



**Gavio Group**

**March 2014**

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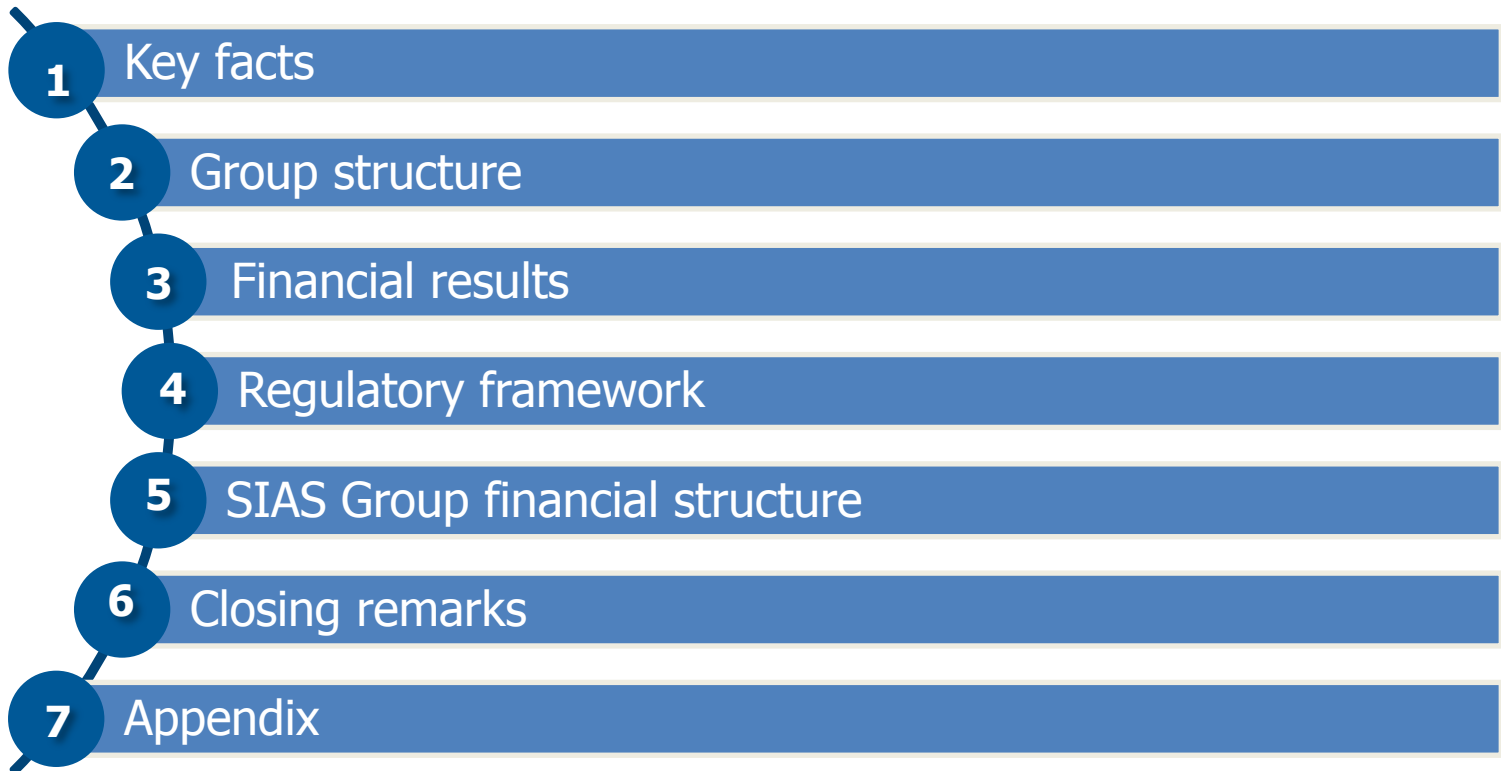
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Appendix



- **On April 2013 ASTM Board of Directors decided to tender Impregilo shares to the PTO** for a cash-in of approximately **€ 480 million**
- **The Shareholders Meeting on 10 June 2013, approved:**
  - To **cancel the authorization for increasing the share capital** up to a maximum of € 500 million
  - To **extend the corporate purpose**
  - **The authorization to buy treasury shares** up to a maximum of 20% of the share capital (for a period of 18 months). The BoD set a 4% limit<sup>(1)</sup> for the 10 June 2013 shareholders resolution
- **On 28 November 2013, ASTM acquired a 17% stake in Itinera** (for a total amount of € 30 million) thus **diversifying its portfolio of participation in the construction business** in line with the Company strategic aim
- **On 6 March 2014, the BoD resolved on a 2013 dividend proposal of €0.45 per share** (in line with the previous year)

(1) Treasury shares:

• Opening balance	n. 3,365,726 (3.83% of the share capital)
• Acquisition on 10 June resolution	n. 231,113 (0.26% of the share capital)
<b>Total</b>	<b>n. 3,596,839 (4.09% of the share capital)</b>

# Key Facts

## 2013/14



- On 21 March 2013, **CIPE issued a 'technical document'** setting the criteria for updating the financial plans further clarifying the regulatory framework
- On 25 November 2013, **SIAS and Intesa Sanpaolo** signed an investment and shareholders' agreement **granting the joint control of Milan "Tangenziale Esterna" and BreBeMi** - strategic infrastructures for Expo 2015 - further enhancing SIAS Group's competitive position in the north-west of Italy. The **total investment** for SIAS Group in the area (inclusive of the commitment regarding the Equity Contribution Agreement) is approximately **€ 270m** <sup>(1)</sup>
- On **30 December 2013**, the **Regulator approved Satap A4 'new' financial plan** for the period (2013-17). For **Satap A21** it was **filed**, upon Regulator request, an **updated version** of the financial plan envisaging more moderate tariff increases for the period vs. a terminal value of €170 million
- **Tariff increases** applied from 1<sup>st</sup> January 2014 for all concessions: **average +3.6%**.
- On January 2014, **Moody's confirmed Baa2 rating** (negative outlook)
- On 6 February 2014 successful placement of a **€ 500 million senior secured bond**: 10-years maturity, fixed rate and 3.439% yield (152 bps above the 10-years mid-swap); 8x requests
- On **6 March 2014**, the **BoD** resolved on a **2013 dividend** of €0.24 per share. Total 2013 dividend (including the interim dividend of €0.06 paid on November 2013) at **€0.30 per share (50% pay out** in line with Group dividend policy)

# Key facts 2013/14 - Investment in TE/BreBeMi

## TE – key information



### Stretch:

Milan external ringroad. Link between Agrate Brianza (A4) and Melegnano (A1) connecting also BreBeMi

### Length:

32 km

### Timetable:

Beginning of the construction: 2012  
Conclusion of the construction: mid 2014 (for the so called 'Arco TEEM') and 2015 for the whole infrastructure

### Concession expiry:

50 years from the beginning of operation (2065)

### Use of funds (€bn)

Bid price net of discount (12.5% below base price)	1.1
Other costs/overhead	0.6
<b>Total net amount</b>	<b>1.7</b>
Financial charges	0.1
Other capitalized costs	0.1
<b>Total (excluding VAT)</b>	<b>1.9</b>

### Sources (€bn)

Equity	0.5
Subordinated shareholders' loan	0.1
Public grants	0.3
Project financing <sup>(1)</sup>	1.0
<b>Total (excluding VAT)</b>	<b>1.9</b>

(1) On December 2013 it has been signed a €1.2bn 8-years loan with major financial institutions (including CDP and EIB)

## Key facts 2013/14 - Investment in TE/BreBeMi

### BreBeMi – key information



**Stretch:** Direct link between Brescia and Milan

**Lenght:** 62 km

**Timetable:** Beginning of the construction: 2009  
Conclusion of the construction: mid 2014

**Concession expiry:** - 19.5 years from the beginning of operation (2033)

- **Terminal value: €1.2bn**

Use of funds (€bn)		Sources (€bn)	
Bid price net of discount (25.4% below base price)	1.0		
Other costs/overhead	0.6		
<b>Total net amount</b>	<b>1.6</b>	Equity	0.3
Financial charges	0.4	Subordinated shareholders' loan	0.3
Other capitalized costs	0.1	Project financing <sup>(1)</sup> <sup>(2)</sup>	1.5
<b>Total (excluding VAT)</b>	<b>2.1</b>	<b>Total (excluding VAT)</b>	<b>2.1</b>

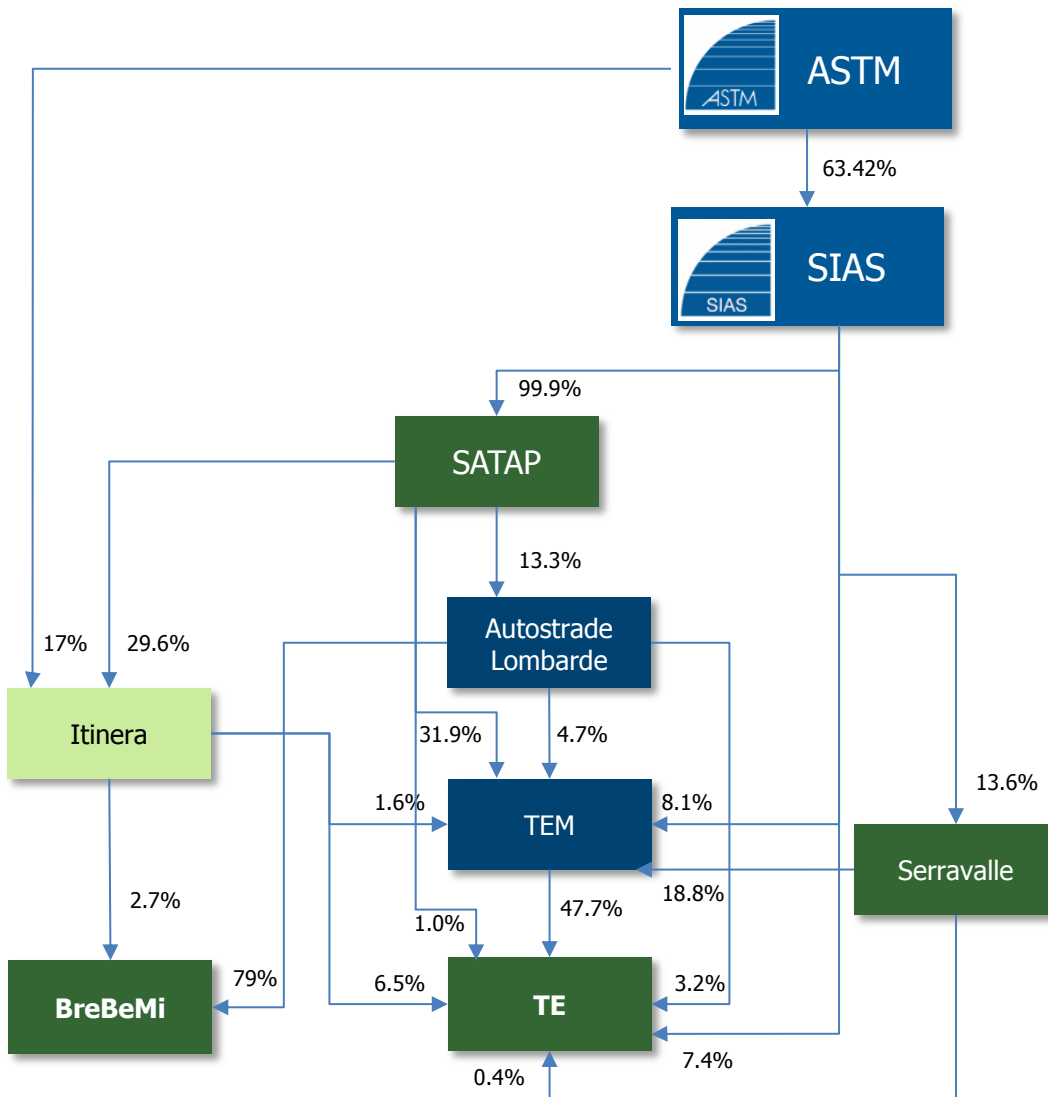
(1) It refers to bullet and amortizing financing, only

(2) On March 2013 it has been finalized a project financing with major financial institutions (including CDP and EIB)



# Key facts 2013/14 - Investment in TE/BreBeMi

## Shareholding structure



### TEM shareholders

SIAS S.p.A.	8.1%
SATAP S.p.A.	31.9%
Intesa Sanpaolo S.p.A.	17.5%
Autostrade Lombarde S.p.A.	4.7%
ITINERA S.p.A. <sup>(1)</sup>	1.6%
Other shareholders	36.2%
<b>Total</b>	<b>100.0%</b>

**62.2%**

### TE shareholders

TEM S.p.A.	47.7%
SIAS S.p.A.	7.4%
SATAP S.p.A.	1.0%
Intesa Sanpaolo S.p.A.	2.6%
Autostrade Lombarde S.p.A.	3.2%
ITINERA S.p.A. <sup>(1)</sup>	6.5%
Other shareholders	31.6%
<b>Total</b>	<b>100.0%</b>

**61.9%**

### Autostrade Lombarde - shareholders

Intesa Sanpaolo S.p.A.	42.4%
SATAP S.p.A.	13.3%
Impresa Pizzarotti	6.4%
UNIECO Soc. Coop.	5.8%
Autostrade Centro Padane	5.4%
Other shareholders	26.7%
<b>Total</b>	<b>100.0%</b>

**55.7%**

### BreBeMi shareholders

Autostrade Lombarde (AL)	79.0%
Itinera <sup>(1)</sup>	2.7%
Other shareholders	18.3%
<b>Total</b>	<b>100.0%</b>

(1) - Fully controlled at parent company level (Aurelia/Argo)  
- Equity investment at ASTM/SIAS level

## Key facts 2013/14 - Investment in TE/BreBeMi

### Rationale

#### Rationale of TE / BreBeMi deal

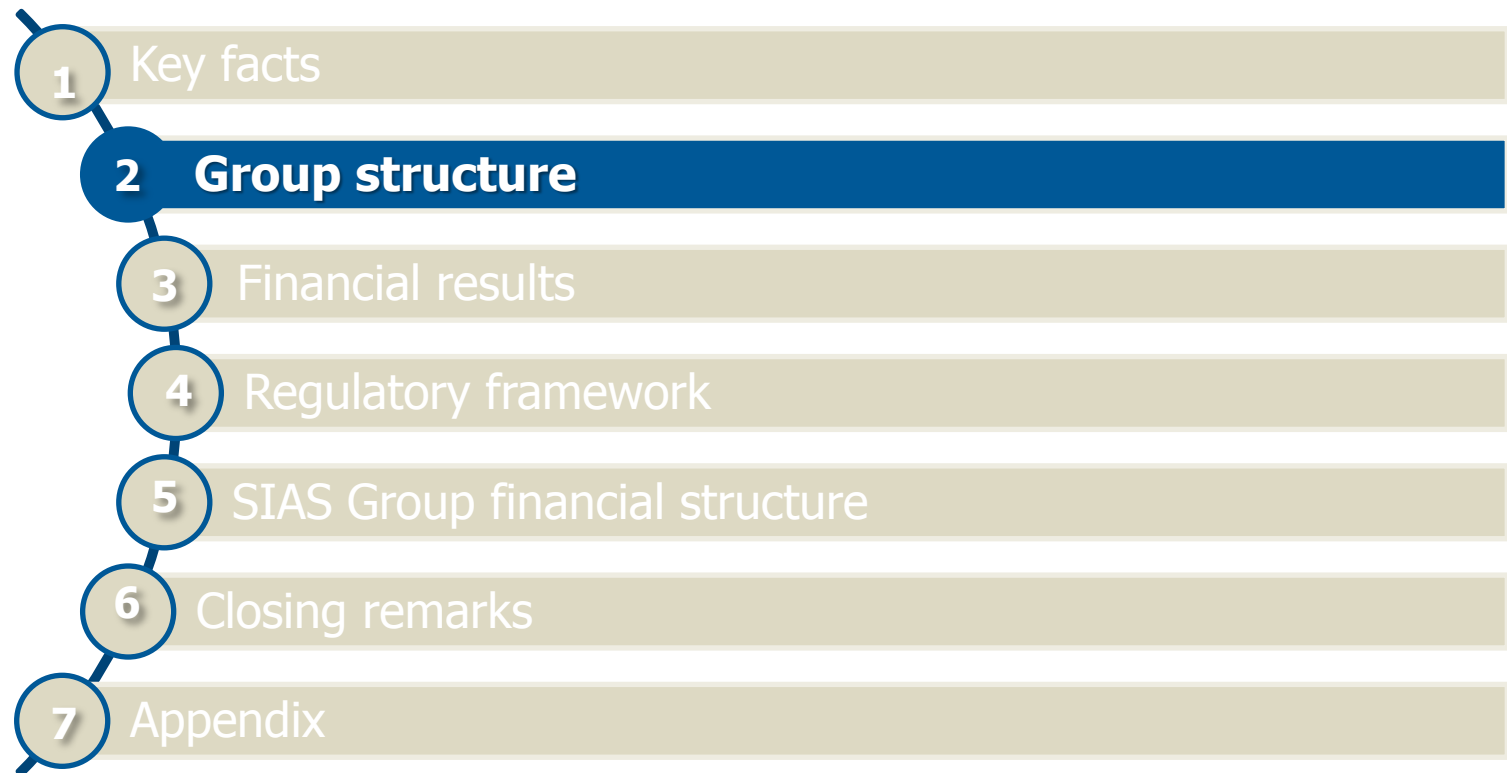
- Consolidation of SIAS Group **leading position in North-West of Italy**
- **Good geographic fit** with the existing network
- The '**Milan area**' is one of the **richest<sup>(1)</sup> and more densely populated<sup>(2)</sup>** in Italy and in Europe. On the back of the upcoming Expo 2015<sup>(3)</sup> it will be a strategic area of developments for the country.
- SIAS Group became the **industrial partner** in one of the **most important Italian motorway infrastructures** enjoying a **long duration** (50 years after the completion for TE and 19.5 years for BreBeMi)

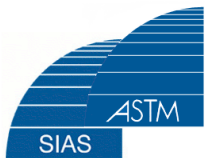
**Strengthening the competitive position in the north-west of Italy, paving the way for future growth**

(1) Annual per capita income of € 36.200 vs. € 23.200 Italian average (Source: Regional Statistical Yearbook)

(2) Population density: 1.951 inhabitants/Km<sup>2</sup> vs. 198 inhabitants/Km<sup>2</sup> Italian average (Source: Istat – Registration Movements 2013)

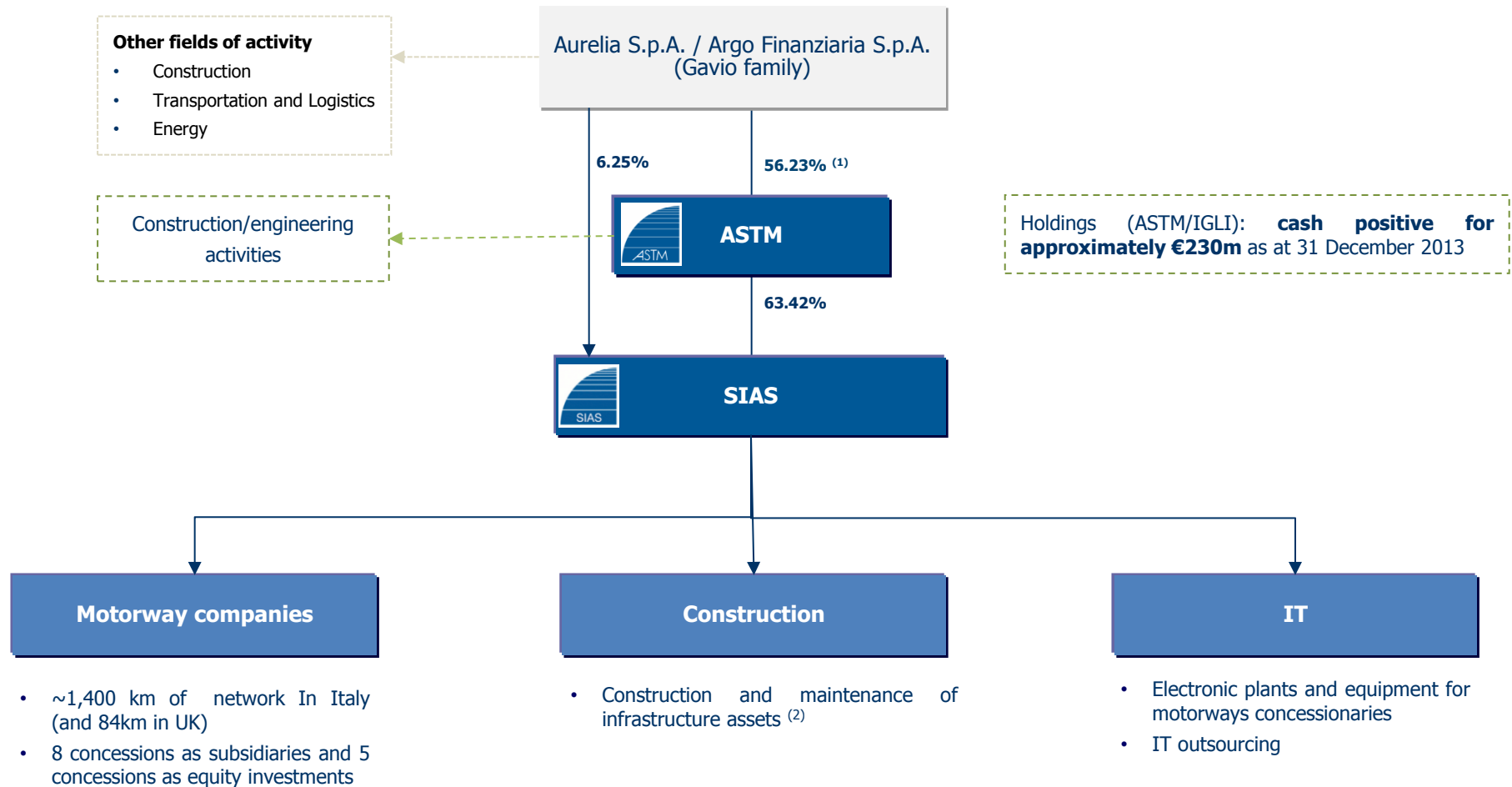
(3) 21m of visitors expected (Source: Assolombarda, Milan in numbers 2013)





# Group Structure

## ASTM Group



(1) Net of treasury shares: 4.1%

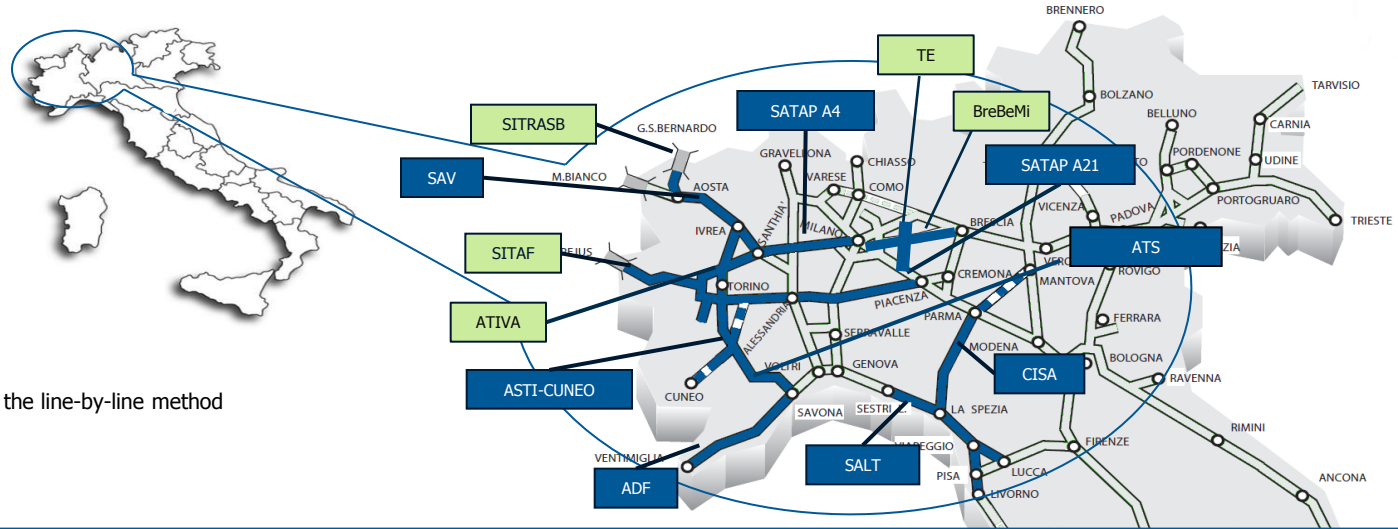
(2) Mainly captive business

# Group Structure

## Current network managed by the SIAS Group - Italy

**Total: ~1,400km**  
(~200 under construction)

**12 yrs average maturity**



**Subsidiaries consolidated with the line-by-line method**

**Equity investment**

	Concessionaire	Link	% owned (direct stake)	Km	Concession Expiry	FY 2013 net motorway revenues (€m)	FY 2013 EBITDA (€m)	% Group EBITDA	
Subsidiaries	<b>SATAP</b>	A4 Torino - Milano	99.87%	130.3	2026	189.7	135.4	23.9%	41.1%
		A21 Torino - Piacenza		167.7	2017	147.0	97.4	17.2%	
	<b>SALT</b>	Sestri Levante - Livorno, Viareggio - Lucca e Fornola - La Spezia	90.89%	154.9	2019	165.0	109.5	19.3%	
	<b>ADF</b>	Savona - Ventimiglia	64.01%	113.2	2021	137.3	80.5	14.2%	
	<b>CISA</b>	La Spezia - Parma (and junction to Brennero motorway)	87.03%	182 <sup>(1)</sup>	2031	83.1	48.5	8.6%	
	<b>SAV</b>	Quincinetto - Aosta	65.08%	59.5	2032	60.9	41.3	7.3%	
	<b>ATS</b>	Torino - Savona	99.98%	130.9	2038	58.5	24.3	4.3%	
	<b>ASTI-CUNEO</b>	Partly under construction	60.00%	78 <sup>(2)</sup>	.. <sup>(3)</sup>	15.3	1.2	0.2%	
Equity investments	<b>ATIVA</b>	Torino ringroad, Torino - Quincinetto, Ivrea - Santhià e Torino - Pinerolo	41.17%	155.8	2016	112.7	68.0	-	
	<b>SITAF</b>	Frejus tunnel, Torino - Bardonecchia	36.53%	94.0	2050	111.8	106.7	-	
	<b>SITRASB</b>	Gran San Bernardo tunnel	36.50%	12.8	2034	9.7	2.9	-	
	<b>TE</b>	Milan external ringroad	8.4% <sup>(4)</sup>	32 <sup>(5)</sup>	2065	-	-	-	
	<b>BreBeMi</b>	Brescia - Bergamo - Milano	<sup>(4)</sup>	62 <sup>(5)</sup>	2033	-	-	-	

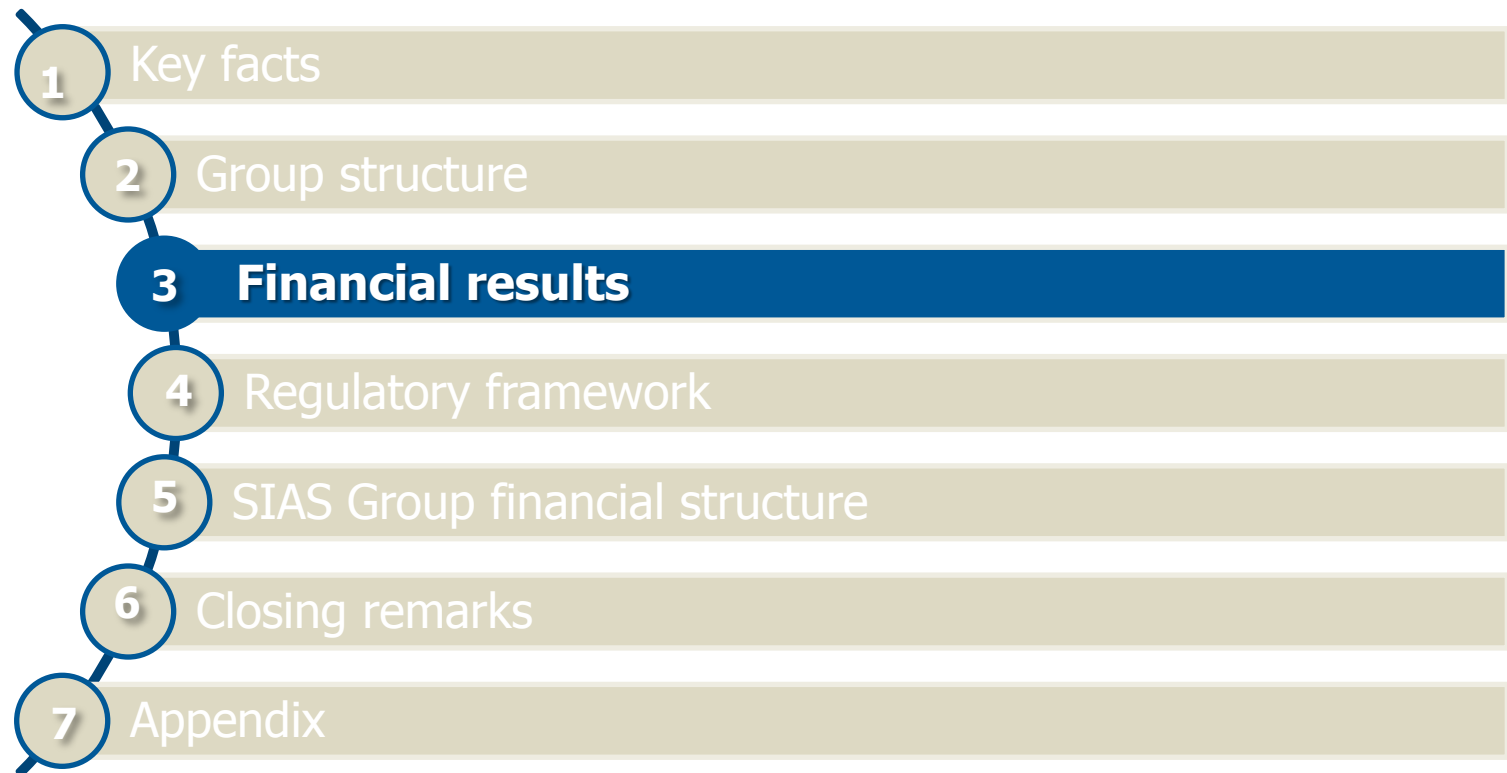
(1) Inclusive of the planned 81km stretch linking Parma to Brennero motorway

(2) Inclusive of 23km under construction

(3) 23.5 years starting from completion of the infrastructure

(4) Joint control with Intesa Sanpaolo (see slide 8)

(5) Under construction; end of works expected in 2014/15





# Financial Results 2013

## Key highlights

### TRAFFIC

- **FY 2013 traffic decreased by some 2.5%** (-2.5% for LV and -2.6% HV) or **-2.2%** adjusted for the leap year

### TARIFF

- **2013 tariffs** increased on average by some 6.8% with a **6% impact on toll revenues** (tariff increases have been applied from 12 April 2013 on SATAP A4 and A21)

### EBITDA

- **EBITDA topped €566.1m +€36m vs. previous year** as effect of: (i) +€24.3m consolidation of ATS, (ii) +€7.7m from motorways business on the same perimeter, (iii) higher contribution of technology sector by +€6.6m and (iv) lower contribution of other businesses by -€2.6m. **On a like for like basis EBITDA is up 2.2% y-o-y**

### NET PROFIT

- SIAS reported **€138.8m of Group net profit** in 2013 **vs. €140.4m** <sup>(1)</sup> last year (excluding non recurring items)

### PERIMETER

- Autostrada Torino-Savona P&L consolidated line-by-line from 1<sup>st</sup> January 2013
- Ativa accounted for at equity vs. previous proportional consolidation on the back of early adoption of IFRS 11

### NET DEBT

- **Net debt adjusted moved from €1,489m to €1,670m (-€181m)** mainly as a result of €218.4m of dividends paid by the holding and € 15.8m paid by the subsidiaries to minorities
- **Net debt/EBITDA at 3.0x**, well below the sector average

### DIVIDEND

- **2013 dividend of €0.30 per share (50% pay-out** in line with the Group dividend policy).

(1) 2012 net profit-recurring	€156.5m
ASA 2012 pro-forma contribution	(€16.1m)
<b>2012 net profit pro-forma</b>	<b>€140.4m</b>

# Financial Results 2013

## Main economic and financial data

€ million

		FY 2013	FY 2012 restated <sup>(1)</sup>	Change	Change (same perimeter)	% (same perimeter)
<b>Key Financial Figures</b>	Net toll revenues	856.8	769.1	87.7	29.2	3.8%
	Other Motorway revenues	31.7	35.1	(3.4)	(4.6)	
	Total Motorway revenues	888.5	804.2	84.3	24.6	
	<b>EBITDA</b>	<b>566.1</b>	<b>530.1</b>	<b>36.0</b>	<b>11.7</b>	<b>2.2%</b>
	EBITDA margin	63.7%	65.9%			
	EBITDA adjusted <sup>(2)</sup>	566.1	542.2	23.9		
	<b>EBIT</b>	<b>313.9</b>	<b>299.6</b>	<b>14.3</b>		
	Profit before taxes	247.6	592.9	(345.3)		
	Net profit (after minorities)	138.8	496.2	(357.4)		
	<b>Net profit adjusted <sup>(3)</sup></b>	<b>138.8</b>	<b>140.4</b>	<b>(1.6)</b>		
<b>Cash flow</b>	<b>Operating cash flow <sup>(4)</sup></b>	<b>394.7</b>	<b>399.1</b>	<b>(4.4)</b>		
	Motorway's capex	282.8	264.7	18.1	6.2	
	<b>Dividend per share (€)</b>	<b>0.30</b>	<b>0.33 <sup>(5)</sup></b>			
	Interim	0.06	0.16			
	Final	0.24	0.17			
<b>Debt &amp; Leverage</b>	Net debt	(1,398.9)	(1,262.4)	(136.5)		
	<b>Net debt adjusted <sup>(6)</sup></b>	<b>(1,670.3)</b>	<b>(1,489.3)</b>	<b>(181.0)</b>		
	Net debt / EBITDA	2.5x	2.4x			
	Net debt adj / EBITDA	3.0x	2.8x			

(1) Restated for (i) consolidation of Ativa with the equity method (vs. previous proportional consolidation) on the back of the application of IFRS 11 and (ii) the recognition of the actuarial components relating to the Employees severance pay in Shareholders' equity instead of in the P&L (as required by IAS 19)

(2) Including 12.1m€ of insurance reimbursement posted in 2012

(3) Adjusted for non recurring items (main ones in 2012: net capital gain from Chilean assets disposal and some write downs on equity investments)

(4) Net profit + non cash items

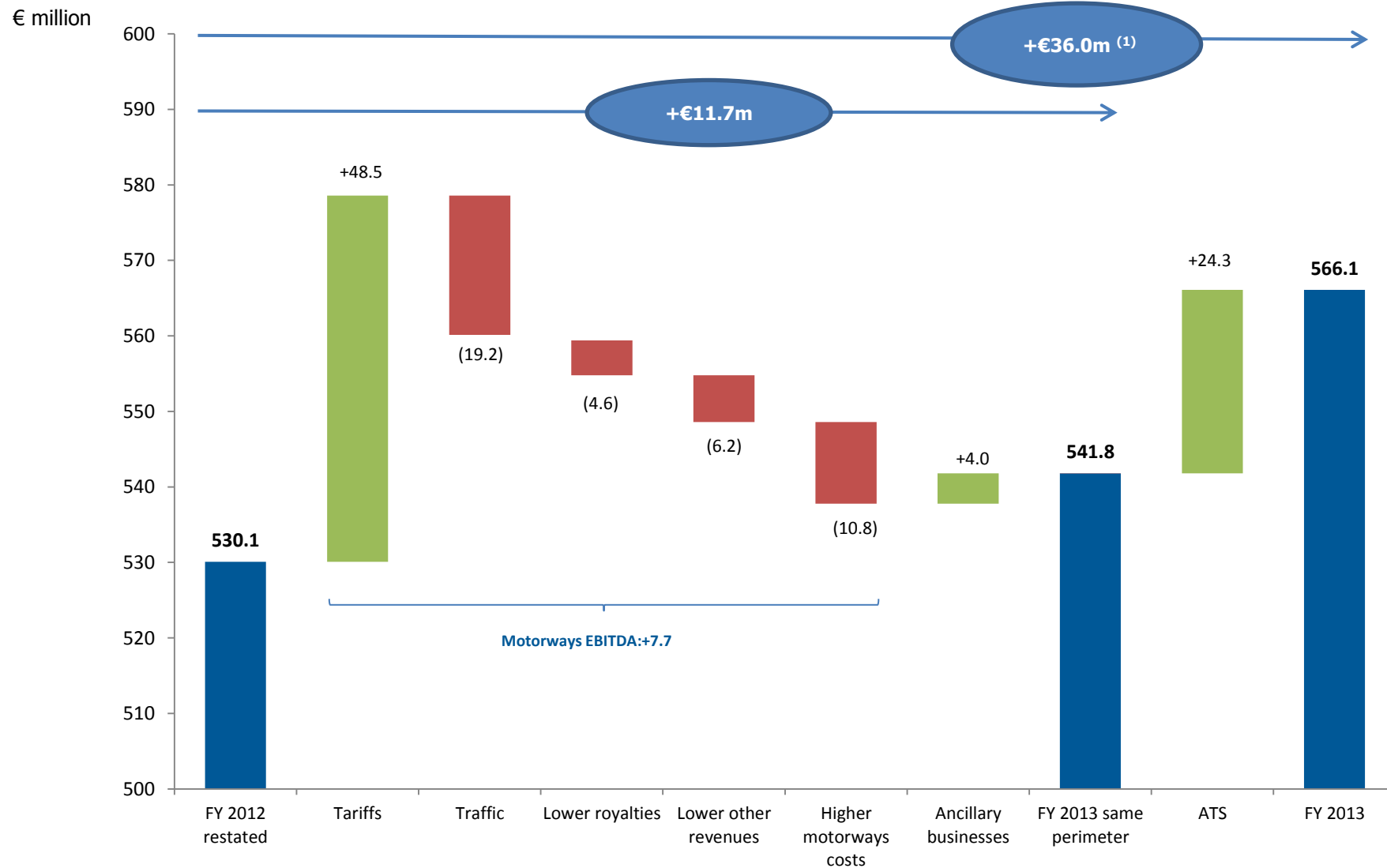
(5) Total 2012 dividend €1.20 per share (of which €0.87 /share extraordinary dividend related to the capital gain from Chilean assets disposal)

(6) Including the NPV of FCG debt for 271.4m€ in 2013 and 303.4m€ in 2012



# Financial Results 2013

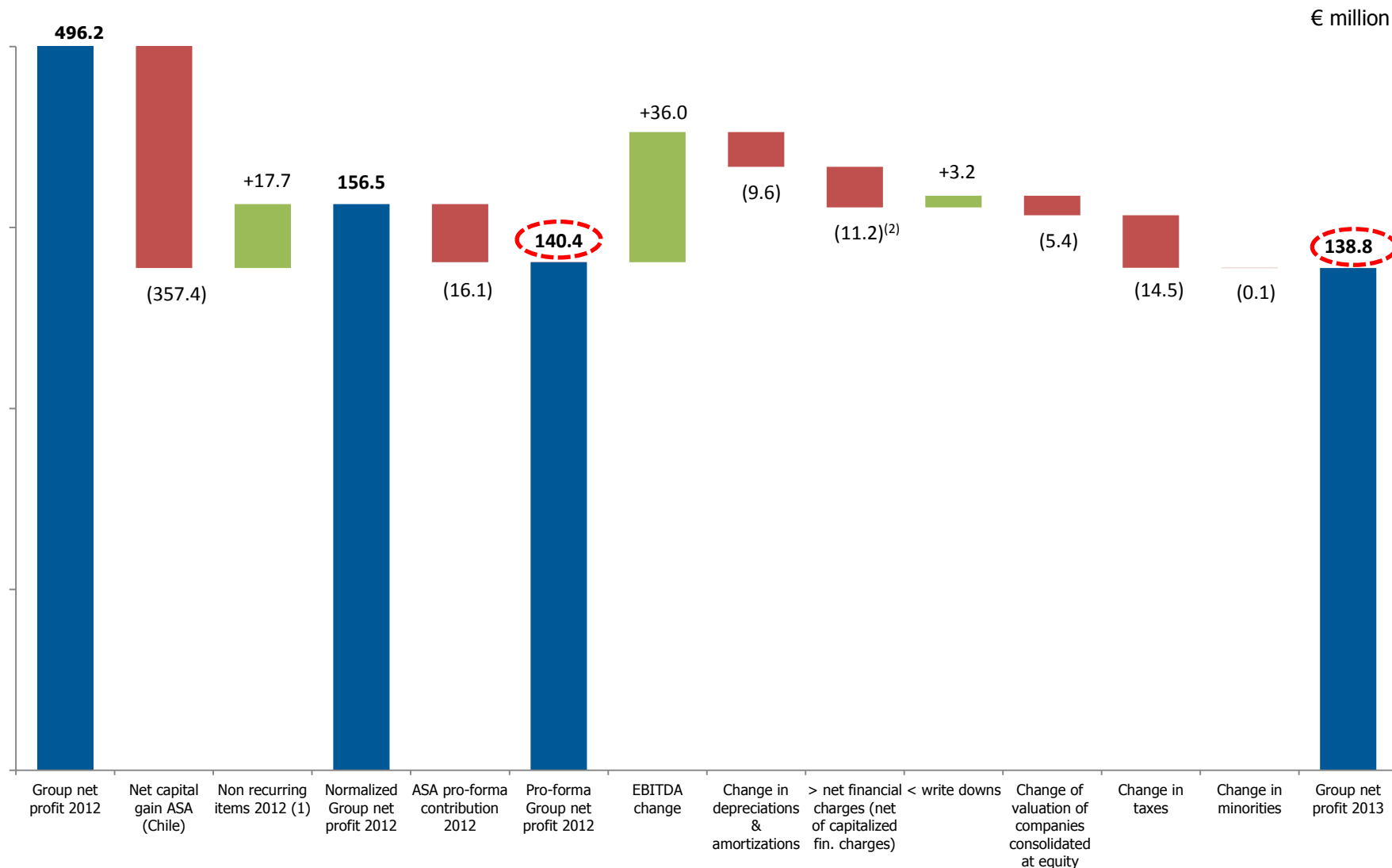
## EBITDA analysis



(1) Including ATS

# Financial Results 2013

## Group net profit: 2012 pro-forma vs. 2013



(1) Write-downs, insurance reimbursements etc.

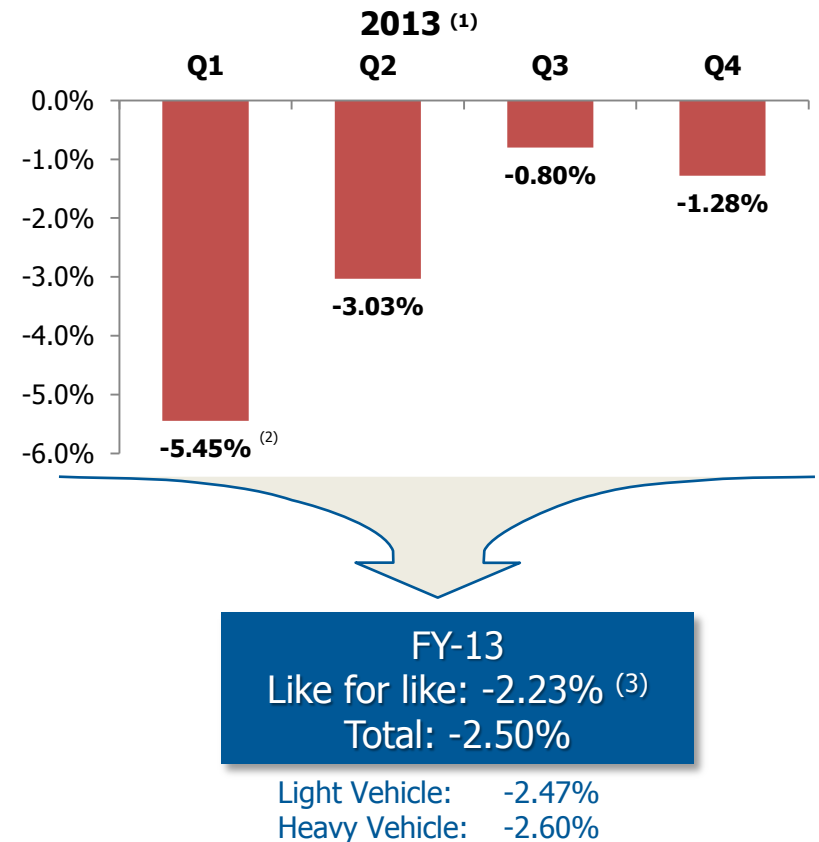
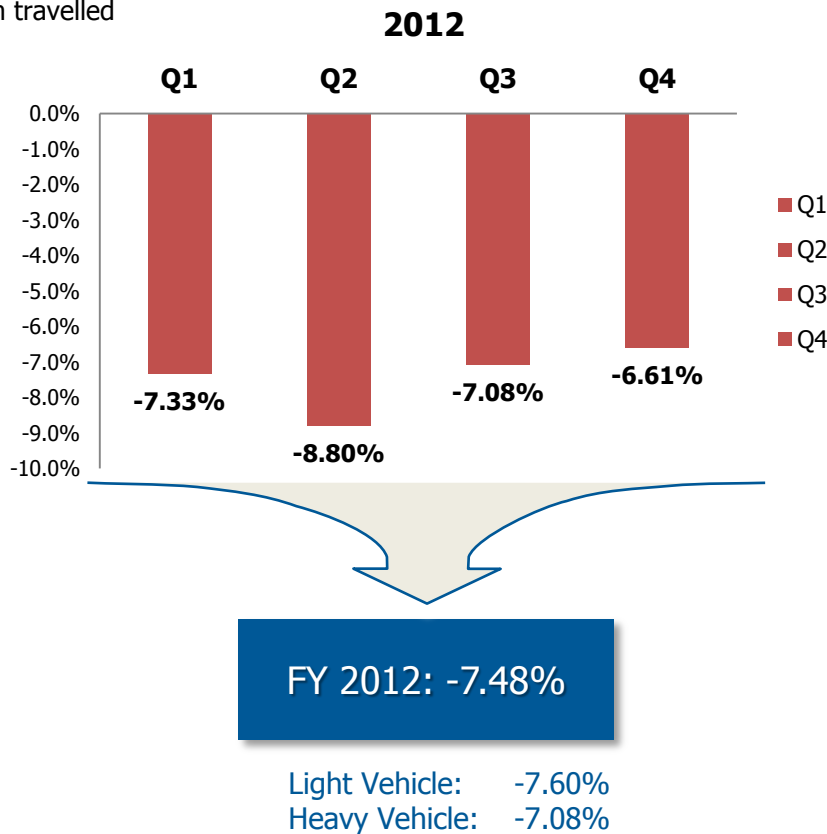
(2) Lower financial income (-€12.6m), higher financial charges (-€4.4m), higher capitalized financial charges (+€5.9m)

# Financial Results 2013

## Traffic

- Traffic stabilization in the second part of the year
- Tariff increases offset traffic decline: 2013 EBITDA +2.2% l-f-l

Km travelled



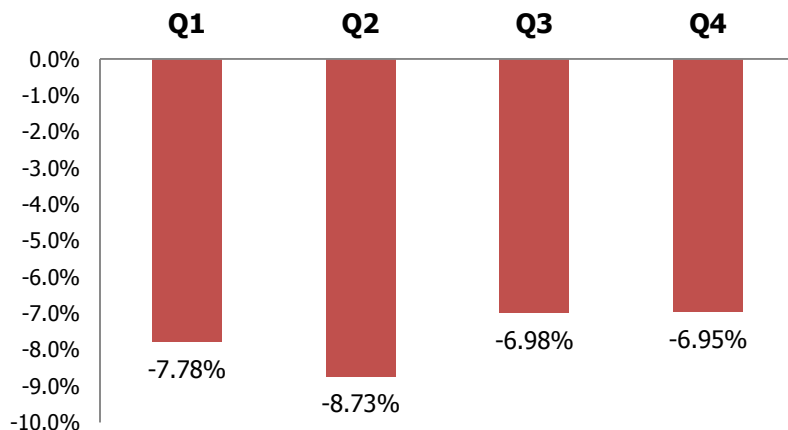
(1) 2013 traffic figures do not include Ativa  
(2) -4.4% adjusted for 2012 leap year effect.  
(3) Adjusted for 2012 leap year effect.

# Financial Results 2013

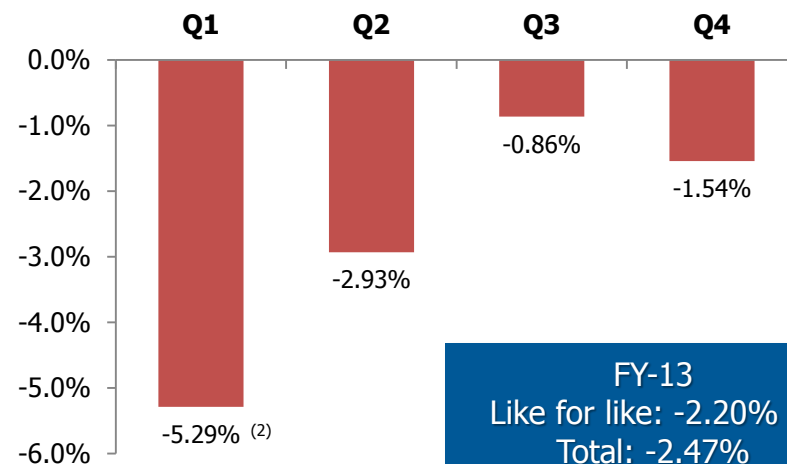
## Traffic by category

Km travelled

### 2012 - LV



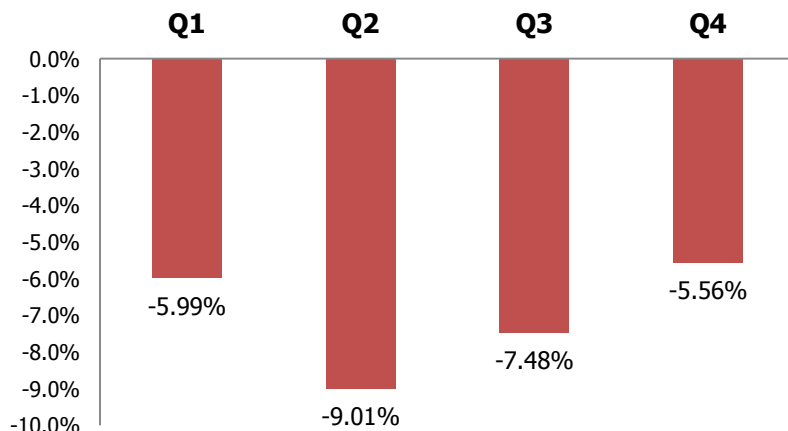
### 2013 - LV <sup>(1)</sup>



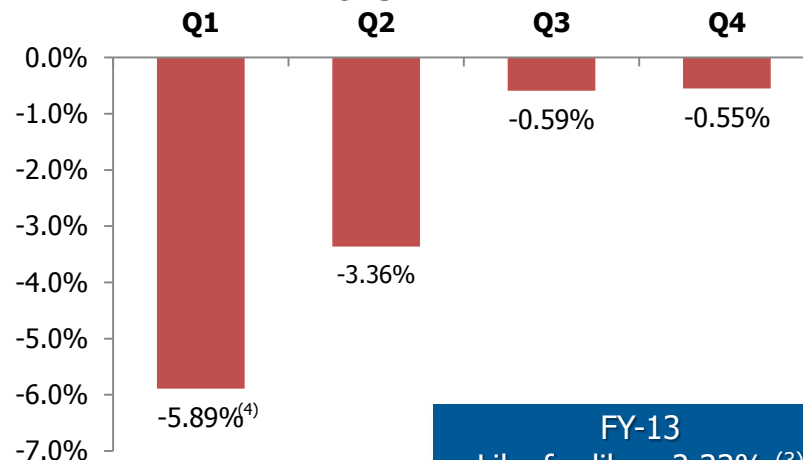
FY-13  
Like for like: -2.20% <sup>(3)</sup>  
Total: -2.47%

Km travelled

### 2012 - HV



### 2013 - HV <sup>(1)</sup>



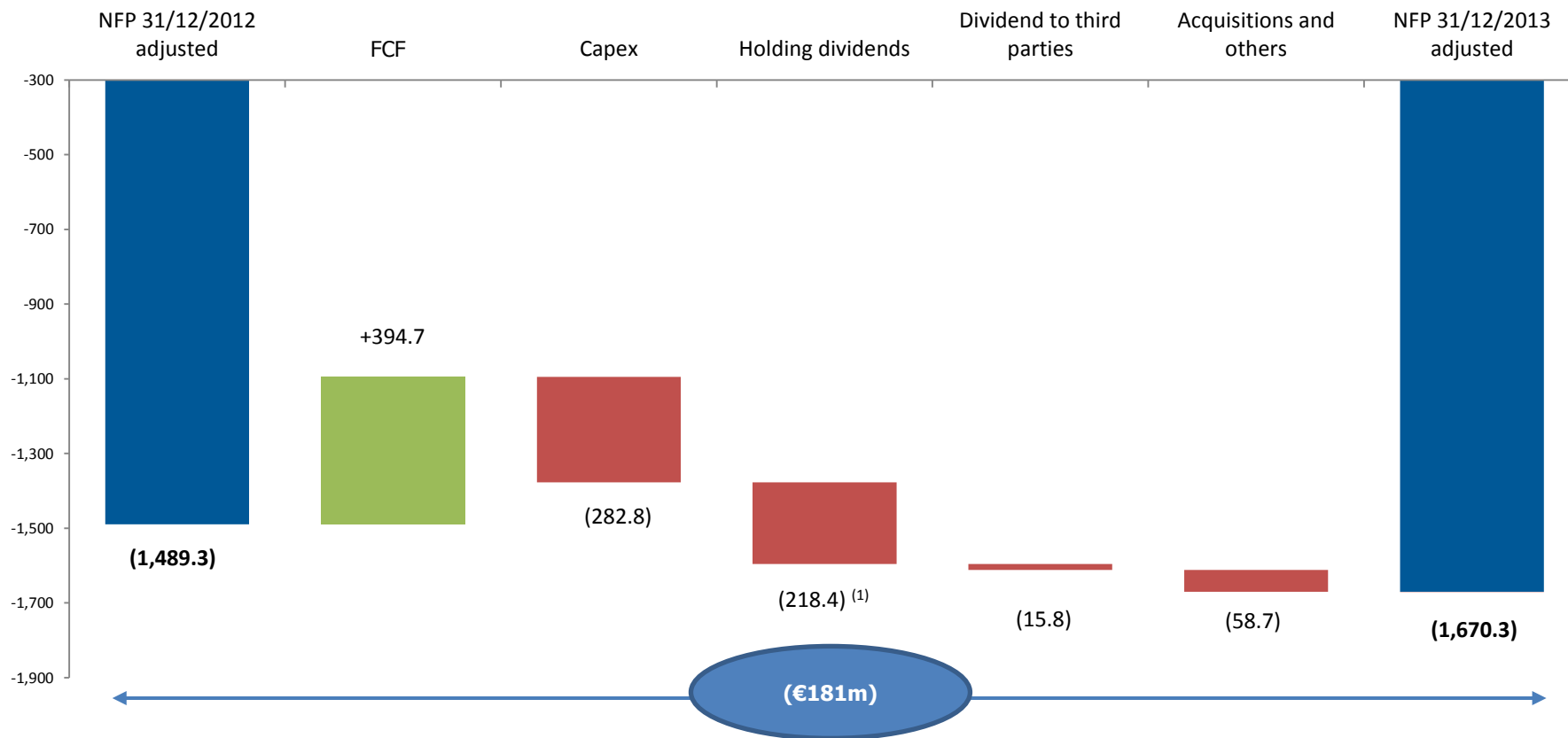
FY-13  
Like for like: -2.33% <sup>(3)</sup>  
Total: -2.60%

- (1) 2013 traffic figures do not include Ativa  
(2) -4.24% adjusted for 2012 leap year effect.  
(3) Adjusted for 2012 leap year effect.  
(4) -4.84% adjusted for 2012 leap year effect.

# Financial Results 2013

## Net financial position 2013 vs 2012

€ million



**Net financial position increased mainly due to the extraordinary dividend paid**

(1) Of which €198m extraordinary dividend



# Financial Results 2013

## Key highlights

### TRAFFIC

- **FY 2013 traffic decreased by some 2.5%** (-2.5% for LV and -2.6% HV) **or -2.2%** adjusted for the leap

### TARIFF

- **2013 tariffs increased on average by some 6.8%** with 6% impact on toll revenues (as tariff increases have been applied from 12 April 2013 on SATAP A4 and A21)

### EBITDA

- **EBITDA reached €571.4m of EBITDA up €32.6m vs. previous year** as a result of (i) +€24.3m consolidation of ATS, (ii) +€7.7m of motorways business on the same perimeter and (iii) higher contribution of the 'ancillary businesses' by +€0.6m. **On a like for like basis EBITDA is up 1.5% y-o-y**

### NET PROFIT

- ASTM reported **€92.4 million of Group net profit** in 2013 **vs. €91.8m last year** <sup>(1)</sup> (excluding non recurring items)

### PERIMETER

- Autostrada Torino-Savona P&L consolidated line-by-line from 1<sup>st</sup> January 2013
- Ativa accounted for at equity vs. previous proportional consolidation on the back on early adoption of IFRS 11

### NET DEBT

- **Net debt adjusted moved from €1,695m to €1,322m (+€373m)** mainly due to the cash-in from the tender offer on Impregilo ordinary shares (€480m)
- **The holdings** (ASTM S.p.A + IGLI S.p.A.) were **cash positive by approximately €230m** as at 31 December 2013

### DIVIDEND

- **2013 dividend of €0.45 per share** (3.5% yield) in line with last year

(1) 2012 net-profit recurring	€102m
ASA 2012 pro-forma contribution	(€16.1m)
Impact on minorities	€5.9m
<b>2012 net profit pro-forma</b>	<b>€91.8m</b>

# Financial Results 2013

## Main economic and financial data

€ million		FY 2013	FY 2012 restated <sup>(1)</sup>	Change	Change (same perimeter)	% (same perimeter)
<b>Key Financial Figures</b>	Net toll revenues	856.8	769.1	87.7	29.2	3.8%
	Other Motorway revenues	31.7	35.1	(3.4)	(4.6)	
	Total Motorway revenues	888.5	804.2	84.3	24.6	
	<b>EBITDA</b>	<b>571.4</b>	<b>538.8</b>	<b>32.6</b>	<b>8.3</b>	<b>1.5%</b>
	EBITDA margin	64.3%	67.0%			
	EBITDA adjusted <sup>(2)</sup>	571.4	550.9	20.5		
	<b>EBIT</b>	<b>316.4</b>	<b>298.9</b>	<b>17.5</b>		
	Profit before taxes	256.6	661.9	(405.3)		
	Net profit (after minorities)	92.4	380.4	(288.0)		
	<b>Net profit adjusted <sup>(3)</sup></b>	<b>92.4</b>	<b>91.8</b>	<b>0.6</b>		
<b>Cash flow</b>	<b>Operating cash flow <sup>(4)</sup></b>	399.7	401.5	(1.8)		
	Motorway's capex	282.8	264.7	18.1	6.2	
	Dividend per share (€)	0.45	0.45			
<b>Debt &amp; Leverage</b>	Net debt	(1,050.4)	(1,467.9)	417.5		
	<b>Net debt adjusted <sup>(5)</sup></b>	<b>(1,321.8)</b>	<b>(1,694.8)</b>	<b>373.0</b>		
	Net debt / EBITDA	1.8x	2.7x			
	Net debt adj / EBITDA	2.3x	3.1x			

(1) Restated for (i) consolidation of Ativa with the equity method (vs. previous proportional consolidation) on the back of the application of IFRS 11 and (ii) the recognition of the actuarial components relating to the Employees severance pay in Shareholders' equity instead of in the P&L (as required by IAS 19)

(2) Including 12.1m€ of insurance reimbursement posted in 2012.

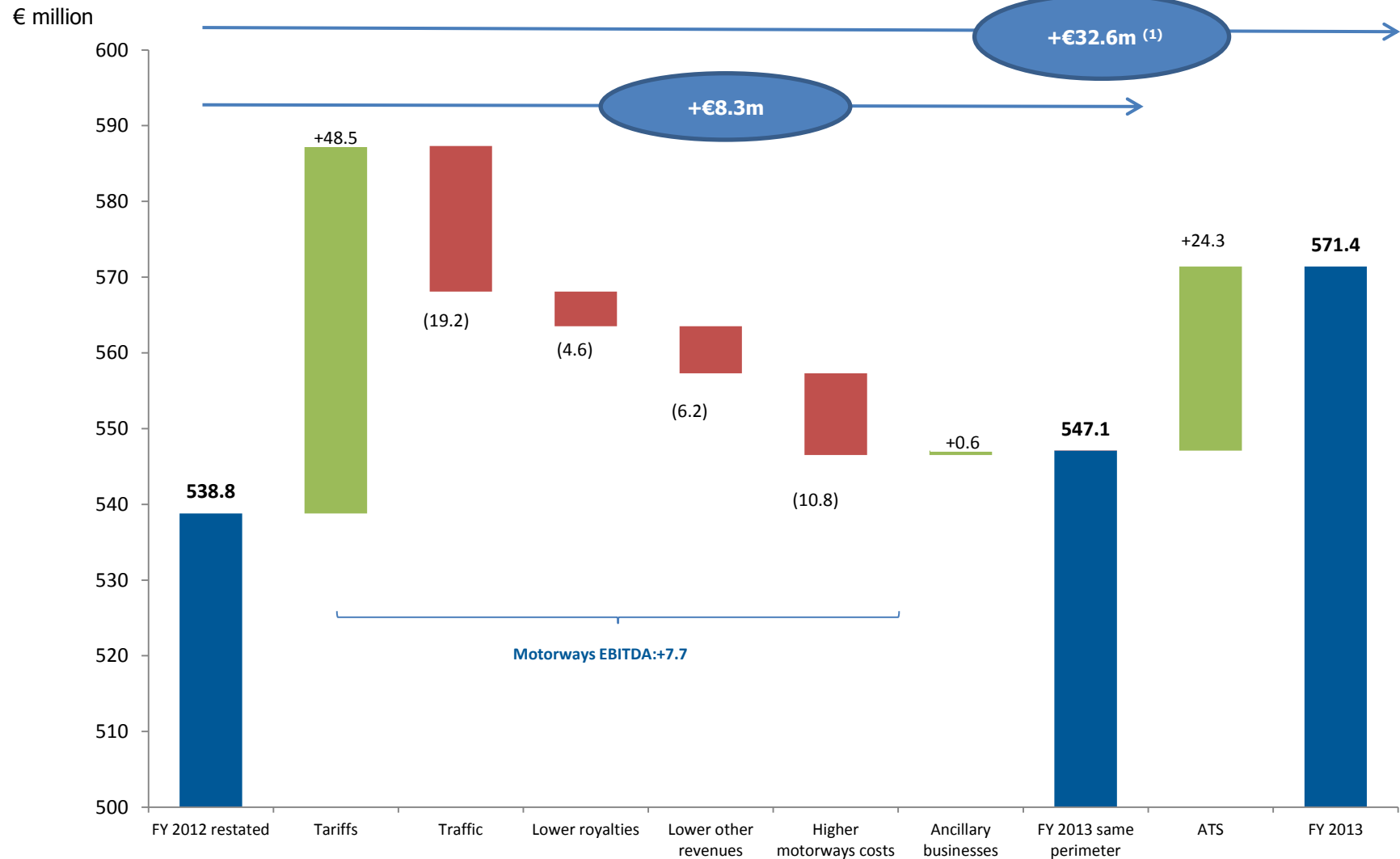
(3) Adjusted for non recurring items (main ones in 2012: pro-quota of net capital gain from Chilean assets disposal, IGLI/Impregilo 'net surplus' and some write downs on equity investments).

(4) Net profit + non cash items

(5) Including the NPV of FCG debt for 271.4m€ in 2013 and 303.4m€ in 2012.

# Financial Results 2013

## EBITDA analysis



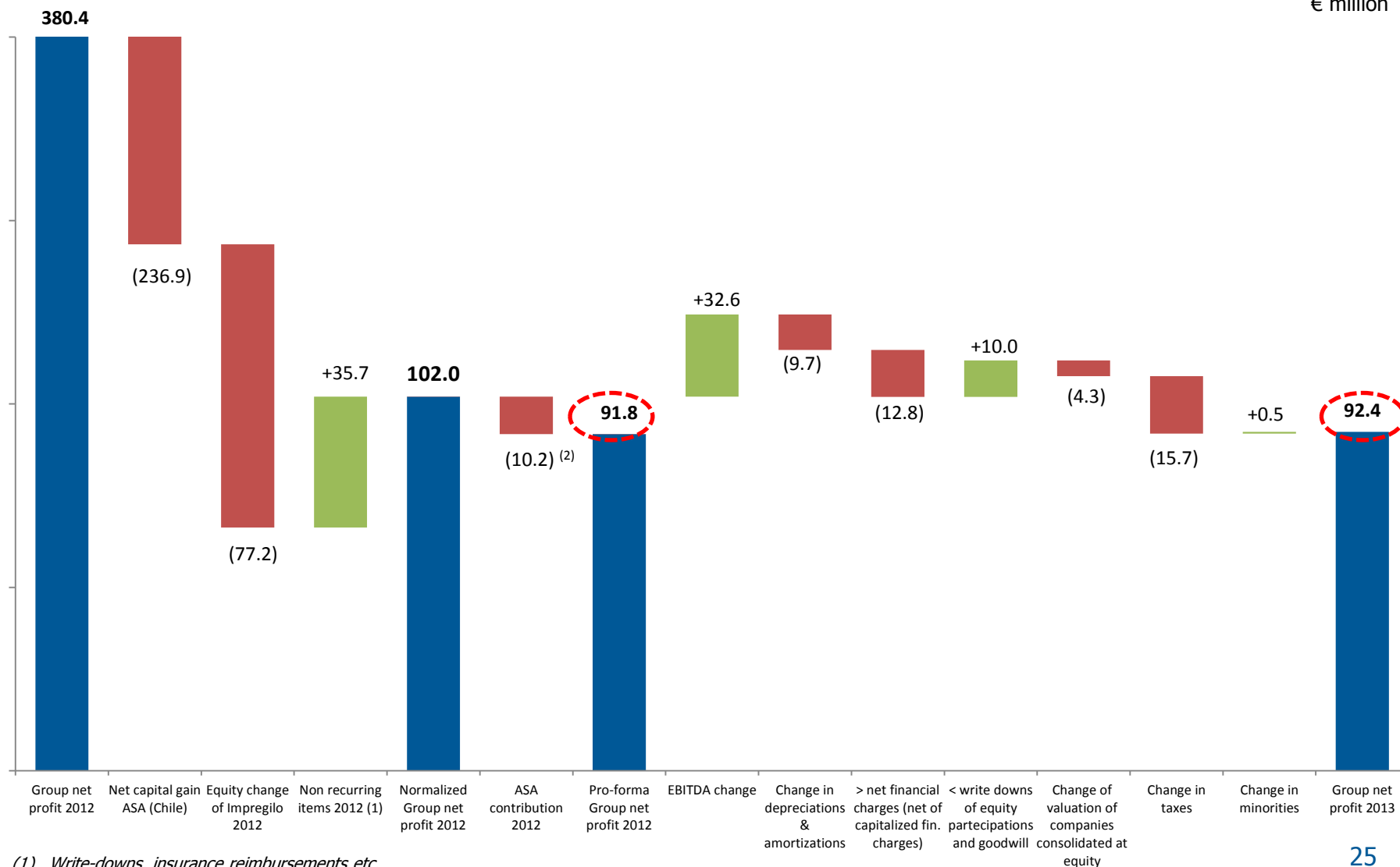
(1) Including ATS



# Financial Results 2013

## Group net profit : 2012 pro-forma vs. 2013

€ million



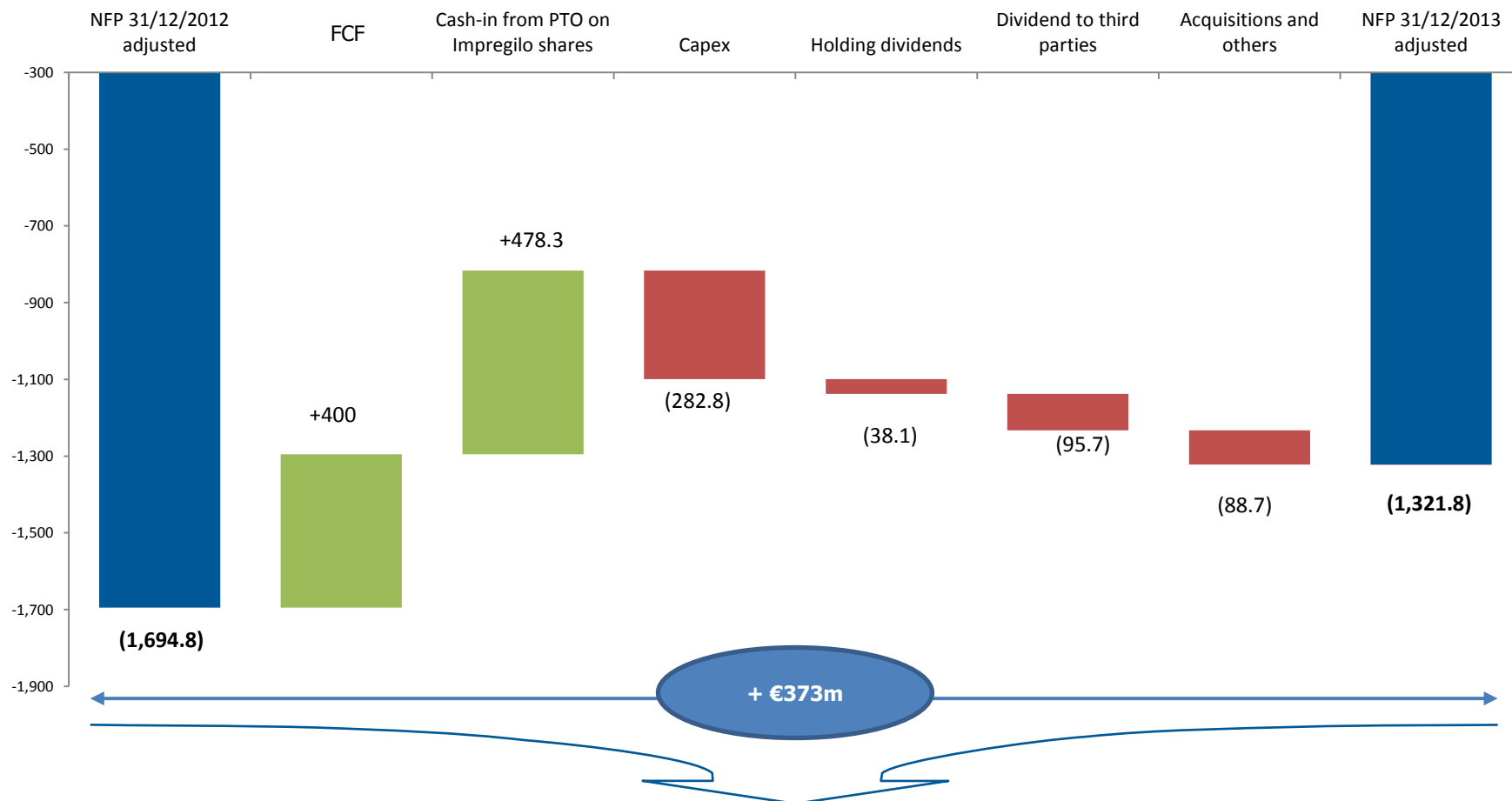
(1) Write-downs, insurance reimbursements etc.

(2) ASA Contribution 2012 (-€16.1m) net of minorities (+€5.9m)

# Financial Results 2013

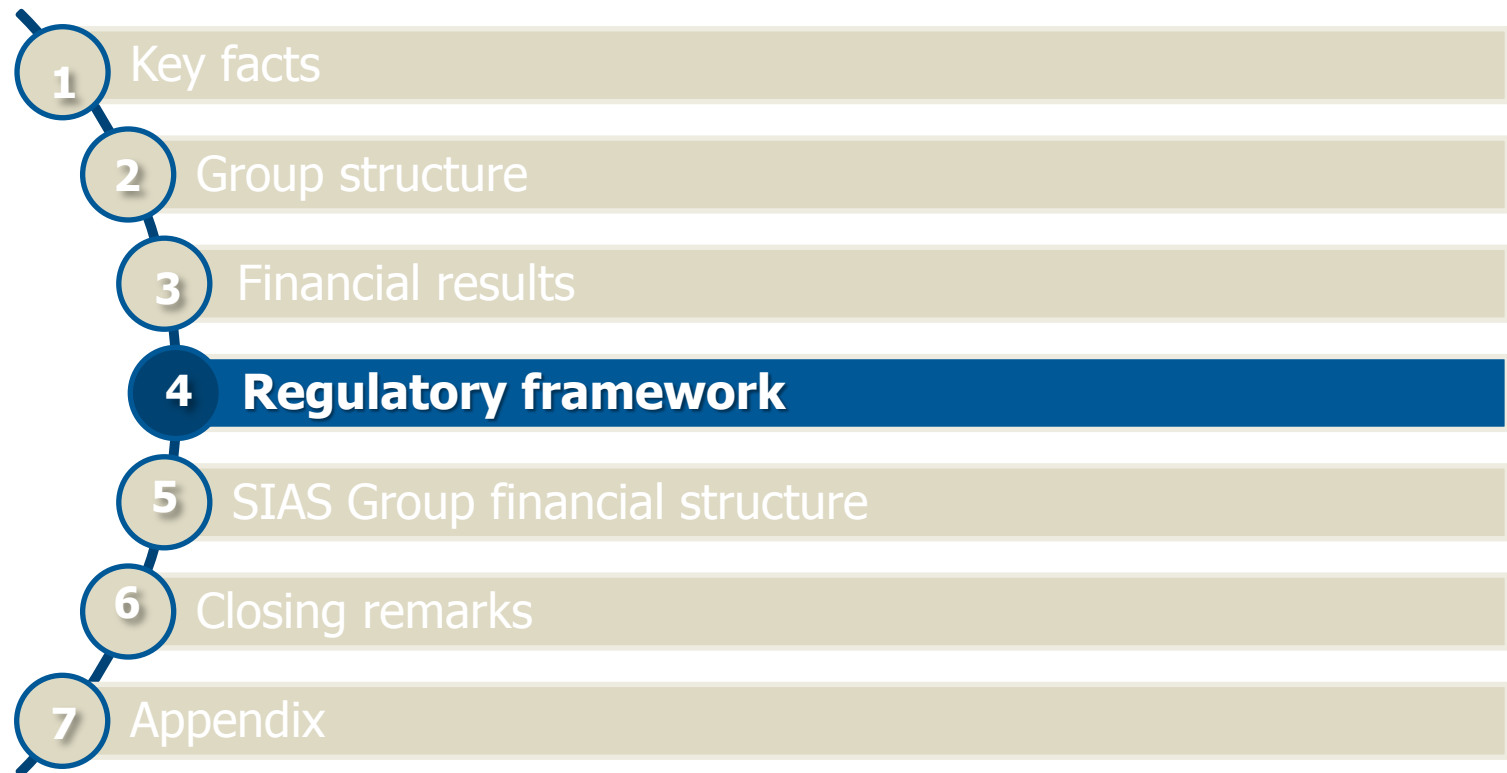
## Net financial position 2013 vs 2012

€ million



**Net financial position improving mainly due to the cash-in from the PTO on Impregilo shares <sup>(1)</sup>**

(1) Holdings (ASTM/IGLI) are cash positive for €230m (as at 31 December 2013)



# Regulatory framework

## Toll Formulas

Concessionaire	Tariff formula	
<b>Companies which requested a "re-alignment" of the financial plan <sup>(1)</sup></b>		60% of motorways EBITDA
SATAP (A4 and A21)	$\Delta T = \Delta P \pm X_r + K + \beta \Delta Q$	
SAV <sup>(2)</sup>	$\Delta T = 70\% * CPI \pm X_r + K$	
CISA <sup>(2)</sup>	$\Delta T = 70\% * CPI \pm X_r + K$	
<b>Companies which requested a "confirmation" of the financial plan <sup>(3)</sup></b>		40% of motorways EBITDA
SALT <sup>(2)</sup>	$\Delta T = 70\% * CPI + K$	
ADF <sup>(2)</sup>	$\Delta T = 70\% * CPI + K$	
ATS <sup>(2)</sup>	$\Delta T = 70\% * CPI + K$	

(1) These companies are allowed to a remuneration both for excess investments made in the previous 5-year regulatory period and for new investments

(2) These companies utilize the "simplified tariffs formula", which includes in the tariff a fixed percentage of the actual inflation (equal to 70%)

(3) These companies are allowed to a remuneration only for new investments

**ΔT** is the annual tariff increase

**ΔP** is the annual projected inflation rate as reported in the Italian Budget

**X<sub>r</sub>** is determined every 5 years to remunerate the regulated invested capital at the end of each regulatory period

**K** is determined every year to remunerate the investments performed during the previous year

**X<sub>p</sub>** is the productivity (or efficiency) factor

**CPI** is the actual inflation rate for the previous 12 months as reported by ISTAT

**βΔQ** is the quality factor (related to the status of road surface and the accident rate)

# Regulatory framework

## Status of the Concession Agreements

Concessionaire	Expiry of the 1 <sup>st</sup> Regulatory Period	Status	Current expiry of the Concession
<b>SATAP A4</b>	31/12/2012	'New' financial plan (2013-17) approved	31/12/2026
<b>SATAP A21</b>	31/12/2012	'New' financial plan (2013-17) agreed with the Regulator on 30 December 2013 <sup>(1)</sup>	30/06/2017
<b>SALT</b>	31/12/2013	'New' financial plan (2014-18) to be approved by 30 June 2014	31/07/2019
<b>ADF</b>	31/12/2013	'New' financial plan (2014-18) to be approved by 30 June 2014	30/11/2021
<b>CISA</b>	31/12/2013	'New' financial plan (2014-18) to be approved by 30 June 2014	31/12/2031
<b>SAV</b>	31/12/2013	'New' financial plan (2014-18) to be approved by 30 June 2014	31/12/2032
<b>ATS</b>	31/12/2013	'New' financial plan (2014-18) to be approved by 30 June 2014	31/12/2038
<b>ASTI-CUNEO</b>	-	'New' financial plan under review <sup>(2)</sup>	23.5 yrs after the completion

(1) On 30 December 2013, SATAP A21 submitted - upon Regulator request - an updated version of the financial plan for the 2013-17 period, aiming at containing tariff increases. Such a plan envisages a reduction of tariff increases for the period vs. an indemnity to be paid to the concessionaire upon the expiry of the concession (terminal value of approximately € 170m calculated by the using the WACC of 11.18%; no change in the net present value of the cash flows). The agreement is expected to be approved in a short by NARS and CIPE

(2) Following the increase in the construction costs and the decline in traffic volumes (vs. the original forecasts) a 'rebalancing' of the financial plan is necessary (through a public grant or the merger of neighboring stretches - i.e. A4 and A21 - and the alignment of the duration to Asti-Cuneo)

# Regulatory framework

## 2013 Tariff Increases

% change

Concessionaire	Inflation	βΔQ	Xp	Xr	K	Total Tariff Increase	Applied from
<b>SATAP A4</b>	1.50 <sup>(1)</sup>	0.81	-	-	8.52	<b>10.83</b>	12 April 2013 <sup>(4)</sup>
<b>SATAP A21</b>	1.50 <sup>(1)</sup>	0.39	-	-	8.03	<b>9.92</b>	12 April 2013 <sup>(4)</sup>
<b>SALT</b>	2.24 <sup>(2)</sup>	-	-	-	1.69	<b>3.93</b>	1 January 2013
<b>ADF</b>	2.24 <sup>(2)</sup>	-	-	-	1.46	<b>3.70</b>	1 January 2013
<b>CISA</b>	2.24 <sup>(2)</sup>	-	-	0.24	4.91	<b>7.39</b>	1 January 2013
<b>SAV</b>	2.24 <sup>(2)</sup>	-	-	8.05	1.26	<b>11.55</b>	1 January 2013
<b>AT-CN</b>	7.20 <sup>(3)</sup>	-	-	-	-	<b>7.20</b>	1 January 2013
<b>ATS</b>	2.24 <sup>(2)</sup>	-	-	-	-	<b>2.24</b>	1 January 2013

**"Tariff effect" on 2013 toll revenues: +6% FY**

(1) 100% Italian Budget inflation

(2) 70% CPI

(3) It includes the inflation for the period 2009-2012, due to the opening of a new section in February 2012

(4) Amounts due between 1/1 and 11/4/2013 are to be recovered upon the approval of the 'new' financial plan

# Regulatory framework

## 1<sup>st</sup> January 2014 Tariff Increases

% change

Concessionaire	Inflation	Xr	K	Other <sup>(1)</sup>	Total Tariff Increase	Comment
<b>SATAP A4</b>	1.50 <sup>(2)</sup>	(2.96)	8.22	(1.49)	<b>5.27</b>	Based on the 'new' financial plan 2013-17
<b>SATAP A21</b>	1.50 <sup>(2)</sup>	-	0.01	0.15	<b>1.66</b> <sup>(3)</sup>	Based on the 'old' financial plan vs a requested tariff increase of +5.11% <sup>(4)</sup>
<b>SALT</b>	1.54 <sup>(5)</sup>	-	1.53	-	<b>3.07</b>	As requested
<b>ADF</b>	1.54 <sup>(5)</sup>	-	1.24	-	<b>2.78</b>	As requested
<b>CISA</b>	1.54 <sup>(5)</sup>	0.24	4.48	-	<b>6.26</b>	As requested
<b>SAV</b>	1.54 <sup>(5)</sup>	2.84	0.62	-	<b>5.00</b> <sup>(3)</sup>	Tariff increase limited at 5% (despite a 10.46% request). <sup>(6)</sup>
<b>ATS</b>	1.54 <sup>(5)</sup>	-	0.06	-	<b>1.60</b>	As requested
<b>AT-CN</b>	-	-	-	-	-	No tariff increase requested by the company

**Current average tariff increase: +3.6%**  
**"Tariff effect" on 2014 toll revenues: +4.6% FY <sup>(7)</sup>**

*(1) Quality factor and tax rate adjustments*

*(2) 100% Italian Budget inflation*

*(3) Within 28 February 2014, the Company appealed against the Decrees that awarded lower than requested tariff increases*

*(4) The Regulator agreed that the gap between 1.66% and 5.11% will be recovered upon the approval of the 'new' financial plan*

*(5) 70% CPI*

*(6) The difference will be recovered in the 'new' financial plan (2014-18 regulatory period)*

*(7) Considering that tariff increases on SATAP A4 and A21 have been applied only from 12 of April in 2013*

## Regulatory framework

### Ongoing renegotiation with the Regulator: **SATAP A21**

The Regulator, on 30 December 2013, requested **SATAP A21** to smooth tariff increases which were particularly high because of (i) a prolonged period of weak traffic and (ii) close concession's expiration date (June 2017)

In this context, the company agreed a reduction of tariff increases (for the period 2014-17) in exchange for an Indemnity to be paid upon the expiry of the concession

As a result of the above mentioned agreement which is subject to the final approval of NARS and CIPE:

- **Annual nominal tariff increases will move from roughly 16% to 5%**
- **A terminal value of approximately € 170m (Indemnity)<sup>(1)</sup> will be recognized to SATAP A21**



The new agreement <sup>(2)</sup> will provide that:

- (i) the Concessionaire shall carry on the ordinary management until the concession is transferred to the incoming concessionaire **subject to the full payment of the Indemnity**  
OR
- (ii) should a new entity not be selected upon the expiry of the concession, **SATAP A21 will get an extension** of the maturity of the concession **until the full recovery of the Indemnity (through cash flows)**

<sup>(1)</sup> Calculated by the using the WACC of 11.18%; no change in the net present value of the cash flows

<sup>(2)</sup> The agreement is subject to approval by CIPE and NARS (technical department of the Ministry of Finance)



## Regulatory framework

Ongoing negotiation with the Regulator: **Asti-Cuneo (A33)**

On the back of:

- (i) The **increase in the cost** of the infrastructure (not due to the concessionaire)
- (ii) The **decline in traffic volumes**

compared to the assumptions at the time of the tender of the concession, a '**rebalancing**' of the financial plan is necessary



To rebalance the financial plan **two main options have been disclosed to the Regulator:**

- (i) A sizable **public grant**
- (ii) The **merger of A33 with neighboring stretches** (i.e. A4 e A21), **aligning the duration** to Asti-Cuneo thus allowing to fulfil the capex plan with modest tariff increases (and no public grant)

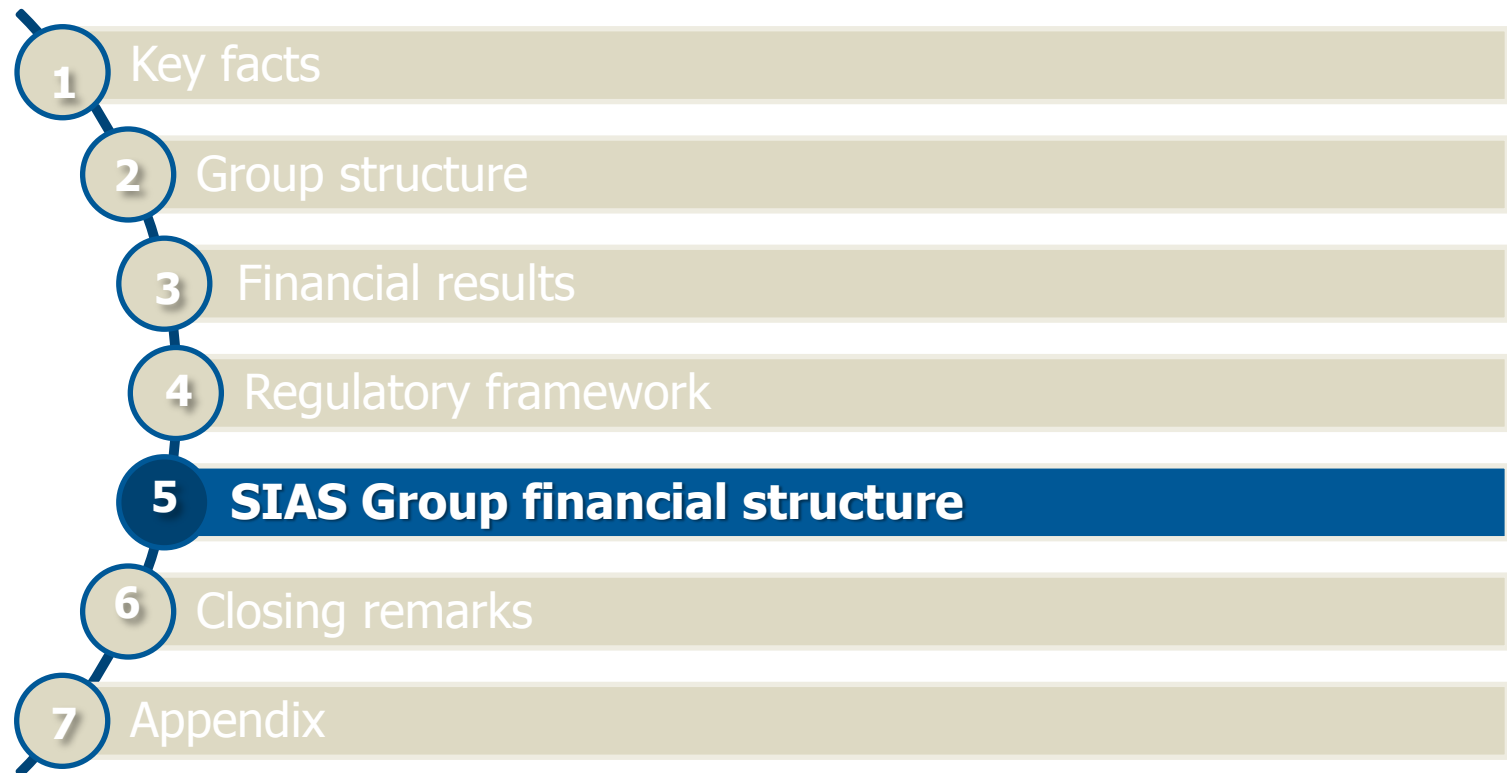
## Regulatory framework

### Ongoing renegotiations with the Regulator

With reference to the request outlined by the Ministries of Finance and Transportation **to reduce the tariff pressure** <sup>(1)</sup> and in line with some European toll road operators, it has been recently set a **"round table" with the Government** in order to find solutions that can lead to:

- (i) an **increase of the concession's duration**
- (ii) a **merger of neighboring concessions** with the realignment of the duration to the longest one
- (iii) a review of the investment plans
- (iv) a recognition of a terminal value at the end of the concession

<sup>(1)</sup> Inclusive of "commuters discounts" as agreed with the Ministry of Transportation on 24 February 2014





## Group financial structure

### Funding centralizing

**SIAS** is the **main funding entity** of the Group; “new” loans/bonds are concentrated at the parent company level

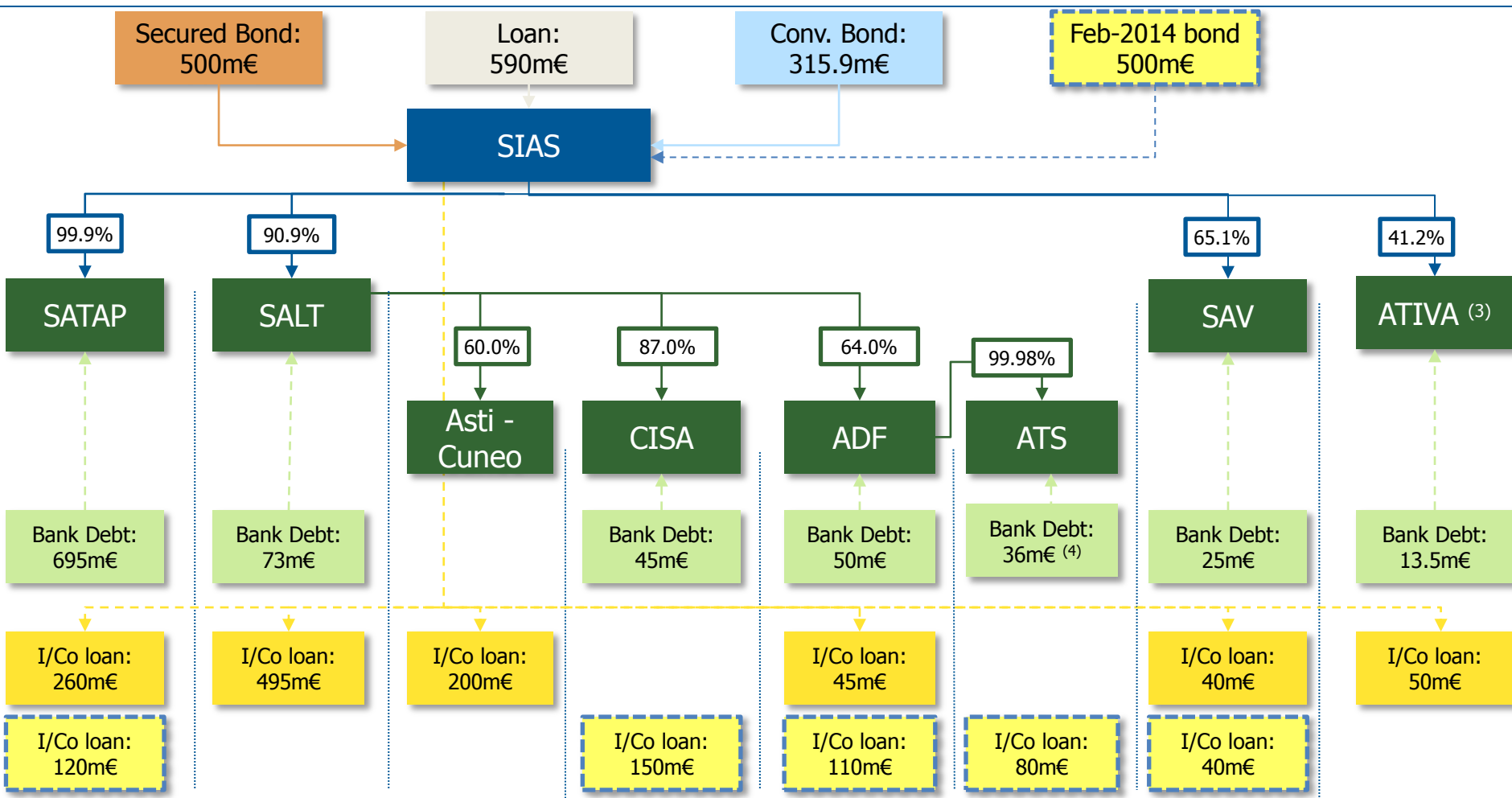
The **proceeds** arising from corporate loans/bond issues are **allocated – through intercompany loans** – to SIAS’ operating subsidiaries

A **security interest (pledge) over the intercompany loans is granted**; therefore secured creditors of SIAS – joining a specific “intercreditor agreement” – effectively rank “pari passu” with creditors of the operating subsidiaries (thus avoiding structural subordination issue)



# Group financial structure

Group's Financial Debt <sup>(1)</sup> pro-forma allocation as of 31 December 2013 <sup>(2)</sup>



(1) Excluding (i) non financial debt vs. FCG (271m€) and (ii) fair value of derivatives (98m€)

(2) Including the bond issued on February 2014 and the related changes in financial flows

(3) Ativa is consolidated at equity, here bank debt is considered on a pro-quota basis

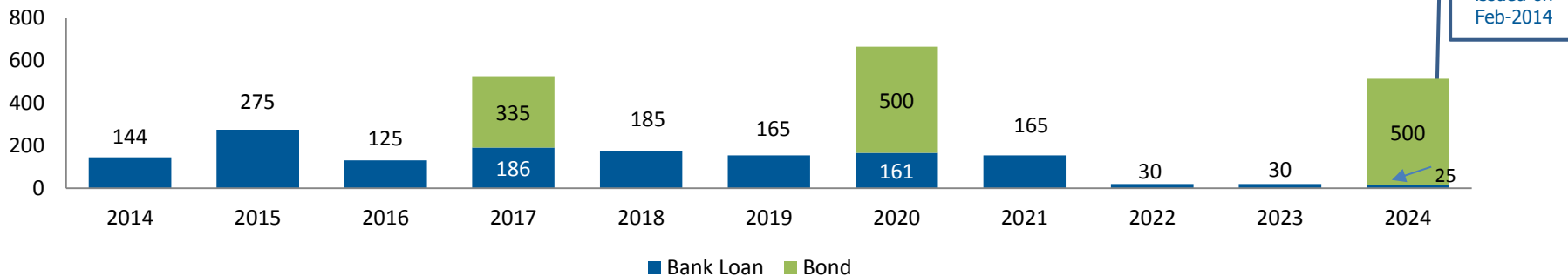
(4) The repayment is born by ANAS (principal + interest). It is a State contribution granted to ATS to fund some investments and therefore not real debt.

# Group financial structure

Group's Financial Debt <sup>(1)</sup> pro-forma details as of 31 December 2013 <sup>(2)</sup>

€ million

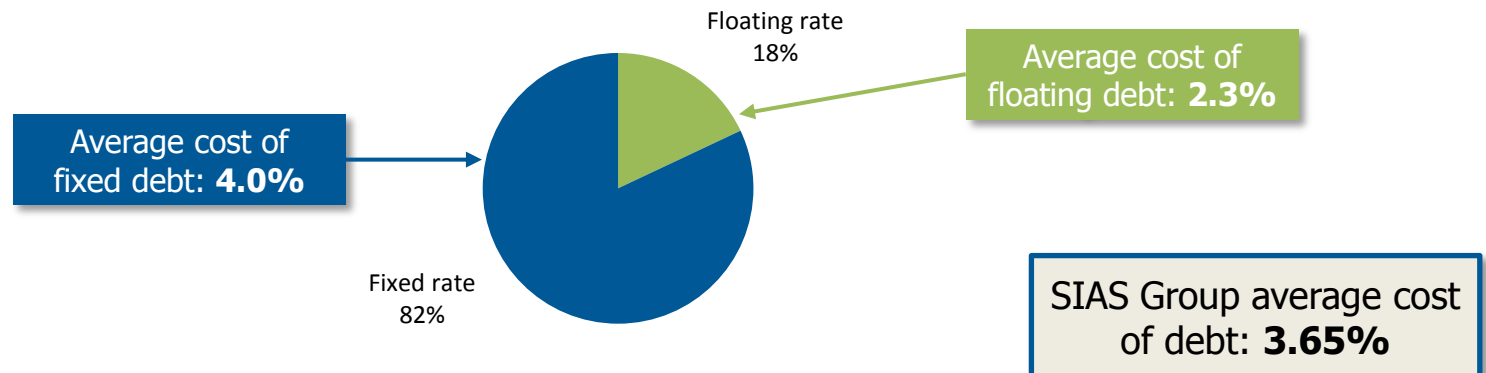
## Maturity profile



Total medium-long term financial debt: **2.8bn€** with an average maturity of some **6 years**

On January 2014 Moody's confirmed the Baa2 rating (negative outlook).

## Breakdown by interest rate



(1) Excluding (i) non financial debt vs. FCG (271m€) and (ii) fair value of derivatives (98m€)

(2) Including the bond issued on February 2014 and the related changes in financial flows

# Group financial structure

Available sources of funding as at 31 December 2013

€ million

Lender	Total Amount (undrawn)	Borrower	Main Terms
CDP	450	SATAP	Maturity Dec. 2024, availability period until 30 September 2015 with low commitment fees Maturity 2018-24, availability period until 31 December 2014 with low commitment fees
EIB	160 <sup>(1)</sup>	SIAS	
Committed credit lines	50	SIAS	
Uncommitted bank credit lines	254	SIAS and consolidated companies	
<b>TOTAL CREDIT LINES</b>	<b>914</b>		
Cash and cash equivalents	1,176 <sup>(2)</sup>		
<b>TOTAL</b>	<b>2,090</b>		

<sup>(1)</sup> On May 24, 2011 EIB granted 500m€ long term credit lines (200m€ are guaranteed by SACE and 300m€ are intermediated by banks); the maximum maturity is at least 1-year in advance to the expiry date of the relevant concession agreement (i.e. for SATAP-A4 is Dec. 2024). 185m€ have been drawn in 2012 and 155m€ in 2013.

<sup>(2)</sup> Cash available	749
Financial receivables	408
<u>Securities held for trading</u>	<u>19</u>
Cash and Cash equivalents	1,176

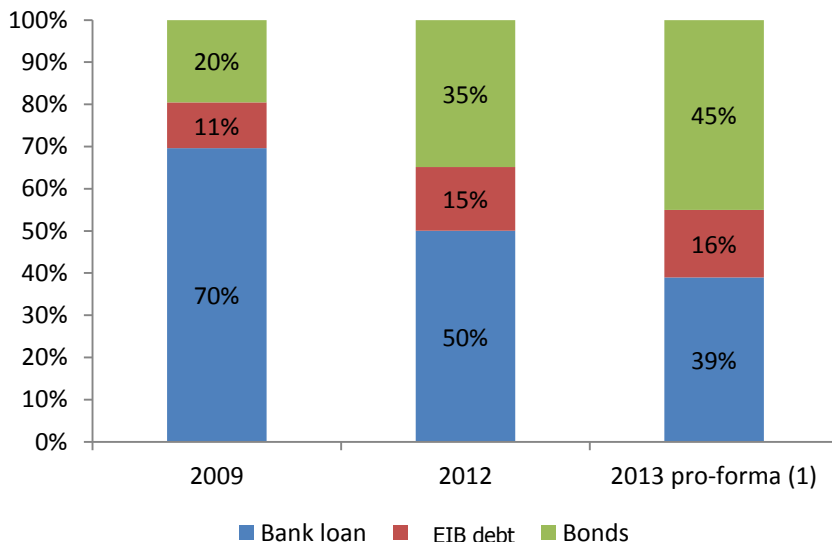
# Group financial structure

## February 2014 bond issue and Financial strategy

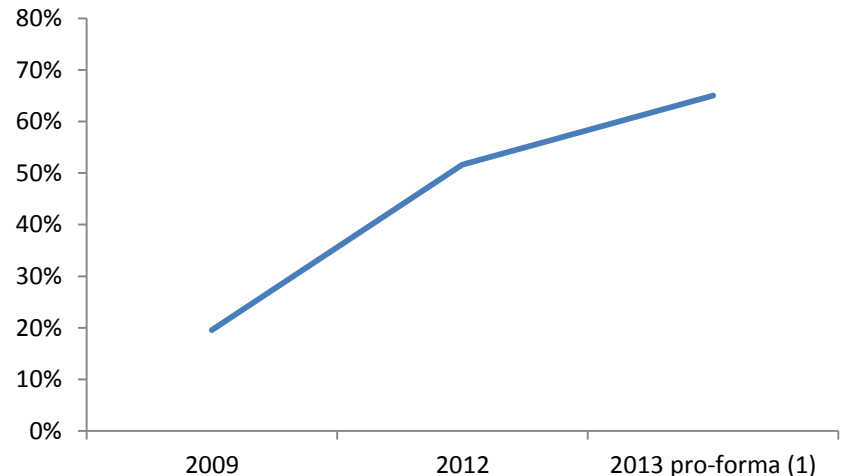
**€500m senior secured bond** issued on 6 February 2014

- **10-years maturity**
- **3.439% yield** (152 bps above the 10-year mid swap rate)
- Demand equal to 8x the requested amount
- Foreign investors representing approximately 83% of the total demand
- Proceeds to be used to finance the €1.5bn capex program and to prepay some bank loans

Since 2009 SIAS has progressively diversified its financial sources and 'centralized' the financial structure



SIAS S.p.A. (Holding) debt / Group debt

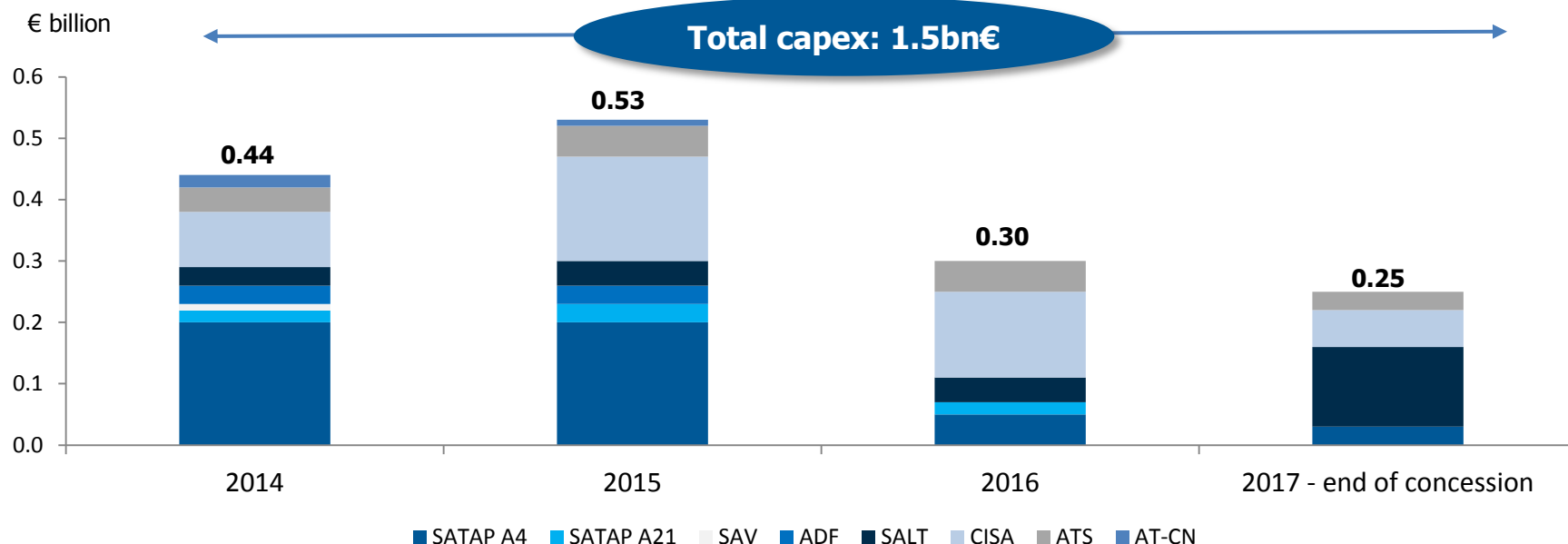


(1) Including February 2014 bond issue



# Group financial structure

## Capex Plan



Concessionaires	2014	2015	2016	2017 - end of concession	Total
<b>SATAP A4</b>	0.20	0.20	0.05	0.03	<b>0.48</b>
<b>SATAP A21</b>	0.02	0.03	0.02	-	<b>0.07</b>
<b>SAV</b>	0.01	-	-	-	<b>0.01</b>
<b>ADF</b>	0.03	0.03	-	-	<b>0.06</b>
<b>SALT</b>	0.03	0.04	0.04	0.13	<b>0.24</b>
<b>CISA</b>	0.09	0.17	0.14	0.06	<b>0.46</b>
<b>ATS</b>	0.04	0.05	0.05	0.03	<b>0.17</b>
<b>AT-CN <sup>(1)</sup></b>	0.02	0.01	-	-	<b>0.03</b>
<b>Total</b>	<b>0.44</b>	<b>0.53</b>	<b>0.30</b>	<b>0.25</b>	<b>1.52</b>

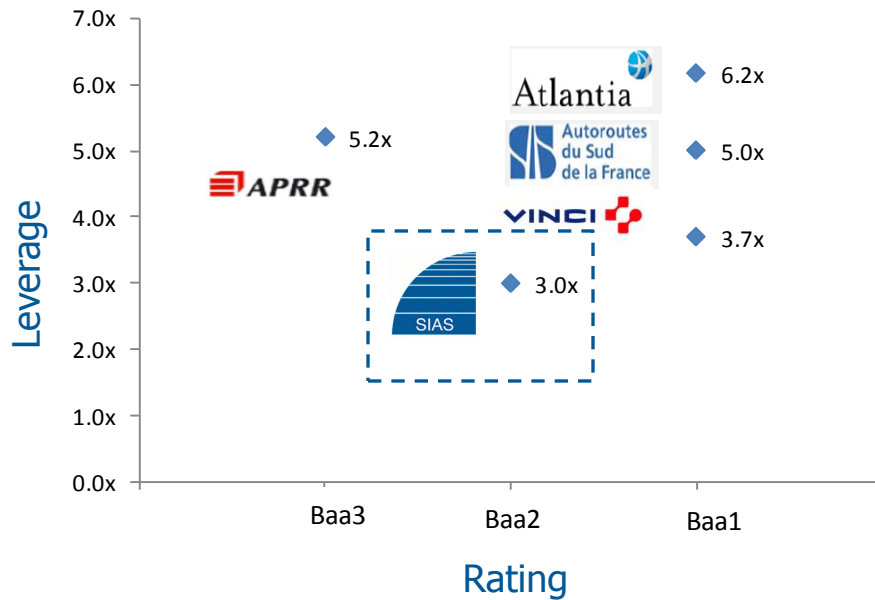
<sup>(1)</sup> Do not include capex related to the completion of the infrastructure; higher construction costs and lower traffic forecasts vs. bid require a "realignment" of the financial plan (currently under discussion with the Regulator)



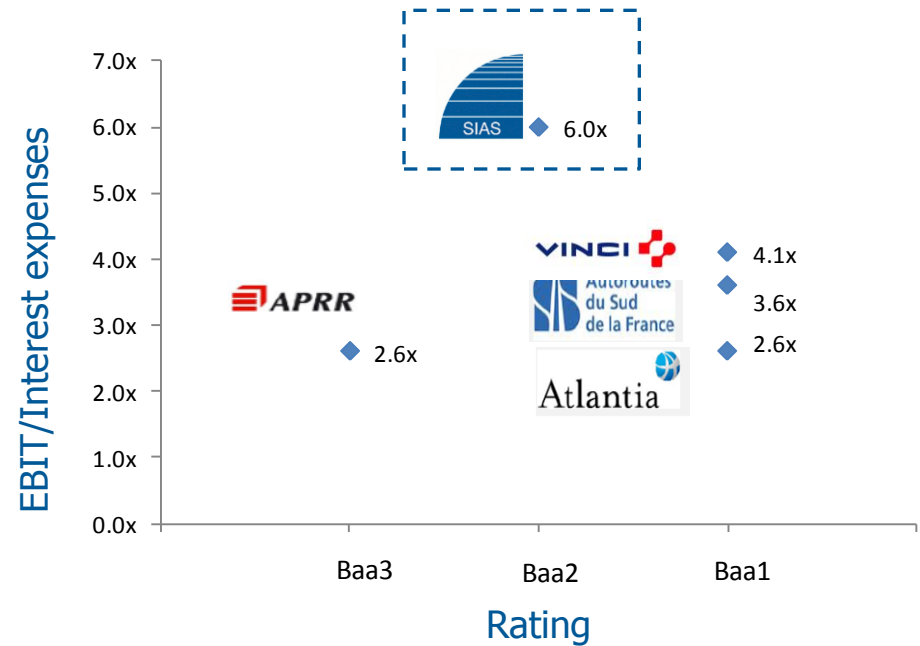
# Group financial structure

## SIAS's financial ratios vs. peers

2012 Leverage (Net Debt / EBITDA)

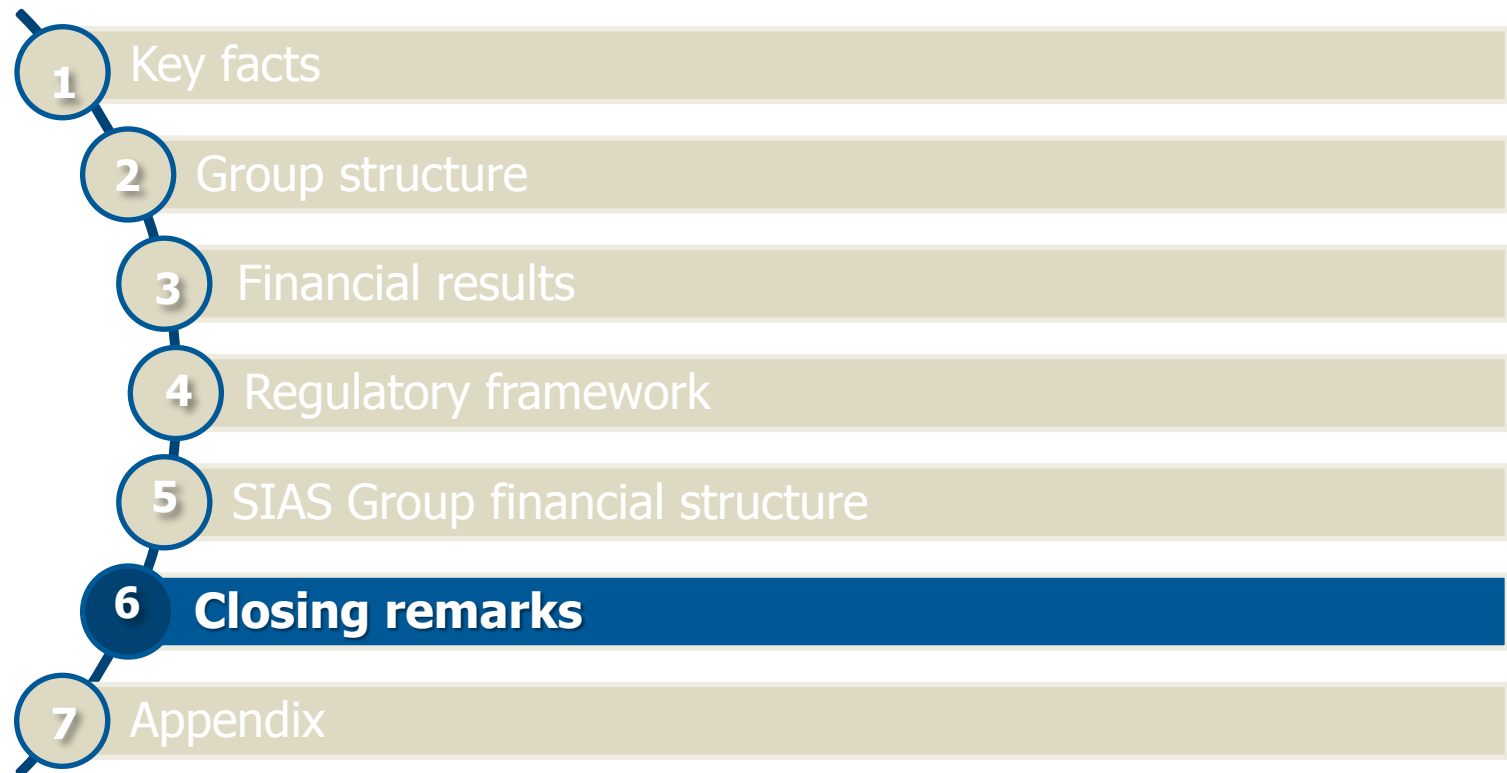


2012 EBIT/Interest expenses



**SIAS compares favorably in terms of financial ratios vs. other rated peers**

Sources: Moody's reports



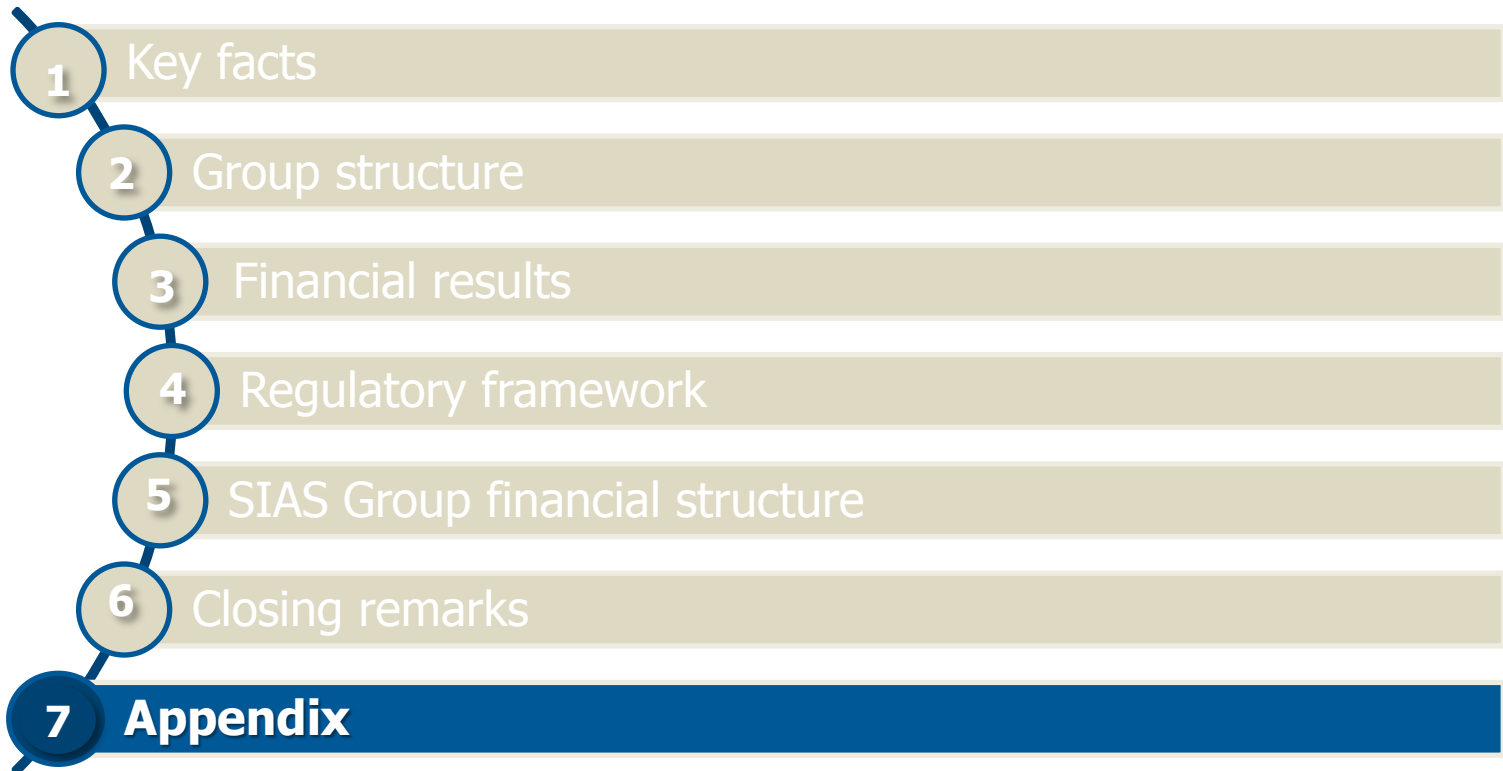
## Closing remarks



- **Strategy:** Focused on the motorways business
- **Strong business profile:** network located in the wealthiest area of Italy
- **Stable and protective regulatory framework:** clear tariff mechanism and remuneration for capex; "round table" with the Government to get an extension of the maturity/merger of concessions
- **Strong credit profile:** leverage below peers, rich liquidity position, conservative maturity profile, diversification of financial sources

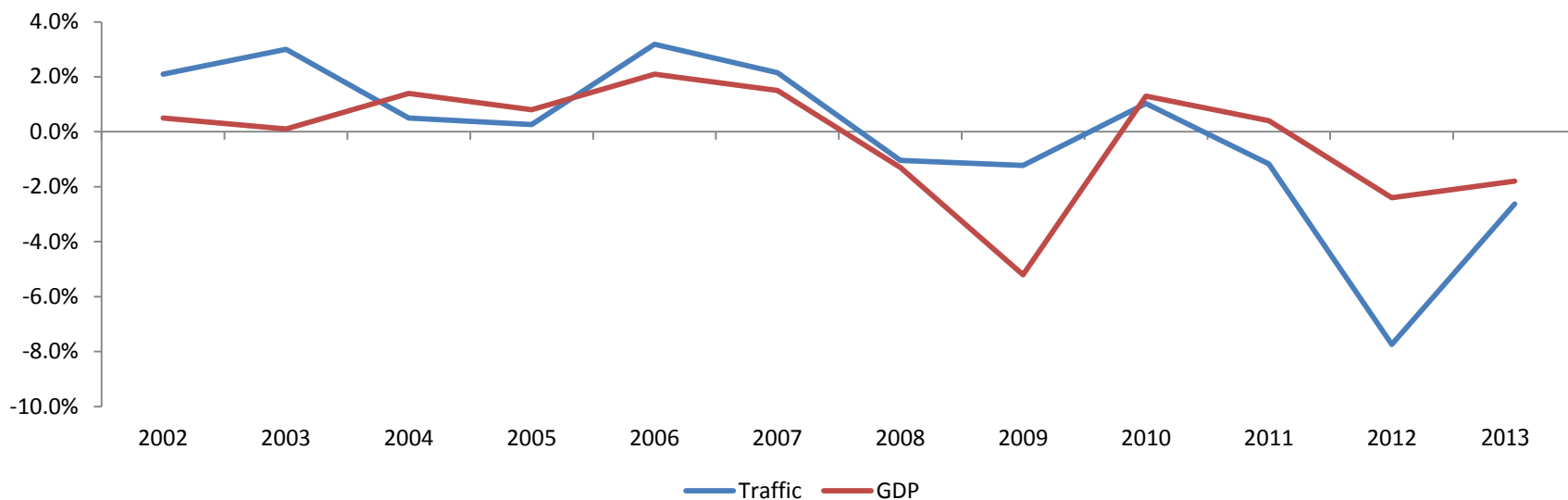


- **Strategy:** pursue diversification in "collateral businesses" to strengthen the company competitive position; recent entry in Itinera's share capital (construction company) is a first step
- **Strong credit profile:** Holdings (ASTM/IGLI) were cash positive for €230m as at 31 December 2013



# Appendix

## Historical traffic data



km driven in million (1)	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Light traffic	6,266	6,461	6,440	6,452	6,651	6,803	6,760	6,850	6,854	6,757	6,225	6,062
% change	4.0%	3.1%	-0.3%	0.2%	3.1%	2.3%	-0.6%	1.3%	0.1%	-1.4%	-7.9%	-2.6%
Heavy traffic	2,113	2,169	2,233	2,244	2,322	2,363	2,310	2,110	2,197	2,189	2,028	1,974
% change	3.1%	2.7%	3.0%	0.5%	3.5%	1.7%	-2.2%	-8.7%	4.1%	-0.4%	-7.3%	-2.7%
<b>Total traffic</b>	<b>8,379</b>	<b>8,630</b>	<b>8,673</b>	<b>8,696</b>	<b>8,973</b>	<b>9,166</b>	<b>9,071</b>	<b>8,960</b>	<b>9,052</b>	<b>8,946</b>	<b>8,253</b>	<b>8,036</b>
% change	2.1%	3.0%	0.5%	0.3%	3.2%	2.2%	-1.0%	-1.2%	1.0%	-1.2%	-7.7%	-2.6%

(1) Asti Cuneo, ATS and Ativa traffic data not included

# Appendix

## Financial Results and Moody's requirements

€ million

		FY 2013 (*)	FY 2012	FY 2011	FY 2010
<b>Key P&amp;L figures</b>	Revenues	977	915	939	884
	EBITDA	566	558	576	525
	EBITDA margin	57.9%	61.0%	61.3%	59.4%
	EBIT	314	310	325	313
	Net Profit (after minorities)	139	493	153	150
<b>FFO, Capex and Debt</b>	Funds From Operations <sup>(1)</sup>	418	421	398	375
	Financial Charges Adjusted	112	113	110	91
	Motorway's Capex Adjusted	318	304	314	290
	Gross Debt Adjusted <sup>(2)</sup>	(3,011.9)	(2,812.6)	(2,800.5)	(2,873.2)
	Net Debt Adjusted <sup>(2)</sup>	(2,263.3)	(1,876.8)	(2,239.3)	(2,406.4)
<b>Key Ratios</b>	FFO Interest cover	4.7x	4.7x	4.6x	5.1x
	FFO/Gross Debt Adjusted	13.9%	15.0%	14.2%	13.0%
	FFO/Net Debt Adjusted	18.5%	22.5%	17.8%	15.6%

### SIAS comfortably above targets for Baa2 rating level also in 2013 (\*)

- FFO Interest cover  $\geq 4.0x$
- FFO / Gross Debt  $\geq 10\%$

(\*) 2013 figures have been calculated by the Company on the back of Moody's methodology (used in 2012)

(1) Adjusted according to Moody's methodology to take into account repaving and leasing costs

(2) Adjusted according to Moody's methodology to take into account guarantees released to subsidiaries, the nominal value of issued bonds, leasing costs and other minor adjustments, and excluding financial receivables

On the 21 of March 2013 it has been issued by CIPE a 'technical document' setting the criteria for the update of the financial plans for the concessionaries (both 're-alignment' and 'confirmation') whose regulatory period expired.

**The 'technical document'** (annex to the CIPE resolution 27/2013) **integrates and clarifies the motorways sector regulatory framework** removing the uncertainties that led to the temporary freeze of tariff increases for SATAP A4, SATAP A21 and ATIVA in 2013.

According to this methodology **WACC nominal pre-tax ranges between 10% and 11%**



# Regulatory framework

## REGULATORY FRAMEWORK: CIPE resolution 27/2013: key points

### CIPE technical document key points:

1

Identification of the date to submit the updated financial plans for the concessionaries whose regulatory period expires



Within **30 of June** of the first year of the "new" regulatory period

2

Quantification of the regulatory invested capital at the end of each regulatory period to be used to set tariffs for the following period



**Net book value of the assets** as at 30 September of the last year of the "previous" regulatory period.

3

Definition of X and K parameters **(i)** in the first year of the new regulatory period and **(ii)** in the following 4 years



**X:** **(i)** equal to zero in the first year of the "new" regulatory period; **(ii)** set steady for the following 4 years (based on the invested capital at the end of the previous regulatory period).  
**K:** set on the back of **(i)** the capex realized in the previous 12 months (from 1/10 to 30/09) and **(ii)** capex forecasts for the following 4 years (subject to annual control over the actual amounts).

4

Definition of WACC parameters



**Risk free:** last 12m 10Y BTP  
**ERP:** 4%  
**Beta:** beta levered, market cap and net financial position of SIAS and ATL as at 31 Dec.  
**Cost of debt:** last 12m 10Y BTP +200 bps (max)  
**Leverage:** as for last approved financial report  
**Tax rate:** IRES and IRAP at the time of the update of the financial plan

# Appendix

## REGULATORY FRAMEWORK: Key Regulatory Protections

### Early termination

- Contractual failures that can lead to revocation, withdrawal or termination of the concession agreements are expressly regulated

### Indemnity <sup>(1)</sup>

- In case of early termination of the concession agreements, the concessionaire is entitled to receive an amount (a) determined in accordance with the provision of the relevant concession agreement, (b) reduced by 10% by way of penalty plus damages (only in case of termination due to material breaches of their obligations by the concessionaires)

### "Re-alignment of the financial plan"

- The financial plan contained in the concessions agreements needs to be updated every five years ("regulatory period"). In addition, the Regulator or the concessionaires are entitled to request an "extraordinary review" of the financial plan in case of (i) force majeure and/or (ii) additional investments

### Penalties and sanctions

- The concessionaires may be required by the Regulator to pay penalties and sanctions in case of material breach or default of certain obligations arising from the concessions agreements

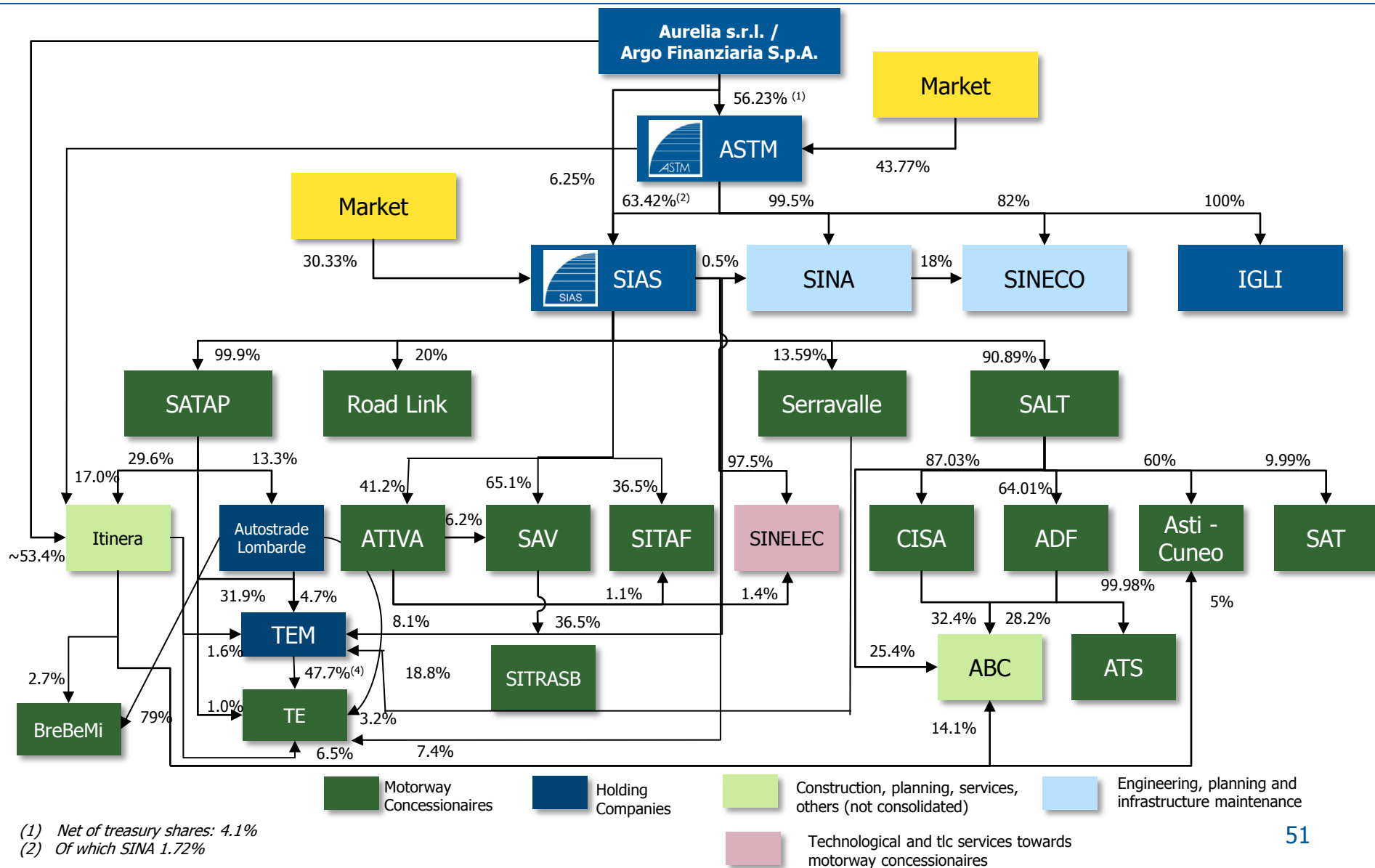
### Hand over requirements

- Upon the expiration date of each single concession, the relevant concessionaire is required to transfer the motorways and related infrastructure to the Regulator without any compensation due to it and in a good state of repair. In any event, each concessionaire shall continue to manage the motorway infrastructure up to selection of a new concessionaire

*(1) ATIVA and SALT have the right to receive an indemnity as "terminal value" from the new concessionaires for any works executed and not yet amortized as of the expiry date of the relevant concession agreement (terminal value of €101m for ATIVA and €287m for SALT;). For SATAP A21, please refer to slide 32*











# Appendix

## Current Group Structure



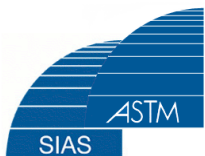
# Appendix

## Motorway companies' ownership structure as of 31 December 2013

	Privates		Public Authorities					Total
	Group	Other	Municipalities	Provinces	Regions	Anas	Other	
	<b>99.87%</b>	0.13%						<b>100.00%</b>
	<b>90.89%</b>	2.00%	3.66%	2.38%			1.08%	<b>100.00%</b>
	<b>64.01%</b>	22.48%	2.82%	4.32%			6.37%	<b>100.00%</b>
	<b>87.03%</b>	3.56%	1.36%	7.79%			0.26%	<b>100.00%</b>
	<b>99.98%</b>	0.02%						<b>100.00%</b>
	<b>65.08%</b>	6.20%			28.72%			<b>100.00%</b>
	<b>65.00%</b>					35.00%		<b>100.00%</b>
	<b>41.17%</b>	41.17%		17.66%				<b>100.00%</b>
	<b>36.53%</b>	12.38%	10.65%	8.69%		31.75%		<b>100.00%</b>
	<b>36.50%</b>				63.50%			<b>100.00%</b>

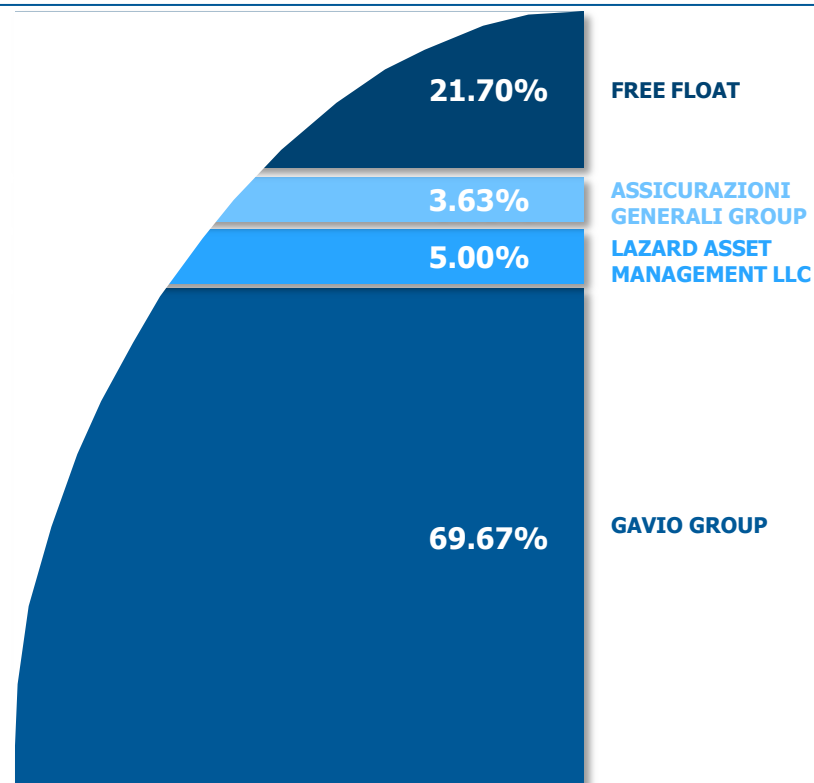
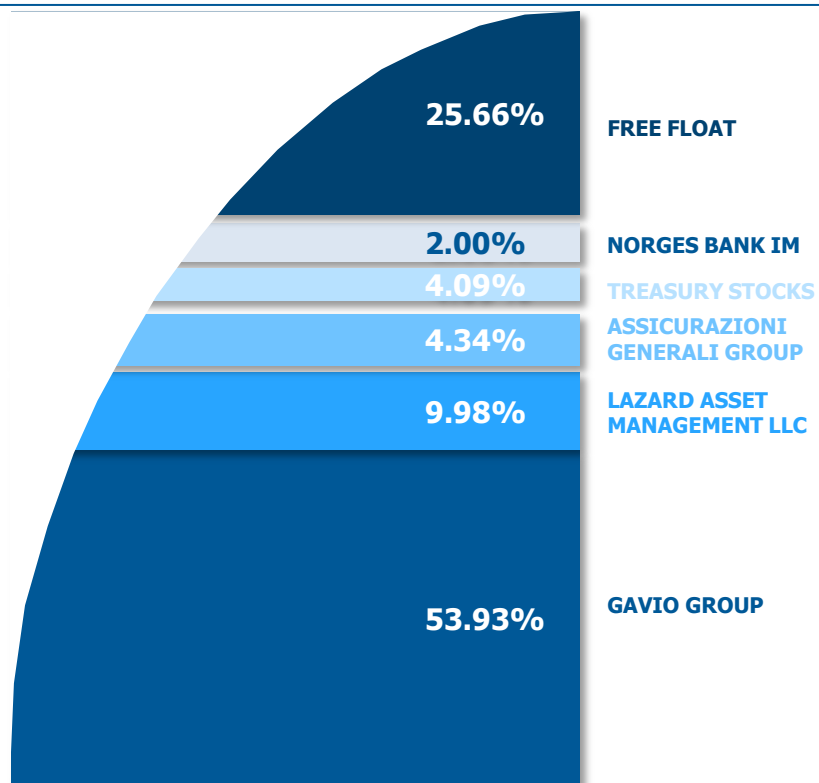
 Consolidated  
line by line

 Equity  
method



# Appendix

## Ownership details





[www.astm.it](http://www.astm.it)  
[www.grupposias.it](http://www.grupposias.it)