

### **CREDIT OPINION**

26 September 2018

## Update



#### Contacts

Raffaella Altamura 44-20-7772-8613 VP-Senior Analyst

raffaella.altamura@moodys.com

Andrew Blease 44-20-7772-5541
Associate Managing Director
andrew.blease@moodys.com

#### **CLIENT SERVICES**

Americas 1-212-553-1653
Asia Pacific 852-3551-3077
Japan 81-3-5408-4100
EMEA 44-20-7772-5454

# SIAS - Societa Iniziative Autostrad.

# Annual update

## **Summary**

The consolidated credit quality of SIAS - Società Iniziative Autostradali e Servizi S.p.A. (SIAS, Baa2 stable) reflects (1) the relatively low risk associated with its toll road operations, comprising a sizeable network of essential transport links located in some of Italy's wealthiest regions; (2) the historically resilient cash flow profile, despite past tariff freezes and weak traffic volumes in 2008-13; (3) a positive traffic performance in the context of somewhat improved macroeconomic conditions in Italy; (4) the company's moderate leverage, coupled with a strong liquidity position and material cash balances held; and (5) Moody's view that the company's credit profile could be positioned above that of the Italian sovereign (currently Baa2, under review for downgrade), in the event that moderate downward pressure were to materialise on the latter, and provided that a continued strong liquidity position is maintained.

These strengths are partially offset by (1) a regulatory environment characterised by some political interference; (2) the company's relatively material investment plans; and (3) the short remaining weighted average life of SIAS's concessions of less than ten years.

Exhibit 1
Good cash flow generation supports SIAS's credit metrics and sizeable investment needs



Notes: (i) This represents Moody's forward view, not the view of the issuer. 2018 investments include cash outflow related to ACP acquisition (approximately €300 million); (ii) Based on 'Adjusted' financial data incorporating Moody's Global Standard Adjustments for Non-Financial Corporations.

Source: Company, Moody's Investors Service

## **Credit Strengths**

- » Resilient cash flow profile from a sizeable motorway network
- » Improved traffic trends after a prolonged macro-driven slump
- » Strong liquidity position and moderate leverage

## **Credit Challenges**

- » Regulatory environment characterised by some political interference
- » Short weighted average concession life
- » Potential exposure to Italian sovereign pressures

## **Rating Outlook**

The outlook is stable, reflecting Moody's view that SIAS's rating could potentially exceed that of the sovereign, likely within the limit of one notch, in the event that moderate downward pressure were to materialise on the latter. The stable rating outlook also reflects the expectation that the company will continue to exhibit a financial profile in line with the current rating, with Funds From Operations (FFO)/Debt at least in the mid-teens in percentage terms and trending towards the high-teens as the remaining concession life shortens. This ratio guidance, which is tighter than SIAS's peers in light of its shorter concession maturities and the associated limitations on debt capacity, is expected to be revised upwards as average remaining concession life further reduces.

## Factors that Could Lead to an Upgrade

In addition to an improvement in the Italian sovereign and macroeconomic environment, a material strengthening of SIAS's key credit metrics from current levels (i.e. FFO/Debt sustainably above 20%), coupled with a continued improvement in traffic trends and a consistent and timely application of tariff and regulatory principles, allowing for full recovery of past tariff deficits and any residual value at concession maturity, would be needed to exert upward pressure on SIAS's rating.

#### Factors that Could Lead to a Downgrade

SIAS's rating could come under downward pressure as a result of (1) a material deterioration of the sovereign and macroeconomic environment in Italy; (2) a weakening in the group's financial profile (i.e. FFO/Debt below the mid-teens on a sustained basis); (3) a deterioration in the company's liquidity position or a material reduction of cash balances held; (4) a material change in the terms and conditions of key concessions, significant political interference over due toll increases or other public intervention that negatively affects the overall group's business or financial profile; or (5) an aggressive growth strategy resulting, for example, from large-scale debt-funded acquisitions, investments in activities other than motorway concessions and/or in activities exhibiting a higher risk profile.

#### **Key Indicators**

Exhibit 2

|                                     | 31/12/2017 | 31/12/2016 | 31/12/2015 | 31/12/2014 | 31/12/2013 |
|-------------------------------------|------------|------------|------------|------------|------------|
| Cash Interest Coverage              | 6.2x       | 5.3x       | 4.9x       | 4.6x       | 4.7x       |
| FFO / Debt                          | 22.1%      | 16.9%      | 15.7%      | 13.5%      | 14.1%      |
| Moody's Debt Service Coverage Ratio | 1.5x       | 1.2x       | 1.3x       | 1.2x       | 1.3x       |
| RCF / Capex                         | 2.0x       | 1.9x       | 1.6x       | 1.3x       | 0.6x       |
| Concession Life Coverage Ratio      | 1.6x       | 1.4x       | 1.4x       | 1.3x       | 1.5x       |

Note: All ratios are based on 'Adjusted' financial data and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations. For definitions of Moody's most common ratio terms please see the accompanying <u>User's Guide</u>

Source: Moody's Financial Metrics

This publication does not announce a credit rating action. For any credit ratings referenced in this publication, please see the ratings tab on the issuer/entity page on www.moodys.com for the most updated credit rating action information and rating history.

#### **Profile**

SIAS is the second-largest toll road operator in Italy. The company's consolidated domestic network currently consists of just over 1,000 km of tolled motorways (as well as an additional 104 km currently under construction), operated through nine concessions. In Italy, SIAS also holds stakes in four additional motorway concessions with a cumulative length of almost 295 km (ATIVA, SITAF, Tangenziale Esterna Milano and Gran San Bernardo Tunnel). In addition, through their combined indirect 49% stake in Ecorodovias, SIAS and its holding company ASTM-Autostrada Torino Milano S.p.A. (ASTM, unrated) are also involved in the management of 2,640 km of toll roads in Brazil. Gruppo Gavio is SIAS's main shareholder, owning a stake of approximately 70%, mostly through its holding company ASTM (61.7%). Gruppo Gavio (through its financial holding Aurelia s.r.l.) recently entered into a strategic partnership with private equity investment company Ardian aimed at reinforcing the group's capital structure and at strengthening the position of ASTM/SIAS within the global infrastructure sector.

## **Detailed Credit Considerations**

#### Business profile underpinned by size and location of the network

SIAS's consolidated network currently consists of 1,001 km of tolled roads, corresponding to approximately 16% of Italy's motorways, and comprising several essential transport links, mainly located in the north-west of Italy, connecting major cities within the area and providing access between provincial and rural areas. In March 2018, SIAS formally started managing the 25-year concession for the motorway A21 Piacenza-Cremona-Brescia (ACP) and the junction to Fiorenzuola D'Arda (PC). The 88.6 km stretch, which was awarded to SIAS in 2015 following a tender process, has a significant strategic importance for SIAS, being the continuation of the motorway stretch Torino-Alessandria-Piacenza, operated by its subsidiary SATAP S.p.A.

The fundamentals of the service area and the competitive environment are favourable as SIAS provides essential transport services to some of Italy's most economically active regions. Road transportation is dominant in the area, as it is better suited to meet the mobility requirements of a country with a widespread population gravitating around small and medium-sized provincial centres, a fragmented commercial and industrial structure and many regions with mountainous/hilly terrain. Car ownership in Italy is the highest in Europe and close to US levels.

### Resilient cash flow profile and improved traffic performance after prolonged macro-driven slump

In common with other rated European toll road operators, SIAS reported falling traffic volumes vs. its 2007 peaks, experiencing material declines, mostly concentrated between the end of 2011 and 2012, on the back of an increasingly difficult domestic macroeconomic environment. In 2014, after a cumulated 10.5% contraction in 2012-13, traffic picked up with a small +0.8% increase year-on-year. In 2015, SIAS reported a +3.1% increase in traffic, confirming the positive trend, followed by a +1.8% in 2016, which also benefitted from an additional day's traffic due to the 2016 leap year effect. The recovery continued throughout 2017, with traffic volumes increasing by an additional +1.9% (the real variation would be higher adjusting for the leap year effect), reflecting somewhat improved macroeconomic conditions and business sentiment. More recently, for the first six months of 2018, SIAS reported a traffic increase of 7.03% vs. the corresponding period in 2017 (although on a like-for like basis traffic decreased by 0.31%). The latest results are supported by the positive impact deriving from the first-time consolidation of ACP into the SIAS-managed network. The H1 2018 traffic contraction reported on a like-for-like basis is mostly explained by the adverse weather conditions that characterised the first half of the year, which impacted light vehicle traffic in particular, while heavy vehicle traffic performance was stronger (+2.59% on a like-for-like basis in H1 2018). Overall, traffic on SIAS's network remains approximately 6% below peak pre-crisis levels. Despite the past weak traffic performance, SIAS exhibited a relatively resilient cash flow profile, as demonstrated by the trend in FFO/Debt metrics.

Italian GDP growth y-o-y Traffic change on SIAS network y-o-y 4% 2% 0% -2% -4% -6% -8% -10% 2010 2011 2012 2013 2014 2015 2016 2017 2008 2009

Exhibit 3
Strengthening traffic trends on the back of an improved macroeconomic environment

Source: Company, Moody's Investors Service

The traffic profile of SIAS's service area is robust as its managed network exhibits a generally diversified traffic base, with a mixture of commuter and leisure traffic, long-distance journeys and commercial traffic. We see the varied users' profile as a supporting feature of the company's credit positioning. On a group level, in 2017, heavy goods vehicles accounted for approximately 24% of total traffic. The main contributor to traffic volumes is SATAP, concessionaire for the A21 Turin-Alessandria-Piacenza and A4 Turin-Milan motorways, accounting for 44% of SIAS's overall traffic volumes in 2017. The second-largest contributor is SALT (A12 Livorno Sestri, A11 Viareggio Lucca and A15 Fornarola-La Spezia), accounting for approximately 28% of overall traffic. SIAS's traffic concentration on some corridors reduces the degree of diversification that is normally a credit positive feature of large motorway networks, but this is mitigated by the fact that SIAS's stretches are characterised by diversified traffic and limited competition.

#### Some history of political interference impacting due toll increases

SIAS operates its Italian motorway network under nine concession agreements. The tariff mechanisms on SIAS's concessions follow a cost recovery plus capital remuneration principle, with tariffs reflecting a regulated rate of return on new investments and, in some concessions, on the existing capital base. To avoid tariff discontinuities, tariff increases originating from capital remuneration factors are smoothed over the relevant tariff period under a financial neutrality principle. Traffic risk, i.e., the difference between the planned traffic curve on which tariffs are calculated and the actual traffic level, is however entirely borne by the concessionaire during each five-year tariff period.

Whilst SIAS benefits from a generally supportive regulatory framework, the latter was first affected by unfavourable political intervention in 2014, when approved toll increases on SIAS's SAV concession were capped to a nominal 5% increase. Similarly, the government limited SIAS's 2015 tariffs increases to 1.5%, in the context of broader discussions related to a plan for the integration of SIAS's concessions submitted to the EU authorities. The plan provided for a lengthening of the new aggregated concession maturity, in exchange for higher investments, which might have benefitted SIAS, whose current average remaining concession life is shorter than its peers.

The continued delays and uncertainties related to the discussions around the aggregation plan resulted in the submission, in June 2015, of updated financial plans by SIAS which did not incorporate any aggregation scenario but, in line with indications received by the Italian Government and the Grantor (Ministry of Transport and Infrastructure, MIT) reflected a limitation of toll increases (and therefore investments), but also included the recovery of unearned past tariff increases.

Pending the approval of updated financial plans, the 2016 increase in applicable tolls on the majority of SIAS's concessions were suspended (except for the SATAP A4 Torino Milano for which the financial plan was previously approved and the tariff increase was +6.5% as of 1 January 2016). In January 2017, toll increases on some, but not all, of the SIAS-managed stretches resumed. However, 2017 tariff adjustments did not generally reflect updated financial plans for the period 2014-18 associated with the individual concessions, given that the approval of such plans remained pending.

In 2018, toll increases granted to SIAS's concessions broadly reflected, with some limited exceptions, the applicable regulatory formulae, a key difference from previous years when approved toll increases were lower than the levels the regulatory formulae would have suggested. The resumption of toll increases followed a period of intense discussions between SIAS and MIT. These discussions culminated in the announcement that SIAS had signed additional deeds to the existing agreements related to the SIAS-owned concessionaires ADF, CISA, SALT, ATS and SAV, thus finalising the approval of updated financial plans covering the 2014-18 regulatory period and rate of return levels (WACC) for the period, after years of uncertainties. The approved 2018 toll increases partially reflect the gradual recovery of unearned toll revenues resulting from the limitation of past due toll increases resulting from political intervention.

Exhibit 4
Historical toll increases by concession vs. requested by SIAS in accordance with financial plans

| Weighted average actual toll increases    | 1.48% | 1.42% | 3.02% |
|---|-------|-------|-------|
| Weighted average requested toll increases | 5.38% | 6.54% | n.a.  |
| SAV                                       | 0.00% | 0.00% | 0.00% |
| ATS                                       | 0.00% | 2.46% | 2.79% |
| ADF                                       | 0.00% | 0.00% | 0.98% |
| CISA                                      | 0.00% | 0.24% | 0.00% |
| SALT                                      | 0.00% | 0.00% | 2.10% |
| SATAP A21                                 | 0.00% | 0.85% | 1.67% |
| SATAP A4                                  | 6.50% | 4.60% | 8.34% |
|   | 2016  | 2017  | 2018  |

Note: Excluding AT-CN concession for which no toll increases were due Source: Company, Moody's Investors Service

Whilst the above developments are credit positive for SIAS, following the significant uncertainties and delays which have affected the company in recent years, Moody's believes that the risk of political interference may increase again in the context of the reactions to the recent incident in Genoa, which involved the collapse of a bridge, causing 43 fatalities. Whilst SIAS is not directly involved in the incident, did not manage the collapsed bridge and is not involved in any investigation in respect of contractual breaches, recent developments mean that there is increased political scrutiny on the sector, which could potentially result in renewed pressures. However, the fact that SIAS manages nine separate concessions and that these concessions have been awarded, in some cases recently, to the company following a tender procedure mitigate some of the potential pressures on the company.

In addition to the above, SIAS also reached a preliminary agreement in respect of the rebalancing of the financial plan related to the AT-CN concession. Under the agreement, which was also approved by the European Commission earlier in 2018, Moody's understands that SIAS would complete investments on the AT-CN stretch (€350 million), partially financed and remunerated through a four-year extension of the SATAP A4 concession maturity to 2030. Toll increases on the SATAP A4 concession would reflect the annual inflation rate plus a spread of 0.5% until the end of the concession (from 2023 onwards, while tolls until 2023 are expected to remain flat). The unamortised balance of the AT-CN investment at the end of the concession in 2030 would be recovered through a terminal value recognised on the SATAP A4 concession (capped at a multiple of 1.6x of 2030 cumulative EBITDA related to the SATAP A4 and AT-CN concessions). The agreement, while having the objective of limiting toll increases in future years, results in an increased significance of delayed compensation for SIAS through terminal value (TV) payments, which Moody's views negatively. A very limited track record exists in Italy in respect of timely monetisation of terminal values and agreement around actual levels of such due payments, which could impact the ability of the concessionaire to raise funds to refinance maturing debt or support investments, particularly where such funding relies on the monetisation of TVs in later years. More positively, however, we note that SIAS would continue to manage the concession until receipt of the TV payment, while monnetisation of this TV would also allow SIAS to recover investments implemented on the AT-CN stretch in recent years.

In order to become effective, this agreement would need to be incorporated into the relevant concessions through additional deeds approved by the MIT and the Ministry of Economics and Finance via Interministerial Decree, and subsequently registered by the Court of Auditors. However, Moody's believes that the likelihood of this agreement completing in the short term has decreased due to the indirect potential consequences of the incident in Genoa and the perceived increased political opposition to granting concession

extensions. Estimates provided in the context of the European Commission approval of the cross-financing agreement indicate that a unilateral revocation of the AT-CN concession would imply a compensation to the concessionaire in the range of €595-715 million<sup>1</sup>.

Exhibit 5

Overview of SIAS's concession maturities

| Concession | Maturity (+ extension) | 2017 EBITDA (€ m) | Regulatory WACC (nominal post-taxes) | Estimated TV (€ m)            |
|------------|------------------------|-------------------|--------------------------------------|-------------------------------|
| SATAP A4   | Dec 2026 + 4 years     | 194.2             | 5.45%                                | TBC - potentially significant |
| SATAP A21  | Jun-17                 | 126.1             | -                                    | 111                           |
| SALT       | Jul-19                 | 126.3             | 5.21%                                | 225                           |
| ADF        | Nov-21                 | 98.3              | 5.21%                                | 99                            |
| CISA       | Dec-31                 | 62.8              | 5.02%                                | -                             |
| SAV        | Dec-32                 | 48.5              | 5.43%                                | -                             |
| ATS        | Dec-38                 | 34.9              | 4.87%                                | -                             |
| AT-CN      | Dec-30                 | 2.1               | 6.30%                                | -                             |
| ACP        | Feb-43                 | -                 | 6.77%                                | -                             |

Note: Concession maturities for SATAP A21 and AT-CN reflect preliminary cross-financing agreement. Expired SATAP A21 assumed to be managed until 2019 *in prorogatio*. TV amounts reflect company's estimates as of May 2018. WACC levels for SATAP A4 (under approval) and ACP (approved) refer to regulatory period 2018-22. For remaining concessions WACC levels refer to regulatory period 2014-18.

Source: Company, Moody's Investors Service

#### Cash flow generation and strong liquidity position support capital expenditure

We expect that the cash flow generation resulting from the positive traffic performance will support SIAS's relatively sizeable capital expenditure (capex) requirements and enable the company to continue to exhibit a financial profile consistent with the current rating. The company's 2018-20 investment plan assumes, on average, in excess of €350 million of annual capex. The acquisition of the A21 Piacenza-Cremona-Brescia motorway stretch, which reached financial close in March 2018, resulted in an additional outflow of approximately €300 million. Investments are mostly directed towards the SATAP A4, CISA and AT-CN concessions (on the assumption that the SATAP A4/AT-CN cross financing is implemented). Capex requirements compare with a historical FFO in the range of €450-520 million over the period 2014-17 and a fixed assets base of approximately €4.4 billion (as of year-end 2017).

SIAS has historically maintained large cash balances on balance sheet, partly due to the pre-funding strategy implemented by the company in the context of its capex plan, but also reflecting good cash flow generation and SIAS's balanced financial policy. We consider SIAS's strong cash position as a credit positive feature which supports the current rating positioning. SIAS reported FFO/Debt of 22.1% as of year-end 2017 but, on a net debt basis, the metric would be a much stronger 27.1%.

#### Exposure to Ecorodovias through minority stake credit neutral for now

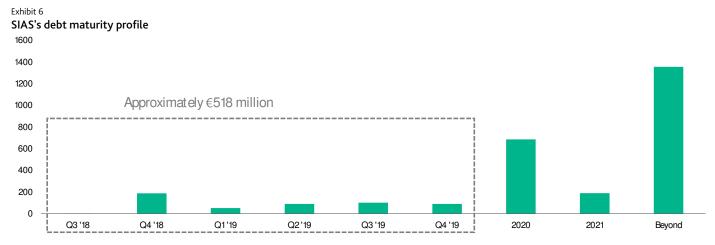
In May 2016, ASTM and SIAS closed the transaction, with CR Almeida Engenharia e Costrucoes (CR Almeida, unrated), for the acquisition of a 64.1% share in a newly created special purpose vehicle owning a 64% share in Ecorodovias (a Brazilian industrial group focused on motorway concessions) and a 55% share in VEM ABC (VEM, unrated, a greenfield project to build and operate a monorail system in Brazil). The initial acquisition was followed by a further increase in the stake held. As a result of the transactions, ASTM and SIAS currently indirectly control some 49% of Ecorodovias's capital. Ecorodovias manages approximately 2,640 km of toll roads in Brazil. Ecorodovias Concessoes e Servicos S.A. (Ba2 negative) is the holding company for the group.

The amount cumulatively disbursed by SIAS for its share of the acquisition is in excess of €200 million. The relatively small investment in Ecorodovias did not materially impact SIAS's leverage position and its key credit metrics, but absorbed part of its cash availability and financial flexibility. The investment is currently classified as an equity participation and is not expected to result in additional cash contributions from SIAS or produce material dividend flows over the medium term. Whilst the investment in Ecorodovias remains relatively small, we caution that material additional exposure to Brazilian operations and commitments resulting in additional cash outflows for SIAS could put pressure on the company's credit quality.

## **Liquidity Analysis**

SIAS's liquidity position is strong. At the end of June 2018, SIAS reported €936 million of cash and cash equivalents (+€494 million vs. December 2017, explained by the issuance of a €550 million bond in February 2018). SIAS's liquidity is also backed by €133 million of committed facilities and €290 million of available term loans earmarked to finance SATAP's capex plans.

SIAS adopts a prudent financial policy with ample stocks of cash available to cover the upcoming debt maturities, which mitigates refinancing risk. More generally, we estimate that SIAS's cash availability and internal cash flow generation will cover all the company's cash needs over the next 18 months, including investments, debt maturities and dividends, which represent its main cash outflows.



Source: Company, Moody's Investors Services

#### **Structural Considerations**

Under its EMTN programme, launched in 2010, SIAS has the option to issue either secured or unsecured notes. Secured notes benefit from a first-ranking security interest over the intercompany loans that will be used by SIAS to downstream the proceeds of the secured notes to its operating subsidiaries, depending on their specific requirements. Also, the company requires secured lenders providing funds to SIAS to become part of an intercreditor agreement, applying in case of a default and assuring that the proceeds arising from the enforcement of each pledged intercompany loan is shared pro rata and pari passu among all the holders of secured notes and the other classes of secured creditors of SIAS.

We believe that the secured notes issued under SIAS's EMTN program effectively rank pari passu with creditors at the operating subsidiaries level, thus avoiding structural subordination issues associated with the group's current funding structure. As a result, we maintain a Baa2 rating on SIAS's EMTN senior secured notes, which is in line with our assessment of the group's consolidated credit strength. In contrast, we assign a Baa3 rating to the unsecured notes, one notch lower than the group's consolidated credit assessment, to reflect their structurally and, in respect of secured notes, contractually, subordinated position. Nevertheless, we understand that SIAS intends to mainly issue secured notes as part of its funding strategy and that SIAS's EMTN programme includes the option of converting the secured notes into unsecured notes when the ratio of holding company debt-to-consolidated debt reaches at least 85% (it was approximately 76% as of June 2018). We note that in such a scenario the conversion of the secured notes into unsecured notes would be unlikely to trigger a rating downgrade as the amount of debt at the operating companies level would not be regarded as material to justify a notch adjustment for structural subordination.

## **Rating Methodology and Scorecard Factors**

To assess SIAS's rating, we apply the Privately Managed Toll Roads Methodology (see Credit Policy page on www.moodys.com). The grid-indicated outcome under the methodology grid for SIAS is Baa2, as summarised in the table below.

Exhibit 7
Rating Methodology Grid

| Privately Managed Toll Roads Industry Grid [1][2]                    | Current<br>FY 31/12/2017 |       | Moody's 12-18 Month Forward Vie<br>As of September 2018 [3] |        |
|--|--------------------------|-------|---|--------|
| Factor 1 : Asset Type and Service Area (25%)                         | Measure                  | Score | Measure   | Score  |
| a) Asset Type  |                          | Aa    |   | Aa     |
| b) Competing Routes  |                          | Aa    |   | Aa     |
| c) Economic Resilience of Service Area                               |                          | Α     |   | Α      |
| Factor 2 : Traffic Profile and Performance Trends (15%)              |                          |       |   |        |
| a) Traffic Profile   |                          | Α     |   | Α      |
| b) Track Record and Stability of Tolled Traffic                      |                          | Baa   |   | Baa    |
| c) Traffic Density   |                          | Α     |   | Α      |
| Factor 3 : Concession and Regulatory Framework (10%)                 |                          |       |   |        |
| a)Ability and Willingness to Increase Tariffs                        |                          | Baa   |   | Baa    |
| b) Protection Provided by the Concession and Regulatory<br>Framework |                          | Ваа   |   | Baa    |
| Factor 4 : Financial Policy (10%)                                    |                          |       |   |        |
| a) Financial Policy  |                          | Baa   |   | Baa    |
| Factor 5 : Coverage and Leverage (40%)                               |                          |       |   |        |
| a) Cash Interest Coverage  | 6.2x                     | Α     | 6.0x-7.0x   | A/Aa   |
| b) FFO / Debt  | 22.1%                    | Α     | 19%-21%   | Α      |
| c) Moody's Debt Service Coverage Ratio                               | 1.5x                     | Ва    | 1.3x-1.4x   | Ва     |
| d) RCF / CAPEX [4]   | 2.0x                     | Α     | 0.5x-1.0x   | Ba/Baa |
| e) Concession Life Coverage Ratio                                    | 1.6x                     | В     | ~1.5x   | В      |
| Rating:  |                          |       |   |        |
| Indicated Rating from Grid Factors 1-5                               |                          | Baa2  | -   | Baa2   |
| Rating Lift  |                          |       |   |        |
| a) Indicated Rating from Grid  |                          | Baa2  |   | Baa2   |
| b) Actual Rating Assigned  |                          | Baa2  | -   |        |
|  |                          |       |   |        |

Notes: [1] All ratios are based on 'Adjusted' financial data and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations. [2] As of 31/12/2017; [3] This represents Moody's forward view; not the view of the issuer; [4] RCF/CAPEX includes approximately €300 million cash outflow for the award of the ACP A21 concession.

Source: Moody's Financial Metrics

# **Appendices**

Exhibit 8
Peer Comparison Table

|                       | SIAS        |        | SANEF/HIT          |        | Brisa         |        | ASPI          |        |        |        |        |        |
|-----------------------|-------------|--------|--------------------|--------|---------------|--------|---------------|--------|--------|--------|--------|--------|
|                       | Baa2 Stable |        | Baa1/Baa3 Negative |        | Baa3 Positive |        | Baa1 RUR down |        |        |        |        |        |
|                       | FYE         | FYE    | FYE                | FYE    | FYE           | FYE    | FYE           | FYE    | FYE    | FYE    | FYE    | FYE    |
| (in EUR millions)     | Dec-15      | Dec-16 | Dec-17             | Dec-15 | Dec-16        | Dec-17 | Dec-15        | Dec-16 | Dec-17 | Dec-15 | Dec-16 | Dec-17 |
| Revenue               | 1,330       | 1,296  | 1,358              | 1,702  | 1,734         | 1,806  | 491           | 523    | 565    | 3,750  | 3,726  | 3,708  |
| EBITDA                | 676         | 685    | 715                | 1,041  | 1,095         | 1,150  | 345           | 361    | 399    | 2,253  | 2,199  | 2,470  |
| EBITDA margin %       | 50.8%       | 52.8%  | 52.6%              | 61.2%  | 63.1%         | 63.7%  | 70.3%         | 69.0%  | 70.6%  | 60.1%  | 59.0%  | 66.6%  |
| FFO                   | 474         | 485    | 522                | 579    | 640           | 674    | 220           | 235    | 277    | 1,893  | 2,133  | 1,758  |
| Total Debt            | 3,017       | 2,872  | 2,365              | 5,701  | 5,794         | 6,399  | 2,158         | 2,201  | 2,419  | 14,682 | 12,602 | 12,538 |
| FFO Interest Coverage | 4.9x        | 5.3x   | 6.2x               | 3.0x   | 3.6x          | 3.7x   | 3.3x          | 3.4x   | 4.7x   | 5.1x   | 5.9x   | 5.1x   |
| FFO / Debt            | 15.7%       | 16.9%  | 22.1%              | 10.2%  | 11.1%         | 10.5%  | 10.2%         | 10.7%  | 11.5%  | 12.9%  | 16.9%  | 14.0%  |
| FFO / Net Debt        | 23.0%       | 22.9%  | 27.1%              | 10.6%  | 12.4%         | 13.4%  | 11.4%         | 11.3%  | 14.1%  | 15.9%  | 22.7%  | 18.3%  |
| RCF / Net Debt        | 18.6%       | 18.9%  | 22.6%              | 7.5%   | 8.5%          | 8.2%   | -5.9%         | -6.0%  | 5.9%   | 10.1%  | 14.4%  | -1.3%  |
| RCF / CAPEX           | 1.6x        | 1.9x   | 2.0x               | 2.9x   | 2.3x          | 1.7x   | -6.8x         | -4.7x  | 6.0x   | 1.0x   | 1.4x   | -0.2x  |

Notes: all metrics are based on 'Adjusted' financial data and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations Source: Company, Moody's Investors Service

Exhibit 9
SIAS's Adjusted Debt breakdown

| EUR million                   | Dec-14 | Dec-15 | Dec-16 | Dec-17 |
|-------------------------------|--------|--------|--------|--------|
| As Reported Debt              | 1,567  | 1,412  | 1,296  | 1,133  |
| Pension Adjustments           | 36     | 33     | 35     | 32     |
| Operating Lease Adjustments   | 21     | 19     | 19     | 18     |
| Hybrid Securities Adjustments | 14     | 8      | 3      | 0      |
| Analyst Adjustments           | 1,708  | 1,544  | 1,518  | 1,181  |
| Moody's - Adjusted Debt       | 3,346  | 3,017  | 2,872  | 2,365  |
| Cash & Cash Equivalents       | 1,080  | 954    | 758    | 441    |
| Moody's - Adjusted Net Debt   | 2,266  | 2,063  | 2,114  | 1,924  |

Notes: all metrics are based on 'Adjusted' financial data and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations. Analyst Adjustments mainly refer to the reclassification to debt of financial liabilities reflected as other liabilities in SIAS's accounts.

Source: Moody's Financial Metrics

SIAS's Adjusted EBITDA breakdown

| EUR million                    | Dec-14 | Dec-15 | Dec-16 | Dec-17 |
|--------------------------------|--------|--------|--------|--------|
| As Reported EBITDA             | 620    | 668    | 684    | 758    |
| Operating Lease Adjustments    | 7      | 6      | 6      | 6      |
| Pensions                       | -3     | 0      | -3     | 0      |
| Other Non-Standard Adjustments | -12    | 1      | -3     | -49    |
| Moody's - Adjusted EBITDA      | 612    | 676    | 685    | 715    |

Notes: all metrics are based on 'Adjusted' financial data and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations Source: Moody's Financial Metrics

Exhibit 11
SIAS's Adjusted FFO breakdown

| EUR million                 | Dec-14 | Dec-15 | Dec-16 | Dec-17 |
|-----------------------------|--------|--------|--------|--------|
| As Reported FFO             | 425    | 448    | 459    | 496    |
| Operating Lease Adjustments | 6      | 6      | 6      | 5      |
| Non-Standard Adjustments    | 20     | 20     | 20     | 20     |
| Moody's - Adjusted FFO      | 451    | 474    | 485    | 522    |

Notes: all metrics are based on 'Adjusted' financial data and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations Source: Moody's Financial Metrics

# **Ratings**

#### Exhibit 12

| Category                             | Moody's Rating |
|--------------------------------------|----------------|
| SIAS - SOCIETA INIZIATIVE AUTOSTRAD. |                |
| Outlook                              | Stable         |
| Senior Secured -Dom Curr             | Baa2           |
| Senior Unsecured MTN -Dom Curr       | (P)Baa3        |

Source: Moody's Investors Service

## **Endnotes**

 $\underline{1} \ \ \text{For additional details please see} \ \underline{\text{http://ec.europa.eu/competition/state\_aid/cases/271507/271507\_2003046\_107\_2.pdf}.$ 

© 2018 Moody's Corporation, Moody's Investors Service, Inc., Moody's Analytics, Inc. and/or their licensors and affiliates (collectively, "MOODY'S"). All rights reserved.

CREDIT RATINGS ISSUED BY MOODY'S INVESTORS SERVICE, INC. AND ITS RATINGS AFFILIATES ("MIS") ARE MOODY'S CURRENT OPINIONS OF THE RELATIVE FUTURE CREDIT RISK OF ENTITIES, CREDIT COMMITMENTS, OR DEBT-LIKE SECURITIES, AND MOODY'S PUBLICATIONS MAY INCLUDE MOODY'S CURRENT OPINIONS OF THE RELATIVE FUTURE CREDIT RISK OF ENTITIES, CREDIT COMMITMENTS, OR DEBT OR DEBT-LIKE SECURITIES. MOODY'S DEFINES CREDIT RISK AS THE RISK THAT AN ENTITY MAY NOT MEET ITS CONTRACTUAL, FINANCIAL OBLIGATIONS AS THEY COME DUE AND ANY ESTIMATED FINANCIAL LOSS IN THE EVENT OF DEFAULT. CREDIT RATINGS DO NOT ADDRESS ANY OTHER RISK, INCLUDING BUT NOT LIMITED TO: LIQUIDITY RISK, MARKET VALUE RISK, OR PRICE VOLATILITY. CREDIT RATINGS AND MOODY'S OPINIONS INCLUDED IN MOODY'S PUBLICATIONS ARE NOT STATEMENTS OF CURRENT OR HISTORICAL FACT. MOODY'S PUBLICATIONS MAY ALSO INCLUDE QUANTITATIVE MODEL-BASED ESTIMATES OF CREDIT RISK AND RELATED OPINIONS OR COMMENTARY PUBLISHED BY MOODY'S ANALYTICS, INC. CREDIT RATINGS AND MOODY'S PUBLICATIONS TO PURCHASE, SELL, OR HOLD PARTICULAR SECURITIES. NEITHER CREDIT RATINGS AND MOODY'S PUBLICATIONS COMMENT ON THE SUITABILITY OF AN INVESTMENT FOR ANY PARTICULAR INVESTOR. MOODY'S ISSUES ITS CREDIT RATINGS AND PUBLISHES MOODY'S PUBLICATIONS WITH THE EXPECTATION AND UNDERSTANDING THAT EACH INVESTOR WILL, WITH DUE CARE, MAKE ITS OWN STUDY AND EVALUATION OF EACH SECURITY THAT IS UNDER CONSIDERATION FOR PURCHASE. HOLDING, OR SALE.

MOODY'S CREDIT RATINGS AND MOODY'S PUBLICATIONS ARE NOT INTENDED FOR USE BY RETAIL INVESTORS AND IT WOULD BE RECKLESS AND INAPPROPRIATE FOR RETAIL INVESTORS TO USE MOODY'S CREDIT RATINGS OR MOODY'S PUBLICATIONS WHEN MAKING AN INVESTMENT DECISION. IF IN DOUBT YOU SHOULD CONTACT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER. ALL INFORMATION CONTAINED HEREIN IS PROTECTED BY LAW, INCLUDING BUT NOT LIMITED TO, COPYRIGHT LAW, AND NONE OF SUCH INFORMATION MAY BE COPIED OR OTHERWISE REPRODUCED, REPACKAGED, FURTHER TRANSMITTED, TRANSFERRED, DISSEMINATED, REDISTRIBUTED OR RESOLD, OR STORED FOR SUBSEQUENT USE FOR ANY SUCH PURPOSE, IN WHOLE OR IN PART, IN ANY FORM OR MANNER OR BY ANY MEANS WHATSOEVER, BY ANY PERSON WITHOUT MOODY'S PRIOR WRITTEN CONSENT.

CREDIT RATINGS AND MOODY'S PUBLICATIONS ARE NOT INTENDED FOR USE BY ANY PERSON AS A BENCHMARK AS THAT TERM IS DEFINED FOR REGULATORY PURPOSES AND MUST NOT BE USED IN ANY WAY THAT COULD RESULT IN THEM BEING CONSIDERED A BENCHMARK.

All information contained herein is obtained by MOODY'S from sources believed by it to be accurate and reliable. Because of the possibility of human or mechanical error as well as other factors, however, all information contained herein is provided "AS IS" without warranty of any kind. MOODY'S adopts all necessary measures so that the information it uses in assigning a credit rating is of sufficient quality and from sources MOODY'S considers to be reliable including, when appropriate, independent third-party sources. However, MOODY'S is not an auditor and cannot in every instance independently verify or validate information received in the rating process or in preparing the Moody's publications.

To the extent permitted by law, MOODY'S and its directors, officers, employees, agents, representatives, licensors and suppliers disclaim liability to any person or entity for any indirect, special, consequential, or incidental losses or damages whatsoever arising from or in connection with the information contained herein or the use of or inability to use any such information, even if MOODY'S or any of its directors, officers, employees, agents, representatives, licensors or suppliers is advised in advance of the possibility of such losses or damages, including but not limited to: (a) any loss of present or prospective profits or (b) any loss or damage arising where the relevant financial instrument is not the subject of a particular credit rating assigned by MOODY'S.

To the extent permitted by law, MOODY'S and its directors, officers, employees, agents, representatives, licensors and suppliers disclaim liability for any direct or compensatory losses or damages caused to any person or entity, including but not limited to by any negligence (but excluding fraud, willful misconduct or any other type of liability that, for the avoidance of doubt, by law cannot be excluded) on the part of, or any contingency within or beyond the control of, MOODY'S or any of its directors, officers, employees, agents, representatives, licensors or suppliers, arising from or in connection with the information contained herein or the use of or inability to use any such information.

NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY SUCH RATING OR OTHER OPINION OR INFORMATION IS GIVEN OR MADE BY MOODY'S IN ANY FORM OR MANNER WHATSOEVER.

Moody's Investors Service, Inc., a wholly-owned credit rating agency subsidiary of Moody's Corporation ("MCO"), hereby discloses that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by Moody's Investors Service, Inc. have, prior to assignment of any rating, agreed to pay to Moody's Investors Service, Inc. for appraisal and rating services rendered by it fees ranging from \$1,500 to approximately \$2,500,000. MCO and MIS also maintain policies and procedures to address the independence of MIS's ratings and rating processes. Information regarding certain affiliations that may exist between directors of MCO and rated entities, and between entities who hold ratings from MIS and have also publicly reported to the SEC an ownership interest in MCO of more than 5%, is posted annually at <a href="https://www.moodys.com">www.moodys.com</a> under the heading "Investor Relations — Corporate Governance — Director and Shareholder Affiliation Policy."

Additional terms for Australia only: Any publication into Australia of this document is pursuant to the Australian Financial Services License of MOODY'S affiliate, Moody's Investors Service Pty Limited ABN 61 003 399 657AFSL 336969 and/or Moody's Analytics Australia Pty Ltd ABN 94 105 136 972 AFSL 383569 (as applicable). This document is intended to be provided only to "wholesale clients" within the meaning of section 761G of the Corporations Act 2001. By continuing to access this document from within Australia, you represent to MOODY'S that you are, or are accessing the document as a representative of, a "wholesale client" and that neither you nor the entity you represent will directly or indirectly disseminate this document or its contents to "retail clients" within the meaning of section 761G of the Corporations Act 2001. MOODY'S credit rating is an opinion as to the creditworthiness of a debt obligation of the issuer, not on the equity securities of the issuer or any form of security that is available to retail investors. It would be reckless and inappropriate for retail investors to use MOODY'S credit ratings or publications when making an investment decision. If in doubt you should contact your financial or other professional adviser.

Additional terms for Japan only: Moody's Japan K.K. ("MJKK") is a wholly-owned credit rating agency subsidiary of Moody's Group Japan G.K., which is wholly-owned by Moody's Overseas Holdings Inc., a wholly-owned subsidiary of MCO. Moody's SF Japan K.K. ("MSFJ") is a wholly-owned credit rating agency subsidiary of MJKK. MSFJ is not a Nationally Recognized Statistical Rating Organization ("NRSRO"). Therefore, credit ratings assigned by MSFJ are Non-NRSRO Credit Ratings. Non-NRSRO Credit Ratings are assigned by an entity that is not a NRSRO and, consequently, the rated obligation will not qualify for certain types of treatment under U.S. laws. MJKK and MSFJ are credit rating agencies registered with the Japan Financial Services Agency and their registration numbers are FSA Commissioner (Ratings) No. 2 and 3 respectively.

MJKK or MSFJ (as applicable) hereby disclose that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by MJKK or MSFJ (as applicable) have, prior to assignment of any rating, agreed to pay to MJKK or MSFJ (as applicable) for appraisal and rating services rendered by it fees ranging from JPY200,000 to approximately JPY350,000,000.

 $MJKK \ and \ MSFJ \ also \ maintain \ policies \ and \ procedures \ to \ address \ Japanese \ regulatory \ requirements.$ 

REPORT NUMBER

1137970

Contacts CLIENT SERVICES

Erica Gauto Flesch, CFA +44.20.7772.1968

AVP-Analyst

erica.gautoflesch@moodys.com

Andrew Blease +44.20.7772.5541

Associate Managing

Director

andrew.blease@moodys.com

Raffaella Altamura +44.20.7772.8613

VP-Senior Analyst

raffaella.altamura@moodys.com

Pietro Battistini +44.20.7772.1382

Associate Analyst

pietro.battistini@moodys.com

Japan

Americas 1-212-553-1653

Asia Pacific 852-3551-3077

81-3-5408-4100

EMEA 44-20-7772-5454

