1,234,114 <sup>(2)</sup>
Autostrade Lombarde Group	54,486	10,483	1,933,690	81,823	39,506	1,756,169	1,741,325 <sup>(2)</sup>
Tangenziali Esterne di Milano S.p.A.	992	752	233,214	248	-	10	-
Ativa Group	53,389	14,086	165,643	63,437	14,152	24,216	-
Parccheggio Piazza Meda <sup>(3)</sup>	3,604	1,343	18,227	2,604	1,588	15,483	15,244
Parccheggio Piazza Trento e Trieste <sup>(3)</sup>	1,745	651	6,103	152	-	4,792	4,736
Parccheggio Piazza Vittorio Veneto <sup>(3)</sup>	319	271	8,827	1,372	571	6,358	2,621
Parccheggio via Manuzio <sup>(3)</sup>	244	199	4,959	1,085	1,033	3,920	3,386

<sup>(1)</sup> Data prepared according to the IFRS accounting standards adopted by the Group, by preparing a specific reporting package as at the closing date.

<sup>(2)</sup> The amount includes the fair value as at 31 December 2015 of interest rate swap agreements signed in order to prevent the risk from interest rate changes.

<sup>(3)</sup> Figures prepared in compliance with national accounting standards/OIC.

With regard to the economic situation:

	Revenues <sup>(1)</sup>	Profit/(loss) for the year <sup>(1)</sup>	Total comprehensive income statement <sup>(1)</sup>	Dividends received <sup>(1)</sup>
Tangenziale Esterna S.p.A.	28,639	(20,250)	(19,059)	-
Autostrade Lombarde Group	54,150	(65,696)	(37,183)	-
Tangenziali Esterne di Milano S.p.A.	108	(2,301)	(2,301)	-
Ativa Group	143,707	10,411	10,747	2,643
Parccheggio Piazza Meda <sup>(2)</sup>	3,383	760	n.a.	-
Parccheggio Piazza Trento e Trieste <sup>(2)</sup>	2,052	725	n.a.	252
Parccheggio Piazza Vittorio Veneto <sup>(2)</sup>	1,711	393	n.a.	100
Parccheggio via Manuzio <sup>(2)</sup>	405	(64)	n.a.	-

<sup>(1)</sup> Data prepared according to the IFRS accounting standards adopted by the Group, by preparing a specific reporting package as at the closing date, net of revenues relating to "construction activities" of non-compensated revertible assets (IFRIC 12)

<sup>(2)</sup> Figures prepared in compliance with national accounting standards/OIC.

Note also that:

- Joint venture agreements do not envisage significant restrictions or limitations on the use of resources of the companies under joint control.
- However, the agreements envisage lock up clauses (blocking the disposal of joint arrangements) and exit mechanisms from the agreements mentioned above.
- In accordance with the project finance agreements signed by Tangenziale Esterna S.p.A. and Società' di Progetto Autostrada diretta Brescia Milano S.p.A. (Autostrade Lombarde Group), there are clauses – typical of this type of transaction – to temporarily restrict the distribution of dividends in the initial period and to subordinate any distribution to specific covenants.

**Associated companies**

Company	Total Assets	Total Liabilities	Total Revenues	Profit/loss for the period	Financial statement data <sup>(1)</sup> as at
Albenga Garessio Ceva S.p.A.	5,705	21	-	561	31/12/2015
ATIVA Immobiliare S.p.A.	3,507	1,329	1,034	301	31/12/2014
ATON s.r.l.	4,682	3,834	1,605	42	31/12/2014
Baglietto S.p.A.	91,041	76,962	35,486	(8,680)	31/12/2014
CIM S.p.A.	94,870	63,327	6,340	(886)	31/12/2014
CONSILFER	14	9	11	-	31/12/2015
Fondo Valle S.c.a r.l. (in liquidation)	110	100	30	-	31/12/2014
ITINERA S.p.A.	686,604	479,598	709,852	8,370	31/12/2015
Edilrovaccio 2	1,120	1,134	11	(18)	31/12/2015
OMT S.p.A.	8,137	7,521	9,262	(862)	31/12/2014
Pinerolo S.c.a r.l.	39	19	5	-	31/12/2014
Rivalta Terminal Europa S.p.A.	57,925	39,683	5,007	(7,357)	31/12/2014
Road Link Holdings Ltd <sup>(2)</sup>	-	-	-	6,055	31/03/2015
SABROM S.p.A.	48,557	21,162	757	(208)	31/12/2014
SITAF S.p.A.	1,588,508	1,289,238	148,166	25,006	31/12/2015
SITRASB S.p.A.	47,746	15,495	11,493	2,495	31/12/2015
Vado Intermodal Operator S.c.p.a.	25,696	19,630	4,360	333	31/12/2014

(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 December 2014			Changes during the period					31 December 2015		
	Original value	Updates to fair value	Total	Purchases	Sales	Restatem. and other changes	Updates to fair value		Original value	Updates to fair value	Total
							Sharehold. Eq.	Inc. stat.			
<b>Equity investments:</b>											
Abertis Infraestructura S.A.	56	123	179				(14)		56	109	165
Alerion Clean Power S.p.A.	1,314	-	1,314				(194)		1,314	(194)	1,120
Assicurazioni Generali S.p.A.	6,920	3,196	10,116		(523)		(286)		6,397	2,910	9,307
Banca CA.RI.GE. S.p.A.	2,547	-	2,547	3,797			(1,666)		6,344	(1,666)	4,678
Banca Popolare di Milano S.c.ar.l.	13,373	(1,449)	11,924		(13,373)		1,449		-	-	-
FNM S.p.A.	2,700	6,394	9,094				(1,222)		2,700	5,172	7,872
Industria e Innovazione S.p.A.	191	-	191				(34)		191	(34)	157
Salini Impregilo S.p.A. - savings shares	8,943	(1,764)	7,179	4,021			(1,254)		12,964	(3,018)	9,946
Mediobanca S.p.A.	4,205	2,197	6,402				2,000		4,205	4,197	8,402
<b>Total Level 1</b>	<b>40,249</b>	<b>8,697</b>	<b>48,946</b>	<b>7,818</b>	<b>(13,896)</b>	<b>-</b>	<b>(1,221)</b>	<b>-</b>	<b>34,171</b>	<b>7,476</b>	<b>41,647</b>
Argo Costruzioni Infrastrutture ACI s.c.p.a.	11	-	11	48		(59)			-	-	-
Aeroporto Pavia Rivanazzano s.r.l.	-	-	-						-	-	-
Agenzia di Pollenzo S.p.A.	1,424	-	1,424						1,424	-	1,424
Compagnia Aerea Italiana S.p.A.	1,304	-	1,304	452			(1,756)		-	-	-
Assoservizi Industrie s.r.l.	1	-	1						1	-	1
ASTA S.p.A.	1,254	-	1,254						1,254	-	1,254
Autostrade Centropadane S.p.A.	7,668	-	7,668						7,668	-	7,668
CE.P.I.M. S.p.A.	14	-	14						14	-	14
Codelfa S.p.A.	6,218	-	6,218			(2,205)			4,013	-	4,013
Società Confederazione Autostrade S.p.A.	438	-	438					(6)	432	-	432
Consorzio Autostrade Italiane Energia	16	-	16						16	-	16
C.R.S. Centro Ricerche Stradali S.p.A.	33	-	33						33	-	33
Fiumicino Pista 3 s.c.ar.l.	2	-	2						2	-	2
Interporto Rivalta Scrivia S.p.A.	576	-	576						576	-	576
Interporto Toscano A. Vespucci S.p.A.	77	-	77						77	-	77
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	-	2
Partecipazioni Costruzioni S.p.A.	-	-	-			2,205			2,205	-	2,205
Società Autostrada Tirrenica p.A.	6,354	3,586	9,940		(6,354)		(3,586)		-	-	-
P.S.T. S.p.A.	166	-	166						166	-	166
Siteco BG ODD	10	-	10						10	-	10
SO.GE.A.P. S.p.A.	332	-	332					(36)	296	-	296
SPEDIA S.p.A.	578	-	578					(146)	432	-	432
Taranto Logistica S.p.A.	130	-	130						130	-	130
Terminal Container Civitavecchia S.c.ar.l.	4	-	4						4	-	4
Tubosider S.p.A.	946	-	946					(444)	502	-	502
Tunnel Gest S.p.A.	426	-	426						426	-	426
<b>Total Level 3</b>	<b>93,857</b>	<b>3,784</b>	<b>97,641</b>	<b>500</b>	<b>(6,354)</b>	<b>(59)</b>	<b>(3,586)</b>	<b>(2,388)</b>	<b>85,556</b>	<b>198</b>	<b>85,754</b>
<b>Total</b>	<b>134,106</b>	<b>12,481</b>	<b>146,587</b>	<b>8,318</b>	<b>(20,250)</b>	<b>(59)</b>	<b>(4,807)</b>	<b>(2,388)</b>	<b>119,727</b>	<b>7,674</b>	<b>127,401</b>

**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:

- On 25 June 2015, 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. More specifically, the Company subscribed 3,244,528 shares with a par value of EUR 1.17 per share, for a total amount of EUR 3.8 million.
- The subsidiary IGLI S.p.A. purchased 342,000 saving shares of Salini Impregilo S.p.A. for a total amount of EUR 4 million.
- The subsidiary ABC Costruzioni S.p.A. purchased 46,000 shares, equal to 35.4% of the share capital, of the Consorzio A.C.I. S.c.p.A. for EUR 46 thousand; reclassification under "Investments accounted for by the equity method".
- Subscription of 25,091,756 new shares of Compagnia Aerea Italiana S.p.A. by the subsidiary Finanziaria di Partecipazioni e Investimenti S.p.A., as part of the commitments undertaken in the investment project between Compagnia Aerea Italiana S.p.A. and Etihad Airways P.J.S.C., for a total amount of EUR 0.3 million; write-down of the investment for EUR 1.8 million.
- Disposal by the Parent Company of 45,000 Assicurazioni Generali S.p.A. shares, realising a capital gain of EUR 252 thousand.
- Disposal by the subsidiary IGLI S.p.A. of all its Banca Popolare di Milano shares, realising a capital gain of EUR 6.6 million (with subsequent reversal of the fair value adjustment made in the previous year).
- Partial sale by the subsidiary SALT S.p.A. of 16,295,401 shares held in SAT - Società Autostrada Tirrenica p.A. (9.99% of the share capital), achieving a capital gain of approximately EUR 4.1 million (and subsequent reversal of the fair value adjustment made in the previous year).
- Write-down of the equity investments in Tubosider S.p.A., Spedia S.p.A., So.Ge.A.P. S.p.A. and Società Confederazione Autostrade S.p.A., for EUR 0.6 million, following the losses incurred by these investee companies.
- Fair value adjustment of equity investments (based on market prices), with contra-entry in "shareholders' equity".

The item "*Restatements and other changes*" refers to the acquisition by the subsidiary Finanziaria di Partecipazioni e Investimenti S.p.A. of an equity investment equal to 16.423% of the newly incorporated company Partecipazioni Costruzioni S.p.A., following the partial proportional split-off of the investee company Codelfa S.p.A., which took effect in January 2015.

As at 31 December 2015, the value of investments "available for sale" included a total positive amount (Group and minority interests) of approximately EUR 7.7 million for (EUR 12.5 million as at 31 December 2014) which related to the fair value update of the investments.

As at 31 December 2015, the Tunnel Gest S.p.A. shares held by Sinelec S.p.A. constituted a pledge in favour of the lending banks.

3.c – Receivables

These consist of:

	31 December 2015	31 December 2014
<b>Loans:</b>		
• Loans to investee companies	73,348	30,233
<b>Receivables:</b>		
• financial receivables due from the Granting Body for "minimum guaranteed amounts"	49,237	49,160
• from INA	9,995	9,804
• as collateral on fidejussory policies	20,000	20,000
• from suppliers as security deposits	732	502
• from others	734	1,581
<b>Total</b>	<b>154,046</b>	<b>111,280</b>

"Loans to investee companies" mainly refer to the loans granted by the subsidiary SIAS S.p.A. to Tangenziale Esterna S.p.A. (EUR 52.2 million disbursed in 2015), by Autocamionale della Cisa S.p.A. and SATAP S.p.A. to Confederazione Autostrade (EUR 0.4 million), by SATAP S.p.A. to Autostrade Lombarde S.p.A. (EUR 16.2 million, of which EUR 11.9 million disbursed in 2015), by ASTM S.p.A. and SATAP S.p.A. to Edilrovaccio 2 S.r.l. (EUR 0.6 million), by SIAS Parking S.r.l. to Parcheggio Via Manuzio S.r.l. (EUR 0.6 million) and Parcheggio Piazza Meda S.r.l. (EUR 2.3 million), and from SINELEC S.p.A. to Tunnel Gest S.p.A. (EUR 0.6 million). During the year the loan from SIAS S.p.A. to ATIVA S.p.A. was repaid for EUR 26 million.

The item "*financial receivables due from the Granting Body for minimum guaranteed amounts*" represents, as provided for in IFRIC 12 Interpretation, the discounted value of the medium/long-term portion of minimum cash flows guaranteed by the Granting Body to Fiera Parking S.p.A. (EUR 48.3 million) and to Euroimpianti Electronic S.p.A. (EUR 0.9 million).

"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 issued against fidejussory policies by the Insurance Institutes on behalf of Autostrada Asti-Cuneo S.p.A., with regard to the bidding competition for the Asti-Cuneo concession.

3.d – Other

These consist of:

	31 December 2015	31 December 2014
• Insurance policies	238,040	252,459
• Other financial assets	10,245	10,912
<b>Total</b>	<b>248,285</b>	<b>263,371</b>

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 policy refers. More specifically, (i) EUR 10.2 million refer to capitalisation policies signed by the Parent Company with BNP Paribas Cardif Vita S.p.A. in 2015, (ii) EUR 53.1 million refer to capitalisation policies signed by the subsidiary SATAP S.p.A. with Allianz and Reale Mutua di Assicurazioni, (iii) EUR 116.8 million refer to capitalisation policies signed by the subsidiary SIAS S.p.A. with Allianz, AXA Assicurazioni, Reale Mutua di Assicurazioni and UnipolSai Assicurazioni, (iv) EUR 42.3 million refer to capitalisation policies signed by the subsidiary SALT S.p.A. with Reale Mutua di Assicurazioni and Allianz, and (v) EUR 15.6 million refer to the capitalisation policies signed by the subsidiary Autocamionale della Cisa S.p.A. with Credit Agricole Vita and Reale Mutua di Assicurazioni.

Said amount includes the interests accrued and not yet collected as at the reporting date.

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.

During the year, the Parent Company converted the policy signed with Credit Agricole Vita into cash totalling EUR 30 million, in addition to accrued interest of EUR 747 thousand.

The item "*other financial assets*" includes stakes of the investment fund Atlante Europe Absolute Fund, signed in the period by the subsidiary SIAS S.p.A. to invest cash for a total of EUR 10 million. During the year, the Parent Company converted the Algebris Ucits Funds PLC investment funds for EUR 10 million, in addition to accrued interest of EUR 1.2 million.

These investments, classified among assets available for sale, are recorded at their fair value. The update to the fair value for the period led to a revaluation equal to EUR 0.2 million, which was recorded in shareholders' equity.

**Note 4 – Deferred tax credits**

This item totalled EUR 135,165 thousand (EUR 141,723 thousand as at 31 December 2014). For a breakdown of this item, see Note 35 - Income taxes.

## Note 5 – Inventories

These consist of:

	31 December 2015	31 December 2014
Raw materials, ancillary materials and consumables	10,509	11,340
Contract work in progress	22,377	22,943
Finished goods and merchandise	2,113	3,572
Advance payments	73	18
<b>Total</b>	<b>35,072</b>	<b>37,873</b>

Contract work in progress breaks down as follows:

	31 December 2015	31 December 2014
Gross value of the orders	130,658	108,135
Advance payments on work progress	(103,189)	(80,099)
Provisions to guarantee work in progress	(5,092)	(5,093)
<b>Net value</b>	<b>22,377</b>	<b>22,943</b>

As at 31 December 2015, the item "contract work in progress" included reserves totalling EUR 4.7 million. This amount, that has been reliably calculated and confirmed by technical-accounting reports and external consultants, represents the "probable amount" that will be accepted by the customer.

## Note 6 – Trade receivables

Trade receivables totalled EUR 93,040 thousand (EUR 70,138 thousand as at 31 December 2014), net of provisions for bad debts of EUR 4,145 thousand.

## Note 7 – Current tax credits

This item totalled EUR 17,968 thousand (EUR 22,624 thousand as at 31 December 2014). It refers to receivables for VAT, IRAP, IRES and other tax credits. The decrease 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 2015	31 December 2014
from jointly controlled entities and associated companies	12,142	11,623
from parent companies	27	223
from others	17,388	21,714
prepaid expenses	12,712	8,988
<b>Total</b>	<b>42,269</b>	<b>42,548</b>

"*Receivables due from jointly controlled entities and associated companies*" mainly refer to receivables owed to Autostrada dei Fiori S.p.A. by Rivalta Terminal Europa S.p.A. (EUR 10.8 million) and by VIO S.p.A. (EUR 1.1 million). In 2014, this item included the receivable due to SATAP from Autostrade Lombarde S.p.A. for EUR 4.7 million, restated in 2015 under non-current financial receivables.

"*Receivables from parent companies*" refer to receivables from Argo Finanziaria S.p.A.

In the previous year, "*Receivables from others*" included a receivable amounting to EUR 2.7 million due from Società Autostrada Tirrenica p.A., collected during the year along with disposal of the equity investment.

"*Prepaid expenses*" rose by approximately EUR 3 million as a result of prepaid expenses relating to organisational fees and expenses due in future years, referring to loans agreed but not yet used as at 31 December 2015.

**Note 9 – Assets held for trading**

As at 31 December 2014 this item referred to the Pluriannual Treasury Bonds purchased as a liquidity investment and maturing during the year.

## Note 10 – Financial receivables

These consist of:

	31 December 2015	31 December 2014
From connected companies	199,302	181,519
Receivables from ANAS for capital grants	22,919	52,709
Pledged current accounts and other financial receivables	15,868	30,104
Financial receivables due from the Granting Body for "minimum guaranteed amounts"	4,038	3,888
<b>Total</b>	<b>242,127</b>	<b>268,220</b>

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-Però fair centre" and the "Bernate Ring Road". The change in this item is mainly due to (i) the collection of part of the contributions concerning the works carried out by the subsidiary SATAP S.p.A. for the construction of the "Bernate-Ticino Ring Road" (EUR 33.9 million) and (ii) the assessment of the contributions accrued by SATAP S.p.A. for said "Bernate-Ticino Ring Road" and motorway access works on the "New Milano Rho-Però fair centre" (EUR 4.1 million).

"*Pledged current accounts*", equal to EUR 15.2 million (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*" refer to the loan disbursed by the subsidiary SIAS S.p.A. to Ativa Immobiliare S.p.A. During the year, SIAS S.p.A. collected the loan granted to the investee Ativa S.p.A.

The item "*financial receivables due from the Granting Body for minimum guaranteed amounts*" includes the discounted value of the portion expiring in the following financial year of minimum cash flows guaranteed by the Granting Body to Fiera Parking S.p.A. (EUR 3.9 million) and Euroimpianti Electronic S.p.A. (EUR 0.1 million).

## Note 11 – Cash and cash equivalents

These consist of:

	31 December 2015	31 December 2014
Bank and postal deposits	1,162,544	1,270,123
Cheques	27	46
Cash and cash equivalents on hand	13,969	10,715
<b>Total</b>	<b>1,176,540</b>	<b>1,280,884</b>

For a detailed analysis of the changes in this item, please see the cash flow statement.

## Note 12 – Shareholders' equity

### 12.1 – Share capital

As at 31 December 2015, 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 of EUR 11.8 million consisting of revaluation reserves pursuant to Law 72/83. In case of distribution, these reserves will represent the Company's income, pursuant to current tax regulations.

Pursuant to IAS 1, the value of treasury shares is posted as an adjustment to the share capital. The balance as at 31 December 2015 is provided below:

	No. of shares	Nominal value (in EUR)	% on the share capital	Average unit value (in EUR)	Total countervalue (thousands of EUR)
<b>31 December 2014</b>	<b>4,178,564</b>	<b>2,089,282</b>	<b>4.748%</b>	<b>10.93</b>	<b>45,675</b>
Purchases	743,386	371,693	0.845%	12.06	8,963
Sales					
<b>31 December 2015</b>	<b>4,921,950</b>	<b>2,460,975</b>	<b>5.593%</b>	<b>11.10</b>	<b>54,638</b>

With regard to the above-mentioned aspects, the share capital as at 31 December 2015 is as follows (amounts in thousands of EUR):

<b>Nominal Value of Share Capital</b>	44,000
Nominal value of treasury shares held	-2,461
<b>Nominal Value of adjusted Share Capital</b>	<b>41,539</b>

### 12.2 – Reserves

#### 12.2.1 – Share premium reserve

This item totalled EUR 25,861 thousand (EUR 25,861 thousand as at 31 December 2014).

#### 12.2.2 – Revaluation reserves

This item totalled EUR 9,325 thousand (EUR 9,325 thousand as at 31 December 2014).

In the event of distribution, the revaluation reserves will constitute income for the Parent Company and the Shareholders.

#### 12.2.3 – Legal reserve

This item totalled EUR 10,538 thousand, unchanged compared to 31 December 2014 since it is higher than the limit set out in art. 2430 of the Italian Civil Code.

#### 12.2.4 – Reserve for the purchase of treasury shares

This "unavailable" reserve was created to purchase treasury shares, in execution of Shareholders' Meetings resolutions. It totalled EUR 54,638 thousand (EUR 45,675 thousand as at 31 December 2014). This reserve was created following 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 52,177 thousand, adjusts the shareholders' equity reserves (net of the nominal value of treasury shares, amounting to EUR 2,461 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 2015, it totalled EUR 5,176 thousand, net of the related deferred tax effect (EUR 8,547 thousand as at 31 December 2014). For changes in this item, please see note 3.b above, "Unconsolidated investments - available for sale" and "Other financial assets".

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 2015, this item showed a negative balance of EUR 70,213 thousand (negative balance of EUR 81,580 thousand as at 31 December 2014). This amount, recorded net of the related deferred tax effect, also reflects the pro-rata shares of amounts relating to companies consolidated according to the equity method.

12.2.8 – Exchange rate difference reserve

This item is negative for EUR 635 thousand (EUR 617 thousand as at 31 December 2014) and assimilates the foreign exchange differences related to the shareholders' equity of the associated company Road Link Holdings Ltd. and of Itinera S.p.A.

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 2015, this item showed a negative balance of EUR 855 thousand, net of the related deferred tax effect (negative balance of EUR 1,356 thousand as at 31 December 2014).

12.2.10 – Retained earnings

This item totals EUR 1,436,920 thousand (EUR 1,408,203 thousand as at 31 December 2014). It includes the prior-year profits/losses of consolidated companies 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 up to that date in compliance with national accounting standards.

The increase in this item – totalling EUR 28.7 million – was due to (i) the allocation of the pro-rata share of 2014 profit amounting to EUR 62.1 million and of reserves for EUR 20.8 million; (ii) the reclassification of EUR 8.9 million to "Reserves for the purchase of treasury shares" and (iii) the goodwill/badwill resulting from the acquisition of minorities of EUR 3.6 million.

12.3 – Profit (loss) for the period

This item indicates the profit (loss) for the year. It totalled EUR 108,121 thousand (EUR 99,786 thousand in 2014).

12.4 Reserves attributed to minority interests

As at 31 December 2015, this item amounted to EUR 887,172 thousand (EUR 872,927 thousand as at 31 December 2014) 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 change in the period (equal to EUR 14.2 million) is due to: (i) the distribution of dividends and advances on the same for a total of EUR 44.1 million, (ii) the acquisition of minorities and other changes of EUR 27.5 million, (iii) the negative change in the "reserve for revaluation to fair value" for EUR 2.2 million, partially offset, (v) the profit for the period (EUR 80.7 million) and (vi) the positive change in the "reserve for cash flow hedge" and the pro-rata shares of actuarial components of employee severance indemnities for a total of EUR 7.2 million.

Details of the "Reserves attributed to minority interests" are provided below, with an indication of any minority interests considered significant:

<i>(amounts in millions of EUR)</i>	% assigned to minority interests	Capital and Reserves	Profit/(loss)	Total
SIAS Group	36.6%	806.2	80.7	886.9
Other companies		0.3	0.0	0.3
<b>Total</b>		<b>806.5</b>	<b>80.7</b>	<b>887.2</b>

The aforementioned investments were considered significant on the basis of quantitative parameters (impact of the related minority interests' share on minority shareholders' equity as at the reporting date) and qualitative parameters (their business activities – motorway management concessions).

As more extensively illustrated in the Management Report, (to which reference should be made), the main economic-financial figures of the subsidiaries with significant minority interests are summarised below.

<i>(amounts in thousands of EUR)</i>	<b>SIAS S.p.A.<sup>(4)</sup></b>	<b>Autostrada dei Fiori S.p.A.</b>	<b>SAV S.p.A.</b>	<b>SALT S.p.A.</b>	<b>Autostrada Asti-Cuneo S.p.A.</b>	<b>Autocamionale della Cisa S.p.A.</b>
Net toll revenues <sup>(1)</sup>		149,944	65,859	179,099	16,718	94,231
Other motorway sector revenue <sup>(2)</sup>		4,530	866	6,215	7	4,546
Other revenues	6,400	4,640	7,405	7,543	1,093	4,573
<b>Turnover (A)</b>	<b>6,400</b>	<b>159,114</b>	<b>74,130</b>	<b>192,857</b>	<b>17,818</b>	<b>103,350</b>
Operating costs <sup>(1)(2)</sup> (B)	(12,523)	(68,398)	(28,557)	(71,025)	(16,475)	(47,288)
<b>Gross operating margin<sup>(3)</sup> (A - B)</b>	<b>(6,123)</b>	<b>90,716</b>	<b>45,573</b>	<b>121,832</b>	<b>1,343</b>	<b>56,062</b>

<sup>(1)</sup> amounts net of the fee/additional fee payable to ANAS

<sup>(2)</sup> amounts net of revenues and costs for construction activities of non-compensated revertible assets

<sup>(3)</sup> net of non-recurring items

<sup>(4)</sup> the gross operating margin reflects the industrial holding's activities performed by the subsidiary SIAS S.p.A.

<i>(amounts in thousands of EUR)</i>	<b>SIAS S.p.A.</b>	<b>Autostrada dei Fiori S.p.A.</b>	<b>SAV S.p.A.</b>	<b>SALT S.p.A.</b>	<b>Autostrada Asti-Cuneo S.p.A.</b>	<b>Autocamionale della Cisa S.p.A.</b>
A) Cash	179,148	23,110	13,582	244,067	1,042	137,665
B) Financial receivables	200,790	26,490	15,148	76,803	4,085	35,371
C) Short-term borrowings	(139,984)	(23,279)	(12,968)	(34,973)	(60,483)	(16,441)
<b>D) Current net cash (A) + (B) + (C)</b>	<b>239,954</b>	<b>26,321</b>	<b>15,762</b>	<b>285,897</b>	<b>(55,356)</b>	<b>156,595</b>
E) Long-term borrowings	(1,799,783)	(139,200)	(79,708)	(493,461)	(150,000)	(165,077)
<b>F) Net financial indebtedness (D) + (E)</b>	<b>(1,799,783)</b>	<b>(112,879)</b>	<b>(63,946)</b>	<b>(207,564)</b>	<b>(205,356)</b>	<b>(8,482)</b>
G) Discounted value of the payable due to ANAS - Central Insurance Fund	-	-	(98,369)	(28,194)	-	(44,013)
<b>H) "Adjusted" net financial indebtedness (F) + (G) + (H)</b>	<b>(1,559,829)</b>	<b>(112,879)</b>	<b>(162,315)</b>	<b>(235,758)</b>	<b>(205,356)</b>	<b>(52,495)</b>

With reference to the provisions of paragraphs 12 and 13 of IFRS 12 and taking into account the fact that the concession assets are governed by specific contractual arrangements with the Granting Body, as indicated in the paragraph "Concessions" in the explanatory notes, there are no significant restrictions or limitations to report on the use of certain assets or the settlement of liabilities.

The articles of association of a number of the motorway management companies envisage qualifying majority approval for extraordinary transactions (transformation, merger, share capital increases, etc.).

In accordance with the loan agreements signed by Autostrada dei Fiori S.p.A. and Fiera Parking S.p.A., there are clauses restricting the distribution of dividends. In particular, the loan agreement signed by Autostrada dei Fiori S.p.A. envisages that no more than 94% of the profit for the year can be distributed as dividends. With reference to the loan agreement signed by Fiera Parking S.p.A., there are clauses that temporarily restrict the distribution of dividends and subordinate such distribution to specific covenants.

**Note 13 – Provisions for risks and charges and Employee benefits**

	31 December 2015	31 December 2014
Provision for restoration	173,594	173,994
Tax reserve	9,941	8,920
Other provisions	12,895	12,674
Employee benefits	37,640	40,117
<b>Total provisions for risks and charges and employee benefits</b>	<b>234,070</b>	<b>235,705</b>

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 financial year.

	Provision for restoration	Tax reserve	Other provisions	Total
<b>1 January 2015</b>	<b>173,994</b>	<b>8,920</b>	<b>12,674</b>	<b>195,588</b>
Provisions	136,356	1,021	4,622	141,999
Drawdowns	(136,756)	-	(4,401)	(141,157)
<b>31 December 2015</b>	<b>173,594</b>	<b>9,941</b>	<b>12,895</b>	<b>196,430</b>

A brief description of the types of obligations associated with the provisions is provided below.

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

The provisions for renewal for FY 2015 totalled EUR 136,356 thousand, while drawdown amounted to EUR 136,756 thousand and represented all maintenance operations.

Tax reserve

This item is equal to EUR 9,941 thousand (EUR 8,920 thousand as at 31 December 2014) and refers to the provision for taxes (having taken into account the discounting effect) allocated by the subsidiary SIAS S.p.A. as a result of tax regulations concerning the deductibility of the interest expense calculated on the "liability component" of the convertible bond loan. 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.

Said tax reserve was set aside in case no bonds outstanding and related to the "2005-2017 convertible bond loan" is converted, considering that if there is a "burdensome" and "assessable" obligation, the conversion of bonds depends on the will of the bondholders (which cannot be controlled by the subsidiary).

The change in the period was due to: (i) allocation during the year (EUR 0.6 million) and (ii) the effect of discounting (EUR 0.4 million).

Other provisions

This item totalled EUR 12,895 thousand and mainly referred to the following:

- EUR 4.6 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 0.4 million set aside by ABC Costruzioni S.p.A. in the period for the corporate reorganisation plan carried out by the company;
- EUR 0.6 million prudentially set aside by the subsidiary SATAP S.p.A. for charges related to the tender for the

- concession of planning, construction and management activities of the Pedemontana Piemontese motorway link;
- EUR 0.6 million to the provision set aside by the subsidiary Fiera Parking S.r.l. to face the costs that will be incurred during the concession to carry out maintenance activities on plants and equipment owned with regard to both automatic toll gates and access detection systems;
  - EUR 0.2 million to amounts set aside by the subsidiaries Euroimpianti Electronic S.p.A. and Sinelec S.p.A. for losses on orders;
  - EUR 2.1 million to allocation made by the subsidiary Autostrada dei Fiori S.p.A. in view of (i) the dispute with the Provinces of Imperia and Savona concerning state fees (EUR 0.2 million) and (ii) expected losses in reference to the investee Rivalta Terminal Europa S.p.A. (EUR 0.9 million);
  - EUR 1.2 million to the provision set aside by SIAS Parking S.r.l. for the losses expected with regard to the equity investment in Parcheggio Via Manuzio S.r.l.;
  - EUR 0.6 million to the provision allocated by the subsidiary Finanziaria di Partecipazioni e Investimenti S.p.A. for the residual commitment concerning subscription to the share capital increase of Compagnia Aerea Italiana S.p.A.;
  - EUR 2.1 million to provisions allocated by the subsidiary SINA S.p.A. for (i) the staff downsizing procedure (EUR 1.5 million) and (ii) order-related contractual risks and disputes (EUR 0.4 million);
  - EUR 0.5 million set aside by Autostrada Torino-Savona S.p.A. for expenses of labour disputes in progress.

During the year, the risks provision was released (EUR 3.5 million) which was prudentially set aside in FY 2011 by the subsidiaries SATAP S.p.A. and Autocamionale della Cisa S.p.A. for the requests made by ANAS S.p.A. with regard to the integration of the sub-concession fee concerning FYs 2008-2009-2010.

### 13.2 – Employee benefits (Employee Severance Indemnity)

As at 31 December 2015, this item totalled EUR 37,640 thousand (EUR 40,117 thousand as at 31 December 2014). Changes during the period were as follows:

<b>1 January 2015</b>	<b>40,117</b>
Change in the scope of consolidation	250
Period contributions <sup>(*)</sup>	213
Indemnities advanced/liquidated during the period	(2,812)
Restatements and other changes	(128)
<b>31 December 2015</b>	<b>37,640</b>

<sup>(\*)</sup> net of actuarial profit recognised in the comprehensive income statement for EUR 1 million

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

<b>Economic/financial assumptions</b>	
Annual discount rate	2.30% <sup>(1)</sup>
Annual inflation rate	From 1.5% to 2.00%
Annual rate of increase in severance pay	From 2.62% 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 gender
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. If the Group companies had used the Iboxx Eurozone Corporate index "AA" rating, the debt for the "employee benefits" would have been higher by approximately EUR 0.8 million , with an effect on shareholders' equity (Group and minority interests) amounting to around EUR 0.6 million net of the related tax effect.

**Note 14 – Other payables (long-term)**

These consist of:

	31 December 2015	31 December 2014
To ANAS - Central Insurance Fund	147,434	165,920
Deferred income related to discounting the payable to ANAS - Central Insurance Fund	88,474	101,033
To others	8,625	9,010
<b>Total</b>	<b>244,533</b>	<b>275,963</b>

The item payable "to ANAS - Central Insurance Fund" refers to operations undertaken by the parties in question in favour of the licensees SALT S.p.A., Autocamionale della Cisa S.p.A., SATAP S.p.A. and SAV S.p.A. to make instalment payments and for payables to suppliers. The amount of the payable has been discounted based on the repayment plans set out in the respective agreements.

The breakdown by licensee of payables discounted as at 31 December 2015 and their developments until fully repaid is as follows:

(amounts in millions of EUR)	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027
SATAP A21	7.9	4.0	-	-	-	-	-	-	-	-	-	-	-
SAV	98.4	93.2	87.7	81.7	75.4	68.7	56.8	43.8	29.9	15.2	-	-	-
CISA	44.0	46.2	48.6	51.1	53.8	56.6	59.6	62.7	66.1	69.7	73.5	74.0	26.4
SALT	28.2	14.6	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>178.5<sup>(1)</sup></b>	<b>158.1</b>	<b>136.3</b>	<b>132.8</b>	<b>129.2</b>	<b>125.3</b>	<b>116.4</b>	<b>106.6</b>	<b>96.1</b>	<b>84.9</b>	<b>73.5</b>	<b>74.0</b>	<b>26.4</b>

<sup>(1)</sup> of which EUR 147.4 million as the non-current portion and EUR 31 million as the current portion (Note 20)

The item "deferred income related to discounting the payable to ANAS - Central Insurance Fund" collects the difference between the original amount of the payable and its discounted 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 "to others" includes, for EUR 8.4 million, the portion pertaining to future financial years of the "one-off contribution" paid by the Granting Body Sviluppo Sistema Fiera S.p.A. to the subsidiary Fiera Parking S.p.A., as set out in the agreement for the assignment of planning, construction, maintenance and management activities of the parking system for the new fair centre, according to a project financing procedure.

The payables shown above are broken down by maturity as follows:

	Between one and five years	Beyond five years	Total
Payables to ANAS - Central Insurance Fund	62,285	85,149	147,434
Deferred income related to discounting the payable to ANAS - Central Insurance Fund	44,933	43,541	88,474
Other payables	1,366	7,259	8,625
<b>Total</b>	<b>108,584</b>	<b>135,949</b>	<b>244,533</b>

## Note 15 – Bank debt (non-current)

Bank debt totalled EUR 1,208,880 thousand (EUR 1,228,390 thousand as at 31 December 2014).

The change with respect to the previous year is essentially due to: (i) the reclassification to the item "current portion of medium/long-term borrowings" of the instalments due in the following 12 months (EUR 123.5 million), (ii) the early repayment of a loan (EUR 26 million) and (iii) the opening of new loans by SIAS S.p.A. with Barclays Bank, BBVA and BNP Paribas (EUR 130 million).

The tables below show the medium-term bank debt as at 31 December 2015 and 31 December 2014, indicating the related balance due (current and non-current portion) and summarizing the main conditions applied to each liability.

31 December 2015									
Lending bank	Company	Due date	Initial amount	Interest rate	Currency	Balance as at 31 December 2015	Within 1 year	1 to 5 years	Beyond 5 years
Banca BIIS – Intesa Group	SATAP	15/06/2024	75,000	Variable/IRS	EUR	41,129	4,839	19,355	16,935
Mediobanca (EIB funding)	SATAP	15/03/2022	15,000	Variable/IRS	EUR	7,800	1,200	4,800	1,800
Mediobanca (EIB funding)	SATAP	15/06/2024	59,450	Variable/IRS	EUR	32,601	3,835	15,342	13,424
Mediobanca	SATAP	13/12/2021	400,000	Variable/IRS	EUR	400,000	-	320,000	80,000
Mediobanca	SATAP	31/12/2021	180,000	Variable/IRS	EUR	180,000	-	126,000	54,000
BNL – Mediobanca	SAV	15/12/2019	50,000	Variable/IRS	EUR	16,667	4,167	12,500	-
Banca BIIS - UniCredit	CISA	30/06/2018	110,000	Variable/IRS	EUR	25,000	10,000	15,000	-
UniCredit	ADF	30/06/2016	100,000	Variable	EUR	10,000	10,000	-	-
Cassa Risparmio La Spezia	LOGISTICA TIRRENICA	01/04/2019	3,400	Variable	EUR	1,245	353	892	-
Monte dei Paschi di Siena	SALT	22/05/2018	170,000	Variable/IRS	EUR	40,474	16,191	24,283	-
Intesa Sanpaolo, Dexia (EIB funding)	ATS	30/11/2016	153,036	Variable	EUR	9,787	9,787	-	-
Société Générale	SIAS	30/09/2016	50,000	Variable	EUR	50,000	50,000	-	-
Barclays Bank	SIAS	25/01/2017	50,000	Variable	EUR	50,000	-	50,000	-
BBVA	SIAS	06/10/2017	30,000	Fixed	EUR	30,000	-	30,000	-
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	15/12/2024	200,000	Variable/IRS	EUR	180,000	20,000	80,000	80,000
EIB	SIAS	15/12/2024	150,000	Variable IRS	EUR	135,000	15,000	60,000	60,000
EIB	SIAS	15/06/2018	25,000	Variable	EUR	17,857	7,143	10,714	-
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	15/06/2018	20,000	Variable	EUR	14,285	5,714	8,571	-
EIB	SIAS	15/12/2020	25,000	Variable/IRS	EUR	20,834	4,167	16,667	-
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	15/12/2020	45,000	Variable	EUR	37,500	7,500	30,000	-
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	15/12/2020	15,000	Variable	EUR	12,500	2,500	10,000	-
BNP Paribas	SIAS	10/12/2018	50,000	Variable	EUR	50,000	-	50,000	-
UniCredit	Fiera Parking	30/06/2024	44,322	Variable/IRS	EUR	26,709	2,513	11,484	12,712
UniCredit	Siteco Informatica	31/12/2018	150	Variable	EUR	90	30	60	-
Carisbo	Siteco Informatica	31/01/2016	200	Variable	EUR	3	3	-	-
CariParma	Siteco Informatica	08/07/2019	65	Variable	EUR	48	13	35	-
UniCredit	Siteco Informatica	31/12/2018	100	Variable	EUR	60	20	40	-
						1,389,589	174,975	895,743	318,871
Accrued liabilities and deferred income, ASTM Group						(4,477)	1,257	(4,227)	(1,507)
						1,385,112	176,232	891,516	317,364
<b>Total bank debt (non-current)</b>								<b>1,208,880</b>	

Almost all the medium- and long-term loan contracts in place as at 31 December 2015 require compliance with certain economic and financial parameters (covenants) that are normal for loans of this type. As at 31 December 2015 the covenants had been satisfied.

The interest on the loans is essentially tied to the Euribor (i.e. the reference IRS) plus a weighted average spread of 1.15% for an average duration of the payable of approximately 4.4 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 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 – Intesa Group	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 TIRRENICCA	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	-
Société Générale	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>						1,562,067	326,455	738,549	497,063
Net accrued liabilities and (deferred income)						(6,119)	1,103	(4,401)	(2,821)
<b>Total loans</b>						<b>1,555,948</b>	<b>327,558</b>	<b>734,148</b>	<b>494,242</b>
								<b>1,228,390</b>	
<b>Total bank debt (non-current)</b>								<b>1,228,390</b>	

## Note 16 – Hedging derivatives

This item amounts to EUR 107,018 thousand (EUR 131,066 thousand as at 31 December 2014) and refers to the fair value as at 31 December 2015 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 2015	31 December 2014
Convertible bond loan 2005-2017 ("liability component")	225,958	222,296
Bond loan 2010-2020	495,837	495,082
Bond loan 2014-2024	495,642	495,184
Other payables	1,671	1,907
<b>Total</b>	<b>1,219,108</b>	<b>1,214,469</b>

The item "*convertible bond loan 2005-2017*" refers to the "liability component" of the convertible bond loan "SIAS 2.625% 2005 – 2017 convertible into 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 2015, the bond loan consisted of 31,867,557 bonds (taking into account the conversions made, corresponding to 7,443 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 rate at the time of the issue. Also note that the amount payable is recorded net of 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 EUR 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" is due to the application of the so-called "amortised cost", according to which the payable is progressively aligned with its redemption value.

The item "*bond loan 2014-2024*" refers to the senior secured bond loan of EUR 500 million issued in February 2014. The bonds issued have a minimum unit value of EUR 100 thousand and were placed at a below-par issue price 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: bonds will be redeemed upon maturity (13 February 2024) in a lump sum at par value.

The increase in the above-mentioned "bond loans" is due to the application of the so-called "amortised cost", according to which the payable is progressively aligned with its redemption 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 56,640 thousand (EUR 56,957 thousand as at 31 December 2014). For a breakdown of this item, see Note 35 - Income taxes.

## Note 19 – Trade payables (current)

Trade payables totalled EUR 163,363 thousand (EUR 155,844 thousand as at 31 December 2013).

## Note 20 – Other payables (current)

These consist of:

	31 December 2015	31 December 2014
Advance payments	623	1,834
Payables to jointly controlled entities and associated companies	109	51,522
Payables to parent companies	1,888	1,063
Payables to welfare organisations	12,336	12,256
Payables to ANAS - Central Insurance Fund	31,045	69,945
Payables to Autostrada dei Fiori shareholders for option	13,532	13,532
Deferred income	16,376	14,363
Other payables	62,348	50,472
<b>Total</b>	<b>138,257</b>	<b>214,987</b>

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*" as at 31 December 2014 mainly represented share capital increases of Tangenziali Esterne di Milano S.p.A. (EUR 15.6 million) and Tangenziale Esterna S.p.A. (EUR 35.5 million) signed by SIAS S.p.A. and the subsidiary SATAP S.p.A. and paid during 2015.

"Payables to parent companies" refer to payables for the tax consolidation.

The item "*payables 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 to exercise the put option for the above-mentioned shares.

The item "*deferred income*" mainly refers to prepaid lease, easement payments, grants received by SATAP S.p.A. (A4 and A21 stretches) from TAV S.p.A., RFI S.p.A., Autostrade Centro Padane S.p.A., Autostrade per l'Italia S.p.A., and grants received by SAV S.p.A. from RAV S.p.A. and the Autonomous Region Valle d'Aosta.

The increase in "other payables", EUR 11.9 million refers to the amount as expropriation indemnity following the Turin Court of Appeal decision ordering the subsidiary Asti-Cuneo S.p.A. to pay an amount higher than originally expected.

## Note 21 – Bank debt (current)

These consist of:

	31 December 2015	31 December 2014
Short-term loans and advances	18,155	8,014
Maturing portion of medium- and long-term loans	176,232	327,558
<b>Total</b>	<b>194,387</b>	<b>335,572</b>

The change in the item "*short-term loans and advances*" was mainly due to the use of available credit lines by Autostrada Asti-Cuneo S.p.A.

The change in the item "*current portion of medium/long-term borrowings*" was due to (i) reimbursement of the instalments due in 2015 (EUR 326.4 million), (ii) the reclassification – from the item "*bank long-term borrowings*" – of the instalments due in the following 12 months (EUR 123.5 million), (iii) the opening of a new loan (EUR 50 million) and (iv) confirmation of interest accrued (EUR 1.8 million).

**Note 22 – Other financial liabilities (current)**

These consist of:

	31 December 2015	31 December 2014
Convertible bond loan SIAS 2005-2017	6,084	6,086
Bond loan SIAS 2010-2020	4,119	4,130
Bond loan SIAS 2014-2024	14,887	14,887
Payables to connected companies	9,829	8,790
Other payables	8,660	1,537
<b>Total</b>	<b>43,579</b>	<b>35,430</b>

The items "*convertible bond loan SIAS 2005-2017*", "*bond loan SIAS 2010-2020*" and "*bond loan SIAS 2014-2024*", refer to the payable to the bondholders for the interest accrued as at 31 December 2015.

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 8.2 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 under finance leases, we show below the reconciliation as at 31 December 2015 between total future payments for leased assets and their present value using the interest rate implicit in the respective contract.

<b>Future payments</b>	<b>2,363</b>
Near present value of the instalments based on the implicit rate in the contracts	(503)
<b>Present value of future payments</b>	<b>1,860</b>

**Note 23 – Current tax liabilities**

Current tax liabilities totalled EUR 40,919 thousand (EUR 12,894 thousand as at 31 December 2014). They refer to liabilities for IRES (corporate income tax), IRAP (regional business tax) and IRPEF (personal income tax) withheld. The increase in current tax liabilities compared to the previous year was due to the higher taxable base recorded as part of the tax consolidation of the subsidiary SIAS S.p.A. and to the reduced misalignment, compared to the previous year, between the taxes actually due and the IRES advances paid over the course of the year.

## Explanatory notes - Information on the income statement

### Note 24 – Revenues

#### 24.1 – Motorway sector revenue – operations

This item breaks down as follows:

	2015	2014
Net toll revenues	945,445	903,699
Fee/additional fee payable to ANAS	72,446	70,315
<b>Gross toll revenues</b>	<b>1,017,891</b>	<b>974,014</b>
Other accessory revenues	28,872	30,674
<b>Total motorway sector revenue</b>	<b>1,046,763</b>	<b>1,004,688</b>

The increase in "net toll revenues", equal to EUR 41.7 million (+4.62%) was due to the growth in traffic volumes for EUR 28.4 million (this 3.17% increase had an effect on "net toll revenues" equal to 3.14% if considering the traffic/toll mix) and to a 1.48% increase in tolls as of 1 January 2015 (EUR 13.3 million).<sup>(\*)</sup>

The change in the item "fee/additional fee payable to ANAS" (EUR +2.1 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".

"Other accessory revenues" refer mainly to rental income-royalties from service areas. The decrease is attributable to lower consumption at service areas and the new economic conditions agreed upon the extension of part of the sub-concession agreements.

#### 24.2 – Motorway sector revenue – planning and construction activities

This item totalled EUR 208,390 thousand (EUR 223,531 thousand in 2014) 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".

<sup>(\*)</sup> Based on the fact that the increase in tolls as of 1 January 2015 for the managed sections was equal to 1.50%, the effect on "net toll revenues" was equal to 1.44% due to (i) toll adjustments, and (ii) the exclusion of the Asti-Cuneo section from said increase.

24.3 – Construction and engineering sector revenues

This item breaks down as follows:

	2015	2014
Revenue from works and planning and variation in contract work in progress	15,358	17,384
Other revenues	1,613	2,360
<b>Total</b>	<b>16,971</b>	<b>19,744</b>

This item relates to the total amount of "production" carried out for Third Parties by the subsidiaries ABC Costruzioni S.p.A., SINA S.p.A., SINECO S.p.A., LIRA S.p.A., CISA ENGINEERING S.p.A., Siteco Informatica S.r.l. and Consorzio SINTEC. This amount was 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.

The decrease in the period is due both to lower activities carried out for third parties and the deconsolidation of CIV S.p.A. (sold in May 2014), only partly offset by the increase in production resulting from the consolidation from this year of Siteco Informatica S.r.l.

24.4 – Technology sector revenue

This item breaks down as follows:

	2015	2014
Revenues	41,875	41,060
Change in contract work in progress	20,351	9,475
Change in work in progress, semi-finished products, finished goods and other revenues	4,249	(434)
<b>Total</b>	<b>66,475</b>	<b>50,101</b>

This is the total amount of "production" carried out for Third Parties by the subsidiaries Sinelec S.p.A., Euroimpianti Electronic S.p.A., Brescia Milano Manutenzione S.c.ar.l. and PLM S.c.ar.l. 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 said Companies in favour of the Group's motorway companies. In 2015 – also having taken into account the consolidation of Brescia Milano Manutenzioni S.c.ar.l. and PLM S.c.ar.l. starting from this year, there was an increase in the production carried out for third parties, mainly attributable to works associated with planning, supply, installation and testing of toll collection systems on the Tangenziale Est Esterna di Milano (Milan East outer ring road) and the maintenance and management of the Brescia-Bergamo-Milan motorway section.

24.5 Parking sector revenue

Parking sector revenue amounts to EUR 6,368 thousand and refers to the payments received (net of the so-called "guaranteed minimum amount" totalling approximately EUR 3.9 million) by Fiera Parking S.p.A. The related revenue and expenditure items have been consolidated starting from this year. The total revenues for the year benefited from the "EXPO" held at Fiera di Milano in the period May-October 2015.

24.6 – Other revenues

This item breaks down as follows:

	2015	2014
Claim for damages	7,291	4,895
Recovery of expenses and other income	26,679	19,061
Share of income resulting from the discounting of the payable due to ANAS - Central Insurance Fund	12,572	14,297
Works on behalf of third parties and cost reversal	5,595	1,894
Operating grants	2,005	2,159
<b>Total</b>	<b>54,142</b>	<b>42,306</b>

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. The item includes an insurance refund (of EUR 2 million) received from the subsidiary Autostrada dei Fiori S.p.A. for the expenses incurred for the flooding events occurring in January 2014 on the managed section and for the reimbursement of cost incurred by the subsidiary SATAP S.p.A. for environmental clean-up of the Pero Sud service area (around EUR 1 million).

The item "*recovery of expenses and other income*" includes, for an amount of EUR 3.5 million, the release of the risks provision which was prudentially set aside in FY 2011 by the subsidiaries SATAP S.p.A. and Autocamionale della Cisa S.p.A. for the requests made by ANAS S.p.A. with regard to the integration of the sub-concession fee concerning FYs 2008-2009-2010. Said companies released said risks provision following the ruling of the Court of Turin (which became final in June 2015), which confirmed the illegitimacy of ANAS' claims. With effect from this year, this item includes services provided to third parties by Sistemi e Servizi S.c.ar.l.

The item "*share of income resulting from the discounting of the payable due to ANAS - Central Insurance Fund*" refers to the share related to the difference – which was previously deferred – between the original amount of the payable and its present value.

The increase in the item "*works on behalf of third parties and cost reversal*" was mainly due to higher revenues from cost reversal to consortia accounted for by the subsidiaries SATAP S.p.A. and Sinelec S.p.A.

The change recorded in "*operating grants*", for EUR 1.4 million, relates to the payment of grants to Fiera Parking S.p.A. In 2014 this item referred to grants paid to motorway companies for European road network projects.

**Note 25 – Payroll costs**

This item can be broken down as follows:

	2015	2014
Salaries and wages	130,982	128,042
Social security contributions	40,709	40,020
Allocations to payroll provisions	9,928	9,663
Other costs	4,029	2,332
<b>Total</b>	<b>185,648</b>	<b>180,057</b>

The increase in "*payroll costs*" was mainly due to contract increases awarded to companies operating in the motorway sector, to higher costs incurred by the companies operating in the technology sector, as well as to the consolidation, starting from 1 January 2015, of Siteco Informatica S.r.l., Brescia Milano Manutenzioni S.c.ar.l. and Sistemi e Servizi S.c.ar.l.

Average employee staffing breaks down by category as follows:

	2015	2014
Executives	83	81
Middle managers	98	104
Staff	2,182	2,132
Workers	467	436
<b>Total</b>	<b>2,830</b>	<b>2,753</b>

## Note 26 – Costs for services

This expense item breaks down as follows:

	2015	2014
Maintenance of non-compensated revertible assets	68,546	68,363
Other costs related to non-compensated revertible assets	26,976	23,303
Other costs for services	292,380	288,857
<b>Total</b>	<b>387,902</b>	<b>380,523</b>

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 total amount of **maintenance operations** carried out in the period under review totalled EUR 128.1 million (EUR 124.3 million in 2014).

The increase in "*other costs related to non-compensated revertible assets*" was affected by higher costs incurred for "*winter services*" as a consequence of the weather conditions in the first months of 2015 and to increased costs for "*motorway cleaning*".

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., SATAP S.p.A., Euroimpianti Electronic S.p.A. and Sinelec S.p.A.

The change compared to the same period last year was due to higher cost reversals from consortia, to higher production carried out by the companies belonging to the "technology" sector and lower costs referring to the "planning and construction activities" for revertible assets (IFRIC 12).

## Note 27 – Costs for raw materials

This expense item breaks down as follows:

	2015	2014
Raw materials	42,885	35,347
Consumables	9,786	9,922
Changes in inventories of raw materials, consumables and merchandise	1,069	1,070
<b>Total</b>	<b>53,740</b>	<b>46,339</b>

This item relates to production material and consumables and mainly refers to the subsidiaries Euroimpianti Electronic S.p.A., Sinelec S.p.A., ABC Costruzioni S.p.A., SATAP S.p.A., Autostrada dei Fiori S.p.A., SALT S.p.A., Autocamionale della Cisa S.p.A., Sineco S.p.A. and Siteco Informatica S.r.l. The increase compared to last year was

mainly due to the increase in production of the subsidiaries Euroimpianti Electronic S.p.A. and Sinelec S.p.A., as well as the consolidation of Brescia Milano Manutenzioni S.c.ar.l. and Siteco Informatica S.r.l.

## Note 28 – Other operating costs

This expense item breaks down as follows:

	2015	2014
Concession fee pursuant to art. 1, paragraph 1020 of Italian Law no. 296/06	23,043	22,088
Fee pursuant to art. 19, par. 9-bis of Law Decree no. 78/09	72,446	70,315
Sub-concession fee	4,462	4,694
Leases and rental expenses	8,463	9,519
Other operating expenses	16,089	24,372
<b>Total</b>	<b>124,503</b>	<b>130,988</b>

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.

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 the previous year was due the increase in traffic on the sections managed by the licensee companies.

The change in the item "*sub-concession fee*" – calculated on the royalties received from service areas – is essentially due to the drop 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*" mainly refers to non-recurring items in 2014, concerning the partial write-down of the receivable (EUR 11.7 million) owed by the subsidiary Finanziaria di Partecipazioni e Investimenti - FPI S.p.A. from ANAS S.p.A.

## Note 29 – Capitalised expenses for internal works

This item, amounting to EUR 1,853 thousand (EUR 1,178 thousand in 2014), 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:

	2015	2014
Intangible assets:		
• Other intangible assets	3,018	2,598
• Non-compensated revertible assets	282,585	263,574
Tangible assets:		
• Buildings	1,642	1,581
• Plant and machinery	1,115	1,008
• Industrial and commercial equipment	805	756
• Other assets	2,883	3,074
• Assets in financial lease	296	310
<b>Total amortisation and depreciation</b>	<b>292,344</b>	<b>272,901</b>
Write-down of goodwill and other write-downs	2,001	240
<b>Total amortisation, depreciation and write-downs</b>	<b>294,345</b>	<b>273,141</b>

The item "*write-down of goodwill and other write-downs*" refers to the reduction of EUR 1,901 thousand made to goodwill of SALT S.p.A. and Autocamionale della Cisa S.p.A. following impairment tests. These write-downs, despite the positive performance of the companies, are related to the approaching expiry of the related concessions.

**Note 31 – Update of the provision for restoration, replacement and maintenance of non-compensated revertible assets**

The update of the provision for restoration, replacement and maintenance of non-compensated revertible assets is detailed as follows:

	2015	2014
Use of the provision for restoration, replacement and maintenance of non-compensated revertible assets	(136,756)	(132,025)
Set-aside to provision for restoration, replacement and maintenance of non-compensated revertible assets	136,356	134,186
<b>Net update of the provision for restoration, replacement and maintenance of non-compensated revertible assets</b>	<b>(400)</b>	<b>2,161</b>

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 provision includes the amount needed to update the fund 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
Allocation to tax reserve	590	1,448
Other allocations to provisions for risks and charges	3,885	1,769
<b>Total</b>	<b>4,475</b>	<b>3,217</b>

The allocation to the "tax reserve" refers to taxes prudentially allocated in accordance with tax regulations concerning the deductibility of interest expense calculated on the "liability component" of the convertible bond loan "SIAS 2.625% 2005-2017". The lower allocation compared to the previous year is attributable to the positive effect of recalculating the aforementioned provision following the decrease in the IRES tax rate (from 27.5% to 24% from 1 January 2017).

"Other allocations" mainly refer to (i) an amount of EUR 0.9 million allocated against losses expected in reference to the investee Compagnia Aerea Italiana S.p.A., (ii) EUR 1.5 million for the staff downsizing procedure undertaken by the subsidiary SINA S.p.A., (iii) EUR 0.5 million for charges arising from legal and labour law proceedings and (iv) EUR 0.4 million, to the allocation made by the subsidiary ABC Costruzioni S.p.A. for its corporate reorganisation plan.

## Note 33 – Financial income and charges

### 33.1 – Financial income

This item breaks down as follows:

	2015	2014
<b>Income from equity investments:</b>		
• dividends from other businesses	1,514	869
• capital gains from the disposal of investments	11,026	7,013
<b>Total</b>	<b>12,540</b>	<b>7,882</b>
<b>Interest income and other financial income</b>		
• from credit institutions	9,458	15,775
• from financial assets	12,100	10,642
• from interest rate swap contracts	-	-
• other	5,712	1,923
<b>Total</b>	<b>27,270</b>	<b>28,340</b>
<b>Total financial income and charges</b>	<b>39,810</b>	<b>36,222</b>

The item "dividends from other businesses" mainly refers to the dividends collected from the investee companies Banca Popolare di Milano S.p.A. (EUR 0.5 million), FNM S.p.A. (EUR 0.2 million), Assicurazioni Generali S.p.A. (EUR 0.4 million), Salini Impregilo S.p.A. (EUR 0.2 million) and Mediobanca S.p.A. (EUR 0.2 million).

"Capital gains from the disposal of investments" refer to the capital gain deriving from disposal of (i) the investment in SAT – Società Autostrada Tirrenica S.p.A. (EUR 4.2 million) and (ii) Banca Popolare di Milano shares (EUR 6.6 million) and part of the Assicurazioni Generali shares (EUR 0.2 million). In 2014, the item included the capital gain resulting from disposal of the equity investment Collegamenti Integrati Veloci - CIV S.p.A. (EUR 5.3 million), disposal of part of the equity investment held in Mediobanca S.p.A. (EUR 1.8 million) and disposal of the equity investment in Impregilo S.p.A. and part of the Impregilo S.p.A. savings shares (EUR 0.1 million).

The decrease in the item "*interest income from credit institutions*" was due to the lower average level of deposits held with these institutions.

"*From financial assets*" includes financial income from insurance policies for EUR 6.6 million (EUR 6.8 million in 2014) and interest on loans disbursed to investee companies for EUR 4 million (EUR 3.2 million in 2014).

In 2015, the item "*other*" includes an amount of EUR 3.2 million concerning (notional) interest accrued on financial receivables concerning the discounted amount of minimum cash flows granted by the Granting Body as part of the concession agreement signed by the subsidiary Fiera Parking S.p.A. (EUR 3.1 million) and Euroimpianti Electronic S.p.A. (EUR 0.1 million).

### 33.2 – Financial charges

This item breaks down as follows:

	2015	2014
<b>Interest expense to credit institutions:</b>		
• on loans	21,943	25,471
• on current accounts at banks	1,203	1,949
<b>Miscellaneous interest expense:</b>		
• from interest rate swap contracts	30,208	28,944
• from financial discounting	13,249	15,332
• from convertible bond loan SIAS 2005-2017	9,681	9,533
• from bond loan SIAS 2010-2020	23,244	23,221
• from bond loan SIAS 2014-2024	17,333	15,279
• from financial lease contracts	52	57
<b>Other financial charges:</b>		
• Other charges	6,046	5,806
<b>Total</b>	<b>122,959</b>	<b>125,592</b>
Capitalised financial charges <sup>(1)</sup>	(24,566)	(22,840)
<b>Total</b>	<b>98,393</b>	<b>102,752</b>

(1) As reported in Note 1 – Intangible assets / Concessions of non-compensated revertible assets, an amount equal to EUR 24.6 million was capitalised under the item "non-compensated revertible assets".

The decrease in the item "*interest expense on loans*" (taking into account interest expense on IRS contracts) was due to the lower average level of borrowing from Credit Institutions compared to 2014.

Interest expense related to "*financial discounting*" of non-current liabilities refers to payables to the Central Insurance Fund and ANAS (EUR 12.5 million) and to the "financial component" of the employee severance indemnity and tax reserve (EUR 0.7 million).

Interest expense on the "*convertible bond loan*" represents the charges on the "liabilities component" of the loan issued by SIAS S.p.A. in July 2005, recalculated based on the market interest rate.

Interest expense on the "*bond loan SIAS 2010-2020*" represents the expense accrued on the bond loan issued by SIAS on 19 October 2010.

Interest expense on the "*bond loan SIAS 2014-2024*" represents the expense accrued during the year on the bond loan issued by SIAS on 6 February 2014.

**33.3 - Write-down of equity investments**

The item "write-down of equity investments", equal to EUR 3,078 thousand (EUR 13,061 thousand in 2014) is mainly due to write-down of the equity investments held in Compagnia Aerea Italiana S.p.A. (EUR 2.4 million), Tubosider S.p.A. (EUR 0.4 million) and Spedia S.p.A. (EUR 0.1 million). Last year, this item included the alignment to 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 in 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 is detailed as follows:

	2015	2014
<b>Revaluations (write-downs) of equity investments:</b>		
• Albenga Garessio Ceva S.p.A.	357	110
• Ativa S.p.A.	2,442	(1,078)
• Aton S.r.l.	68	73
• Baglietto S.r.l. <sup>(1)</sup>	-	(2,511)
• Autostrade Lombarde S.p.A.	(7,013)	(3,785)
• Edilrovaccio 2 S.r.l.	(2)	-
• Itinera S.p.A.	5,162	14,230
• OMT S.p.A.	(205)	(626)
• Parcheggio Piazza Meda S.r.l.	350	-
• Parcheggio Piazza Trento e Trieste S.r.l.	363	-
• Parcheggio Piazza Vittorio S.r.l.	219	-
• Quires S.r.l.	-	(13)
• Road Link Holding Ltd.	1,219	1,151
• Rivalta Terminal Europa S.p.A.	(6,627)	(1,810)
• SABROM S.p.A.	(78)	(61)
• SITAF S.p.A.	9,822	9,540
• SITRASB S.p.A.	926	409
• Tangenziale Esterna S.p.A.	(1,714)	(217)
• Tangenziali Esterne di Milano S.p.A.	(4,782)	(574)
• VIO – Interporto di Vado s.c.p.a.	-	(6)
<b>Total</b>	<b>507</b>	<b>14,832</b>

(1) The valuation took into consideration the previously mentioned agreement signed by ASTM S.p.A. with the Parent Company Argo Finanziaria S.p.A. This agreement offers ASTM S.p.A. the option of transferring its investment in Baglietto S.p.A. to the aforementioned company at a predefined price. In particular, the pro-rata portion of the loss for the year of EUR 3.6 million was fully covered.

This item includes – with regard to the pro-rata share – the results achieved by the investee companies accounted for by the equity method.

**Note 35 – Income taxes**

This item can be broken down as follows:

	2015	2014
<b>Current taxes:</b>		
• IRES	88,683	62,282
• IRAP	17,184	19,464
	<b>105,867</b>	<b>81,746</b>
<b>Taxes (prepaid)/deferred:</b>		
• IRES	(5,058)	6,469
• IRAP	550	287
	<b>(4,508)</b>	<b>6,756</b>
<b>Taxes related to prior years</b>		
• IRES	(593)	(985)
• IRAP	19	(77)
	<b>(574)</b>	<b>(1,062)</b>
<b>Total</b>	<b>100,785</b>	<b>87,440</b>

During the year, with "shareholders' equity" as contra-item, "deferred taxes" were debited for approx. EUR 10.4 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 2015 and 2014.

	2015		2014	
<b>Period income before taxes</b>	<b>289,595</b>		<b>260,363</b>	
<b>Effective income taxes (from financial statements)</b>	<b>83,625</b>	<b>28.88%</b>	<b>68,751</b>	<b>26.41%</b>
<b>Lower taxes (compared to the theoretical rate):</b>				
• lower taxes on dividends	396	0.14%	227	0.09%
• lower taxes on capital gains under participation exemption system	2,881	0.99%	1,821	0.70%
• update of investments accounted for by the equity method	139	0.05%	4,079	1.57%
• other changes	2,168	0.75%	-	-
<b>Higher taxes (compared to the theoretical rate):</b>				
• non-deductible expense, taxes on intercompany dividends	(2,334)	(0.81%)	(2,687)	(1.03%)
• recalculation of IRES rate	(5,866)	(2.03%)	-	-
• write-down of goodwill	(523)	(0.18%)	-	-
• other changes	(846)	(0.29%)	(595)	(0.23%)
<b>Theoretical income taxes</b>	<b>79,640</b>	<b>27.50%</b>	<b>71,596</b>	<b>27.50%</b>

Reconciliation between "effective" and "theoretical" rates (IRAP):

	2015		2014	
<b>Value added (IRAP taxable base)</b>	<b>350,749</b>		<b>508,396</b>	
<b>Effective income taxes (from financial statements)</b>	<b>17,734</b>	<b>5.06%</b>	<b>19,751</b>	<b>3.88%</b>
<b>Higher/(Lower) taxes (compared to the theoretical rate):</b>				
• other net changes	(4,055)	-1.16%	76	0.01%
<b>Theoretical income taxes</b>	<b>13,679</b>	<b>3.90%</b>	<b>19,827</b>	<b>3.90%</b>

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 credits and liabilities (posted to the balance sheet).

	31 December 2014	Changes entered in the income statement (*)	Changes entered in shareholders' equity and other changes	Delta and other changes	31 December 2015
<b>Deferred tax credits</b> related to: (**)					
• intangible assets not capitalised in accordance with IAS/IFRS	208				208
• provisions to tax deferral reserves	3,301	(1,180)			2,121
• maintenance costs exceeding deductible share	8,581	1,363			9,944
• valuation of financial assets and IRS at fair value	38,656	(174)	(10,417)		28,065
• effects of the recalculation of amortisation of non-compensated revertible assets (IFRIC 12)	33,023	3,818			36,841
• maintenance costs restoration provision (IRES)	40,300	426			40,726
• maintenance costs restoration provision (IRAP)	8,469	(10)			8,459
• actuarial appraisal of the Employee Severance Indemnities Reserve	676	(22)	15		669
• other	8,509	(248)	(115)	(14)	8,132
<b>Total deferred tax credits (Note 4)</b>	<b>141,723</b>	<b>3,973</b>	<b>(10,517)</b>	<b>(14)</b>	<b>135,165</b>
<b>Deferred tax liabilities</b> related to: (**)					-
• assets in financial lease	(205)	39			(166)
• valuation of work in progress	(1,629)	94			(1,535)
• valuation of financial assets at fair value	(526)	65	49		(412)
• actuarial appraisal of the Employee Severance Indemnities Reserve	(488)	36	(280)		(732)
• effects of the recalculation of amortisation of non-compensated revertible assets (IFRIC 12)	(54,362)	118			(54,244)
• other	253	183	(97)	110	449
<b>Total deferred tax liabilities (Note 18)</b>	<b>(56,957)</b>	<b>535</b>	<b>(328)</b>	<b>110</b>	<b>(56,640)</b>
	<b>Total</b>	<b>4,508</b>			

(\*) 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 their repayment is expected.

Note that the planned decrease in the IRES tax rate from 27.5% to 24% from 1 January 2017 led to the reduction in deferred tax credits (net of the decrease in deferred tax liabilities) for a total of EUR 9.8 million, approximately EUR 4 million of which with a balancing entry in shareholders' equity (deferred tax credits on the fair value of IRS contracts and "assets available for sale") and around EUR 5.8 million with a balancing entry in the income statement (deferred tax credits on maintenance expenses for non-compensated revertible assets, etc.).

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>	2015	2014
Net profit - Group share	108,121	99,786
Average number of shares in circulation during the period	83,391,742	84,225,233
<b>Earnings per share (euro per share)</b>	<b>1.297</b>	<b>1.185</b>
Number of ordinary shares	88,000,000	88,000,000
Weighted average of treasury shares held during the period	(4,608,258)	(3,774,767)
Weighted average of ordinary shares in circulation during the period	83,391,742	84,225,233

During 2015 and 2014, no options, warrants or equivalent financial instruments on dilutive "potential" ordinary shares were recorded.

## Note 37 – Information on the cash flow statement

### 37.1 – Change in net working capital

	2015	2014
Inventories	2,801	12,785
Trade receivables	(22,902)	981
Current tax credits	4,656	17,823
Receivables from others	279	19,077
Current trade payables	7,519	(13,987)
Other current payables	(76,730)	(37,426)
Current tax liabilities	28,025	664
<b>Total</b>	<b>(56,352)</b>	<b>(83)</b>

### 37.2 – Other changes from operating activity

	2015	2014
Drawdown on provisions for Employee Severance Indemnities	(2,812)	(1,119)
Drawdown on other provisions	(4,401)	(2,616)
Other changes	1,418	290
<b>Total</b>	<b>(5,795)</b>	<b>(3,445)</b>

### 37.3 – Changes in shareholders' equity, minority interest

The following table illustrates the changes in minority interests' shareholders' equity from minorities purchased during the year:

buyer	percentage acquired	amount
SIAS	2.316% of SALT	16.7
SALT	1.067% of ADF	4.4
SALT	4.335% of CISA	9.6
SALT	0.238% of FPI	0.1
	<b>total minorities purchased</b>	<b>30.8</b>

## 38 Significant non-recurring events and transactions

As stated in the Management Report, 2015 was affected by significant non-recurring events and transactions – as defined in CONSOB Communication no. DEM/6064293<sup>1</sup> – with a positive impact on the economic situation for EUR 3.3 million. In particular, the "non-recurring items" refer to: (i) for an amount of EUR 2 million, an insurance refund

<sup>1</sup>Significant non-recurring transactions are transactions or events that are not frequently repeated as part of normal business activities.

(received from the subsidiary Autostrada dei Fiori S.p.A. for the expenses incurred for the flooding events occurred in January 2014 on the managed section), (ii) for EUR 1.4 million, an extraordinary contribution granted to Fiera Parking S.p.A., (iii) for EUR 3.5 million, "one-off" income – which was recorded based on a favourable ruling – of risks provisions set aside in FY 2011 by the subsidiaries SATAP S.p.A. and Autocamionale della Cisa S.p.A. with regard to integration requests of sub-concession fees for the financial years 2008-2009-2010 and (iv) the amounts recognised to a former Director and the Company's General Manager as part of settlement agreements (EUR 2.5 million by ASTM S.p.A. and EUR 1 million by SIAS S.p.A.). In 2014, "*non-recurring items*" (EUR -10.2 million) were the result of the partial write-down, amounting to EUR 11.7 million, of the receivable owed to the subsidiary Finanziaria di Partecipazioni e Investimenti S.p.A. from ANAS S.p.A. and the insurance refund received by SATAP S.p.A. (EUR +1.5 million) on claims made in 2011-2012.

### **39 Atypical and/or unusual transactions**

Pursuant to CONSOB Communication no. DEM/6064296 of 28 July 2006, note that in 2015 the Group did not carry out any atypical and/or unusual transactions, as defined in the Communication, according to which an atypical and/or unusual transaction is one for which the significance/materiality, nature of the counterparty, subject matter of the transaction, transfer pricing mechanism used and timing of the event (e.g. close to year end) could raise doubts about: the accuracy/completeness of information in the financial statements, conflict of interest, asset protection and the protection of minority interests.

## 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, "**Significant subsequent events**" and the "**Business outlook**", please see the "Management Report".

### (i) Commitments undertaken by the Companies of the Group

On this subject, we point out the following:

#### Guarantees

- Guarantees, equal to EUR 121.8 million, issued by some banks and insurance companies, in the interest of motorway companies<sup>1</sup> in favour of the Ministry of Infrastructure and Transport to guarantee the good management of concessions, as provided for by the current Standard Agreements. The amount of these guarantees, initially 3% of the total monetary operating charges included in the financial plans annexed to 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.
- Guarantees amounting to EUR 1.5 million issued by SATAP S.p.A. in favour of Concessioni Autostradali Lombarde in the interest of Argentea S.c.p.a. and Aurea S.c.ar.l., to guarantee the commitments undertaken by them.
- The provisional guarantee, equal to EUR 4.8 million, issued by UniCredit S.p.A. in the interest of SATAP S.p.A. and in favour of the Ministry of Infrastructure and Transport to take part in the tender for the concession of construction, management and maintenance activities of the A21 Piacenza – Cremona – Brescia motorway and the Fiorenzuola d'Arda (PC) junction.
- The guarantee for a total of EUR 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 7.9 million (pro-rata share), issued in favour of SACE BT Credit & Surety, through which SATAP S.p.A. guarantees the commitments undertaken by the associated company 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 the Municipality of 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 - East Novara motorway section.
- The guarantees issued by Autostrada Asti-Cuneo S.p.A., SINELEC S.p.A., ABC Costruzioni S.p.A., SINA S.p.A., Sineco S.p.A. and Euroimpianti Electronic S.p.A. to guarantee the proper execution of the works for EUR 179.6

<sup>1</sup> With regard to Autostrada Asti-Cuneo S.p.A., as indicated in "Note 3.c - 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.

million.

- The guarantee, equal 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. in relation to the Milano trade fair parking area of the new Rho-Pero fair centre.

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### Commitments

#### *Sistema Tangenziale Esterna*

With regard to the agreements for the investment in "Sistema Tangenziale Esterna", the Group originally guaranteed, pursuant to the Equity Contribution Agreement, the payment if certain conditions were met of approximately EUR 22.7 million as equity reserve, EUR 6.3 million as additional equity and approximately EUR 1.2 million to cover any 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 Sanpaolo to Tangenziale Esterna S.p.A. on 8 April 2014.

The commitments also include the guarantee issued by SATAP S.p.A. for the fidejussory policy, originally amounting to EUR 14 million (of which EUR 11.3 million paid in 2015), 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.

#### *Acquisition of joint control of Ecorodovias Infraestrutura e Logistica S.A.*

On 18 December 2015, ASTM S.p.A. and the subsidiary SIAS S.p.A. signed an agreement with CR Almeida S.A. Engenharia e Construções ("CR Almeida") for the acquisition of joint control of a Brazilian Newco to which the following will be transferred: (i) 64% of the share capital of Ecorodovias Infraestrutura e Logistica S.A. ("Ecorodovias"), a company listed on the Novo Mercado BOVESPA which in Brazil manages around 1,860 km of motorway network and has a controlling interest in companies in the logistics and ports sectors, (ii) 55% of the share capital of Concessionaria Monotrilho Linha 18 – Bronze S.A. ("VEM ABC"), a company operating in the urban mobility sector, and (iii) a financial indebtedness of approximately BRL 2,571 million – estimated as at 31 December 2015 – plus interest calculated from 1 January 2016 until the closing date ("Investment Agreement").

The transaction requires that, through an Italian SPV (later identified as IGLI S.p.A.), ASTM S.p.A. and SIAS S.p.A. sign a reserved capital increase of the Newco for BRL 2,224 million (around EUR 503 million<sup>(1)</sup>), of which BRL 1,864 million (approx. EUR 422 million<sup>(1)</sup>) to reduce the financial indebtedness of the Newco. After the share capital increase, ASTM and SIAS will indirectly hold 64.1% of the Newco's share capital (in effect corresponding to approximately 41% of the Ecorodovias share capital), whilst the remaining 35.9% will remain with CR Almeida.

The share capital of the Newco will be divided into ordinary shares (71.8% of the share capital) and preference shares without voting rights (28.2% of the share capital). 50% of the ordinary shares are held by CR Almeida and 50% by ASTM S.p.A. and SIAS S.p.A., whilst the preference shares are 100% held by ASTM and SIAS.

<sup>1</sup> All the amounts expressed in Real have been converted into Euro at the EUR/BRL exchange rate set by the exchange rate hedging agreements entered into by IGLI S.p.A. in January 2016.

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"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 11 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.

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It should be emphasised 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.r.l., 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 S.r.l. and ASTM. Moreover – if said agreement is not renewed, is no longer effective or the equity investment is under the threshold of 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.

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**(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 into 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 values:

Bond loan SIAS 2005-2017 convertible into ordinary shares <i>(amounts in millions of EUR)</i>	31 December 2015 <sup>(1)</sup>	31 December 2014
• book value in the financial statements ("liabilities component") <sup>(2)</sup>	232	229
• issue value ("liabilities component" + "shareholders' equity component")	238	238
• Official market listing	112	241

(1) Amount of the payable net of bonds held by ASTM S.p.A. (30.72% of the total bond loan)

(2) Payable: EUR 226 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 2015	31 December 2014
• book value in the financial statements	499 <sup>(1)</sup>	499
• official market listing	585	597

(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 2015	31 December 2014
• book value in the financial statements	510 <sup>(1)</sup>	510
• official market listing	561	581

(1) Payable: EUR 495 million + interest: EUR 15 million

### *Derivatives*

As at 31 December 2015, 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 2015 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 December 2015		Hedged financial liability		
					From	To	Notional reference	Fair value	Description	Nominal amount	Maturity
CISA	Interest Rate Swap	Change in interest rate	Société Générale	EUR	31/12/2008	29/06/2018	7,895	-521	Loan	12,061	29/06/2018
CISA	Interest Rate Swap	Change in interest rate	Société Générale	EUR	30/06/2009	29/06/2018	4,167	-194	Loan		29/06/2018
SALT	Interest Rate Swap	Change in interest rate	Société Générale	EUR	01/01/2009	22/05/2018	40,474	-2,125	Loan	40,474	22/05/2018
SATAP	Interest Rate Swap	Change in interest rate	Mediobanca	EUR	30/06/2009	13/12/2021	110,000	-13,785	Loan	400,000	13/12/2021
SATAP	Interest Rate Swap	Change in interest rate	Mediobanca	EUR	30/06/2009	13/12/2021	125,000	-20,447	Loan		13/12/2021
SATAP	Interest Rate Swap	Change in interest rate	Morgan Stanley	EUR	30/06/2009	13/12/2021	110,000	-13,352	Loan		13/12/2021
SATAP	Interest Rate Swap	Change in interest rate	Mediobanca	EUR	30/06/2009	13/12/2021	55,000	-6,976	Loan		13/12/2021
SATAP	Interest Rate Swap	Change in interest rate	Morgan Stanley	EUR	15/06/2009	15/06/2024	41,129	-5,902	Loan	41,129	15/06/2024
SATAP	Interest Rate Swap	Change in interest rate	Morgan Stanley	EUR	30/06/2009	31/12/2021	180,000	-26,719	Loan	180,000	31/12/2021
SATAP	Interest Rate Swap	Change in interest rate	Morgan Stanley	EUR	15/06/2009	15/06/2024	32,602	-4,493	Loan	32,602	15/06/2024
SATAP	Interest Rate Swap	Change in interest rate	Morgan Stanley	EUR	15/06/2009	15/03/2022	7,800	-787	Loan	7,800	15/03/2022
SATAP	Interest Rate Swap	Change in interest rate	Mediobanca	EUR	15/06/2012	15/12/2024	27,000	-1,819	Loan	54,000	15/12/2024
SATAP	Interest Rate Swap	Change in interest rate	Unicredit	EUR	15/06/2012	15/12/2024	27,000	-1,798	Loan		15/12/2024
SATAP	Interest Rate Swap	Change in interest rate	Société Générale	EUR	05/07/2012	15/12/2024	18,000	-1,063	Loan	36,000	15/12/2024
SATAP	Interest Rate Swap	Change in interest rate	Nomura	EUR	18/10/2012	15/12/2024	18,000	-954	Loan		15/12/2024
SATAP	Interest Rate Swap	Change in interest rate	BNP Paribas	EUR	15/12/2014	15/12/2024	49,500	-718	Loan	49,500	15/12/2024
SAV	Interest Rate Swap	Change in interest rate	Banca AKROS	EUR	14/12/2012	15/12/2020	12,500	-305	Loan	29,167	15/12/2020
SAV	Interest Rate Swap	Change in interest rate	Unicredit	EUR	15/12/2005	15/12/2016	16,667	-504	Loan		21/12/2019
SAV	Interest Rate Swap	Change in interest rate	Mediobanca	EUR	12/12/2005	15/12/2020	8,333	-189	Loan	8,333	15/12/2020
FIERA Parking	Interest Rate Swap	Change in interest rate	Unicredit	EUR	30/06/2006	30/06/2024	21,653	-4,367	Loan	21,653	30/06/2024
<b>Total</b>								<b>-107,018</b>			

**(iii) Financial risk management**

In compliance with 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": at present, about 84% of the medium/long-term debt of the Group is "fixed rate/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, note that there could be risks related to the strength/creditworthiness of the counterparties with which said hedging agreements were 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 2015 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 as at the reference date, keeping it constant to maturity).

Lending bank	Company	Total net cash (**)		Maturity (*)					
		Capital	Interest	Within 1 year Capital	Interest	2 to 5 years Capital	Interest	Beyond 5 years Capital	Interest
Banca BIIS – Intesa Group	SATAP	41,129	7,662	4,839	1,663	19,355	4,615	16,935	1,384
Mediobanca (EIB funding)	SATAP	7,800	973	1,200	279	4,800	645	1,800	49
Mediobanca (EIB funding)	SATAP	32,601	5,888	3,835	1,278	15,342	3,547	13,424	1,063
Mediobanca	SATAP	400,000	63,751	-	17,246	320,000	44,083	80,000	2,422
Mediobanca	SATAP	180,000	40,417	-	9,644	126,000	28,373	54,000	2,400
BNL – Mediobanca	SAV	16,667	513	4,167	189	12,500	324	-	-
Banca BIIS - UniCredit	CISA	25,000	948	10,000	569	15,000	379	-	-
UniCredit	ADF	10,000	22	10,000	22	-	-	-	-
Cassa Risparmio La Spezia	LOGISTICA TIRRENICA	1,245	14	353	7	892	7	-	-
Monte dei Paschi di Siena	SALT	40,474	2,329	16,191	1,418	24,283	911	-	-
Intesa Sanpaolo, Dexia (EIB funding)	ATS	9,787	542	9,787	542	-	-	-	-
Société Générale	SIAS	50,000	482	50,000	482	-	-	-	-
Barclays Bank	SIAS	50,000	740	-	593	50,000	147	-	-
BBVA	SIAS	30,000	508	-	255	30,000	253	-	-
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	180,000	18,028	20,000	3,699	80,000	10,537	80,000	3,792
EIB	SIAS	135,000	13,551	15,000	2,781	60,000	7,920	60,000	2,850
EIB	SIAS	17,857	496	7,143	298	10,714	198	-	-
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	14,285	481	5,714	289	8,571	192	-	-
EIB	SIAS	20,834	1,335	4,167	462	16,667	873	-	-
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	37,500	2,029	7,500	702	30,000	1,327	-	-
Mediobanca, UniCredit and UBI (EIB funding)	SIAS	12,500	592	2,500	205	10,000	387	-	-
BNP Paribas	SIAS	50,000	1,446	-	509	50,000	937	-	-
UniCredit	Fiera Parking	26,709	1,574	2,513	317	11,484	1,086	12,712	171
UniCredit	Siteco Informatica	90	5	30	3	60	2	-	-
Carisbo	Siteco Informatica	3	-	3	-	-	-	-	-
CariParma	Siteco Informatica	48	4	13	2	35	2	-	-
UniCredit	Siteco Informatica	60	4	20	2	40	2	-	-
<b>Total loans</b>		<b>1,389,589</b>	<b>164,335</b>	<b>174,975</b>	<b>43,456</b>	<b>895,743</b>	<b>106,748</b>	<b>318,871</b>	<b>14,131</b>
Convertible bond loan	SIAS	334,609	13,115	-	8,783	334,609	4,332	-	-
Bond loan 2010-2020	SIAS	500,000	108,490	-	22,500	500,000	85,990	-	-
Bond loan 2014 - 2024	SIAS	500,000	137,016	-	16,875	-	67,500	500,000	52,641
<b>Total financial liabilities</b>		<b>2,724,198</b>	<b>422,956</b>	<b>174,975</b>	<b>91,614</b>	<b>1,730,352</b>	<b>264,570</b>	<b>818,871</b>	<b>66,772</b>

(\*) Distribution upon maturity is based on current residual contract duration.

(\*\*) The above-mentioned hedging agreements on interest rate fluctuations 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 2015 amounts to EUR 266.8 million. The discounted value of said payable totals EUR 178.5 million (this payable is not included in the data provided above).

Details are provided below of the amount payable to ANAS - Central Insurance Fund and its developments until fully repaid. In relation to the discounted value of this payable, reference should be made to the illustration provided in Note 14 – Other payables (long-term).

<i>(amounts in millions of EUR)</i>	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027
SATAP A21	8.5	4.2	-	-	-	-	-	-	-	-	-	-	-
SAV	138.7	127.6	116.3	104.9	93.5	82.1	65.9	49.3	32.8	16.2	-	-	-
CISA	89.3	88.8	88.3	87.8	87.3	86.8	86.3	85.8	85.3	84.8	84.3	80.2	28.0
SALT	30.3	15.3	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>266.8</b>	<b>235.9</b>	<b>204.5</b>	<b>192.6</b>	<b>180.7</b>	<b>168.8</b>	<b>152.2</b>	<b>135.1</b>	<b>118.0</b>	<b>100.9</b>	<b>84.3</b>	<b>80.2</b>	<b>28.0</b>

The **credit lines** of ASTM Group companies can essentially be broken down as follows:

1. Bond loans issued as part of the EMTN Programme;
2. Convertible bond loan;
3. Medium- and long-term loans used as investment support;
4. Uncommitted credit lines referring to current account overdraft/receivables conversion facilities to support working capital needs.

With reference to the Bond loans issued as part of the EMTN Programme and the Convertible bond loan, reference should be made to the description in Note 17 – Other financial liabilities (non-current).

The "medium- and long-term loans" of Group companies had all been disbursed as at the reporting date, except for:

- a loan granted to ASTM S.p.A. by Unicredit S.p.A.;
- a loan granted to the subsidiary SATAP S.p.A. by Cassa Depositi e Prestiti S.p.A.;
- a loan granted to the subsidiary SIAS S.p.A. by Unicredit S.p.A., Intesa Sanpaolo S.p.A. and Cariparma S.p.A.;
- a loan granted to Autovia Padana S.p.A. by Unicredit S.p.A. and Intesa Sanpaolo S.p.A. (VAT credit line)

for which at the reporting date the full amounts remained available.

For each ASTM Group company, the following table illustrates the total of medium- and long-term loans granted, with an indication of (i) the amount used (book value) and (ii) the amount available, not yet disbursed as at 31 December 2015.

<b>Medium- and long-term loans</b>		
<i>(amounts in thousands of EUR)</i>	<b>amount used as at 31 December 2015</b>	<b>amount available as at 31 December 2015</b>
ASTM S.p.A.	-	350,000
Autocamionale della Cisa S.p.A.	25,000	-
Autostrada dei Fiori S.p.A.	10,000	-
Autostrada Torino-Savona S.p.A.	9,787	-
Autovia Padana S.p.A.	-	66,000
Fiera Parking S.p.A.	26,709	-
Logistica Tirrenica S.p.A.	1,245	-
SALT p.A.	40,474	-
SATAP S.p.A.	661,530	350,000
SAV S.p.A.	16,667	-
SIAS S.p.A.	597,976	270,000
Siteco Informatica S.r.l.	201	-
<b>Total</b>	<b>1,389,589</b>	<b>1,036,000</b>

With regard to the loan granted to ASTM S.p.A. by Unicredit S.p.A. for EUR 350 million and not yet used at the reporting date, note that this loan is to temporarily cover part of the financial requirements associated with the Brazilian initiative described in the Management Report, to which reference should be made. Note that in March 2016 a total of EUR 150 million of the loan had been used. ASTM S.p.A. also waived the remainder available (EUR 200 million).

With reference to the loan granted to the subsidiary SATAP S.p.A. and not yet used, note that the disbursement, which due to lender restrictions cannot exceed 50% of the total investments permitted under the terms of the agreement, is subordinated to (i) completion of the modernisation investments on the A4-Turin Milan section envisaged in the Economic-Financial Plan governing the concession relations, and (ii) the covenants typical of lending transactions of this nature (e.g. the absence of beneficiary default events).

The loans disbursed to the subsidiary SIAS S.p.A. and to Autovia Padana S.p.A. to pay the "takeover value" and costs to complete the works for Lot 1, are subject to final awarding and effectiveness of the concession to Autovia Padana S.p.A.

For each ASTM Group company, the following table illustrates the total of uncommitted credit lines – set up mainly for current account overdrafts and good till cancelled – with an indication of (i) the amount used (book value) and (ii) the amount available as at 31 December 2015.

<b>"Uncommitted" credit lines</b>		
<i>(amounts in thousands of EUR)</i>	<b>amount used as at 31.12.2015</b>	<b>amount available as at 31.12.2015</b>
ASTM S.p.A.	-	71,000
ABC S.p.A.	-	600
Autostrada Asti Cuneo S.p.A.	17,963	12,037
Autostrada Torino-Savona S.p.A.	-	68,715
Autostrada dei Fiori S.p.A.	-	67,000
Autocamionale della Cisa S.p.A.	-	15,700
Euroimpianti Electronic S.p.A.	-	4,300
Finanziaria di Partecipazioni S.p.A.	-	5,000
SALT p.A.	-	2,000
SATAP S.p.A.	-	33,000
SAV S.p.A.	-	63,432
SIAS S.p.A.	-	64,000
SINA S.p.A.	-	1,500
Sineco S.p.A.	-	4,650
Sinelec S.p.A.	-	2,547
<b>Total</b>	<b>17,963</b>	<b>415,481</b>

**(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 2015	Parent companies	Businesses subject to the control of the parent companies	Jointly controlled entities and associated companies	Other related parties	Total related parties	Impact on fin. statements item (%)
<b>Revenues</b>	<b>1,399.1</b>	-	4.6	71.1	1.0	76.7	<b>5.5%</b>
<b>Operating costs</b>							
Maintenance and other operating costs related to non-compensated revertible assets	95.5	-	13.1	43.4	13.5	70.0	<b>73.3%</b>
Planning and construction costs – revertible assets	208.4	-	-	59.7	6.5	66.2	<b>31.8%</b>
Other operating costs	446.0	4.2	21.3	27.3	13.8	66.6	<b>14.9%</b>

More specifically, the **main** relationships between the Companies of the Group, arranged by items in the financial statements, are the following:

**Revenues**Revenues from businesses subject to the control of parent companies

- services provided by SINA S.p.A. to Codelfa S.p.A. and Compagnia Porto di Civitavecchia S.p.A. totalling EUR 0.2 million;
- data processing assistance services provided by SINELEC S.p.A. to C.I.E. S.p.A., Codelfa S.p.A., Terminal San Giorgio S.p.A., Energrid S.p.A., Energia e Territorio S.p.A., Autosped G S.p.A., Argentea S.c.a.r.l. and iOne Solutions S.r.l. totalling EUR 2.3 million;
- services provided by SATAP S.p.A. to C.I.E. S.p.A. and Argentea S.c.a.r.l. totalling EUR 0.8 million;
- services provided by ABC Costruzioni S.p.A. to SEA s.r.l. and Consorzio R.F.C.C. totalling EUR 0.03 million;
- services provided by Logistica Tirrenica S.p.A. to Autosped G S.p.A. totalling EUR 0.08 million;
- services provided by Euroimpianti Electronic S.p.A. in favour of C.I.E. S.p.A., Codelfa S.p.A., Transenergia S.r.l. and Azeta S.p.A. totalling EUR 0.3 million;
- services provided by SALT S.p.A. to Energrid S.p.A. totalling EUR 0.07 million;
- services provided by Autocamionale della Cisa S.p.A. to Terminal San Giorgio S.p.A. and Energrid S.p.A. totalling EUR 0.1 million;
- services provided by Sistemi e Servizi S.c.a. r.l. to Terminal San Giorgio S.p.A., Autosped G S.p.A., G&A S.p.A., Gavio S.p.A. and Valsecchi S.r.l. totalling EUR 0.7 million.

Revenues from jointly controlled entities and associated companies

- services provided by ABC Costruzioni S.p.A. to ITINERA S.p.A., ACI s.c.p.a., MARCALLO S.c.a. r.l., MAZZE' S.c.a.r.l. and Torre di Isola S.c.a.r.l. totalling EUR 0.4 million;
- data processing assistance services provided by SINELEC S.p.A. to SITAF S.p.A., ATIVA S.p.A., ATIVA Engineering S.p.A., OMT S.p.A., Rivalta Terminal Europa S.p.A., ITINERA S.p.A., ACI S.c.p.a., Tangenziali Esterne Milano S.p.A., Tangenziale Esterna S.p.A., Baglietto S.p.A. and AUREA S.c.a.r.l. totalling EUR 23.3 million;

- services provided by Euroimpianti Electronic S.p.A. to ITINERA S.p.A., ATIVA S.p.A., ATON s.r.l., ACI S.c.p.A., Torre di Isola S.c.a.r.l., AUREA S.c.a.r.l., Rivalta Terminal Europa S.p.A., Marchetti S.c.a.r.l., Baglietto S.p.A. and Argentea Gestioni S.C.p.A. totalling EUR 30.1 million;
- services provided by SATAP S.p.A. to ITINERA S.p.A., Tangenziale Esterna S.p.A., ACI S.c.p.a, Autostrade Lombarde S.p.A., ATIVA S.p.A., SITAF S.p.A. and AUREA S.c.a.r.l. totalling EUR 5.4 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. , Tunnel Frejus S.c.a.r.l., Lambro S.c.a r.l., CTE - Consorzio Tangenziale Engineering, Tangenziale Esterne Milano S.p.A., Tangenziale Esterne S.p.A., BRE.BE.MI S.p.A. and Itinera S.p.A. totalling EUR 4.5 million;
- professional services provided by SINECO S.p.A. to SITAF S.p.A., ATIVA S.p.A., Ativa Engineering S.p.A., Aurea S.c.a.r.l., Argentea Gestioni S.C.p.A., Tangenziale Esterne S.p.A. and Itinera S.p.A. totalling EUR 0.8 million;
- professional services provided by Consorzio SINTEC to Itinera S.p.A, ATIVA S.p.A. , Tunnel Frejus S.c.a.r.l. and Lambro S.c.a.r.l. totalling EUR 3.6 million;
- services provided by Autostrada dei Fiori S.p.A. to Tangenziale Esterna S.p.A. and ATIVA S.p.A. totalling EUR 0.2 million;
- services provided by Sistemi e Servizi S.c.a r.l to Itinera S.p.A totalling EUR 0.5 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., ACI S.c.p.a. and Baglietto S.p.A. totalling EUR 1.6 million.

Revenues from other related parties

- services provided by Euroimpianti Electronic S.p.A. to Interstrade S.p.A. totalling EUR 0.3 million;
- services provided by Sinelec S.p.A. to Interstrade S.p.A. and P.C.A. s.r.l. totalling EUR 0.2 million;
- work services provided by ABC Costruzioni S.p.A. to Interstrade S.p.A. totalling EUR 0.1 million;
- services provided by Sistemi e Servizi S.c.a r.l to Interstrade S.p.A. totalling EUR 0.2 million;
- professional services provided by SINECO S.p.A. to Interstrade S.p.A. totalling EUR 0.1 million;
- professional services provided by Consorzio SINTEC to Interstrade S.p.A. totalling EUR 0.1 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., Autostrada Torino-Savona S.p.A., Autostrada Asti-Cuneo S.p.A., SATAP S.p.A., SAV S.p.A. and Autocamionale della Cisa S.p.A., totalling EUR 13 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 jointly controlled entities and associated companies

- services and delivery of materials provided by Itinera S.p.A. to SATAP S.p.A. and SAV S.p.A. totalling EUR 24.4 million;
- services and delivery of materials provided by ACI S.c.p.a. to SATAP S.p.A. totalling EUR 18.7 million;
- services and delivery of materials 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 provided by Interstrade S.p.A. to Autostrada Asti-Cuneo S.p.A., SATAP S.p.A. and Autostrada Torino-Savona S.p.A. totalling EUR 13.5 million.

Costs related to planning and construction for revertible assets from associated companies and jointly controlled entities

- work services provided by ITINERA S.p.A. to SATAP S.p.A. totalling EUR 12.9 million;
- work services provided by ACI S.c.p.a. to SATAP S.p.A, Autostrada dei Fiori S.p.A., Autostrada Torino-Savona S.p.A., SALT S.p.A. and Autocamionale della Cisa S.p.A. totalling EUR 46.8 million.

Costs related to the planning and construction of revertible assets from other related parties

- work 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 6.5 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 approximately EUR 3.7 million;
- services provided by the Parent Company AURELIA S.r.l. to SINA S.p.A. totalling EUR 0.5 million.

Other operating costs from businesses subject to the control of 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., Autocamionale della Cisa S.p.A., Autostrada Torino-Savona S.p.A., ABC Costruzioni S.p.A., Autostrada Asti-Cuneo S.p.A., Euroimpianti Electronic S.p.A. and SINELEC S.p.A. totalling EUR 1 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., ABC Costruzioni S.p.A., Autostrada dei Fiori S.p.A., Autostrada Torino-Savona S.p.A. and SALT S.p.A. totalling EUR 2.9 million;
- supply of electricity and services by Energrid S.p.A. to the companies of the Group totalling EUR 14.9 million;
- services provided by Appia S.r.l. to SINELEC S.p.A., SATAP S.p.A., Finanziaria di Partecipazioni e Investimenti S.p.A., ASTM S.p.A., Sistemi e Servizi S.c.a r.l., Euroimpianti Electronic S.p.A. and SIAS S.p.A. totalling EUR 0.5 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 1.3 million;
- services provided by Azeta S.p.A. to Euroimpianti Electronic S.p.A. totalling EUR 0.2 million;
- services provided by C.I.E. S.p.A., to Euroimpianti Electronic S.p.A., and by SATAP S.p.A. and SINA S.p.A. totalling EUR 0.2 million;
- services provided by Transenergia S.r.l. to Euroimpianti Electronic S.p.A. totalling EUR 0.2 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., SINELEC S.p.A., Euroimpianti Electronic S.p.A., SIAS Parking S.r.l., ASTM S.p.A., Sistemi e Servizi S.c.a r.l. and SINA S.p.A. totalling EUR 2.2 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 20.5 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;
- services and delivery of materials provided by Tubosider S.p.A. to SATAP S.p.A. and Autocamionale della Cisa S.p.A. totalling EUR 0.3 million;
- reversal of costs from AUREA S.c.a.r.l. to SATAP S.p.A. totalling EUR 3.7 million;
- services and delivery of materials provided by CTE - Consorzio Tangenziale Engineering to SINA 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 13.3 million;
- services provided by Interstrade S.p.A. to Autostrada Asti-Cuneo S.p.A., SATAP S.p.A. and ABC Costruzioni S.p.A. totalling EUR 0.5 million;

<i>(amounts in millions of EUR)</i>	<i>Total 2014</i>	<i>Parent companies</i>	<i>Businesses subject to the control of parent companies</i>	<i>Jointly controlled entities and associated companies</i>	<i>Other related parties</i>	<i>Total related parties</i>	<i>Impact on fin. statements item</i>
<b>Receivables</b>							
<b>Non-current financial assets – receivables</b>	<b>73.3</b>	-	-	71.9	-	<b>71.9</b>	<b>98.1%</b>
<b>Inventories, trade receivables and other receivables</b>	<b>170.4</b>	0.8	10.4	55.8	1.1	<b>68.1</b>	<b>40.0%</b>
<b>Payables</b>							
<b>Trade payables and other payables</b>	<b>300.7</b>	2.9	9.7	47.4	6.8	<b>66.8</b>	<b>22.2%</b>

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 Tangenziale Esterna S.p.A. (EUR 52.2 million);
- loans granted by SATAP S.p.A. to EDILROVACCIO 2 S.r.l. and Autostrade Lombarde S.p.A. (EUR 16.5 million);
- loans granted by SIAS Parking S.r.l. to Parcheggio Piazza Meda S.r.l. and Parcheggio Via Manuzio S.c.a.r.l. (EUR 2.9 million);
- loans granted by ASTM S.p.A. to EDILROVACCIO 2 S.r.l. (EUR 0.3 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., Codelfa S.p.A., Argentea S.c.a.r.l., Energrid S.p.A., Brescia Milano Impianti S.c.a.r.l., Energia e Territorio S.p.A. and iOne Solutions S.r.l. totalling EUR 3.3 million;
- receivables related to the services provided by Euroimpianti Electronic S.p.A. to Codelfa S.p.A, Brescia Milano Impianti S.c.a.r.l., Transenergia S.r.l., Azeta S.p.A. and C.I.E. S.p.A. totalling EUR 2.1 million;
- receivables related to the services provided by SINA S.p.A. to Codelfa S.p.A. totalling EUR 0.3 million;
- receivables related to the services provided by ABC Costruzioni S.p.A. to Terminal San Giorgio S.r.l. totalling EUR 3.7 million;
- receivables related to the services provided by Sistemi e Servizi S.c.a r.l. to Autosped G S.p.A., TRA.N.SIDER S.p.A. and G&A S.p.A. totalling EUR 0.4 million;
- receivables related to the services provided by SATAP S.p.A. to Argentea S.c.a.r.l. totalling EUR 0.2 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., Autocamionale della Cisa S.p.A., SINA S.p.A., Autostrada Torino-Savona S.p.A. and by Sistemi e Servizi S.c.a r.l. and ABC Costruzioni S.p.A. to ACI S.c.p.A. totalling EUR 17.2 million;
- receivables related to the services provided by Euroimpianti Electronic S.p.A., Sinelec S.p.A., SATAP S.p.A., ABC Costruzioni S.p.A., SINA S.p.A., Sistemi e Servizi S.c.a r.l. and Consorzio SINTEC to ITINERA S.p.A. totalling EUR 14 million;
- receivables related to the services provided by Sinelec S.p.A., Autostrada Torino-Savona S.p.A., Euroimpianti Electronic S.p.A., Consorzio SINTEC, SINA S.p.A., SINECO S.p.A. and SATAP S.p.A. to ATIVA S.p.A. totalling EUR 1.7 million;
- receivables related to the services provided by Euroimpianti Electronic S.p.A. and Sistemi e Servizi S.c.a r.l. to Baglietto S.p.A. totalling EUR 0.6 million;
- receivables related to the services provided by SINA S.p.A. to SITRASB S.p.A totalling EUR 0.1 million;
- receivables related to the services provided by Sinelec S.p.A., SINA S.p.A. and SINECO S.p.A. to SITAF S.p.A totalling EUR 0.1 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. and SINECO S.p.A. to Aurea S.c.a.r.l. totalling EUR 5.5 million;
- receivables for loan granted by Autostrada dei Fiori S.p.A. to Rivalta Terminal Europa S.p.A. totalling EUR 10.8 million;
- receivables for loan granted by Autostrada dei Fiori S.p.A. to Vio S.p.A. totalling EUR 1.1 million;
- receivables related to the services provided by Autostrada dei Fiori S.p.A. to Tangenziale Esterna S.p.A. totalling EUR 0.2 million;
- receivables related to the services provided by Euroimpianti Electronic S.p.A. and SINECO S.p.A. to Argentea Gestioni S.c.p.A. totalling EUR 0.8 million;
- receivables related to the services provided by Consorzio SINTEC and SINA S.p.A. to Tunnel Frejus S.c.a.r.l. totalling EUR 0.2 million;
- receivables related to the services provided by Fiori Real Estate s.r.l. to Quires S.r.l. totalling EUR 0.2 million;

- receivables relating to the services provided by SINA S.p.A. and Consorzio SINTEC to Lambro S.c.a.r.l. totalling EUR 0.3 million;
- receivables related to the services provided by SINA S.p.A. to CTE - Consorzio Tangenziale Engineering totalling EUR 1.6 million;
- receivables related to the professional services provided by SINA S.p.A. to SABROM S.p.A totalling EUR 0.7 million;
- receivables related to the professional services provided by SINA S.p.A. to BRE.BE.MI S.p.A totalling EUR 0.2 million;
- receivables related to the professional services provided by SINA S.p.A. to Tangenziale Esterna S.p.A. totalling EUR 0.1 million.

Inventories, trade receivables and other receivables due from other related parties

- receivables related to the services provided by Interstrade S.p.A. to the ASTM S.p.A. Group companies totalling EUR 1.1 million.

**Payables**

Trade payables and other payables – to parent companies

- related to managerial assistance and other services provided by the Parent Company Argo Finanziaria S.p.A. to the Companies of the Group totalling EUR 1 million;
- related to the tax consolidation and to services provided by the Parent Company AURELIA S.r.l. to ASTM S.p.A. and IGLI S.p.A. totalling EUR 1.9 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., Autocamionale della Cisa S.p.A., Sinelec S.p.A., Autostrada Torino-Savona S.p.A., ABC Costruzioni S.p.A. totalling EUR 4.1 million;
- payables related to services rendered by Gavio S.p.A. to SATAP S.p.A., Autostrada Asti-Cuneo S.p.A. Autostrada Torino-Savona S.p.A. and ABC Costruzioni S.p.A. totalling EUR 1.2 million;
- payables related to the supply of electricity and services by Energrid S.p.A. to the companies of the Group totalling EUR 2.7 million;
- payables related to services provided by Codelfa S.p.A. to Fiera Parking S.p.A., ABC Costruzioni S.p.A. and Autostrada Asti-Cuneo S.p.A. totalling EUR 0.8 million;
- payables related to services provided by Soluzioni Tecniche Energetiche S.p.A. to Euroimpianti Electronic 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 services and delivery of materials provided by ACI S.c.p.A. to SATAP S.p.A., Autostrada Torino-Savona S.p.A., SALT 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., Euroimpianti Electronic S.p.A. and Sinelec S.p.A. totalling EUR 32.5 million;
- payables related to services and delivery of materials provided by AUREA S.c.a.r.l. to SATAP S.p.A. totalling EUR 3 million;

- payables related to services and delivery of materials provided by ITINERA S.p.A. to SATAP S.p.A., ASTM S.p.A., Consorzio SINTEC, Sistemi e Servizi S.c.a.r.l., Euroimpianti Electronic S.p.A., SAV S.p.A., Autostrada Asti-Cuneo S.p.A. and ABC Costruzioni S.p.A. totalling EUR 10.6 million;
- payables related to services and delivery of materials provided by ATIVA S.p.A. to SAV S.p.A. totalling EUR 0.4 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 6.6 million;
- payables related to insurance services provided by the broker P.C.A. s.r.l. to SALT S.p.A. and Autocamionale della Cisa S.p.A. totalling EUR 0.2 million.

***Change in financial assets***

- ABC Costruzioni S.p.A. acquired 46 shares (equal to 35.39% of the share capital) of ACI S.c.p.A. from Itinera S.p.A., for a total amount of EUR 0.04 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.

**(v) RFI S.p.A. injunction**

On 8 June 2015, Rete Ferroviaria Italiana S.p.A. (RFI S.p.A.) sent to ANAS S.p.A. and the subsidiary SATAP S.p.A. an injunction concerning the acknowledgement of the charges (EUR 1,160 million) incurred to carry out the works to solve the interference created by the high-speed/high-load line with the existing A4 Turin-Milan motorway, as well as claims made by the company that made the works (approximately EUR 180 million).

Having taken into account a specific opinion issued by the lawyers of SATAP S.p.A., and in compliance with reference accounting standards, no provisions were recorded in these consolidated financial statements, because (i) RFI S.p.A. has no right to lay claims to SATAP S.p.A. for the realisation of works to solve the interference created by the high-speed/high-load line with the existing A4 Turin-Milan motorway, and (ii) SATAP S.p.A. has no responsibilities for the choices made by RFI S.p.A. in defining and managing its relationships with the entity that carried out the works.

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 Rubegni as Managing Director and Lucia Scaglione 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, hereby certify:
  - 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 2015.
  
- Furthermore, we attest that:
  - the consolidated financial statements as at 31 December 2015:
    - 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) provide 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, 10 March 2016

the Managing Director

*Alberto Rubegni*

the Manager in charge of drawing up  
the corporate accounting documents

*Lucia Scaglione*

## Report of the Board of Statutory Auditors

**REPORT OF THE BOARD OF STATUTORY AUDITORS PURSUANT TO ART. 41 OF  
THE ITALIAN LEGISLATIVE DECREE NO. 127/1991 ON THE ASTM GROUP  
CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2015**

Shareholders,

the 2015 Consolidated Financial Statements of ASTM GROUP, which are now made available to you, show a profit of EUR 108.1 million, net of minority interests.

Based on the provisions of art. 3, paragraph 1 of the Italian Legislative Decree no. 38 of 28 February 2005, the consolidated financial statements were prepared in accordance with international accounting standards (IFRS) issued by the International Accounting Standards 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 audits conducted by Deloitte & Touche S.p.A. – the Independent Auditors commissioned to conduct the accounting audit – reveal that the figures in the financial statements match those in the accounts of the Parent Company, in the separate and consolidated financial statements of its subsidiaries, and in the details supplied by the latter.

In addition to the financial statements of ASTM S.p.A., these consolidated financial statements include the financial statements of the companies over which it exercises control, appropriately adjusted/restated to make them consistent with the rules for preparing the Parent Company's financial statements as well as with 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 conduct of its business during 2015; it also contains adequate information on transactions between companies belonging to the Group and on significant subsequent events.

In light of the above considerations and the information provided by the Independent Auditors and their unreserved opinion expressed pursuant to legal norms, the Board has no observations to make on the Consolidated Financial Statements of ASTM Group as at 31 December 2015.

Turin, 1 April 2016

The AUDITORS  
Mr Marco Fazzini  
Ms Piera Braja  
Mr Ernesto Ramojno

## Report of the Independent Auditors

**INDEPENDENT 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.**

**Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of ASTM S.p.A. and its subsidiaries (the "ASTM Group"), which comprise the consolidated statement of financial position as at December 31, 2015, and the consolidated statement of comprehensive income, statement of cash flows and statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

*Management's Responsibility for the Financial Statements*

The Company's Directors are responsible for the preparation of these consolidated financial statements that give a true and fair view 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° 38/05.

*Auditor's Responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (ISA Italia) issued pursuant to art. 11, n° 3, of Italian Legislative Decree 39/10. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation that give a true and fair view of consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but

not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Opinion*

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the ASTM Group as at December 31, 2015, and of its financial performance and 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° 38/05.

#### **Report on Other Legal and Regulatory Requirements**

##### *Opinion on the consistency of the report on operations and of certain information included in the report on corporate governance with the consolidated financial statements*

We have performed the procedures indicated in the Auditing Standard (SA Italia) n° 720B in order to express, as required by law, an opinion on the consistency of the report on operations and of certain information included in the report on corporate governance required by art. 123-bis, n° 4, of Italian Legislative Decree n° 58/98, which are the responsibility of the Directors of ASTM S.p.A., with the consolidated financial statements of the ASTM Group as at December 31, 2015. In our opinion, the report on operations and the information included in the report on corporate governance referred to above are consistent with the consolidated financial statements of the ASTM Group as at December 31, 2015.

DELOITTE & TOUCHE S.p.A.

*Signed by*  
Santo Rizzo  
Partner

Turin, Italy  
March 22, 2016

*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](http://www.astm.it)**

Report period: **2015**

Date of approval of the Report: **10 March 2016**

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**ANNEX**

Annex 1: "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

## GLOSSARY

**Code/Code of Conduct:** the Code of Conduct of listed companies, as approved in July 2015 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria.

**Cod. civ./ 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:** Legislative Decree no. 58 of 24 February 1998 (Consolidated Law on Finance).

## 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 substantially 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. In November 2013 ASTM 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.

Also in line with its strategic plan, in December 2015, ASTM and the subsidiary SIAS S.p.A. signed an agreement with CR Almeida S.A. Engenharia e Construções concerning the acquisition of joint control of a new company incorporated under Brazilian law, which shall be contributed i) 64% of the capital of Ecorodovias Infraestrutura e Logística S.A. (a company listed on Novo Mercado BOVESPA, which manages approximately 1,860 km of motorway network in Brazil and holds controlling interests in

companies operating in the logistics and ports sectors) and ii) shares representing 55% of the capital of Concessionaria Monotrilho Linha 18 – Bronze S.A. (company operating in the urban mobility sector).

The transaction, on which significant disclosure was provided to the market, is subject to the required authorisations from the competent government authorities and approval by the lending banks of Primav Construções e Comércio S.A. (the company which currently holds the above equity investments).

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 10 March 2016**

### **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%<sup>1</sup> - 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.

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<sup>1</sup> As a result of the provisions of Legislative Decree no. 25 of 15 February 2016 this threshold will be increased to 3% as of 18 March 2016.

**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 2015, no powers to increase share capital were granted to the Board, pursuant to art. 2443 of the Italian Civil Code.

On 15 April 2015, the Ordinary Shareholders' Meeting resolved on a new authorisation to purchase and sell treasury shares, as the previous resolution issued by the Ordinary Shareholders' Meeting of 22 April 2014 expired on approval of the 2014 financial statements.

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 2015 and, in any case, for a period of 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) 4,441,500 treasury shares in portfolio as at 15 April 2015 (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 15 April 2015 the Board of Directors, having taken into account ASTM shares already in portfolio (i.e. approximately 5.072% 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 9.072% of the share capital.

With regard to above, as of today's date ASTM holds 5,227,950 treasury shares, equal to 5.94% of the share capital (5,206,450 shares directly and 21,500 indirectly through the subsidiary ATIVA S.p.A.).

**l) 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 2015.

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/2015clean.pdf>

**4.0. BOARD OF DIRECTORS**

**4.1. APPOINTMENT AND REPLACEMENT (pursuant to art. 123-bis, paragraph 1, letter l) 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.

### **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 Board 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 (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 the "governance" section.

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.

Effective 28 September 2015, Alberto Sacchi resigned from his office. On the same date, the Board (i) appointed Managing Director Alberto Rubegni to replace him, already a member of the board, and (ii) co-opted Pierluigi Davide as a new Director, who resigned from the office effective 3 February 2016.

In the subsequent meeting of 24 February 2016, given that, on approval of the 2015 financial statements by the annual Shareholders' Meeting, the Board's mandate will expire, it resolved not to co-opt any further members.

With regard to the date of first appointment of the other members of the Board, the following is noted: 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 Weigmann (Ordinary Shareholders' Meeting of 10.06.2013).

The Ordinary Shareholders' Meeting that will be convened to resolve upon the 2015 financial statements, shall appoint the new Board of Directors. The stake necessary to submit lists was set out by Consob, by means of Resolution no. 19499 dated 28 January 2016, and is equal to 1%.

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 currently in office 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 04/02/1942) - He obtained a degree in Economics and Business at the University of Turin. He taught Business Economics at the University of Turin, then at Luiss Guido Carli University of Rome, where he headed the Department of Economic and Business Science. He is currently a member of the Board of Directors of Luiss. From 1974 to 1995 he directed the Istituto di Ricerca sull'Impresa e lo Sviluppo, the main economic body of the Consiglio Nazionale delle Ricerche. He is the author of several economic, industrial and financial publications. He has been Chairman of IRI, Eni and Atlantia, as well as a director of numerous listed companies, including Fiat and Caltagirone. He currently chairs the Management Board of Intesa Sanpaolo and is a member of the Board of Directors of Edison.

**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 Rubegni:** (born in Pisa, on 15/03/1951). He obtained a degree in Civil Engineering (Structures division). He has extensive experience in managing highly complex infrastructural projects in Italy and throughout the world, both in the construction of large works and in the concession and project financing sectors. From July 1997 to July 2012 he worked for Impregilo S.p.A., first as General Manager, then as Managing Director, leading the Company to achieve important, prestigious results at international level.

**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. She holds the office of Director at Fondazione Tecnomed - Università degli Studi di Milano-Bicocca, at CNPDS Onlus (Centro Nazionale di Prevenzione e Difesa Sociale) and at Banca Monte dei Paschi di Siena S.p.A. 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 has been 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 financial statement 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.

**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 Tosetto, Weigmann e Associati law firm, specialising in civil and commercial law and, in particular, in the corporate sector. He was a member of the Camera Arbitrale Nazionale ed Internazionale (National and international Arbitration Court) of Milan for six years, he has been a member of the Piedmont Arbitration Court for several years, and is a Board member of the Turin Lawyer Council 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 the "governance" section).

#### **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 the "governance" section), 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 parent companies 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 frequency 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 9 meetings that were attended on average by 94.07% of the members and by 90.48% of the independent Directors.

The average duration of each meeting was approximately 1 hour and a half.

With regard to FY 2016 - as detailed in the annual schedule of corporate events sent to Borsa Italiana S.p.A. in January 2016 - 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 2016, 3 meetings have already been held, although 2 of them were 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.

In this area, 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 during the financial year 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, as well as, where the conditions are met, advisors and/or legal consultants. In this regard, said managers attended the meetings in relation to their areas of responsibility, in which the Board expressed a positive opinion i) on the agreement for the consensual termination of employment of the General Manager and the management position of the Managing Director (who resigned, as noted, effective 30 July 2015 and 28 September 2015, respectively) and ii) on the Agreement with CR Almeida S.A. Engenharia e Construcoes, for the initiative in Brazil.

In any case, as general company practice, the General Manager has always taken part in the Board's meetings, for the entire term of office, 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".

As specified herein below, since 30 July 2015 Lucia Scaglione has participated as the "manager in charge of drawing up the corporate accounting documents".

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*".

Specifically, 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 2016 - as in previous years - an inquiry was launched with all members of the Management Body, based on the distribution of a questionnaire asking each interest party to provide their opinions on specific issues. More specifically: (i) the Board members and their professional skills in relation to the "industrial holding company" activities conducted by the Issuer, (ii) the Board's functioning, (iii) the role, members and functioning of the Audit and Risk Committee and the Remuneration Committee and (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 2015 - 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 in the exercise of the management powers assigned.

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.

Following said assessment process, the Board, in compliance with the Code, provided the shareholders (in view of the upcoming renewal of the Management Body by the annual Shareholders' Meeting called to approve the 2015 financial statements) with its opinion on the size and structure of the management structure.

#### **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**

Up to 28 September 2015, the office of Managing Director was held by Alberto Sacchi. As mentioned, Director Alberto Rubegni was appointed to replace him, and granted the following management powers, substantially in line with the previous ones: to carry out all ordinary and extraordinary management actions, 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, after the annual Shareholders' Meeting re-appointed the Management Body, 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 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**

From May 2005 to 30 July 2015, the office of General Manager was held by Graziano Settime. Based on the powers granted to him in March 2006 – which were subsequently revised in August 2012 – he had 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 were 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.

To date, no decisions have been made regarding adding to the Company's organisational structure by restoring the position of General Manager.

#### **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 2016.

All Directors undertook to report to the Issuer on any change of the information provided upon acceptance of the candidature, among which their independence.

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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 2015. 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.

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 (also in its function as the Related Parties Committee, where the requirements are met), 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.

#### **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, the conditions are not met 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 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/NIS-STORAGE), 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 2015, 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 Director of the subsidiary SIAS S.p.A. Beniamino Gavio.

#### **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 directors 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 and regulations in force.

#### **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 three meetings, that were attended by all members and by the whole Board of Statutory Auditors. Two meetings have already been held in 2016, in order to evaluate some proposals on the compensation to be paid to the Managing Director, in charge of the function since 28 September 2015, and concerning the Issuer's remuneration policy, which will be submitted to the annual Shareholders' Meeting. 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 2015 the Committee has supported the Board in i) the approval of the general remuneration policy, which was submitted to the non-binding vote of the Annual Shareholders' Meeting held on 15 April 2015 and ii) the approval of the agreement for the consensual termination of employment of the General Manager Graziano Settime and the management position of the Managing Director Alberto Sacchi (who resigned, as noted, effective in July and September 2015, respectively).

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.

As stated, 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 for 2014. The 2015 remuneration policy was approved by the Shareholders' Meeting on 15 April 2015.

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, in the "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 the current corporate governance structure.

#### **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 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 6 meetings that were also attended by all the members of the Board of Statutory Auditors.

Based on the "Guidelines for the internal audit and risk management system" in force, approved by the Board in March 2014, the Committee reports on the results of its activities on a half-yearly 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 2016, without prejudice to further meetings concerning any preliminary assessment of transactions with related parties.

Six meetings have been held since the beginning of the financial year.

The Committee is called, on request by its members, by Lucia Scaglione (who possesses expertise in the preparation of the Group's consolidated accounting documents and reporting, as well as experience as "manager in charge of drawing up the corporate accounting documents"), who supported the Committee's activities, also acting as the party taking the minutes of meetings.

The Board of Statutory Auditors is asked to participate in all meetings of the Committee.

### **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 consulted with the statutory auditor and the board of statutory auditors, it assesses the correct use of accounting policies 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) where it deems necessary, 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; and g) it supports, through suitable investigations, the assessments and decisions of the Board on the management of risks deriving from prejudicial events that the Board has become aware of.

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 the subsidiary SIAS S.p.A. have also been planned.

During 2015, 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. In this area, in 2015 the Committee was asked to express its opinion on the agreements signed by the Issuer for the termination of the relationships with the General Manager and the Managing Director, who both resigned from their offices during the financial year.

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 function" 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 2016, 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.

The director responsible for the internal audit and risk management system periodically conducted additional surveys. The last of these (completed in February 2016 and reported to the Audit and Risk Committee and the Board of Directors), resulted in a review of the "risk assessment" by identifying two new risks in the categories "external" and "financial" risks, relating (i) to the possible development of business abroad and (ii) to the new regulations that will govern the management of banking crises from 1 January 2016.

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 Miino 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" - who is in charge of all of the duties set out by the Code - 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 were defined, by identifying the companies, processes and systems, as well as the type of audit actions and objectives and the timescales of each Plan intervention.

The audit plan (which also includes the parent company ASTM, the subsidiaries SIAS S.p.A., Sineco S.p.A., Igli S.p.A. and possible meetings with the internal audit manager of the subsidiary SIAS, which leads the Group motorway sector), having consulted with 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 at that time and subsequently shared and confirmed in August 2013 by the Board in office.

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, the "internal audit manager" periodically reported on the results of the assessments conducted to the Chairman of 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 carried out was provided to the Board. In March 2015, in line with the activities carried out in the previous years, the Board approved the work programme for FY 2015 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.

By means of a Board resolution dated 22 December 2015, on obtaining the opinion of the Audit and Risk Committee and consulting with the Board of Statutory Auditors, Amelia Celia, a Group Executive, was put in charge of the function (replacing Alberto Carnevale Miino, who announced his intention, because of personal reasons due to the needs of his family, to resign the office as at 31 December 2015). Ms. Celia has suitable professional experience in the area of auditing, having acquired significant expertise in leading listed Italian and international groups and consolidating, over the years, considerable experience in various industrial sectors, including manufacturing and consumer goods, also with regard to mapping main company processes and the assessment of related risks.

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.

In February 2016 the Board - after sharing with the Audit and Risk Committee, consulting with the Board of Statutory Auditors and the director responsible for the internal audit and risk management system - approved the new "2016-2018 Audit Plan" and the related work programme planned for FY 2016, drawn up by the new "internal audit manager".

### **11.3. ORGANISATIONAL MODEL pursuant to Legislative Decree no. 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.

In particular, the analysis substantially 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 and Roberto Sanino, held 5 meetings that were attended by all members.

As part of its activities, the Body - which obtained general information also from the Supervisory Body of the subsidiary SIAS S.p.A. - 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**

Up to 30 July 2015, Mr. Graziano Settime, in his role as Administration and Financial Manager of the Issuer, covered the role of "manager in charge of drawing up the corporate accounting documents". In compliance with art. 21, paragraph 6 of the Articles of Association, he was assigned to the function by way of board resolution dated 10 June 2013, having consulted with the Board of Statutory Auditors.

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 – had 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 could be integrated by the Chairman and/or the Managing Director upon the manager's request, with subsequent ratification by the Board.

On 30 July 2015 the Board, having obtained a positive opinion from the Board of Statutory Auditors, in compliance with the requirements of professionalism envisaged by the regulations in force and the Articles of Association, appointed Lucia Scaglione as the new manager in charge of drawing up the corporate accounting documents, who was assigned the powers and economic funds previously assigned to Mr. Settime.

As regards the activities carried out, during 2015, as in previous years, 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 operations, 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 codified the coordination in place between the various parties/bodies responsible for the function, approving the "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 and 6 March 2014) 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 the "governance" section, 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.

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.

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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 art. 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.

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 COMPOSITION 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 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 at the date of submission of said list, 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. Marco Fazzini was confirmed as the Chairman of the Board, selected by minority shareholders.

With regard to voting, out of a total of 68,893,366 shares present (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 vote, the list with the names of the shareholders and their votes is attached to the meeting's

minutes of 22 April 2014, which have been published on the Company's website under the "governance" section.

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 the "governance" section):

**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 (CAI) S.p.A.; Standing auditor: Galileo TO Process Equipment S.r.l.; Sole Auditor: Firenze Convention Bureau S.c.r.l., Bluclad S.r.l.

**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., Farid Industrie S.p.A. (Farid European Group), Sed S.r.l. (A2A Group), Cerrato S.r.l.; Standing auditor: CA.NOVA S.p.A. (GTT 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., D. Print S.p.A., Ondulato Torinese S.p.A., Rieter Design S.r.l. in liquidation, S.T.E. Soluzioni Tecniche Energetiche S.p.A., Sereco Piemonte S.p.A., Simta 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., Concilium S.p.A., Energia e Territorio S.p.A., Environment Park S.p.A., Ferrero S.p.A., Fiat Chrysler Risk Management S.p.A., Ivrea 24 Abitare Sostenibile S.p.A., Rosso S.p.A., Sait Abrasivi S.p.A., Sait Finanziaria S.p.A., Sitalfa 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., Moka Arra S.p.A.; Standing auditor: A.F.S. S.p.A. (Azienda Farmacie e Servizi), Gualfonda 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, Arkavita S.r.l., Budo S.r.l., 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., Arka Technologies S.r.l., Chieppa S.p.A., Confservizi Piemonte Valle d'Aosta, 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., Electro Power System 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., Invicta 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., Ste S.p.A., Seven S.p.A., Sicogen S.r.l., S.I.I. S.p.A., Smat S.p.A.; Sole Auditor: CIAC S.c.a.r.l.

**Annalisa Donesana:** (born in Treviglio - BG - on 9 June 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: SIAS S.p.A., DeA Capital Real Estate S.p.A., DeA Capital S.p.A., A2A Energia S.p.A., Banca del Mezzogiorno - Mediocredito Centrale S.p.A., IDeA Fimit SGR, Casa di Cura San Pio X S.r.l.

With regard to the above, Table 3 (included in the Appendix) provides a summary of the data concerning the Board of Statutory Auditors.

During 2015, the Board of Statutory Auditors held 10 meetings which were attended by all members, who all took part also in the 9 Board of Directors' meetings.

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 2016 the Board of Statutory Auditors forecasts to meet at least on a quarterly basis. Two 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 assessments made in February 2016.

\*\*\*\*\*

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 and reporting on this 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 Boards of Statutory Auditors of the subsidiaries SIAS (which, as is known, 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 Remuneration Committee and the Audit and Risk Committee (also in its function as the Related Parties 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, Stefano Viviano, may be contacted at the following email address: 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.

With regard to the annual Shareholders' Meeting held on 15 April 2015, the shareholder Argo Finanziaria S.p.A. unipersonale did not submit any proposed resolutions. Proposed resolutions were formulated on the issues on the agenda directly by the Board of Directors in the illustrative reports prepared for such purposes for the shareholders.

### **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 the "governance" section).

### **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.

13 Directors took part in the Annual Meeting held on 15 April 2015.

### **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 2015, no changes occurred in the Issuer's governance structure. As stated above, the only exception was the resignation of Pierluigi Davide from the position of Director, effective from 3 February 2016.

Tortona, 10 March 2016

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## TABLES

**TABLE 1: INFORMATION ON OWNERSHIP STRUCTURE**

As at 10 March 2016

SHARE CAPITAL STRUCTURE				
	No. of shares	% compared to s.c.	Listed	Rights and obligations
Ordinary shares	88,000,000 <sup>(1)</sup>	100	<b>MTA (FTSE Italia Mid Cap Index)</b>	
Shares with more than one vote	=	=	=	=
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 5,206,450 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
<b>Aurelia S.r.l.</b>	Aurelia S.r.l.	0.624	0.624
	Argo Finanziaria S.p.A. unipersonale	53.386	53.386
	<b>Total Group</b>	<b>54.010</b>	<b>54.010</b>
<b>ASTM S.p.A.</b>	ASTM S.p.A.	5.916 voting right suspended, pursuant to art. 2357-ter of the Italian Civil Code	5.916 voting right suspended, pursuant to art. 2357-ter of the Italian Civil Code
	Ativa S.p.A.	0.024 voting right suspended, pursuant to art. 2359-bis of the Italian Civil Code	0.024 voting right suspended, pursuant to art. 2359-bis of the Italian Civil Code
	<b>Total Group</b>	<b>5.940</b>	<b>5.940</b>
<b>Lazard Asset Management LCC</b>	Lazard Asset Management LCC	<b>4.953</b>	<b>4.953</b>
<b>Assicurazioni Generali S.p.A.</b>	Generali Italia S.p.A.	2.357	2.357
	Alleanza Assicurazioni S.p.A.	1.982	1.982
	<b>Total Group</b>	<b>4.339</b>	<b>4.339</b>

**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	G.M. GROS-PIETRO	1942	20/04/2012	10/06/2013	Approval of 2015 financial statements	M	x				2	9/9				
02) Vice-Chairman	D. GAVIO	1958	24/03/1994	10/06/2013	Approval of 2015 financial statements	M	x				=	8/9				
03) Vice-Chairman	M. GAVIO	1967	28/04/2010	10/06/2013	Approval of 2015 financial statements	M	x				1	8/9				
04) Managing Director	A. RUBEGNI	1951	10/06/2013	10/06/2013	Approval of 2015 financial statements	M	x				3.5	8/9				
05) Director	S. BARIATTI	1956	10/06/2013	10/06/2013	Approval of 2015 financial statements	M		x			1	8/9				
06) Director	C. BIMA	1960	10/06/2013	10/06/2013	Approval of 2015 financial statements	M		x	x	x	1	9/9			3/3	M
07) Director •	L. BOMARSI	1959	06/12/2012	10/06/2013	Approval of 2015 financial statements	M		x			=	9/9				
08) Director	F. DEZZANI	1941	10/06/2013	10/06/2013	Approval of 2015 financial statements	M		x	x	x	2	8/9	6/6	C		
09) Director	C. FERRERO	1936	04/05/2001	10/06/2013	Approval of 2015 financial statements	M		x		x	3	8/9				
10) Director	G. GAROFANO	1944	10/05/2007	10/06/2013	Approval of 2015 financial statements	M		x	x	x	2	8/9	6/6	M		
11) Director	B. POGGIALI	1963	10/06/2013	10/06/2013	Approval of 2015 financial statements	M		x	x	x	2	9/9	3/6	M		
12) Director	L. ROTH	1940	28/04/2010	10/06/2013	Approval of 2015 financial statements	M		x	x	x	3	6/9			3/3	M
13) Director	S. VIVIANO	1976	28/04/2010	10/06/2013	Approval of 2015 financial statements	M	x				2	8/9				
14) Director	M. WEIGMANN	1940	10/06/2013	10/06/2013	Approval of 2015 financial statements	M		x	x	x	4	9/9			3/3	C

**DIRECTOR WHO CEASED TO HOLD OFFICE DURING THE FINANCIAL YEAR UNDER REVIEW**

Managing Director	A. SACCHI	1960	26/03/1991	10/06/2013	28/09/2015	M	x				=	4/6				
<b>DIRECTOR WHO CEASED TO HOLD OFFICE DURING FY 2016</b>																
Director	P. DAVIDE	1972	28/09/2015	28/09/2015	03/02/2016	M		x			=	2/3				

<b>No. of meetings held during FY 2015</b>	Board of Directors: 9	Audit and Risk Committee: 6	Remuneration Committee: 3
<b>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%</b>			

**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).  
Appointed Managing Director by way of Board resolution of 28 /09/2015, replacing the resigning Alberto Sacchi
- \* "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 2016, with reference to calculation parameters and criteria of the "procedure on the limitation on total mandates" adopted by the Issuer.
- (\*) This column shows the percentage of 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 by the interested party).
- (\*\*) 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
S. Bariatti	Società Iniziative Autostradali e Servizi S.p.A. <sup>(1)</sup> Banca Monte dei Paschi di Siena S.p.A.	Board Chairman Director
C. Bima	Unicredit Leasing S.p.A.	Director
L. Bomarsi	Società Autostrada Ligure Toscana S.p.A. <sup>(1)</sup>	Director
F. Dezzani	Banca del Piemonte Air Liquide Italia S.p.A.	Vice-Chairman of Board of Directors Chairman of the Board of Statutory Auditors
C. Ferrero	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
G. Garofano	Industria e Innovazione S.p.A. Miroglio S.p.A.	Board Chairman Director
D. Gavio	Società Iniziative Autostradali e Servizi S.p.A. <sup>(1)</sup> Società Autostrada Torino-Alessandria-Piacenza S.p.A. <sup>(1)</sup> Società Autostrada Ligure Toscana S.p.A. <sup>(1)</sup> Aurelia s.r.l. <sup>(2)</sup>	Vice-Chairman of Board of Directors Vice-Chairman of Board of Directors Vice-Chairman (vicarious) & E.C. member Director
M. Gavio	Aurelia s.r.l. <sup>(2)</sup> Bonifiche Ferraresi S.p.A. Società Agricola	Vice-Chairman of Board of Directors Director
G.M. Gros-Pietro	Intesa Sanpaolo S.p.A. Edison S.p.A.	Chairman of the Management Board Director
B. Poggiali	Snai S.p.A. Falck Renewables S.p.A.	Director Director
L. Roth	Pirelli S.p.A. Alba Leasing S.p.A. Eurovita S.p.A.	Director Board Chairman Director
A. Rubegni	Itinera S.p.A. Autostrade Lombarde S.p.A. Società di Progetto Brebemi S.p.A. Tangenziale Esterna S.p.A.	Board Chairman Director Director Director
S. Viviano	Energrid S.p.A. Tangenziale Esterna S.p.A.	Director Director
M. Weigmann	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

<sup>(1)</sup> Issuer's subsidiary

<sup>(2)</sup> Issuer's parent company

**TABLE 3: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS**

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	M. FAZZINI	1974	29/04/2011	22/04/2014	Approval of 2016 financial statements	m	x	10/10	4
Standing auditor	P. BRAJA	1964	22/04/2014	22/04/2014	Approval of 2016 financial statements	M	x	10/10	14
Standing auditor	E. RAMOJNO	1949	29/04/2011	22/04/2014	Approval of 2016 financial statements	M	x	10/10	28
Substitute Auditor	M. BERNI	1949	22/06/1999	22/04/2014	Approval of 2016 financial statements	m	x		4
Substitute Auditor	R. CODA	1959	29/04/2005	22/04/2014	Approval of 2016 financial statements	M	x		40
Substitute Auditor	A. DONESANA	1966	22/04/2014	22/04/2014	Approval of 2016 financial statements	M	x		7
No. of meetings held during FY 2015: 10									
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 of the interested party).
- \*\*\*\* 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 on 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 2016 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.