



ASTM



2021

FINANCIAL STATEMENTS

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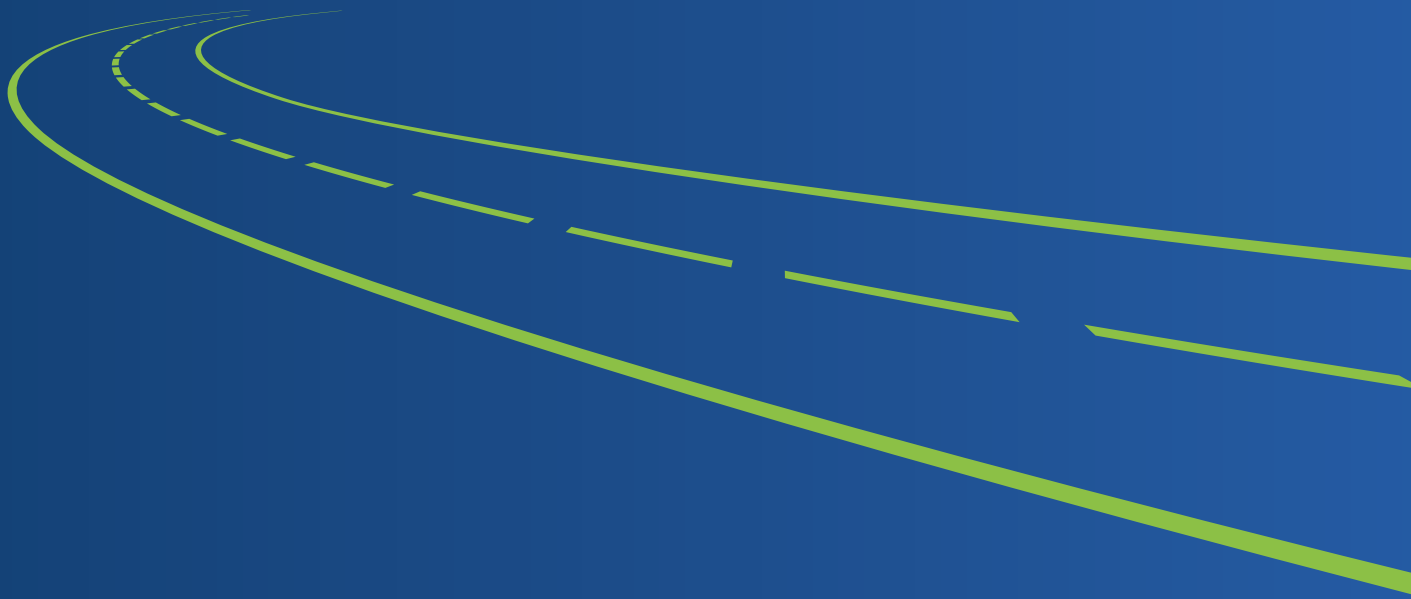
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1. Introduction





Board of Directors and Board of Statutory Auditors

ASTM

Public Limited Company
 Share capital EUR 36,788,507.50 fully paid-up
 Tax code and registration with the
 Turin Register of Companies no: 00488270018
 Registered Office in Turin – Corso Regina Margherita 165
 Website: <http://www.astm.it>
 e-mail: astm@astm.it
 Management and coordination: Nuova Argo Finanziaria S.p.A.

MEMBERS OF THE BOARD OF DIRECTORS

Chairperson
 Alberto Rubegni ⁽¹⁾

Vice Chairman
 Franco Moscetti ⁽²⁾

Chief Executive Officer
 Umberto Tosoni

Directors
 Caterina Bima ⁽²⁾⁽⁴⁾
 Giuseppe Gatto ⁽²⁾⁽³⁾
 Stefano Mion ⁽¹⁾
 Luca Pecchio
 Andrea Giovanni Francesco Pellegrini ⁽¹⁾⁽³⁾
 Federica Vasquez ⁽³⁾

BOARD OF STATUTORY AUDITORS

Chairperson
 Andrea Bonelli

Acting Auditors
 Piera Braja ⁽⁴⁾
 Pellegrino Libroia

Alternate Auditors
 Roberto Coda
 Gasparino Ferrari
 Luisa Marina Pasotti

- (1) Member of the "Audit and Risk Committee"
 (2) Member of the "Remuneration Committee"
 (3) Member of the "Sustainability Committee"
 (4) Member of the "Oversight Committee"

INDEPENDENT AUDITORS

PricewaterhouseCoopers S.p.A.

MANAGER IN CHARGE OF DRAWING UP THE CORPORATE ACCOUNTING DOCUMENTS

Alberto Gargioni

TERM OF OFFICE

The Board of Directors were appointed for three financial years by the Ordinary Shareholders' Meeting on 8 November 2021 and its term of office will expire with the Shareholders' Meeting that will be held for the approval of the 2023 Financial Statements. The Board of Statutory Auditors were appointed for three financial years by the Ordinary Shareholders' Meeting on 25 May 2020 and its term of office will expire with the Shareholders' Meeting that will be held for the approval of the 2022 Financial Statements. The Independent Auditors were appointed by the Ordinary Shareholders' Meeting on 28 April 2017 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 2025 Financial Statements.

POWERS OF COMPANY OFFICERS

The Chairperson exercises the powers conferred on him by the Board of Directors of 8 November 2021. The Vice-Chairman was granted powers to be exercised in case of absence or impediment of the Chairman. The Chief Executive Officer was appointed by means of a Board resolution dated 8 November 2021 and exercises the management powers granted to them by law and the Articles of Association.



Financial Statements at 31 December 2021



Alternative performance measures

To allow improved assessment of economic management trends and the equity and financial situation, in addition to the conventional financial benchmarks established in the IAS/IFRS international accounting standards, the ASTM Group also uses some Alternative Performance Measures (hereafter, also “APMs”).

The APMs presented in the “Management Report” are considered relevant for assessing the overall operating performance of the Group, the operating segments and the individual Group companies. In addition, the APMs are considered to provide better comparability over time of the same results, although they are not a replacement or an alternative to the results provided in the “Consolidated Financial Statements” according to the IAS/IFRS (official or reported data).

With reference to the APMs relating to the consolidated results, it should be noted that, in the “Economic, equity and financial data” section, the ASTM Group presents restated financial statements that differ from those envisaged by the IAS/IFRS included in the Consolidated Financial Statements; therefore, the restated consolidated income statement, consolidated financial position and the net financial indebtedness contain, in addition to the economic-financial and equity data governed by the IAS/IFRS, certain indicators and items derived therefrom, although not required by said standards and therefore called “APMs”.

The main APMs presented in the Management Report and a summary description of their composition, as well as a reconciliation with the corresponding official data, are provided below:

- a) “Turnover”: differs from “Total revenues” in the schedule of the Condensed Consolidated Financial Report in that it does not consider (i) Motorway sector - revenues for revenues for the design and construction of IFRIC 12, (ii) Motorway Sector - fee/additional fee payable to ANAS and (iii) EPC sector - revenues for the design and construction of IFRIC 12.
- b) “Value of production”: the value of production for the EPC sector represents revenues for works and planning, changes to works to order, revenues for sales of materials and the provision of services.
- c) “EBITDA”: is the summary indicator of profitability from operating activities and is determined as “Profit (loss) for the period” before: (i) “Profit (loss) for assets held for sale net of taxes (*Discontinued Operations*)”, (ii) “Income taxes”, (iii) “Profit (loss) of companies accounted for with the equity method”, (iv) “Financial expenses”, (v) “Financial income”, (vi) “Other provisions for risks and charges”, (vii) “Adjustment of the provision for restoration/replacement of non-compensated revertible assets” and (viii) “Amortisation, depreciation and write-downs”.
- d) “EBITDA margin”: this is the ratio between “EBITDA” and turnover.
- e) “Operating income”: measures the profitability of total capital invested in the company and is determined as “Profit (loss) for the period” before (i) “Profit (loss) for assets held for sale net of taxes (*Discontinued Operations*)”, (ii) “Income taxes”, (iii) “Profit (loss) of companies accounted for with the equity method”, (iv) “Financial expenses” and (v) “Financial income”.
- f) “Profit attributable to Shareholders - Adjusted”: is the indicator that measures the consolidated Profit (loss) pertaining to the Parent Company net of the “extraordinary” components.
- g) “Net invested capital”: shows the total amount of non-financial assets, net of non-financial liabilities.
- h) “Backlog”: the orders not yet performed by the EPC sector.
- i) “Net financial indebtedness”: is calculated as “Current and non-current financial debt” net (i) of “Cash and cash equivalents”, (ii) of “Current financial assets”, (iii) of “Insurance policies” and (iv) of “Receivables for the *terminal value*” prepared in accordance with ESMA recommendation of 20 March 2013.
- j) “Financial indebtedness (ESMA)”: the net financial position prepared in compliance with the ESMA guidelines of March 2021. This differs from “Net financial indebtedness” due to the inclusion of “Trade payables and other long-term payables”.
- k) “Operating cash flow”: indicates the cash generated or absorbed by operating activities and is calculated by adding to the Profit (loss) for the period the amortisation and depreciation, adjustment to the provision for restoration/replacement of non-compensated revertible assets, the adjustment of the employee benefits provision, the provisions for risks, the loss (profit) of companies accounted for by the equity method and the write-downs (revaluations) of financial assets, and by deducting the capitalisation of financial expenses.

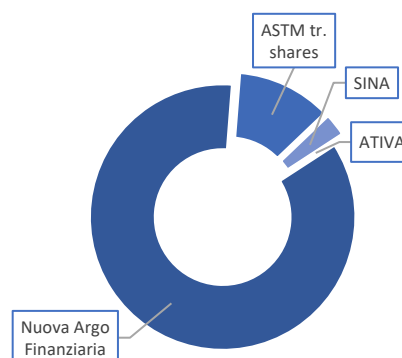


ASTM S.p.A. Shareholding

At 31 December 2021, the share capital of the Company amounted to EUR 36,788,507.50 and was divided into 73,577,015 ordinary shares without indication of the nominal value. The shareholding structure of ASTM as at 31 December 2021 is shown below.

Shareholder	no. of shares held	% share capital
Nuova Argo Finanziaria S.p.A.	62,835,067	85.40%
ASTM S.p.A. (tr. shares)	8,571,040	11.65%
Sina S.p.A. ⁽¹⁾	2,149,408	2.92%
ATIVA S.p.A. ⁽¹⁾	21,500	0.03%
TOTAL	73,577,015	100.00%

⁽¹⁾ Subsidiaries of ASTM S.p.A.



The **main events** that occurred during the period with reference to the **ownership structure** are shown below.

■ OPA NAF 2

On 20 February 2021, NAF 2 S.p.A. (the “Offerer” or “NAF 2”) made, pursuant to and in accordance with Article 102, paragraph 1 of the Consolidated Finance Law (TUF) and Article 37 of the Issuers Regulation, a voluntary public tender offer (“OPA” or “Offer”) aimed at: (i) acquiring all the ordinary shares (the “Shares”) of ASTM - after deducting (a) the total 60,449,417 Shares held by Nuova Argo Finanziaria S.p.A. (of which 58,501,677 directly and 1,947,740 indirectly through Nuova Codelfa S.p.A.), (b) the 2,385,650 Shares held by Mercure Investment S.à.r.l. and (c) the 10,741,948 Treasury Shares held by ASTM - making a total of 66,937,880 Ordinary Shares of ASTM, representing 47.638% of the Acquiring Company’s share capital; and (ii) obtaining delisting from the Mercato Telematico Azionario, organised and managed by Borsa Italiana S.p.A.

The tender acceptance period, agreed with Borsa Italiana S.p.A., began on 13 April 2021 and ended on 24 May 2021¹.

On 27 May 2021, the final data of the OPA were communicated, namely the offer of 59,662,202 shares, representative of around 42.460% of the share capital of ASTM, for a total amount of EUR 1,670,541,656².

Taking account of the share held by NAF 2, Nuova Argo Finanziaria S.p.A., Nuova Codelfa S.p.A. and Mercure Investment S.à.r.l., as well as the Treasury Shares and the Shares purchased by NAF 2 outside of the Offer, NAF 2 holds a total of 134,250,105 Shares, representative of approximately 95.542% of the related share capital and has consequently launched the joint procedure to exercise the right of purchase (“squeeze-out”) pursuant to Article 111 of the TUF and the contextual fulfilment of the purchase obligation (“sell-out”) pursuant to Article 108, paragraph 1 of the TUF for the remaining 6,264,790 ordinary shares of ASTM still in circulation, equal to 4.458% of the ASTM share capital (the “Residual Shares”), for a total amount of EUR 175,414,120.

Borsa Italiana S.p.A., with provision no. 8772 of 28 May 2021, ordered the suspension of trading on the Mercato Telematico Azionario of the shares of the Issuer (ISIN IT0000084027) for the sessions of Wednesday 2 and Thursday 3 June 2021 and the delisting as of 4 June 2021.

¹ As extended by the Offerer’s press release on 7 May 2021 (available, among other places, on the Issuer’s website at www.astm.it).

² Calculated on the basis of the consideration per share, equal to EUR 28.00 for each Share offered, as increased through the Offerer’s press release on 7 May 2021.



■ Merger of NAF 2 into ASTM

As described in the Offer Document approved by Consob with resolution no. 21786 of 1 April 2021 and published on ASTM's website on 2 April 2021 ("Offer Document"), NAF 2 reserved the right to proceed, subject to approval by the competent corporate bodies, with the reverse merger of NAF 2 into ASTM ("Merger"), notwithstanding the applicability of Article 2501-bis of the Italian Civil Code. Therefore, the Merger takes place in a context of a structured operation, launched by the Majority Shareholders with the launch of the Offer used to achieve the Delisting and also aimed at (i) simplifying the Group's corporate structure by shortening the chain of control, and (ii) improving in terms of management flexibility and reduction of organisational levels by speeding up the decision-making process times.

For the purposes of obtaining the funding needed to acquire all Shares in the context of the Offer, NAF 2 made recourse to borrowing by entering into a financing contract with a pool of financing banks for an amount up to EUR 1.9 billion. After the Merger, the total indebtedness of the operation borne by NAF 2 was transferred to ASTM.

On 24 June 2021, the administrative bodies of ASTM and NAF 2 resolved on the Merger, which was approved by the respective shareholder meetings on 5 August 2021.

On 2 November 2021, the merger deed of NAF 2 into the subsidiary ASTM was signed, taking legal effect from 5 November 2021.

Considering that the share capital of ASTM S.p.A. was entirely owned, directly and indirectly, through NAF 2 and by Nuova Argo Finanziaria S.p.A. (net of ASTM S.p.A. treasury shares), the merger took place without a capital increase, through (i) cancellation of all shares representing the share capital of ASTM held by NAF 2 and consequent reduction of that share capital, and (ii) annulment of the Shares held by Nuova Argo S.p.A. in NAF 2 without the issue of new shares by ASTM.

Taking into account the above and the trading on the Euronext Dublin, the regulated market managed by Irish Stock Exchange Plc, the bond loans issued as part of the Company's Euro Medium Term Notes (EMTN) programme^[1], as of today ASTM is qualified as an issuer of securities admitted for trading on a regulated market of a Member State of the European Union and maintains therefore the nature of Entity of Public Interest under the terms of the current legislation.

In relation to this qualification and to the provisions of current regulations, note that the Company confirmed Italy to be its Member State of Origin pursuant to Article 2, paragraph 1, letter i), point ii) of Directive 2001/109/EC and the related implementing rules.

In addition, note that for the Company, the provisions of Article 83 of the Issuers Regulation for issuers that issue exclusively securities admitted for trading on a regulated market with a unit nominal value of at least EUR 100 thousand applies (i.e. ASTM). Therefore, in addition to the information in the interim financial report at 30 June 2021, for ASTM the obligations to prepare and publish the financial reports envisaged by Article 154 ter of Italian Legislative Decree no. 58/98 ("TUF") do not apply.

Therefore, the Board of Directors of ASTM approved, on 25 March 2022, the annual financial report as at 31 December 2021 and its publication to the Shareholders within the terms of Article 2429 of the Italian Civil Code.

^[1] The bonds were issued by ASTM S.p.A. and by the subsidiary SIAS S.p.A. incorporated in 2019 into ASTM S.p.A.



Main financial highlights

In FY 2021, still characterised by the extraordinary and uncertain context caused by the Covid-19 pandemic and by the policies put into place by governments to control its spread, the ASTM Group not only demonstrated its ability to proactively manage this context, by achieving solid operating results, but also to achieve the important objectives that it had set itself such as the acquisition of control and consequent consolidation of the SITAF Group in Italy and of the EcoRodovias Group in Brazil, as well as reinforcing its equity investment in the capital of Halmar operating in the United States.

Turnover – up by over 26% – exceeded **EUR 2.5 billion**, while **EBITDA improved** by over **48%**, totalling **EUR 813.3 million**. These results consider the consolidation on a “line-by-line basis” of SITAF for nine months and of EcoRodovias for one month.

The net result was affected by extraordinary components – which are mostly not monetary – attributable to the accounting of (i) the so-called *Change of Control* of EcoRodovias and of SITAF, (ii) the financial expenses and costs incurred as part of the OPA and (iii) the tax difference relating to the revocation of part of the tax realignments made in the previous financial year following the provisions of Law 234 of 30/12/2021 “2022 Finance Act” (Article 1, paragraph 622). The “**normalised**” result¹ of “extraordinary” items was **EUR 163.9 million** and **improved** by approximately **EUR 117.2 million** compared to the corresponding “adjusted” figure from 2020.

The net financial indebtedness in 2021 was mainly affected by the effects of the change in scope attributable to the consolidation of SITAF and EcoRodovias as well as the payable related to the OPA of NAF 2 on ASTM incorporated by the latter following the merger of NAF 2 into ASTM.

Below is the main consolidated income and financial data as at 31 December 2021 and that relating to the previous year:

(€ million)	FY 2021	FY 2020	2021 ^(*) “aggregate data for full scope on 12-month basis”
Turnover	2,528.7	2,004.7	3,152.0
Net toll revenue	1,302.1	949.0	1,836.0
EPC sector revenues	1,003.7	951.5	1,006.6
EBITDA	813.3	547.8	1,174.3
EBITDA margin	32.2%	27.3%	37.3%
Profit (Loss) for the period attributable to the Group - adjusted	163.9	-	-
Profit (Loss) for the period attributable to the Group	1.2	108.8	-
Operating cash flow	465.2	370.9	-
Motorway network investments - Italy ²	583.6	392.2	594.1
Motorway network investments - Brazil ³	24.5	-	221.8

(*) The “aggregate data for full scope on 12-month basis” of FY 2021 include the economic data and the motorway investments recalculated in the hypothesis of the consolidation on a “line-by-line basis” of the SITAF and EcoRodovias Groups for 12 months.

(€ million)	31 December 2021	31 December 2020
Net financial indebtedness	4,204.9	848.5

¹ The following table presents the reconciliation of the profit for the period attributable to the Group from the consolidated income statement and the corresponding “adjusted” value of the “extraordinary” items:

(in millions of EUR)	2021
Profit for the period attributable to the Group – consolidated income statement	1.2
Change of control effect	113.9
OPA expenses on ASTM shares	29.3
Realignment of tax values	19.5
“Adjusted” profit for the period attributable to the Group	163.9

² The amount of motorway investments in Italy includes the data of the subsidiary SITAF S.p.A. limited to the period from 1 April (date of acquisition of control) to 31 December 2021.

³ The amount of motorway investments in Brazil refers to the period from 1 December (date of acquisition of control) to 31 December 2021.



As reported previously, the data of FY 2021 reflect the consolidation on a “line-by-line basis” (with effect – respectively – from 1 April and 1 December 2021) of the SITAF Group and the EcoRodovias Group previously accounted for by the “equity method”.

- **Turnover: EUR 2,528.7 million** - the recovery of motorway sector revenues, alongside the constant growth in EPC sector production, was reflected in the turnover which reported an increase of EUR 524.1 million (+26.1%).
- **Net toll revenue: EUR 1,302.1 million** - the easing of travel restrictions adopted by government authorities and intended to limit the epidemic allowed for a partial recovery of motorway journeys, albeit still lower compared to FY 2019, the last year of activity not influenced by the effects of the Covid-19 pandemic. Toll revenues showed an increase equal to EUR 353 million (+37.2%) attributable (i) for EUR 194.6 million to the growth in traffic volumes, (ii) for EUR 114.7 million to the consolidation as of 1 April 2021 of the toll revenues of SITAF S.p.A., (iii) for EUR 41.8 million to the consolidated as of 1 December 2021 of the toll revenues of the EcoRodovias Group and (iv) for EUR 1.9 million to the recognition as of 1 January 2021 of the tariff adjustment granted to the subsidiary Autovia Padana S.p.A.
- **EPC sector revenues: EUR 1,003.7 million** - though during the year the sector activities were still affected by the ongoing pandemic and its consequent containment measures adopted by authorities in the various countries where the Group operates, the EPC sector reported an increase in production of around EUR 52.2 million (+5.5%).
- **EBITDA: EUR 813.3 million** - the recovery in motorway journeys reflected positively on the EBITDA, which reported an increase of EUR 265.5 million (+48.5%), while the consolidation of SITAF and EcoRodovias only impacted the 2021 results for a few months.
- **EBITDA margin:** in 2021 the EBITDA margin was **32.2%** in recovery from the 27.3% of 2020.
- **Profit (Loss) for the period attributable to the Group - adjusted: EUR 163.9 million** - the result, adjusted for extraordinary items (non-monetary expenses related to the “Change of control”, financial expenses and costs incurred as part of the OPA, tax difference related to the tax realignment), showed a significant improvement compared to the previous financial year particularly due to the strong increase in EBITDA.
- **Profit (Loss) for the period attributable to the Group: EUR 1.2 million** - the growth seen in the EBITDA was more than offset by the negative effects attributable to (i) higher amortisation/depreciation and provisions, (ii) reversal to the income statement of the forex differences accrued on the Brazilian investments (previously recognised in shareholders’ equity) following the so-called “Change of control”, (iii) the financial management and in particular the higher financial expenses incurred as part of the OPA made by NAF 2 S.p.A. on the ASTM shares, as well as (iv) the amount of taxes including the effects resulting from the revocation of part of the tax realignments carried out in the previous year.
- **Operating cash flow: EUR 465.2 million** - the growth in Operating Cash Flow is a direct consequence of the improvement seen in the EBITDA.
- **Motorway network investments (Italy): EUR 583.6 million¹** - motorway investments made in the year showed a **growth of around 50%²** compared to 2020, which reflects the return to full operations of all worksites following the easing of restrictions set out due to the pandemic and confirms the Group’s constant commitment to guaranteeing high standards of safety on the stretches managed.

¹ Amount net of investments – equal to EUR 10.5 million – made by SITAF S.p.A. over the period 1 January to 31 March 2021.

² +35% on a like-for-like basis excluding the investments by SITAF S.p.A. from 1 April 2021 (date when control acquired) to 31 December 2021.



- **Motorway network investments (Brazil): EUR 24.5 million** – this amount refers to the investments made over the period from 1 December (date when control acquired) to 31 December 2021. Total investments made by the Brazilian subsidiaries over the entire 2021 FY amounted to EUR 221.8 million¹.
- **Net financial indebtedness: EUR 4,204.9 million** - the change in net financial indebtedness, in addition to the disbursements for motorway investments carried out, reflects the significant investments made in the period with reference to the Brazilian investee company EcoRodovias, the consolidation of the EcoRodovias Group and the SITAF Group, as well as the disbursements for the acquisition of ASTM shares as part of the OPA made by NAF2 S.p.A..

¹ Amounts at the 2021 average euro/reais exchange of 6.3779.



2. Management Report





COVID-19 Pandemic

As described in previous reports, with regard to the progressive spread of the Covid-19 pandemic in Italy and in the foreign countries where the Group's main investees operate, starting from February 2020, the Company, in line with national and local health authority directives, adopted prevention and containment measures, issuing instructions for all its subsidiaries, coordinating communications and actions in order to mitigate the impacts of the pandemic on the health of its employees and other workers, as well as its business operations:

In 2021, all companies, in order to contain the risk of infection, continued to strictly apply and, where necessary, update all the measures adopted previously, in compliance with the measures of the Authorities and Institutions, as well as the recommendations, indications and guidelines distributed by the parent company.

Prime Ministerial Decree of 22 April 2021 marked the start of the recovery of economic and social activities in accordance with the need to contain the spread of the epidemic, by gradually removing the restrictions imposed to limit infections, in light of scientific data and the progress of the vaccination campaign launched in late December 2020.

In September, Decree-Law no. 127/2021 introduced the obligation for all workers, from 15 October 2021, to possess and produce on request the Covid-19 green certification (green pass) to enter all workplaces. All personnel were promptly informed about the provisions and invited to follow them. The consequent updating of company protocols and measures to limit infections concerned, among other things, the scheduling of checks and the related process, the consequences and actions associated with the absence of certification and the entry conditions for external parties. In order to simplify and optimise the checks, having acknowledged Law 165/2021, the control methods were further updated to provide for workers' voluntary delivery of the *green pass*.

The continuation of infections recorded, in particular, over the final months of 2021, led to the adoption of new and additional measures such as the obligation, from 15 February 2022, for workers aged 50 and over to hold and present the Covid-19 vaccination or recovery green certification, an obligation promptly adopted and communicated to all personnel.

Access to work offices was kept to a fixed number also thanks to the use of *smart working*, extended until the end of the state of emergency set for 31 March 2022.

The distribution of personal protective equipment, information material and sanitising products to personnel continued, as did the periodic cleaning and sanitisation of working environments as well as the constant monitoring of and consequent compliance with legislative provisions in terms of administration, taxes, pensions and social security issued during the period and applicable to the corporate context.

With regards to management of the motorway network granted in concession, all user services relative to the road network were guaranteed, and actions relative to maintenance and investment activities also continued, aimed at continuously increasing the safety standards for infrastructure and operation. In the EPC sector, activities to carry out strategic works continued in spite of the complicated context.

The constant monitoring of the internal and external situation, the framework of available information, data and analysis, and the adoption of responsible behaviour by all parties, have made it possible to deal effectively with the emergency and to promptly evaluate, identify and implement the most appropriate actions for the protection of the health of personnel and the business, confirming the remarkable resilience of the company structure and its processes. The operations of ASTM S.p.A. and its subsidiaries, including essential public services, were not interrupted.

In order to protect the health and safety of its employees and collaborators, the Group continues to constantly monitor and control the epidemic, in line and in accordance with the measures issued by the competent Authorities and Institutions, including by adjusting and integrating its operating protocols and instructions.



During 2021, the ASTM Group companies' efforts were also focused on identifying and implementing all possible measures to mitigate the health crisis' impact on its economic and financial results. Particular efforts were made to safeguard the Group's financial soundness and cash availability, so as to keep both aspects fit for and consistent with existing commitments and operating programmes, with the goal of always ensuring the maintenance of absolute levels of efficiency in the service provided to users and the safety of the managed infrastructures.

Below is an analysis of the main sectors in which the Group operates.

Motorway Sector

The trend over the course of FY 2021 in terms of traffic volumes and, consequently, toll revenues, was still affected by the travel restrictions resulting from changes in the Covid-19 epidemic, although – from the second half of 2021 – the difference compared to the period prior to the pandemic has begun to gradually decrease.

Italy. Reference framework

It should be noted that in FY 2020 the measures adopted by the central and local government authorities, intended to stem the spread of the epidemic, were adopted from the end of February, manifesting in a near-total block on permitted movement ("lockdown") in March and April. In 2021, the virus containment measures, which differed by region and province, were adopted from the start of the year, albeit with fewer limitations compared to 2020.

As is known, the preponderant part of the Group's operating margins and cash generation comes from the motorway sector. For this reason, it should also be noted that the current Agreements establish contractual mechanisms to restore economic financial balance in the face of force majeure events such as the one in question. This right was confirmed by the Granting Body in recent communications and by ART with the issue of a note addressed to the Ministry of Infrastructure and Sustainable Mobility, as reported in more detail in the section "*Regulatory framework, relations with the granting body and toll rates*".

Italy. Traffic performance

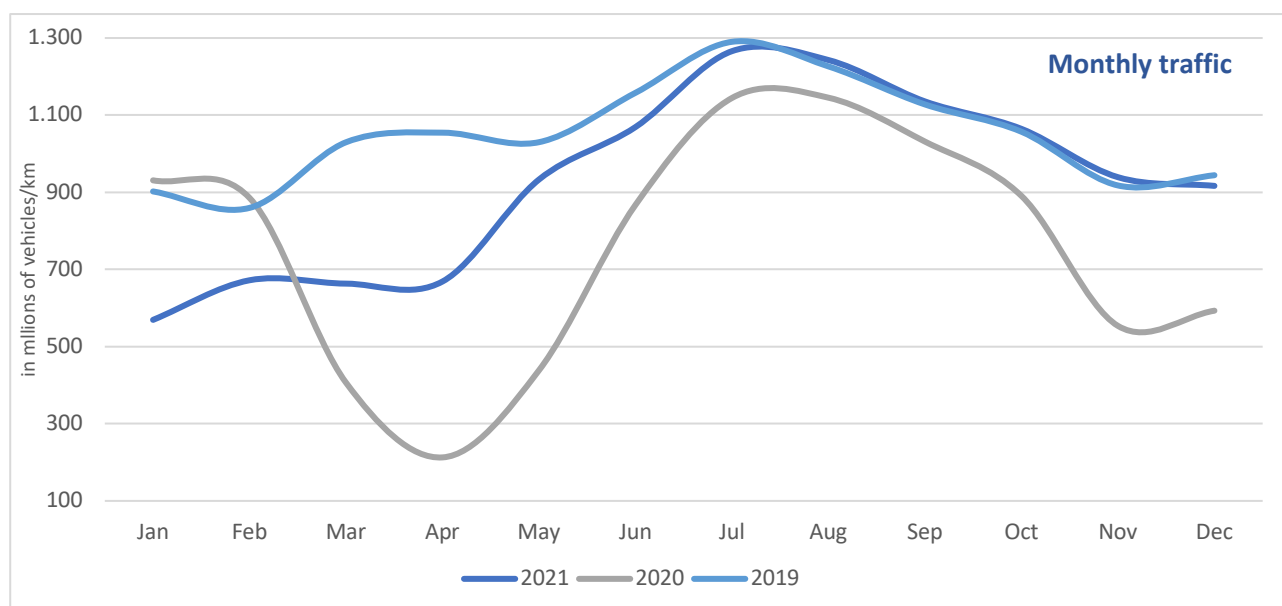
As confirmation of the gradual lessening of the negative effects of the Covid-19 epidemic, in FY 2021 the traffic volumes showed an overall **growth** of **+25.1%** (+28.1% for light vehicles and +18.2% for heavy vehicles) compared to FY 2020.

See below for the analysis on a 'like-for-like basis^{1,2} of the trend in **motorway traffic**³ during FY 2021 compared to the figures from FY 2020 and FY 2019.

¹ Amounts net of traffic figures for SITAF S.p.A., for which income statement figures are consolidated as of 1 April 2021.

² In order to allow for a comparison with the data from the last year not affected by the pandemic, the comparison with FY 2019 is shown. To make the comparison uniform, the 2019 data include Ativa S.p.A. from 1 January 2019.

³ For details regarding traffic performance by individual concession holder companies, as well as for toll revenues, please see the section "Results of Operations".



The comparison of the traffic data relating to FY 2021 with those relating to FY 2019 and FY 2020 shows a significant reduction in volumes in January and February; in the subsequent months of March and April 2021, there is a significant recovery in journeys compared to 2020, while compared to 2019 only from May do the curves show a *rapprochement*, before showing in the period from August to November slightly higher levels of traffic than 2019.

On a like-for-like basis (excluding the traffic data of SITAF S.p.A., the economic data for which are consolidated as of 1 April 2021) the traffic data for FY 2021 show a 22.4% increase compared to the same period in 2020¹ (+25.5% for light vehicles and +15.4% for heavy vehicles) and an -11.6% reduction compared to 2019¹² (-15.9% for light vehicles and +1.6% for heavy vehicles).

Italy. Toll revenues

The traffic trend previously described was reflected in “net toll revenue”, which amounted in FY 2021 to EUR 1,302 million (€ 949 million in FY 2020). The increase in “net toll revenues” – equal to EUR 353 million (+37.2%) – is attributable (i) for EUR 194.6 million (20.5%) to the growth in traffic volumes, (ii) for EUR 114.7 million (+12.1%) to the consolidation as of 1 April 2021 of the toll revenues of SITAF S.p.A., (iii) for EUR 41.8 million (+4.4%) to the consolidated as of 1 December 2021 of the toll revenues of the EcoRodovias Group and (iv) for EUR 1.9 million (+0.2%) to the recognition as of 1 January 2021 of the tariff adjustment granted to the subsidiary Autovia Padana S.p.A.

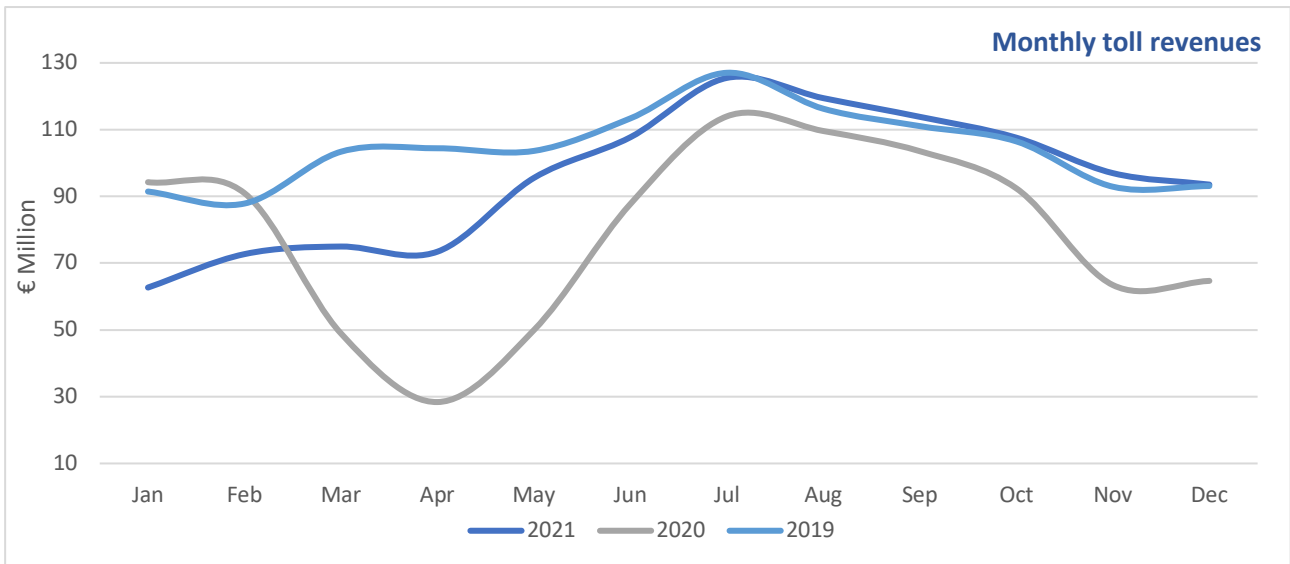
See below for their performance on a ‘like-for-like basis^{3,4} during FY 2021 compared to the same figures from FY 2020 and FY 2019. The below graph shows how the trend in net toll revenues is consistent with the evolution in traffic.

¹ Amounts net of traffic figures for SITAF S.p.A., for which income statement figures are consolidated as of 1 April 2021.

² In order to allow for a comparison with the data from the last year not affected by the pandemic, the comparison with FY 2019 is shown. To make the comparison uniform, the 2019 data include Ativa S.p.A. from 1 January 2019.

³ In order to allow for a comparison with the data from the last year not affected by the pandemic, the comparison with the same periods in 2019 is shown. To make the comparison uniform, the 2019 data include Ativa S.p.A. from 1 January 2019.

⁴ Amounts net of data related to net toll revenues of SITAF S.p.A., for which income statement figures are consolidated as of 1 April 2021.



Brazil. Traffic performance

The 2021 performance of the EcoRodovias traffic shows overall traffic volume growth of 16.8%; compared to the previous year (+12.8% light vehicles; +20% heavy vehicles). The figure on a like-for-like basis (excluding the traffic data of Ecovias do Cerrado, whose stretches were opened to traffic in late 2020 and early 2021, of Ecocataratas whose concession contract ended on 27 November 2021 and Ecovia Caminho do Mar whose concession contract ended on 28 November 2021), would be +10.2% (+10.3% light vehicles; +10,2% heavy vehicles).

The traffic increase of light vehicles is mainly due to the progress of the vaccination programmes and campaigns intended to tackle the Covid-19 pandemic, which allowed for an easing in the social distancing measures adopted by the Brazilian authorities. Heavy traffic also benefited from the increase in industrial production and the export of raw materials in terms of the stretches managed by the licensee companies of the EcoRodovias Group.

MONTHLY TRAFFIC AND TOLL REVENUES PERFORMANCE¹ (2021 VS. 2020)

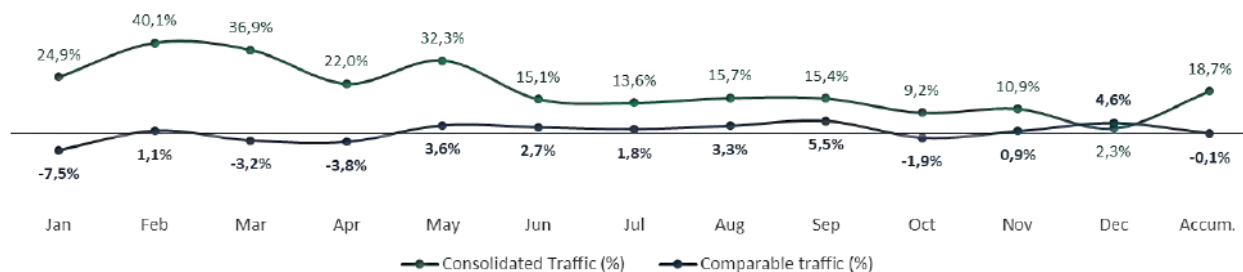


¹ The data do not include Ecovias do Cerrado or the data from December of Ecocataratas and Ecovia Caminho do Mar.



The traffic increases recorded in 2021 were lower than on the Italian market due to the lesser impact of the pandemic on 2020 traffic on the stretches managed by EcoRodovias compared to events in Italy.

MONTHLY TRAFFIC AND TOLL REVENUES PERFORMANCE¹ (2021 VS. 2019)



EPC sector

In FY 2021, the **Itinera Group** continued its development characterised by a further increase in business volumes, with around 67% of production carried out abroad.

The **value of production**, equal to around EUR 1,230.8 million², showed an increase of around 9% compared to FY 2020 (equal to EUR 1,129.6 million), when the effects of the spread of the Covid-19 pandemic were felt most.

The other Group companies in the EPC sector, Sina (engineering) and Euroimpianti (electrical and electromechanical systems), whose business is mainly captive, also recorded a marked increase in production due to actions taken in relation to the Group's motorway concessionaire companies to continually raise safety standards on the managed stretches. Euroimpianti in particular increased its activity abroad on projects managed by Itinera, specifically hospitals in Denmark.

Thanks to the measures adopted and the efforts made by the Group companies, attempts were made to minimise the negative effects of the Covid-19 pandemic on their operations; nonetheless, slowdowns occurred in work progress schedules, especially in reference to the difficulties sending labour and human resources to worksites abroad (particularly North Europe), generating extra costs and prolonged time frames. All of which, while awaiting the definition of *claims* against the clients, led to a reduction in the overall margins, with a consequent lower coverage of the fixed costs and the non-operating office structures.

Technology Sector

As a result of the spread of the Covid-19 pandemic and the consequent international health emergency, Sinelec – in line with the directives of the national health authorities – adopted measures to prevent and contain infections in order to mitigate its impacts, for all collaborators and across its business operations, promoting the management of “smart working” methods among its offices. Despite the difficulties caused by the pandemic, Sinelec, in addition to ensuring the services provided as part of the toll collection systems for the licensee companies of the Group, managed to develop important “smart road” projects intended to increase safety, the service offered to users and the elevation of the technological standards of the road and motorway networks. These projects were carried out with companies of the ASTM Group and with third-party customers.

¹ The data do not include Eco050 and Ecovias do Cerrado or the data from December of Ecocataratas and Ecovia Caminho do Mar.

² Amount including intergroup eliminations.



Russian/Ukrainian crisis

Except for two smaller initiatives, the ASTM Group is not directly exposed in these geo-political regions.

However, the geopolitical tensions that emerged with the Russian-Ukrainian crisis, together with certain remaining inefficiencies in the supply chain due to Covid-19, have had a direct effect on raw material prices, especially fuel and electricity, which are having, and will presumably have repercussions on the economy in general, and therefore also on the motorway and EPC sectors.



Significant operations

During FY 2021, in a global economic scenario still influenced by the Covid-19 pandemic, the Group continued its growth and development plan for the reinforcement of motorway concessions on both the domestic and international markets, with a view to growth and geographic risk diversification. With regard to the EPC sector, the Group consolidated its role as a key player on the national construction market – now on the heels of the top operator Webuild – thanks to the consolidation of its activities in Italy and the supporting activities carried out for motorway licensee companies abroad, particularly in the USA.

BRAZIL - EcoRodovias

Since 2016, the ASTM Group has held an equity investment in EcoRodovias Infraestrutura e Logística S.A. (“EcoRodovias”), a company listed on the São Paulo stock exchange and a leader in Brazil in the construction and management of motorway infrastructure. In the consolidated financial statements of the ASTM Group, this equity investment was accounted for by the “equity method”, since it is subject to the joint control of the ASTM Group and the CR Almeida Group by virtue of the agreements signed.

On 30 July 2020, IGLI S.p.A. (“IGLI”), a fully held subsidiary of ASTM, and – in the role of guarantor, ASTM signed, together with Primav Construções e Comércio S.A. (“Primav Construções”), Primav Infraestrutura S.A. (“Primav”), Participare - Administração e Participações Ltda (“Participare”) – an Almeida Group company – and EcoRodovias, a *Dissociation Agreement* (the “Agreement”) aimed at reorganising its shareholdings in EcoRodovias and, finally, capitalising EcoRodovias.

As at the date of signing the Agreement, IGLI held (a) 50% of the ordinary shares and 100% of preferred shares with no voting rights of Primav, representing as a whole 69.1% of Primav’s share capital which, in turn, held 64.1% of EcoRodovias and (b) directly held 4.99% of EcoRodovias shares in circulation. The remaining 50% of shares with voting rights, representing the remaining 30.9% of Primav’s share capital is held by the Almeida family, through the company Participare, which, in turn, held Primav Construções.

The Agreement is divided into two distinct phases, the first of which was concluded on 11 March 2021 the second on 23 June 2021.

Phase 1 - Capital increase and demerger of Primav

On 10 March 2021, Primav resolved a capital increase reserved entirely for IGLI for an amount of BRL 880.9 million (€ 142.8 million¹), aimed exclusively at the full repayment of Primav's financial indebtedness.

On 11 March 2021, IGLI and Primav Construções therefore resolved a partial demerger of Primav, as a result of which the latter assigned to IGLI do Brasil Participações Ltda (“IGLI Brasil”), a Brazilian company wholly owned by IGLI, a total of 232,504,226 EcoRodovias shares and 135,923,941 shares of Vem ABC - Monotrilho Linha 18 – Bronze S.A., a company operating in the urban mobility sector.

Following the demerger, IGLI no longer holds any shares in Primav but, through IGLI Brasil, holds the above-mentioned shares in EcoRodovias and Vem ABC; Primav – which as at that date holds 125,000,000 shares in EcoRodovias and 73,076,059 shares in Vem ABC – is instead wholly owned by Primav Construções.

Phase 2 - EcoRodovias capital increase

On 9 June 2021, the Board of Directors of EcoRodovias resolved a capital increase completed on 23 June through the issue of 137,635,144 shares placed through a “*follow-on public offer with restricted distribution efforts*” at a price of 12.50 Reais per share.

¹ At the hedged exchange rate EUR/Reais 6.168.



The placement operation, the final step in the process envisaged by the agreements signed in July 2020, was implemented in two stages:

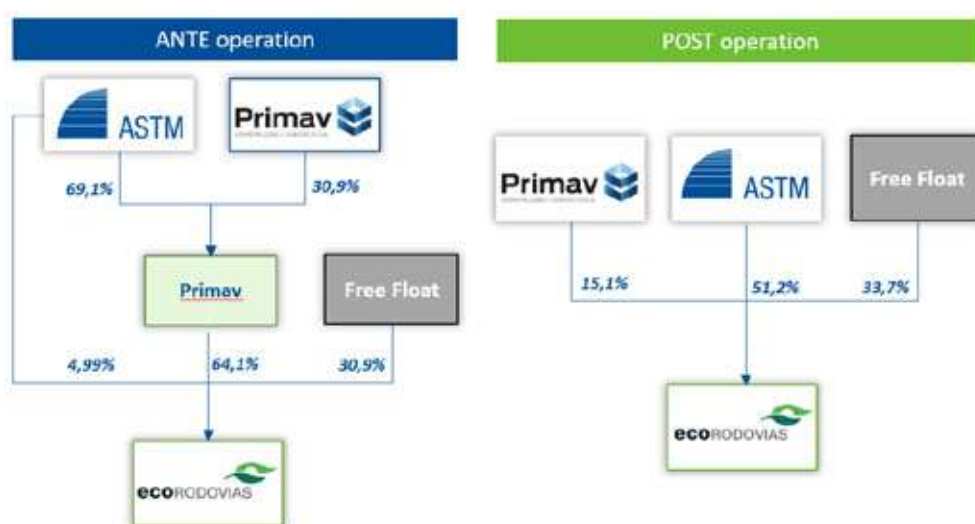
- Primary offer: 137,635,144 new-issue shares placed;
- Secondary offer: 20,000,000 shares held by Primav Infraestrutura S.A. placed.

The capital increase operation allowed EcoRodovias to collect financial resources of around 1.7 billion Reais, corresponding to an increase in the number of shares issued of 25%.

ASTM subscribed to the capital increase of EcoRodovias for a value of 1.2 billion Reais and held 51.2%¹ of the Brazilian company’s capital.

As provided for by the Agreement, at the same time as the demerger of Primav, the previous shareholders’ agreement between IGLI and Primav Construções was amended, by virtue of which the joint control structure in EcoRodovias was maintained until the date on which the capital increase for EcoRodovias was carried out. On 25 June 2021, the capital increase of EcoRodovias was completed, which allowed ASTM, through the subsidiaries IGLI and IGLI Brasil (company indirectly controlled through IGLI), to hold a number of shares equal to 51.2% of it. On 22 June, the directors of EcoRodovias representing the shareholder Primav Construções resigned from their positions, however on that date – given that the joint control agreements no longer applied – the ASTM Group did not hold, temporarily, the possibility to direct the relevant activities of EcoRodovias through the majority of voting rights held by it. Not even did it have the practical ability to direct the relevant activities through elements other than the majority of voting rights, since it did not autonomously hold the power to appoint members of *key management personnel* nor to encourage EcoRodovias to enter into significant transactions. The temporary situation was resolved on 16 November 2021, following the extraordinary shareholders’ meeting of EcoRodovias, which led to the dissolution of the existing Board of Directors and the appointment of a new Board of Directors, wherein the majority is IGLI. Therefore, from 1 December 2021, the equity investment in EcoRodovias was consolidated on a “line-by-line basis” (previously accounted for by the “equity method”).

Below is a graph which illustrates the change in the Group’s structure following the transactions illustrated previously.



¹ Of which 46.19% through Igli Brasil and 4.99% through IGLI.



SITAF

With a number of the obstacles to the consolidation of SITAF S.p.A. and its subsidiaries into ASTM no longer existing from 1 April 2021, SITAF S.p.A. and its subsidiaries, previously consolidated by the “equity method”, were consolidated on a “line-by-line basis”.

Cross-Financing SATAP A4 - Asti-Cuneo Motorway A33

As described in previous reports, on 30 October 2020, the subsidiaries SATAP S.p.A. (concession holder of the A4 Torino-Milano) and Asti-Cuneo S.p.A. (concession holder of the A33 Asti-Cuneo motorway) signed the Additional Deeds with the Ministry of Infrastructure and Transport (now Ministry of Sustainable Infrastructure and Mobility – “Ministry”) for their respective Agreements to adjust the cross-financing operation aimed at rebalancing and completing the A33 Asti-Cuneo motorway.

On 7 January 2021, the interministerial decrees from MIT and the Ministry of the Economy and Finance relating to the Additional Deeds were signed. They became fully effective following the registration of the aforementioned decrees by the Court of Auditors on 6 March 2021.

The new Additional Deeds provide for investments by SATAP A4 for a total value of approximately EUR 740 million, of which approximately EUR 630 million shall go to the rebalancing and completion of the Asti-Cuneo motorway and the remainder to the completion of investments on the section of its competence.

Additionally, after the Asti-Cuneo Additional Deed took effect, the Ministry, with Decree of 10 June 2021, approved the executive project of lot II.6 Roddi - Enel Dam – Bank B (between km 5+000 and Tangenziale di Alba by-pass) which made it possible, having already acquired the necessary plots, to initiate on 29 June 2021, the final delivery of the aforementioned works to Itinera S.p.A.

Concession tenders Italy

A21 Torino-Alessandria-Piacenza stretch and A5 Torino-Ivrea-Quincinetto stretches, A4/A5 Ivrea-Santhià link road, Torino-Pinerolo fork and Sistema Autostradale Tangenziale Torinese

As described in previous reports, on 20 September 2019, the Ministry of Infrastructure and Transport (now “MIMS”, Ministry of Sustainable Infrastructure and Mobility, “Ministry”) published the European call for tenders to identify a new concession holder for the motorway stretches “A21 Torino-Alessandria-Piacenza” - for which the concession expired on 30 June 2017 - “A5 Torino-Ivrea-Quincinetto”, the link road “A4/A5 Ivrea-Santhe”, the “Torino-Pinerolo” fork and the “Sistema Autostradale Tangenziale Torinese” - for which the concessions expired on 31 August 2016, currently respectively managed under an extension by the Group subsidiaries SATAP S.p.A. and ATIVA S.p.A. respectively.

The Temporary Consortium of Companies, made up almost entirely (97.6%) of Group companies, with the subsidiary SALT p.A. as lead member, submitted its bid. ATI SALT was first excluded then readmitted with reservation following the appeal against the exclusion before the Regional Administrative Court of Lazio.

On 26 November 2020, the Ministry decreed the award of the concession to the above-mentioned Temporary Consortium, while awaiting judgement in the pending proceedings against the exclusion measure issued during pre-qualification by the Ministry on 19 December 2019.

Both the Administrative Court of Lazio and the Council of State confirmed the legitimacy of the exclusion.



Against this latter ruling, ATI SALT filed an appeal for revision to the Council of State and the Court of Cassation for reasons of jurisdiction, asking both Courts to refer the matter to the European Court of Justice for the blatant violation of EU rights.

On 10 June 2021, the Ministry revoked the previous decree of 26 November 2020 and awarded the concession to the only remaining bidder, Consorzio Stabile SIS S.c.p.a. ATI SALT filed an appeal against this measure, with application for suspension, before the Regional Administrative Court of Lazio. With order of 4 August 2021, the latter rejected the aforementioned pre-trial request filed by SALT.

On 9 November 2021, the Ministry declared the efficacy of the definitive award of the concession to the Consorzio Stabile SIS S.p.c.a. Following the appeal against the precautionary injunction of the Regional Administrative Court proposed by SALT, the Council of State, with order of 18 November 2021, ordered the suspension of the awarding procedure in favour of Consorzio Stabile SIS S.p.c.a., annulling the precautionary injunction of the Regional Administrative Court of Lazio. The legal proceedings are set for 13 July 2022. At the same time, in the revocation sentence proposed by ATI SALT against the appeal judgement, which had confirmed the exclusion, the Council of State ordered the suspension of the efficacy of that judgement and the MIMS blocked the signing of the concession contract. At the hearing on 17 February 2022, the Council of State in its judicial capacity issued an adjournment order until 7 July 2022 for the discussion of the appeal filed by ATI SALT.

[A12 Sestri Levante-Livorno stretches, A11/A12 Viareggio-Lucca, A15 fork towards La Spezia and A10 Ventimiglia-Savona stretch](#)

As described in previous reports, on 27 December 2019, the Ministry of Infrastructure and Transport (now the Ministry of Sustainable Infrastructure and Mobility – “Ministry”) published the European call for tenders to identify the new concession holder for the motorway stretches A12 Sestri Levante-Livorno, A11/A12 Viareggio-Lucca and A15 La Spezia fork – for which the concessions expired on 31 July 2019 – and for A10 Savona-Ventimiglia (French border) – for which the concession expired on 30 November 2021 – currently managed by the Group companies SALT p.A. and Autostrada dei Fiori S.p.A.

The subsidiary Itinera S.p.A. submitted its bid.

On 18 November 2020, the Ministry awarded the concession to Itinera S.p.A.

The second-place tenderer, Consorzio Stabile SIS S.c.p.a., appealed the awarding procedure before the Regional Administrative Court of Lazio, but the latter rejected the appeal, confirming the legitimacy of the award to Itinera S.p.A.

Consorzio Stabile SIS S.c.p.a. filed an appeal against this ruling, with a request for presidential decree, *inaudita altera parte*, before the Council of State, which was rejected. The collective hearing in the council chambers was set for 10 February 2022. In the meantime, the concession contract was signed (on 18 January 2022) by the MIMS with the Società di Progetto Concessioni del Tirreno S.p.A. established for the purpose by Itinera S.p.A.

This contract is not yet effective, since it requires approval with an interministerial decree and registration with the Court of Auditors. The new concession will last 11 years and 6 starting from the takeover date.

At the same time, Consorzio Stabile SIS S.c.p.a. also prepared the ministerial measure declaring the effectiveness of the award to Itinera S.p.A., asking for its suspension before the Regional Administrative Court of Lazio, which rejected the application. The same precautionary demand was however reiterated before the same Court with a request that the Chairperson adopt, without involving both parties, a monocratic decree granting the measure. Also in this case, the application was rejected by a single judge and revoked by Consorzio Stabile SIS S.c.p.a. at the next closed session on 26 January 2022.

[Halmar](#)

On 8 September 2021, the subsidiary Itinera USA Corp. signed an agreement for the purchase of 50% of the capital of Halmar International LLC still held by minority shareholders. The purchase of 30% took place on 29 September 2021 for a consideration of \$



75 million; the purchase of the residual 20% is envisaged within the sixtieth day following the approval of the financial statements for the year ended as at 31 December 2023, without prejudice to other mutual agreements that may occur between the parties intended to defer the purchase of the final tranche for a period of two years.

ETERIA Consorzio Stabile

With reference to the activity to be carried out on the national construction market, on 21 June 2021 the subsidiary Itinera S.p.A. and Vianini Lavori S.p.A. (Caltagirone Group) established the Consorzio Stabile ETERIA S.c.a r.l. with equal holdings, with the intention to participate, through a joint venture, in the public tenders announced in Italy in the coming years and to contribute jointly to the country's infrastructural relaunch.

Other initiatives

Rapid Mass Transit Corridor North tender (Miami - USA)

The ASTM Group has been pre-qualified in the United States for a project worth approximately USD 1.6 billion for the construction and management of a city rail transit corridor in Florida called the "Miami-Dade County Rapid Mass Transit Solution - North Corridor", aimed at improving the collective mobility system of the city of Miami. The project will involve the construction and subsequent operation of the urban mobility Northern line (including rolling stock). This initiative is a *Public-Private Partnership* (PPP) with an availability fee paid by the Client (Miami Dade County) and ancillary commercial revenues against the construction, maintenance and operation of the motorway stretch for a period of 30 years.

The ASTM Group is joint venture with other primary financial operators.

I-10 Calcasieu River Bridge Tender (Louisiana – USA)

The ASTM Group has pre-qualified in the United States for the project related to the I-10 Calcasieu River Bridge tender. The project involves the construction of a new bridge over Lake Charles in Louisiana and a total of 8.2 km access road arteries. The cost of construction should come to around USD 500-600 million. The concession will last up to 50 years and envisages direct collection of the toll to cross the new infrastructure by the Concession Holder.

The ASTM Group holds 50%, plus 1 share, of the concession managed by the joint venture with two primary operators in the financial sector, while the construction of the works will be awarded to the US subsidiary Halmar International, which has notable experience in the construction of bridges and viaducts.

American Disability Act 13 Stations Tender (New York – USA)

The ASTM Group has responded to the pre-qualification request in the United States for the concession project worth around 500 million dollars to improve accessibility for disabled people in 13 subway stations in New York. This is one of the many initiatives included in the American Disability Act (ADA) established by the Federal Government of the United States in order to eliminate architectural barriers. It is also the first of a series of concession projects that will be launched by the Metropolitan Transit Authority (MTA), the public body that manages public transport in New York City. The project envisages civil works, the acquisition, installation and maintenance of lifts in thirteen subway stations which currently do not meet accessibility requirements. The project involves the construction and subsequent maintenance of the structures built. The initiative is a Public-Private Partnership (PPP) with an availability fee paid by the Client (MTA).



The ASTM Group has a 100% stake in the concession and the construction and maintenance will be awarded to the subsidiary Halmar International which has ample experience in the construction and modernisation of railway stations and the metro on behalf of MTA. The ASTM Group is assessing other significant opportunities in the US concessions sector for which the start of the tender procedure is expected within the current year or in early 2023.

Penn Station Access Tender (New York – USA)

On 12 January 2022, the ASTM Group was awarded the “Penn Station Access” contract in New York City.

The initiative, promoted by the Metropolitan Transportation Authority (“MTA”) of New York, is worth \$ 1.85 billion. Once completed, the project will improve the connectivity of regional transport in the New York district by doubling the current “Metro-North” railway line from the Bronx to Manhattan with the drastic reduction in travel times on one of the busiest and most congested stretches in the city. In particular, the initiative involves the design and construction of 4 new railway stations and the extension of most of the existing line by doubling the current two tracks to four tracks, for a total length of over 30 km of new and improved tracks. The project also comprises the modernisation of technological signage, power and communication infrastructure, the construction of new interchange and sub-service stations and the improvement of four viaducts. The work, expected to be completed in around 63 months, will lastly have an important impact on employment: it is estimated that the project will create around 4,500 direct jobs and another 10,000 indirect jobs.

Stockholm Metro (Sweden)

On 9 March 2022, the ASTM Group was awarded two contracts in Sweden for the construction of two stretches of the Stockholm metro worth a total of EUR 225 million. The Client of the two initiatives is Region Stockholm.

Hammarby Canal

The first of the two contracts is related to the creation of a metro stretch named “Hammarby Canal” as part of the Blue metro line in the city of Stockholm. In particular, the project involves the construction of three tunnels for a total length of around 1,100 m as well as the construction of the Hammarby Canal Station. The station, situated beneath the Hammarby canal at a depth of 40 m, has two entrances and two ventilation shafts.

The works will last 36 months and are worth around EUR 90 million.

Arenastaden - Södra Hagalund

The second contract is related to the creation of the metro stretch named “Arenastaden - Södra Hagalund” which connects the Green metro line to the south of the Swedish capital.

The works are mainly underground in the municipality of Solna, situated between the Karolinska University Hospital and the Friend Arena, and involve the construction of two stations (Arenastaden and Södra Hagalund), each with two exits, and the construction of a connecting tunnel around 2.5 km long.

The works will last 53 months and are worth around EUR 135 million.



SUSTAINABILITY-LINKED BONDS

On 18 November 2021, ASTM S.p.A. closed the placement of three *Sustainability-Linked Bonds (SLBs)* for a total of EUR 3 billion.

The three tranches of bond issues have the following characteristics:

1. EUR 750 million with maturity at 25 November 2026, coupon of 1.00% and spread of 115 basis points compared to the mid-swap benchmark rate;
2. EUR 1,250 million with maturity at 25 January 2030, coupon of 1.50% and spread of 160 base points compared to the mid-swap benchmark rate;
3. EUR 1,000 million with maturity at 25 November 2033, coupon of 2.375% and spread of 215 base points compared to the mid-swap benchmark rate.

The aforementioned bonds are the first bonds in the world issued by an “Infra” issuer that incorporates SBTi targets.

The ASTM Group used the liquidity arising from the issue of such Bonds to refinance various lines of credit, including the *bridge financing* used by NAF 2 to finance the OPA on ASTM during 2021.

The three issues of senior *unsecured* bonds, structured under the new *European Medium-Term Notes (EMTNs)* programme, were assigned the following ratings:

- Baa3 by Moody’s Investors Service
- BBB- by Fitch Ratings

The bonds, destined exclusively for institutional investors, are based on the *Sustainability-Linked Financing Framework (SLFF)* recently published and available on the Company’s website (www.astm.it).

The ASTM Group is specifically committed to reducing GHG¹ emissions for:

- Scope 1² and 2³ by 25% by 2030 compared to the 2020 values; and
- Scope 3⁴ from goods and services purchased from third parties by 13% in the same period of time.

¹ Greenhouse Gas

² Scope 1 (direct emissions): this category includes emissions from own sources or sources controlled by the organisation

³ Scope 2 (indirect emissions): this category includes emissions inferred from the consumption of electricity purchased by the organisation

⁴ Scope 3 (indirect emissions): this category includes the other indirect emissions due to the company’s activity, including those related to the purchase of goods and services



Economic, equity and financial data

Group economic data

See below for the comparison between the **revenue and expenditure items** of FY 2021 and the same data from the previous year.

Note that, following the acquisition of control, with effect – respectively – from 1 April and from 1 December 2021, the data of the SITAF Group and those of the EcoRodovias Group were consolidated on a “line-by-line basis”, having previously been accounted for using the “equity method”. Additionally, in FY 2020 the data related to the Tubosider Group (EPC sector) had been consolidated from the second half of the year.

<i>in thousands of EUR</i>	2021	2020	Changes	Changes %
Motorway sector revenue – operating activities ^{(1) (2)}	1,332,608	969,458	363,150	37.5%
“EPC” sector revenue ⁽²⁾	1,003,721	951,545	52,176	5.5%
Technology sector revenue	22,045	16,387	5,658	34.5%
Other revenues	170,362	67,270	103,092	153.3%
Total turnover	2,528,736	2,004,660	524,076	26.1%
Operating costs ⁽¹⁾⁽²⁾	(1,715,388)	(1,456,876)	(258,512)	17.7%
EBITDA	813,348	547,784	265,564	48.5%
Net amortisation/depreciation and provisions	(353,137)	(254,436)	(98,701)	38.8%
Operating income	460,211	293,348	166,863	56.9%
Financial income	41,683	18,730	22,953	122.5%
Financial expenses	(179,278)	(103,569)	(75,709)	73.1%
Capitalised financial expenses	35,850	16,425	19,425	118.3%
Profit (loss) of companies accounted for with the equity method	(2,594)	(56,288)	53,694	-95.4%
<i>Change of control</i>	(113,870)	-	(113,870)	n.a.
Profit before tax	242,002	168,646	73,356	43.5%
Income taxes (current and deferred)	(167,919)	(24,924)	(142,995)	573.7%
Profit (loss) for the period	74,083	143,722	(69,639)	-48.5%
▪ Profit (Loss) for the period attributable to minority interests	72,878	34,885	37,993	108.9%
▪ Profit (Loss) for the period attributable to the Group	1,205	108,837	(107,632)	-98.9%

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 93.4 million in 2021 and EUR 76.1 million in 2020).

(2) With regard to licensees, the IFRIC 12 prescribes 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 609.9 million in 2021 and EUR 401.5 million in 2020 respectively – were reversed for the same amount from the corresponding revenue/cost items.

The item “*motorway sector revenue*” totalled EUR 1,332.6 million (EUR 969.5 million in 2020) and breaks down as follows:

<i>in thousands of EUR</i>	2021	2020	Changes
Net toll revenue	1,302,062	949,028	353,034
Other accessory revenues	30,546	20,430	10,116
Total motorway sector revenue	1,332,608	969,458	363,150

The increase in “*net toll revenues*” – equal to EUR 353 million (+37.2%) – is attributable (i) for EUR 194.6 million to the growth in traffic volumes, (ii) for EUR 114.7 million to the consolidation as of 1 April 2021 of the toll revenues of SITAF S.p.A., (iii) for EUR 41.8 million to the consolidated as of 1 December 2021 of the toll revenues of the EcoRodovias Group and (iv) for EUR 1.9 million to the recognition as of 1 January 2021 of the tariff adjustment granted to the subsidiary Autovia Padana S.p.A.



The “*other accessory revenues*” mainly refer to rental income on the service areas; the increase in the item in question is attributable for EUR 1.1 million to the consolidation as of 1 April 2021 of the income statement figures of SITAF S.p.A. and for the remainder, reflects the increase in consumption at the service areas and consequent *royalties*.

The EPC sector, which includes the Itinera Group, Sina S.p.A. and Euroimpianti S.p.A., showed an increase in production in particular thanks to the constant growth in business volumes of the Itinera Group in both Italy and abroad.

The technology sector saw a growth in production relative to third parties compared to the previous year.

The growth seen in “*other revenues*” is attributable for EUR 44.1 million to the changes in the scope of consolidation, for EUR 32.3 million to the *Cross Financing* coming into effect, for EUR 19.6 million to the integration of the takeover value associated with the expiry of the concession relative to the A10 Savona-Ventimiglia stretch (amount related – among other things – to the recovery of the damages arising from the Covid-19 emergency for 2020 and 2021) and for around EUR 6 million to “Covid-19” contributions granted to the US companies of the Group by local government authorities.

The increase in “*operating costs*” is essentially due (i) to the increased production by the companies operating in the EPC and technology sectors, (ii) to the increased maintenance carried out by the motorway licensee companies and (iii) to the consolidation of the income statement figures of the SITAF Group and of the EcoRodovias Group as of 1 April and 1 December 2021 respectively.

As a result of the above, the *EBITDA* is EUR 813.3 million, up by EUR 265.5 million (+48.5%):

<i>in millions of EUR</i>	FY 2021	FY 2020	Changes
· Motorway Sector	834.6	534.9	299.7
· EPC sector	10.5	21.0	(10.5)
· Technology Sector	11.7	15.8	(4.1)
· Other sectors - Services	(43.5)	(23.9)	(19.6)
Total	813.3	547.8	265.5

The “*Net amortisation/depreciation and provisions*” item is equal to EUR 353.1 million (EUR 254.4 million in 2020). The change compared to the previous year is due to: (i) higher depreciation and amortisation for EUR 60.7 million¹, (ii) higher provisions for risks and charges for EUR 52.6 million and (iii) lower net allocations to the “provision for restoration and replacement” of non-compensated revertible assets for EUR 14.6 million.

“*Financial income*” was equal to EUR 41.7 million (€ 18.7 million in FY 2020); the increase compared to the same period in the previous year is mainly attributable to the interest accrued on investments in Brazilian deposit certificates and on the forex gains arising from their disposal, as well as the capital gains from the sale of the equity investment held in Tubosider UK Ltd.

“*Financial expenses*” – including expenses on *Interest Rate Swap* contracts – showed an increase of EUR 75.8 million; this change is attributable for EUR 59 million to the consolidation of SITAF S.p.A. and EcoRodovias Infrastruttura e Logistica S.A., for EUR 35.4 million to the expenses and interest on the loan raised by NAF 2 S.p.A. as part of the OPA on ASTM shares, partially offset by the lack of interest expense of the 2010-2020 bond loan reimbursed in October 2020.

The change in “*capitalised financial expenses*” is related to both the performance of the investments made and the consolidation of SITAF S.p.A. (€ 7.7 million) and EcoRodovias Infrastruttura e Logistica S.A. (€ 9.9 million).

“*Change of control*”, equal to EUR -113.9 million, represents a one-off entry linked to the initial full consolidation of SITAF and EcoRodovias from 2021 and refers to the *fair value* measurement (at the date control was acquired) of the ownership interests previously held in SITAF S.p.A. (€ -1.2 million) and in EcoRodovias Infrastruttura e Logistica S.A. (€ -112.7 million) and mainly includes the income statement reversal of the exchange differences accrued on the Brazilian investments previously recognised in shareholders’ equity.

¹ This change reflects both the increase in traffic volumes and the consolidation from 1 April 2021 of the SITAF Group and from 1 December 2021 of the EcoRodovias Group.



The item “*profit (loss) of companies accounted for by the equity method*” included the share of profits from jointly controlled entities and associated companies. The change compared to the previous year is the result of the higher contribution from (i) the Brazilian investee companies (relative to the first eleven months of the year), (ii) the investee companies belonging to the EPC sector and (iii) Tangenziale Esterna S.p.A. and Tangenziale Esterna di Milano S.p.A., partially offset by the lower contribution of the SITAF Group companies following their consolidation on a line-by-line basis as of 1 April 2021.

With reference to the amount of “*income taxes*”, note that it includes additional 3.5% corporate income tax (IRES) deriving from activities carried out on the basis of the motorway concessions, established under Italian Law no.160 of 27.12.2019. Note also that the 2020 figure included an amount of EUR 7.7 million attributable to the substitute tax for the realignment of differences between tax values and statutory values resulting from merger and/or contribution transactions of previous years. These realignments – made pursuant to Article 110, paragraph 7 of Decree-Law no.104 of 14 August 2020 – had allowed the recognition in FY 2020 of deferred tax credits/release of deferred tax provisions previously allocated for a total of EUR 72.5 million. In this regard, note that the changes made by the 2022 Finance Act (Law no. 234 of 30 December 2021) to the regulation on revaluation and realignment, and in particular to the methods of tax deduction of amortisation of some assets, led the subsidiary SATAP S.p.A. to decide to revoke the decision made in the previous year with consequent reversal of the substitute tax quantified as EUR 2.2 million and the clearance of deferred tax assets previously recognised in the consolidated financial statements for EUR 21.7 million.

In view of the above, the portion attributable to the Group of the “*Profit (loss) for the period*” was EUR 1.2 million (profit of EUR 108.8 million in FY 2020). This result, adjusted for the “*extraordinary*” items (non-monetary expenses related to the “*Change of control*”, financial expenses and costs incurred as part of the OPA promoted by NAF 2 S.p.A. on the ASTM shares and the subsequent merger by incorporation into ASTM S.p.A., higher taxes following the revocation of the tax alignment made in the previous year), is equal to around **EUR 163.9 million**¹ and showed a significant improvement compared to the figure from FY 2020.

¹ The following table presents the reconciliation of the profit for the period attributable to the Group from the consolidated income statement and the corresponding “adjusted” value of the “extraordinary” items:

<i>(in millions of EUR)</i>	<u>2021</u>
Profit for the period attributable to the Group – consolidated income	1.2
Change of control effect	113.9
OPA expenses on ASTM shares	29.3
Realignment of tax values	19.5
“Adjusted” profit for the period attributable to the Group	<u>163.9</u>



Group equity and financial data

The main components of the consolidated financial position at 31 December 2021, compared with the corresponding figures from the previous period, can be summarised as follows:

<i>in thousands of EUR</i>	31/12/2021	31/12/2020	Changes
Net fixed assets	7,454,831	3,206,038	4,248,793
Equity investments and other financial assets	747,859	1,214,476	(466,617)
Working capital	(723,295)	(31,461)	(691,834)
Invested capital	7,479,395	4,389,053	3,090,342
Payable to ANAS – Central Insurance Fund	(983,388)	(168,826)	(814,562)
Employee benefits and other provisions	(660,827)	(438,439)	(222,388)
Invested capital less provisions for medium- and long-term risks and charges	5,835,180	3,781,788	2,053,392
Shareholders' equity and profit (loss) (including minority interests)	1,630,241	2,933,325	(1,303,084)
Net financial indebtedness	4,204,939	848,463	3,356,476
Equity and minority interests	5,835,180	3,781,788	2,053,392

The increase that occurred in the item “*Net fixed assets*” reflects the consolidation of the SITAF and EcoRodovias Groups, the investments made in the period net of depreciation and amortisation and of the reclassification made with reference to the takeover value related to the A10 Savona-Ventimiglia stretch the concession of which expired on 30 November 2021.

The decrease in “*Equity investments and other financial assets*” is the direct consequence of the consolidation on a “line-by-line basis” of the SITAF and EcoRodovias Groups, which involved the consolidation of the related balances, together with the reversal of the book values of the aforesaid equity investments previously accounted for with the “equity method”.

The change in “*Working capital*” reflects the consolidation of the SITAF and EcoRodovias Groups and in particular the medium/long-term payables of the latter relative to payables for concession fees to the Brazilian authorities, as well as the payable for the purchase option of the residual 20% of Halmar International LLC.

The increase in “*Payable to ANAS – Central Insurance Fund*” is the result of the consolidation of SITAF S.p.A. and the relative payable to ANAS and the payment of the instalments due in 2021.

The increase in “*Employee benefits and other provisions*” reflects the consolidation of the SITAF and EcoRodovias Groups as well as the provisions made during the year to such funds.

The decrease in “*Shareholders' equity and profit (loss) (including minority interests)*” is the result of the cancellation of the carrying value of the ASTM shares purchased as part of the OPA made by NAF 2 S.p.A. on ASTM shares, following the reverse merger of NAF 2 S.p.A. into ASTM S.p.A., and of the *fair value* measurement of minority interests following the consolidation of the SITAF and EcoRodovias Groups.



Net financial indebtedness

With reference to the changes in the individual components of net financial indebtedness, note that in November 2021 the parent company placed on the market three bond loans (*Sustainability-Linked Bonds*) for a total nominal value of EUR 3 billion, the income arising from these issues was used – among other things – to repay existing loans raised by the incorporated company NAF 2 S.p.A. as part of the OPA on ASTM shares. The balance as at 31 December 2021 also includes the net financial indebtedness of the SITAF and EcoRodovias Groups, control of which was obtained during the year.

The net financial indebtedness of the ASTM Group as at 31 December 2021 is composed as follows¹:

<i>in thousands of EUR</i>	31/12/2021	31/12/2020	Changes
A) Cash and cash equivalents	1,343,680	879,003	464,677
B) Securities held for trading	-	-	-
C) Liquidity (A) + (B)	1,343,680	879,003	464,677
D) Financial receivables	1,779,305	1,133,252	646,053
E) Bank short-term borrowings	(247,140)	(206,193)	(40,947)
F) Current portion of medium/long-term borrowings	(431,469)	(449,859)	18,390
G) Other current financial liabilities	(369,382)	(84,784)	(284,598)
H) Short-term borrowings (E) + (F) + (G)	(1,047,991)	(740,836)	(307,155)
I) Current net cash (C) + (D) + (H)	2,074,994	1,271,419	803,575
J) Bank long-term borrowings	(1,380,834)	(1,015,355)	(365,479)
K) Hedging derivatives	(29,776)	(17,065)	(12,711)
L) Bonds issued	(4,838,367)	(1,041,629)	(3,796,738)
M) Other long-term payables	(30,956)	(45,833)	14,877
N) Long-term borrowings (J) + (K) + (L) + (M)	(6,279,933)	(2,119,882)	(4,160,051)
O) Net financial indebtedness (I) + (N)	(4,204,939)	(848,463)	(3,356,476)

At 31 December 2021, the “**net financial indebtedness**” totalled EUR 4,204.9 million (EUR 848.5 million at 31 December 2020). This amount does not include (i) the *fair value* of “*investment funds*” subscribed in previous years to invest cash, equal to EUR 15.4 million (€ 14.6 million at 31 December 2020), (ii) the discounted value of medium/long-term receivables for “*guaranteed minimums*” of EUR 1.9 million (€ 1.7 million at 31 December 2020), (iii) the “*takeover receivable*” – equal to EUR 32.3 million (zero at 31 December 2020) – accrued at 31 December 2021 on the Asti-Cuneo concession after the *Cross Financing* came into effect and (iv) the discounted value of the “*payables due to ANAS-Central Guarantee Fund*” of EUR 482.3 million (€ 125.3 million at 31 December 2020).

Note that the “*financial receivables*” of the net financial indebtedness includes an amount equal to EUR 1,211.3 million (EUR 729.7 million as at 31 December 2020) attributable to the takeover receivables accrued on the expired concessions of the subsidiaries ATIVA S.p.A., SATAP S.p.A. (A21 Stretch), SALT p.A. (A12 Stretch) and Autostrada dei Fiori S.p.A. (A12 Stretch); these receivables refer to the values of motorway investments not depreciated as of the day the concession expired, as well as receivables accrued for investments made after the expiration of the concessions, which must be paid to the outgoing licensee company by the incoming licensee. The recognition of the terminal value is provided for in the tender documents issued by the MIMS (Ministry of Sustainable Infrastructure and Mobility) for the renewal of the above-mentioned concessions, which were recently awarded. With regard to the awarding procedure and the ongoing disputes, refer to the previous specific sections.

The change in “*net financial indebtedness*” is broken down as follows:

(in millions of EUR)

¹ The Explanatory Notes to the Consolidated Financial Statements report the financial indebtedness (ESMA) prepared in compliance with the Guidelines of the European Securities and Markets Authority of March 2021.



Net financial indebtedness as at 31 December 2020	(848.5)
▪ Purchase of ASTM shares as part of the OPA launched by NAF 2 S.p.A. (company then merged into ASTM)	(1,883.5)
▪ Investments in Brazilian companies regarding the EcoRodovias Group	(342.1)
▪ Indebtedness arising from the consolidation of the EcoRodovias and SITAF Groups	(1,441.4)
▪ Creation of incremental works relative to the motorway infrastructure of the Group	(608.1)
▪ Net investments in fixed assets	(33.1)
▪ Operating cash flow	465.2
▪ Change in net working capital and other minor changes	5.0
▪ Recognition of the takeover receivables with reference to the concessions already expired in previous years and relative to investments made in the period	191.0
▪ Recognition of the takeover receivables relative to Autostrada dei Fiori S.p.A. (concession expired in 2021)	290.6
Net financial indebtedness as at 31 December 2021	(4,204.9)

The **financial resources available** as at 31 December 2021 are broken down as follows:

(in millions of EUR)

Cash and financial receivables	3,123
Investment funds	15
UniCredit pool loan (in favour of ASTM) intended for the Capex of Autovia Padana	58 ¹
Back up committed facilities (in favour of ASTM S.p.A.)	250 ¹
"Uncommitted" credit lines (in favour of ASTM S.p.A. and its consolidated companies)	365 ¹
Subtotal	673
Total financial resources as at 31 December 2021	3,811

¹ For the breakdown of the items refer to the note "Other information" – (ii) Financial risk management"



Financial income

In 2010, the ASTM Group began the implementation of a financial structure model that provides for diversification of the financing sources and centralisation of funding activities, with subsequent transfer of resources to Italian companies operating in the motorway sector through specific intercompany loans. ASTM, limited to the Italian companies operating in the motorway sector, therefore acts as the Group's interface with the debt market, combined in its various forms: lending banks, national and supranational institutions and subscribers of bond issues.

The implementation of this structure makes it possible to find medium/long-term "committed" resources (i) from a variety of financial instruments (mainly bonds and medium/long-term loans) and a variety of counterparties (international and national banks or other supranational institutions such as the European Investment Bank and national institutions such as Cassa Depositi e Prestiti S.p.A.), (ii) at uniform economic conditions and duration throughout the Group and (iii) avoiding, at the same time, any form of structural subordination between existing creditors at the level of investee companies and new ASTM S.p.A. creditors.

On the basis of this financial structure, the funds raised centrally are, from time to time, loaned to subsidiaries operating in the motorway sector in particular through specific intercompany loan agreements, in order to support their financial requirements for investments in line with the economic financial plans and/or in any case with the needs of the individual companies.

It should also be noted that the debt contracted by ASTM S.p.A. within this structure may, in some cases, be supported by a special *security*, based on the pledging or collateral assignment of receivables from intercompany loans, intended exclusively to guarantee ASTM S.p.A.'s creditors direct access to the financed operating companies in the event of certain pathological events, and to prevent, where existing, any structural subordination between the financial creditors of ASTM S.p.A. and the financial creditors of its subsidiaries.

EMTN Programme

SIAS S.p.A. (now merged into ASTM S.p.A.) in 2010 had set up a Euro Medium Term Notes (EMTN) programme for € 2 billion. As part of this programme, the Company issued three bonds, governed by British Law and traded on the Irish Stock Exchange:

- "2010-2020 bond loan" of EUR 500 million issued on 19 October 2010, with a term of 10 years and repaid at maturity (26 October 2020) in a lump sum, at par value.
- "2014-2024 bond loan" of EUR 500 million issued on 6 February 2014, with a term of 10 years and scheduled to be repaid at maturity (13 February 2024) in a lump sum, at par value.
- "2018-2028 bond loan" of EUR 550 million issued on 8 February 2018, with a term of 10 years and scheduled to be repaid at maturity (8 February 2028) in a lump sum, at par value.

On 12 August 2020, ASTM S.p.A. approved the establishment of a new medium/long-term bond issue programme (EMTN) for a total maximum amount of EUR 3 billion, renewed and increased to EUR 4 billion in November 2021, on the regulated market managed by the Irish Stock Exchange (*Euronext Dublin*), having as its objective the issuance of *senior unsecured* non-convertible bonds. As part of the latter programme, on 18 November 2021 the company placed three *Sustainability-Linked Bonds (SLBs)* for a total of EUR 3 billion. In detail, the three tranches of bond issues have the following characteristics:

1. EUR 750 million with maturity at 25 November 2026 and coupon of 1.00%;
2. EUR 1,250 million with maturity at 25 January 2030 and coupon of 1.50%;
3. EUR 1,000 million with maturity at 25 November 2033 and coupon of 2.375%.



These bonds are the first bonds in the world issued by an “Infrastructural” issuer that incorporates the sustainability targets approved by the *Science-Based Targets initiative – SBTi*. They envisage *step-up* mechanisms of the coupons in the event of the failure to achieve, at the respective maturities, the *KPI sustainability targets* identified.

The bonds, destined exclusively for institutional investors, are based on the *Sustainability-Linked Financing Framework (SLFF)* recently published by ASTM and available on the Company’s website (www.astm.it). Specifically, the ASTM Group committed to reducing GHG¹ emissions for:

- Scope 1² and 2³, by 10% by 2024, 17% by 2027 and 25% by 2030, with respect to the 2020 values; and
- Scope 3⁴ from goods and services purchased from third parties by 9% by 2027 and 13% by 2030, with respect to the 2020 values.

The ASTM Group used the liquidity arising from the issuances to refinance various lines of credit and in particular the *bridge* loan taken out by NAF 2 S.p.A., then merged by incorporated into ASTM S.p.A. in November 2021, in relation to the OPA.

Credit Rating

With reference to the creditworthiness of the ASTM Group, on 10 June 2021, following the OPA, the ratings agency **Fitch** lowered the rating by one *notch* to **BBB-** with a *negative outlook*.

On 30 June 2021, the ratings agency **Moody’s** lowered the rating by one *notch* to **Baa3** with a *stable outlook*.

These *credit ratings* were also confirmed on the three bonds issued in November 2021.

¹ Greenhouse Gas

² Scope 1 (direct emissions): this category includes emissions from own sources or sources controlled by the organisation.

³ Scope 2 (indirect emissions): this category includes emissions inferred from the consumption of electricity purchased by the organisation.

⁴ Scope 3 (indirect emissions): this category includes the other indirect emissions due to the company’s activity, including those related to the purchase of goods and services.



Analysis of the profit in 2021 for the Parent Company

Income statement figures of ASTM S.p.A.

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

<i>in thousands of EUR</i>	2021	2020	Changes
Income from equity investments	21,070	94,101	(73,031)
Other financial income	65,731	85,201	(19,470)
Interest and other financial expenses	(90,077)	(66,638)	(23,439)
Financial income and expenses	(3,276)	112,664	(115,940)
Value adjustments of financial assets	(1)	(4)	3
Other operating income	13,145	12,544	601
Other operating costs	(36,572)	(32,836)	(3,736)
Pre-tax profit (loss)	(26,704)	92,368	(119,072)
Income taxes	10,646	68	10,578
Profit for the year	(16,058)	92,436	(108,494)

The items contained in the Parent company's income statement reflects the industrial holding activity it performs; in particular, the "*income from equity investments*" (totalling EUR 21.1 million) was mainly due to the collection of reserves and dividends distributed during the year by the subsidiaries Sinelec S.p.A. (€ 7.2 million) and SINA S.p.A. (€ 13.4 million), as well as the investee company Assicurazioni Generali S.p.A. (EUR 0.5 million). The change compared to the previous year is attributable to the lower distribution of profits/reserves by the investee companies operating in the motorway sector.

The items "*other financial income*" and "*interest and other financial charges*" reflect the centralisation function of the financial funding activities assumed by ASTM S.p.A., with subsequent transfer of resources to the operating companies through specific intercompany loans. More specifically, the item "*other financial income*" (EUR 65.7 million) mainly related to the interest accrued for the period on intercompany loans granted to subsidiaries and associated companies and was partially offset by financial expenses, mainly due to the funding raised through the issue of bond loans and the opening of loans. The decrease in "*other financial income*" compared to the previous year is mainly due to the lack of interest relative to a number of *intercompany* loans repaid at the end of the previous year, related to the "2010-2020 bond loan", which was paid back in October 2020.

The item "*interest and other financial expenses*" mainly includes (i) interest from the year accrued on the short, medium and long-term loans taken out by the Company (EUR 39.6 million), (ii) interest paid on intercompany loans obtained by the subsidiaries SATAP S.p.A. (EUR 5.8 million) and Autostrada dei Fiori S.p.A. (EUR 1.6 million), (iii) interest expenses on the bond loans (EUR 32.7 million) and (iv) and other bank charges and fees (EUR 10.4 million). The increase in this item is the result of (i) lower interest expense relative to the "2010-2020 bond loan" repaid during the previous year (-€ 19.2 million), (ii) lower interest expense on intercompany loans (€ -0.4 million), (iii) higher interest expense relative to the issue – in November 2021 – of three bond loans (€ +5.5 million), as well as (iv) higher interest expense on loans and other financial expenses (€ +37.6 million). The latter is mainly attributable to the loan raised by NAF 2 S.p.A. to finance the OPA promoted on the ASTM S.p.A. shares and the one raised by ASTM to finance – through the subsidiary IGLI S.p.A. – the increases in capital of the Brazilian investee companies.

The item "*other operating income*" reflects the accounting, administrative and financial consulting and assistance provided by ASTM S.p.A. to Group companies, the reversal of costs, and the income related to the secondment of personnel. The aforementioned income was offset by "*Other operating costs*", mainly consisting of costs related to employees (€ 13.7 million), costs for services (€ 15.1 million), other costs (€ 7.1 million) and amortisation (€ 0.6 million).



“Income taxes” reflects the typical nature of the activity carried out by the company and includes “income” associated with tax consolidation.

Equity and financial data of ASTM S.p.A.

The main components of the **financial position** at 31 December 2021, compared with the corresponding figures from the previous period, can be summarised as follows:

<i>in thousands of EUR</i>	31/12/2021	31/12/2020	Changes
Net fixed assets	6,827	7,242	(415)
Equity investments	3,591,732	3,148,534	443,198
Other financial assets	2,201,404	1,878,451	322,953
Working capital	(29,427)	15,505	(44,932)
Invested capital	5,770,536	5,049,732	720,804
Employee benefits and other provisions	(6,092)	(5,339)	(753)
Invested capital less provisions for medium- and long-term risks and charges	5,764,444	5,044,393	720,051
Shareholders' equity and result	830,173	2,728,789	(1,898,616)
Net financial indebtedness	4,934,271	2,315,604	2,618,667
Equity and minority interests	5,764,444	5,044,393	720,051

The increase in “*Equity investments*” is substantially attributable to the increases in capital of the subsidiaries IGLI S.p.A. (€ 341 million), ASTM North America Inc. (EUR 4.2 million) and Itinera S.p.A. (EUR 96.5 million).

The increase in “*Other financial assets*” is the result of the new loans granted to the subsidiaries net of the repayments and transfers of current portions to the “short-term” financial receivables.

The change in “*Working capital*” is mainly attributable to the payable to the subsidiary Itinera for the portion of capital increase not yet paid (€ 38.6 million).

The decrease in “*Shareholders' equity and result*” reflects both the cancellation of the carrying value of the ASTM shares acquired as part of the OPA promoted by NAF 2 S.p.A. on ASTM shares, following the reverse merger of NAF 2 S.p.A. into ASTM S.p.A. and the loss for the period.



In relation to the breakdown and changes in the individual components of **net financial indebtedness** of ASTM S.p.A., note that in November 2021 the Company placed on the market three bond loans (*Sustainability-Linked Bonds*) for a total nominal value of EUR 3 billion, the income arising from these issues was used – among other things – to repay existing loans raised by the incorporated company NAF 2 S.p.A. as part of the OPA on ASTM shares.

The net financial indebtedness of ASTM S.p.A. as at 31 December 2021 is composed as follows¹:

<i>in thousands of EUR</i>	31/12/2021	31/12/2020	Changes
A) Cash and cash equivalents	151,088	140,068	11,020
B) Securities held for trading	-	-	-
C) Liquidity (A) + (B)	151,088	140,068	11,020
D) Financial receivables	147,511	71,421	76,090
E) Bank short-term borrowings	-	-	-
F) Current portion of medium/long-term borrowings	(160,978)	(261,736)	100,758
G) Other current financial liabilities	(263,265)	(256,037)	(7,228)
H) Short-term borrowings (E) + (F) + (G)	(424,243)	(517,773)	93,530
I) Current net cash (C) + (D) + (H)	(125,644)	(306,284)	180,640
J) Bank long-term borrowings	(799,581)	(966,616)	167,035
K) Hedging derivatives	-	-	-
L) Bonds issued	(4,008,202)	(1,041,629)	(2,966,573)
M) Other long-term payables	(844)	(1,075)	231
N) Long-term borrowings (J) + (K) + (L) + (M)	(4,808,627)	(2,009,320)	(2,799,307)
O) Net financial indebtedness (I) + (N)	(4,934,271)	(2,315,604)	(2,618,667)

The “*net financial indebtedness*” as at 31 December 2021 showed a balance equal to EUR 4,934.3 million (EUR 2,315.6 million as at 31 December 2020); this amount does not include the non-current receivables related to the “intercompany loans” granted – as part of the financial structure defined at holding level – to the investee companies SALT p.A., SATAP S.p.A., SAV S.p.A., Autostrada dei Fiori S.p.A., Autostrada Asti-Cuneo S.p.A., Società di Progetto Autovia Padana S.p.A., Tangenziale Esterna S.p.A., Itinera S.p.A. and IGLI S.p.A. totalling EUR 2,188.8² million (EUR 1,862.9² million at 31 December 2020) and (ii) the fair value of the “*investment funds*” subscribed in previous financial years as a cash investment equal to EUR 12.6 million (EUR 11.9 million at 31 December 2020). The adjusted net financial indebtedness of the abovementioned items totalled EUR 2,732.9 million (EUR 440.8 million at 31 December 2020).

The change in the net financial indebtedness is the result of: (i) the purchase of ASTM shares as part of the OPA launched by the incorporated company NAF 2 S.p.A. (€ -1,883.5 million), (ii) the capital increases of the subsidiaries IGLI S.p.A., Itinera S.p.A. and ASTM North America Inc. (EUR -403.1 million), (iii) the disbursement of loans to subsidiaries (EUR -325.9 million) and (iv) the “*operating cash flow*” net of the change in net working capital and other minor changes (equal to EUR -6.2 million).

The “Reconciliation statement of the shareholders’ equity and the profit/loss for the period of ASTM S.p.A. and the corresponding values of the ASTM Group” is included in the “Explanatory Notes” to the Consolidated Financial Statements.

¹ The Explanatory Notes to the Annual Financial Statements report the financial indebtedness (ESMA) prepared in compliance with the Guidelines of the European Securities and Markets Authority of March 2021.

² Includes the short-term portion of the financial receivables due from the subsidiary Autostrada Asti-Cuneo S.p.A. and the associated company ATIVA Immobiliare S.p.A..



Results of operations – Motorway Sector

As at **31 December 2021**, the Group managed a motorway network of approximately 4,880 km; 1,423 km of this network is located in Italy, while 3,457 km is located abroad (Brazil and UK).

Motorway sector – Italy

In Italy, the Group operates in the north-western area of the country.



The extent of the **motorway network** managed through subsidiaries and associated companies in Italy is as follows:

Company	%	Managed stretch	Km	Concession expiry
SATAP S.p.A.	99.87%	A4 Torino-Milano	130.3	31 December 2026
		A21 Torino-Piacenza	167.7	30 June 2017 ⁽¹⁾
		A12 Sestri Levante-Livorno, Viareggio-Lucca and Fornola-La Spezia	154.9	31 July 2019 ⁽¹⁾
Società Autostrada Ligure Toscana p.A.	95.23%	A15 La Spezia-Parma	182.0 ⁽³⁾	31 December 2031
		A5 Quincinetto-Aosta	59.5	31 December 2032
Società Autostrade Valdostane S.p.A.	71.28%	A10 Savona-Ventimiglia	113.2	30 November 2021 ⁽¹⁾
Autostrada dei Fiori S.p.A.	73.00%	A6 Torino-Savona	130.9	31 December 2038
Società Autostrada Asti-Cuneo S.p.A.	65.00%	A33 Asti-Cuneo	78.0 ⁽⁴⁾	31 December 2031 ⁽²⁾
Società di Progetto Autovia Padana S.p.A.	51.00%	A21 Piacenza-Cremona-Brescia	111.6 ⁽⁵⁾	28 February 2043
Autostrada Torino-Ivrea-Valle d'Aosta S.p.A.	72.34%	A55 Tangenziale di Torino, Torino-Pinerolo, A5 Torino-Quincinetto and Ivrea-Santhià	155.8	31 August 2016 ⁽¹⁾
Società Italiana Traforo Autostradale del Frejus S.p.A.	67.22%	A32 Torino-Bardonecchia, T4 Fréjus Tunnel	94.0	31 December 2050
Total amount managed by subsidiaries (A)			1,377.9	
Società Italiana Traforo del Gran San Bernardo S.p.A.	36.50%	T2 Traforo Gran San Bernardo (Great St Bernard Tunnel)	12.8	31 December 2034
Tangenziale Esterna S.p.A.	24.45% ⁽⁶⁾	A58 Tangenziale Est Esterna di Milano (Milan Outer Ring Road)	32.0	30 April 2065
Total managed by associated companies (B)			44.8	
TOTAL (A+B)			1,422.7	

⁽¹⁾ A management "extension" has been granted, pending a new concessionaire.

⁽²⁾ The expiry date at 31 December 2031 is provided for in the Additional Deed signed with the Granting Body, which provides for a cross-financing operation between SATAP and Asti Cuneo aimed at completing construction work on the A33 Asti-Cuneo stretch.

⁽³⁾ Of which 81 Km under construction. The current EFP does not provide for the completion of the motorway link to Nogarole Rocca (81 km), but only the construction of a first functional lot at Trecasali-Terre Verdiane of approximately 12 km.

⁽⁴⁾ Of which 23 Km under construction.

⁽⁵⁾ Of which 11.5 Km under construction.

⁽⁶⁾ Investee company of TEM S.p.A. (48.4% of the share capital), in which the Group holds 49.99% of the share capital.



Motorway sector - Italy – Subsidiaries

Below is **traffic performance** for the individual concession holder companies.

TRAFFIC DATA BY COMPANY									
	1/1-31/12/2021			1/1-31/12/2020			Changes		
	Light	Heavy	Total	Light	Heavy	Total	Light	Heavy	Total
(millions vehicle/km)									
SATAP S.p.A.	2,503	1,297	3,800	1,934	1,137	3,071	29.4%	14.1%	23.7%
SAV S.p.A.	213	76	289	184	67	251	15.8%	13.2%	15.1%
Autostrada dei Fiori S.p.A.	1,386	490	1,876	1,133	419	1,552	22.3%	17.1%	20.9%
SALT p.A.	1,920	586	2,505	1,491	498	1,989	28.7%	17.6%	25.9%
Autostrada Asti-Cuneo S.p.A.	104	41	145	81	36	117	28.4%	13.9%	23.9%
Autovia Padana S.p.A.	536	357	893	423	311	734	26.7%	14.8%	21.7%
ATIVA S.p.A.	1,291	342	1,633	1,089	297	1,386	18.5%	15.2%	17.8%
Total like-for-like ⁽¹⁾	7,952	3,189	11,141	6,336	2,764	9,100	25.5%	15.4%	22.4%
SITAF S.p.A. - A32 Stretch (April-December)	163	79	242	-	-	-	-	-	-
Effective total	8,115	3,268	11,383	6,336	2,764	9,100	28.1%	18.2%	25.1%

⁽¹⁾ Amounts net of traffic figures for SITAF S.p.A., for which income statement figures are consolidated as of 1 April 2021.

Fréjus Tunnel (in thousands of journeys)									
SITAF S.p.A. - T4 Fréjus Tunnel (April-December)	641	642	1,283	-	-	-	-	-	-

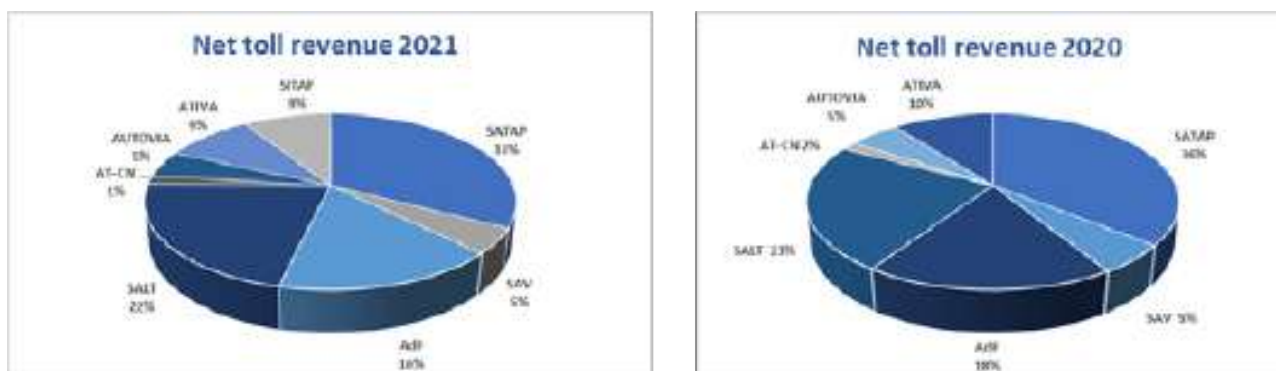
The **net toll revenue** figure of the individual associated licensees for 2021, compared with the same period of the previous year, is shown below:

NET TOLL REVENUE - ACCUMULATED - BY COMPANY (€'000s)				
(millions vehicle/km)	2021	2020	Changes	%
SATAP S.p.A.	411,299	339,362	71,937	21.2%
SAV S.p.A.	58,345	51,094	7,251	14.2%
Autostrada dei Fiori S.p.A.	207,276	173,614	33,662	19.4%
SALT p.A.	272,465	220,511	51,954	23.6%
Autostrada Asti-Cuneo S.p.A.	18,854	15,604	3,250	20.8%
Autovia Padana S.p.A.	60,962	49,628	11,334	22.8%
ATIVA S.p.A.	116,366	99,215	17,151	17.3%
Total like-for-like ⁽¹⁾	1,145,567	949,028	196,539	20.7%
SITAF S.p.A. (April-December)	114,685	-	114,685	n.a.
	1,260,252	949,028	311,224	32.8%

⁽¹⁾ Amounts net of toll revenues of SITAF S.p.A., whose economic data were consolidated as of 1 April 2021.



The **impact** of individual stretches on total **net toll revenue** is indicated below:

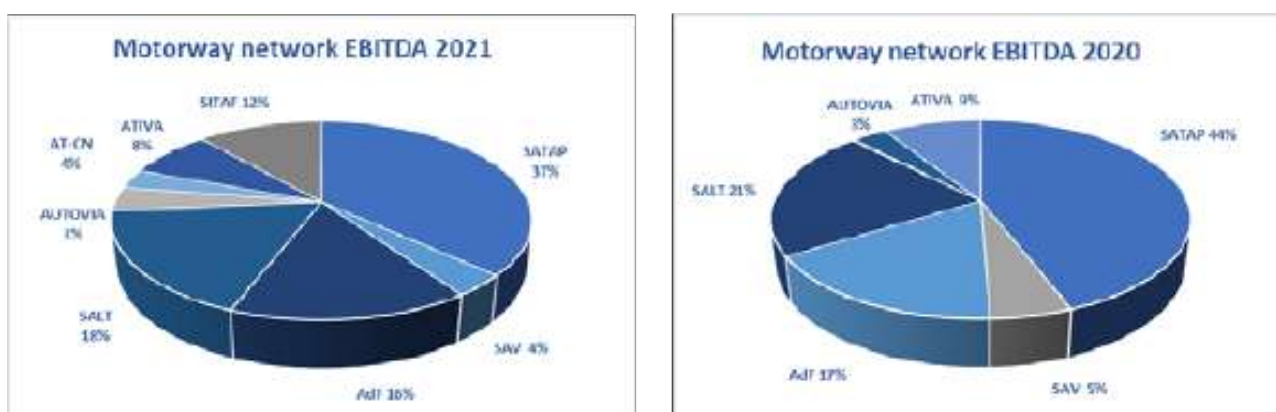


The increase in net toll revenues, albeit in the presence of an increase in operating costs, is reflected in the **EBITDA** of the motorway sector, details of which divided by stretch managed and compared with the same data from the previous year are shown below:

EBITDA BY COMPANY (€'000s)				
Company	2021	2020	Changes	%
SATAP S.p.A.	296,110	237,101	59,009	24.9%
SAV S.p.A.	28,660	28,512	148	0.5%
Autostrada dei Fiori S.p.A.	125,967	90,268	35,699	39.5%
SALT p.A.	141,968	114,971	26,997	23.5%
Autostrada Asti-Cuneo S.p.A.	32,005	(1,364)	33,369	n.a.
Autovia Padana S.p.A.	25,333	17,022	8,311	48.8%
ATIVA S.p.A.	62,949	48,424	14,525	30.0%
Total like-for-like ⁽¹⁾	712,992	534,934	178,058	33.3%
SITAF S.p.A.	93,004	-	93,004	n.a.
Effective total	805,996	534,934	271,062	50.7%

⁽¹⁾ Amounts net of toll revenues of SITAF S.p.A., whose economic data were consolidated as of 1 March 2021

The **impact** of individual companies on the gross operating margin (**EBITDA**) total for the motorway sector is shown below:





For individual **subsidiary concessionaire companies**, a summary is provided of the main **revenue and expenditure items** for the first half of 2021, compared with those from the previous year, as well as the **net financial indebtedness** balance at 31 December 2021 compared with the balance at 31 December 2020.

The improvement in profitability is in line with the recovery in overall traffic volumes in 2021.

<i>in thousands of EUR</i>	2021							
	SATAP	SALT	SAV	ADF	AT-CN	AUTOVIA	ATIVA	SITAF ⁽³⁾
Net toll revenue ⁽¹⁾	411,299	272,465	58,345	207,276	18,854	60,962	116,366	147,345
Other motorway sector revenue ⁽²⁾	10,791	8,990	734	5,873	42	796	4,124	1,236
Other revenues	18,163	12,419	6,291	28,189	35,767	2,179	3,966	49,945
Turnover (A)	440,253	293,874	65,370	241,338	54,663	63,937	124,456	198,526
Operating costs ⁽¹⁾⁽²⁾ (B)	(144,143)	(151,906)	(36,710)	(115,371)	(22,658)	(38,604)	(61,507)	(80,168)
EBITDA (A-B)	296,110	141,968	28,660	125,967	32,005	25,333	62,949	118,358
Net financial position (Indebtedness)	161,198	215,621	(44,757)	114,872	(305,044)	(198,128)	328,181	(233,793)

⁽¹⁾ Amounts net of the fee/additional fee payable to ANAS

⁽²⁾ Amounts net of revenue and costs for construction activities of non-compensated revertible assets

⁽³⁾ Economic data of SITAF referring to 12 months, in the consolidated financial statements of the ASTM Group these data were consolidated on a "line-by-line" basis from the date of acquisition of control (1 April 2021)

<i>in thousands of EUR</i>	2020							
	SATAP	SALT	SAV	ADF	AT-CN	AUTOVIA	ATIVA	SITAF ⁽³⁾
Net toll revenue ⁽¹⁾	339,362	220,511	51,094	173,614	15,604	49,628	99,215	125,077
Other motorway sector revenue ⁽²⁾	8,235	6,347	786	4,653	24	559	2,936	535
Other revenues	18,784	9,720	6,825	13,756	1,829	1,958	3,675	66,412
Turnover (A)	366,381	236,578	58,705	192,023	17,457	52,145	105,826	192,024
Operating costs ⁽¹⁾⁽²⁾ (B)	(129,280)	(121,607)	(30,193)	(101,755)	(18,821)	(35,123)	(57,402)	(69,804)
EBITDA (A-B)	237,101	114,971	28,512	90,268	(1,364)	17,022	48,424	122,220
Net financial position (Indebtedness)	(37,770)	158,276	(40,565)	(84,392)	(245,025)	(168,582)	269,720	(264,310)

⁽¹⁾ Amounts net of the fee/additional fee payable to ANAS

⁽²⁾ Amounts net of revenue and costs for construction activities of non-compensated revertible assets

⁽³⁾ Economic data of SITAF referring to 12 months, in the consolidated financial statements of the ASTM Group these data were consolidated on a "line-by-line" basis from the date of acquisition of control (1 April 2021), previously consolidated by the "equity method" since it was an associate company.



Investments

Investments made in FY 2021 totalled around **EUR 583.6 million** with a **growth of around 50%**¹ compared to the previous year, which reflects the return to full operations of all worksites following the easing of restrictions set out due to the pandemic and confirms the Group's constant commitment to guaranteeing high standards of safety on the stretches managed.

INVESTMENTS IN MOTORWAY ASSETS (€ millions)			
Company	Stretch	FY 2021	FY 2020
SATAP S.p.A.	A4 Torino-Milano	76.7	63.7
	A21 Torino-Piacenza		
SAV S.p.A.	A5 Quincinetto-Aosta	12.1	11.7
Autostrada dei Fiori S.p.A.	A10 Savona-Ventimiglia	156.0	131.7
	A6 Torino-Savona		
SALT p.A.	A12 Sestri Levante-Viareggio-Lucca and Fornola-La Spezia	190.3	117.2
	A15 La Spezia-Parma		
Autostrada Asti-Cuneo S.p.A.	A33 Asti-Cuneo	19.8	2.8
Autovia Padana S.p.A	A21 Piacenza-Cremona-Brescia	43.2	28.5
ATIVA S.p.A.	A55 Tangenziale di Torino and Torino-Pinerolo,	30.6	36.6
	A5 Torino-Quincinetto and Ivrea-Santhià		
SITAF S.p.A.	A32 Torino-Bardonecchia	54.9 (*)	-
	T4 Frejus Tunnel		
Total investments in motorway assets		583.6	392.2

(*) Amount net of investments – equal to EUR 10.5 million – made by SITAF S.p.A. over the period from 1 January to 31 March 2021.

The Group's concessionaires continue investing constantly in their own motorway network, with particular attention to improving quality and safety standards, in compliance not only with conventional obligations but, mostly, with the industrial approach to business that has always distinguished the Group.

Most of the investments in motorway assets made during the year relate to investments to improve the safety of the network, including upgrading of tunnels to comply with EU directives, work on bridges, viaducts, overpasses and the upgrading of safety and noise barriers.

During the financial period, work also continued on the new motorway works carried out by SALT for the construction of the Tyrrhenian-Brenner multi-modal corridor (TIBRE) and by Autovia Padana for the construction of the new Montichiari - Ospitaletto motorway junction and the variant to the former SS 45bis.

¹ +35% on a like-for-like basis excluding the investments by SITAF S.p.A. from 1 April 2021 (date when control acquired) to 31 December 2021.



Motorway sector - ITALY – Associated companies

For individual **associated concessionaire companies**, a summary is provided of the main **revenue and expenditure items** for 2021, compared with those from the previous year, as well as the **net financial indebtedness** balance at 31 December 2021 compared with the balance at 31 December 2020:

in thousands of EUR

	2021	
	TE	SITRASB
Net toll revenue ⁽¹⁾	61,901	8,193
Other motorway sector revenue ⁽²⁾	-	567
Other revenues	1,288	457
Turnover (A)	63,189	9,217
Operating costs ⁽¹⁾⁽²⁾ (B)	(21,642)	(6,581)
EBITDA (A-B)	41,547	2,636
Net financial position (Indebtedness)	(1,071,023)	14,173

⁽¹⁾ Amounts net of the fee/additional fee payable to ANAS

⁽²⁾ Amounts net of revenue and costs for construction activities of non-compensated revertible assets

in thousands of EUR

	2020	
	TE	SITRASB
Net toll revenue ⁽¹⁾	48,387	6,106
Other motorway sector revenue ⁽²⁾	-	570
Other revenues	1,250	336
Turnover (A)	49,637	7,012
Operating costs ⁽¹⁾⁽²⁾ (B)	(21,012)	(7,094)
EBITDA (A-B)	28,625	(82)
Net financial position (Indebtedness)	(1,082,974)	12,594

⁽¹⁾ Amounts net of the fee/additional fee payable to ANAS

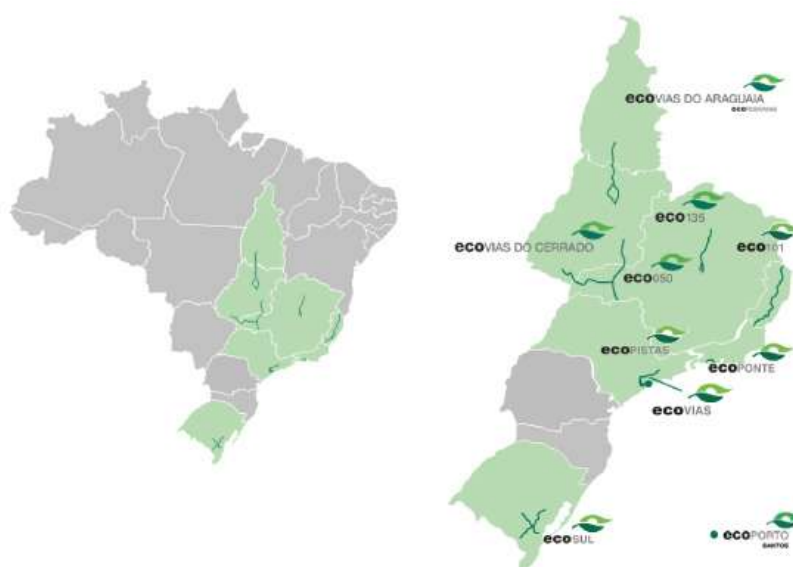
⁽²⁾ Amounts net of revenue and costs for construction activities of non-compensated revertible assets



Motorway sector – Outside Italy

Brazil

The Group operates in one of the wealthiest areas in Brazil through the subsidiary EcoRodovias Infraestrutura e Logística S.A. (“EcoRodovias”), a holding company listed on the São Paulo stock exchange and a *leader* in Brazil in the construction and management of motorway infrastructure.



The extension of the **motorway network** as at 31 December 2021, entirely managed in Brazil through the subsidiaries of EcoRodovias Infraestrutura e Logística S.A. was as follows:

Company	%	Managed stretch	km	Concession expiry
Concessionaria Ecovias dos Imigrantes	100%	São Paulo metropolitan area – Port of Santos	176.8	November 2033 ⁽¹⁾
Concessionária das Rodovias Ayrton Senna e Carvalho Pinto S.A. – Ecopistas	100%	Metropolitan São Paulo – Vale do Rio Paraíba industrial area	143.5	June 2039
Concessionaria Ponte Rio-Niteroi S.A. – Ecoponte	100%	Rio de Janeiro Niteroi – State of Rio de Janeiro	28.7	May 2045
Empresa Concessionaria de Rodovias do Sul S.A. – Ecosul	100%	Pelotas – Porto Alegre and Rio Grande Port	457.3	March 2026
Eco 101 - Concessionaria de Rodovias	100%	Macuri/BA Rio de Janeiro border	478.7	May 2038
Eco050 - Concessionária de Rodovias	100%	Cristalina (Goiás) - Delta (Minas Gerais)	436.6	January 2044
Eco135 Concessionária de Rodovias	100%	Montes Claros - Curvelo (Minas Gerais)	364.0	June 2048
Ecovias do Cerrado	100%	Jatai (Goiás) – Uberlandia (Minas Gerais)	437.0	January 2050
Ecovias do Araguaia ⁽²⁾	65%	Alianca do Tocantins (To) – Anapolis (Go)	850.7	October 2056
<i>Total amount managed by subsidiaries</i>			3,373.3	

⁽¹⁾ In November 2021 Ecovias dos Imigrantes and the Issuing Authority signed the Definitive Amendment (TAM) which extended the expiry of the concession from June 2026 to November 2033.

⁽²⁾ Not yet operational.

In April 2021, the Company, through the consortium Eco153 (of which EcoRodovias holds indirectly, through EcoRodovias Concessões e Serviços S.A., 65% and GLP X Participações 35%), was awarded the tender for the concession to manage the BR-153/414/080/TO/GO motorway with a duration of 35 years. The motorway, now renamed Ecovias do Araguaia, is one of the main goods transport corridors between the southern and northern regions of the country’s Midwest.



As regards the financial performance of the EcoRodovias Group, note that in FY 2021¹ the Company recorded:

- traffic volume growth of 16.8%²;
- 14.5% growth in revenue from tolls totalling BRL 3,463.6 million (EUR 543.1 million³);
- a pro-forma EBITDA equal to 2,327 million Reais⁴ (EUR 364.9 million³), up by 14.2% compared to the EBITDA for FY 2020 equal to 2,038.5 million Reais⁵ (approximately EUR 319.6 million³);
- a net profit for the year (attributable to the Group) equal to 367.3 million Reais (EUR 57.6 million³), compared to the result for FY 2020 which had recorded a loss of -424 million Reais (around EUR -66.5 million³).

As at 31 December 2021, net financial indebtedness totalled 7,646 million Reais (€ 1,211.7 million⁶). From a financial point of view, during 2021 financing and refinancing projects were undertaken to support new investments and to extend the maturity of the debt strengthening the financial structure. Specifically:

- in May, Ecovias dos Imigrantes issued a bond loan for 600 million Reais (€ 102 million⁶) with a duration of one year;
- in May, Ecosul issued a bond loan for 370 million Reais (€ 63 million⁶) with a duration of three years.

In June, EcoRodovias resolved on a capital increase carried out through a primary and secondary public offer of shares, the so-called follow-on, which made it possible to raise net resources of 1.7 billion Reais which were allocated to new investments, maintenance and/or expansions of the *assets* of its subsidiaries as well as reinforcing the capital of EcoRodovias.

The financing and refinancing projects also continued in early 2022, in particular:

- in March 2022, EcoRodovias Infraestrutura e Logística issued a bond loan for a value of BRL 950 million (EUR 151 million⁶) with a duration of five years;
- in March 2022, the Board of Directors of Ecovias dos Imigrantes approved the issue of a bond loan for a value of 950 million Reais (€ 151 million⁶) with a duration of 25 months.

¹ As illustrated previously, the ASTM Group acquired control of EcoRodovias Infraestrutura e Logística S.A. and its subsidiaries at the end of November 2021, so in the Consolidated Financial Statements of the ASTM Group the data of the EcoRodovias Group were shown using the "equity method" for the first eleven months of the year and on a "line-by-line basis" as of 1 December 2021.

² +10.2% on a like-for-like basis – excluding the traffic of Ecovias do Cerrado whose stretches were opened to traffic in late 2020 and early 2021, of Ecocataratas whose concession contract ended on 27 November 2021 and Ecovia Caminho do Mar whose concession contract ended on 28 November 2021.

³ Based on the 2021 Euro/Reais average exchange rate of 6.3779.

⁴ Excluding revenues and construction costs, allocations to the provisions for maintenance and costs relative to the "Civil non-prosecution agreement".

⁵ Excluding the revenues and costs of construction, allocations to maintenance provisions and costs relative to the "Civil non-prosecution agreement", the "Compensatory fines incurred in Agreements with Former Executives", the "Agreements with Former Executives" and the payables relative to "Eco101".

⁶ Based on the Euro/Reais exchange rate of 6.3101 as at 31 December 2021.



Detailed **traffic volumes** for each Brazilian concessionaire company in 2021, compared with the corresponding period of the previous year, are as follows:

<i>(in thousands of equivalent paying vehicles)¹</i>	FY 2021			FY 2020			Changes		
Company	Light	Heavy	Total	Light	Heavy	Total	Light	Heavy	Total
Ecovias dos Imigrantes	32,902	26,463	59,365	30,339	26,276	56,615	8.5%	0.7%	4.9%
Ecopistas	56,320	25,759	82,079	50,306	23,109	73,415	12.0%	11.5%	11.8%
Ecosul	6,058	21,320	27,378	5,537	19,048	24,585	9.4%	11.9%	11.4%
Eco 101	16,057	38,335	54,392	14,633	33,242	47,875	9.7%	15.3%	13.6%
Ecoponte	23,528	4,272	27,800	20,770	3,897	24,667	13.3%	9.6%	12.7%
Eco 135	6,667	30,113	36,780	6,490	26,884	33,374	2.7%	12.0%	10.2%
Eco 050	12,740	37,072	49,812	11,740	33,977	45,717	8.5%	9.1%	9.0%
Comparable total	154,272	183,334	337,606	139,815	166,433	306,248	10.3%	10.2%	10.2%
Ecovias do Cerrado ²	6,846	25,956	32,802	717	1,877	2,594	n.a.	n.a.	n.a.
Ecovia Caminho Do Mar ³	3,977	11,358	15,335	4,708	12,702	17,410	-15.5%	-10.6%	-11.9%
Ecocataratas ⁴	8,326	17,177	25,503	8,544	17,189	25,733	-2.5%	-0.1%	-0.9%
Total	173,421	237,825	411,246	153,784	198,201	351,985	12.8%	20.0%	16.8%

⁽¹⁾ Traffic volumes are expressed in "equivalent paying vehicles", the basic reference unit in toll statistics on the Brazilian market. Light vehicles (such as cars) correspond to an equivalent vehicle unit. Heavy vehicles (such as lorries and buses) are converted into equivalent vehicles by a multiplier applied to the number of axles per vehicle, established in the terms of each concession contract.

⁽²⁾ The traffic volumes refer to the P1 and P2 stretches opened on 14 November 2020, P6 and P7 opened on 10 January 2021 and P3 and P5 opened on 20 March 2021.

⁽³⁾ The concession contract ended on 28 November 2021.

⁽⁴⁾ The concession contract ended on 27 November 2021.

The traffic increase of light vehicles is mainly due to the progress of the vaccination programmes and campaigns intended to tackle the Covid-19 pandemic, which allowed for an easing in the social distancing and travel restriction measures adopted by the Brazilian authorities.

Heavy traffic, in terms of the areas managed by the licensee companies of the EcoRodovias Group, also benefited from the growth in industrial production and the good results of the farming harvest.



The **toll revenues** for 2021 - compared with the corresponding values of 2020 - broken down by concessionaire are as follows:

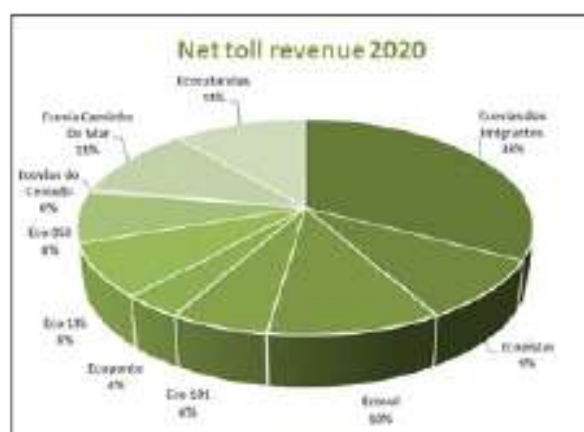
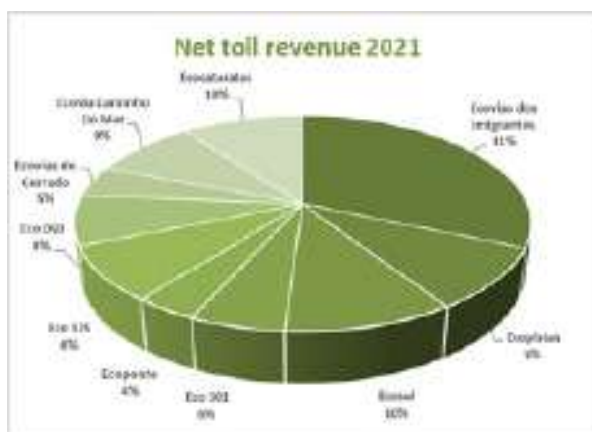
(amounts in millions of Reais)		TOLL REVENUES			
Company	FY 2021	FY 2020	Changes	%	
Ecovias dos Imigrantes	1,087.3	987.2	100.1	10.1%	
Ecopistas	325.8	276.9	48.9	17.6%	
Ecosul	355.3	315.7	39.6	12.5%	
Eco 101	196.6	178.2	18.4	10.3%	
Ecoponte	132.4	107.5	24.9	23.1%	
Eco 135	287.2	244.3	42.9	17.6%	
Eco 050	260.2	231.3	28.9	12.5%	
Comparable total	2,644.6	2,341.1	303.7	13.0%	
Ecovias do Cerrado ¹	161.0	12.7	148.3	n.a.	
Ecovia Caminho Do Mar ²	305.7	333.7	(28.0)	-8.4%	
Ecocataratas ³	352.3	336.4	15.9	4.7%	
Total	3,463.6	3,023.9	439.9	14.5%	
Amounts in millions of euro (*)	543.1	474.2	68.9		

(*) Based on the 2021 average EUR/Reais exchange rate of 6.3779

(1) The traffic volumes refer to the P1 and P2 stretches opened on 14 November 2020, P6 and P7 opened on 10 January 2021 and P3 and P5 opened on 20 March 2021.

(2) The concession contract ended on 28 November 2021

(3) The concession contract ended on 27 November 2021





Investments in motorway assets made by the EcoRodovias Group in FY 2021¹ divided by concession holder are as follows:

INVESTMENTS IN MOTORWAY ASSETS (amounts in millions of Reais)		
Company	Stretch	FY 2021
Ecovias dos Imigrantes	São Paulo metropolitan area – Port of Santos	75.8
Ecopistas	Metropolitan São Paulo – Vale do Rio Paraíba industrial area	87.0
Ecosul	Pelotas – Porto Alegre and Rio Grande Port	151.8
Eco 101	Macuri/BA Rio de Janeiro border	260.8
Ecoponte	Rio de Janeiro Niteroi – State of Rio de Janeiro	56.5
Eco 135	Montes Claros - Curvelo (Minas Gerais)	254.5
Eco 050	Cristalina (Goiás) - Delta (Minas Gerais)	253.1
Ecovias do Cerrado	Jatai (Goiás) – Uberlandia (Minas Gerais)	145.7
Ecovias do Araguaia	Aliança do Tocantins (To) – Anapolis (Go)	84.5
Ecovia Caminho Do Mar ¹	Curitiba metropolitan area – Port of Paranagua	21.3
Ecocataratas ²	Paraná – “triple border” (Brazil, Argentina and Paraguay)	23.8
Total motorway investments		1,414.8
Amounts in millions of euro (*)		221.8

(¹) Based on the 2021 average EUR/Reais exchange rate of 6.3779

(¹) The concession contract ended on 28 November 2021

(²) The concession contract ended on 27 November 2021

Great Britain

Through the participation in Road Link Holdings Ltd (20% of the share capital), the Group holds a stake in Road Link (A69) Ltd., which manages the 84 km-long Newcastle-Carlisle motorway stretch in the United Kingdom.

The concession is due to expire in 2026.

The investee contributed a profit of EUR 0.9 million to the Group's 2021 result.



¹ The investments made in the period 1 December – 31 December 2021 were equal to 156.3 million Reais (€ 24.5 million).



Results of operations – EPC Sector

The Group operates in the EPC sector mainly through Itinera S.p.A. (investee company with 100% of the share capital) and its respective subsidiaries, namely:

- SEA Segnaletica Stradale S.p.A. (investee with 100% of the share capital held)
- Tubosider S.p.A. (investee with 90% of the share capital held)
- Halmar International LLC (80% of the share capital) and its subsidiaries - active in the USA - held through the US holding company Itinera USA Corp (100% of the share capital)
- Itinera Construções Ltda (100% owned) active in Brazil

In addition to the aforementioned Itinera Group companies:

- Argo Costruzioni Infrastrutture S.c.p.A. (investee with 100% of the share capital held)
- SINA S.p.A. (100% owned) operating in engineering, design, works management and monitoring services
- Euroimpianti S.p.A. (100% owned) active in the production of electrical and electromechanical systems
- Sicogen S.r.l. (85% owned) motorway maintenance company for the stretches operated by ATIVA S.p.A.
- Sitalfa S.p.A. (100% owned) motorway maintenance company for the stretches operated by SITAF S.p.A.

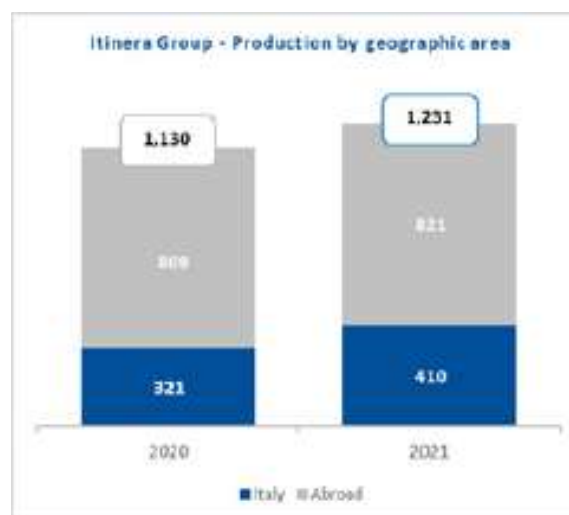
ITINERA GROUP

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 (hospitals and shopping centres), maritime works, as well as works related to underground works such as tunnels and railways.

In FY 2021, the Itinera Group continued its path of growth at national and international level, strengthening its presence in the markets of reference, in particular in Italy, the United States of America, North Europe and Brazil. The period showed an **increase (+9%) in the value of production**, which reached around **EUR 1,231 million** (67% of which abroad), compared to EUR 1,130 million in the same period in 2020; in particular, the increase on the national market was significant, up by over 28% on the previous year, when the effects of the Covid-19 pandemic had been particularly severe in terms of slowdowns in activities, as was the strengthening in the USA, where the Halmar Group achieved excellent results, with a turnover of EUR 358 million.

The year was nevertheless characterised by difficulties managing a number of projects, by the effects deriving from tensions on the international markets in relation to prices and the availability of raw materials in the second half of the year in particular, and by the continuing spread of the Covid-19 pandemic, with the relative consequences in terms of usability of resources and limitations on movements and entry of workers, particularly in North Europe.

With regard to the geographic areas, in Italy the production for FY 2021 was EUR 410 million. The increase is particularly attributable to the increase in activities for the Group's concession holders, the launch of a number of important projects acquired in previous years and the production volumes made by the company Tubosider S.p.A. and its subsidiaries, which in 2021 totalled a production of





EUR 80.5 million (compared to approx. EUR 32.5 million in the second half of 2020, the initial period of Tubosider being part of the ASTM Group).

The Group's most significant projects, on Italian territory, include the planning and construction of the railway line between Naples-Bari (Cancello-Frasso Telesino, Frasso Telesino-Telese and Telese-San Lorenzo-Vitulano stretches), the construction of the connection of the Turin-Ceres line with the RFI network in Turin, the planning and execution of the works to complete the Ospitaletto-Montichiari motorway connection and the planning and execution of works to complete the Asti-Cuneo motorway.

Abroad, on the other hand, in FY 2021 a total volume of EUR 821 million was recorded, up compared to 2020 (volumes equal to EUR 809 million and an increase of 1.5%). In particular, the projects included the construction of the Reem Mall and the Mina Tunnel in the United Arab Emirates, the construction of the RA243 motorway in Kuwait, the Satu Mare motorway bypass and the Bucharest bypass in Romania, the construction of the hospitals in Odense and Køge, the Storstrøm Bridge in Denmark and the construction of the new Skarnsund Bridge, in Sweden; with reference to the US company Halmar International LLC, its most significant projects include the expansion of the Long Island Rail Road (LIRR) in New York, the modernisation of the Kew Garden road junction in New York, the construction of the Potomac Yard railway station in Washington and the Van Wyck Expressway project in New York.

In terms of **results**, a number of events had a significant impact on the current year. In general, despite the reported overall increase in volumes, the excess in demand for raw materials with respect to availability on the international markets caused an increase in procurement costs and delays in the supply of materials, with consequent prolonged time frames; furthermore, an additional effect was recorded due to the continuation of the Covid-19 pandemic, which continued to cause slowdowns in the work schedules, generating extra costs and longer time frames. In general, the increases in production costs and the delays in the work schedules were subject to complaints and disputes with the clients, issues that shall also be managed in the coming months.

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

(€ thousands)	31/12/2021	31/12/2020	Changes
A) Cash	238,203	141,429	96,774
B) Financial receivables	28,797	27,125	1,672
C) Short-term borrowings	(291,612)	(245,956)	(45,656)
D) Current net cash (A) + (B) + (C)	(24,612)	(77,402)	52,790
E) Long-term borrowings	(110,349)	(56,546)	(53,803)
F) Net financial indebtedness (D) + (E)	(134,961)	(133,948)	(1,013)

Net financial indebtedness, in line with the balance of the previous year, is EUR 135 million. The liquidity generated from management, alongside liquidity arising from the capital increase paid in the year, was used for the investment activity and in particular for the purchases of additional shares in Halmar International LLC.

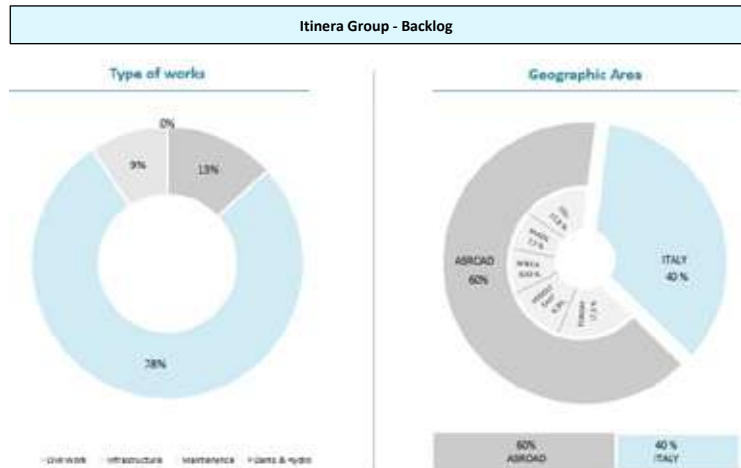
The Group's "**backlog**" as at 31 December 2021, resulting from the update to the investment plans to which the individual projects refer, totalled around EUR 4.1 billion (data given by the conversion exchange rates as at 31 December 2021 for contracts in currencies other than the euro) against the figure of EUR 3.7 billion in 2020.

As regards the breakdown of the backlog by **geographical area**, shown above, Italy's share represents 40% of the total, for a total value of EUR 1.7 billion (EUR 1.8 billion as at 31 December 2020), while its share abroad, equal to 60% of the total, is equal to EUR 2.5 billion (EUR 1.9 billion as at 31 December 2020).



As a whole, the amount of new acquisitions during the year totalled around EUR 1.97 billion, of which EUR 0.8 billion in Italy and EUR 1.2 billion abroad.

The most relevant Italian acquisitions include the contracts for the concession company Autovie Padane for the expansion of the existing bridge over the Po River with the creation of a third lane and the contract for the concession company SALT (A15 Autocisa stretch) for the construction of the Boschetto tunnel (Vizzana bypass). On the market, works to expand the Catullo airport in Verona and the construction of the fruit and vegetable market pavilion in Milan were acquired.



Abroad, works were acquired for the executive plan and construction of the Base Tunnel of the Turin Lyon cross-border section Lot no.3 and for the aforementioned “Penn Access Station” in New York.

The breakdown of the backlog by categories of work to be carried out is as follows:

- road and rail infrastructure and hydraulic works: EUR 3,172 million (of which EUR 1,731 million relative to Itinera S.p.A.);
- civil construction works: EUR 538 million (entirely relative to Itinera S.p.A.);
- motorway maintenance and others: EUR 380 million (of which EUR 282 million relative to Itinera S.p.A.);

In the **commercial** field, in line with the strategic plan, Itinera continues to support the parent company ASTM in participating in international PPP (Private Public Partnership) tenders; in particular, thanks to the references and technical-engineering know-how of the Itinera Group and the knowledge and control of international markets developed in recent years, the Group has been able to participate in tenders for important PPP projects. As reported previously, Halmar International, in collaboration with Itinera, is currently pre-qualified in three PPP initiatives in the United States: the first for the rail transport system in Miami, and the second for the reconstruction of the Calcasieu River Bridge in Louisiana and the third for the installation and maintenance of lifts in a number of metro stations in NYC.

The support of the EPC sector for the segment of motorway concessions represents a distinctive factor of the ASTM Group which allows for as much development potential as possible in a context of informed and prudent risk management during the bid, construction and subsequent management of the works.

In terms of strategy, the lines of development remain the same, in coordination with the strategy defined at Group level to support of its growth and development. Such lines view as fundamental: the presence on foreign markets (with reference to the USA, Brazil and North Europe) and the consolidation of turnover in Italy through the execution of works and services for the Group’s concession companies and the activities of the consortium Eteria on the market.

SINA S.p.A.

The company deals with the study and design of infrastructure works, supervision of works and inspections and monitoring of infrastructure works. During FY 2021, the Company acquired from ATIVA S.p.A. 100% of the share capital of Ativa Engineering S.p.A., a company operating in the planning of infrastructure and works management, before carrying out the merger by incorporation of the company into SINA.



During the year in question, turnover showed an increase of around EUR 19.1 million, reaching EUR 89.1 million (EUR 70 million in 2020). The increase can mainly be attributed to greater production during the period relative to Group companies and in part to the aforementioned merger by incorporation.

The “net financial position” as at 31 December 2021 showed net cash of around € 8.6 million (€ 8.1 million as at 31 December 2020). During the year, the company distributed reserves totalling EUR 13.4 million.

SINA holds 100% of the share capital of Siteco Informatica S.r.l., a company operating in the development of technological software (in particular, application software managing 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 the 2021 financial year revenues amounted to EUR 1.3 million (EUR 1.4 million in 2020).

At 31 December 2021, the company had net cash of EUR 100 thousand (indebtedness equal to EUR 15 thousand as at 31 December 2020).

EUROIMPIANTI S.p.A.

The company operates in the area of design and production of electrical and electromechanical systems. FY 2021 was characterised by a considerable growth (approx. +68%) in the business volumes compared to the previous period, attributable to production on the Italian market as well as the launch of important worksites abroad. Some of the most significant projects in Italian territory carried out during the period include the awarding of the engineering services and creation of the systems for the new Galeazzi Hospital in Milan, the creation of the mechanical, electric and special systems at the San Raffaele Hospital in Milan and the awarding of the upgrading works of the tunnels on the A12 and A15 motorway stretches managed by SALT. In terms of abroad, the activities launched in the final quarter of FY 2020 became fully operational, including the execution of all electromechanical works at the Zealand University Hospital, Køge in Denmark, the civil engineering works for which were performed by a temporary consortium of companies with Itinera S.p.A. as lead member. Note also that in June, activities began in Romania relative to the installation of the lighting system for the “Tangenziale di Satu Mare” project, this too carried out by Itinera S.p.A.

With regard to the above, during FY 2021, turnover showed an increase of around EUR 64.3 million compared to FY 2020, reaching EUR 158.6 million versus EUR 94.3 million in 2020.

At 31 December 2021, the company’s net cash funds totalled around EUR 11.5 million (EUR 9.1 million at 31 December 2020). During the year, the company distributed dividends totalling EUR 2.5 million.



Results of operations – Technology Sector

Activities in the technology sector are carried out by the Group through Sinelec S.p.A. (investee company with 100% of the share capital).

SINELEC S.p.A.

This Company is active in the field of Information & Communication Technology: it designs, implements and manages advanced systems for the processing of data relating to mobility, transport and toll collection, as well as the development and implementation of new technologies in the service of safety and assisted driving of vehicles. Sinelec also 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.

In addition to the activities linked to the company's "core business", represented by the services provided as part of the toll collection systems for the Group's concession holders, for several years Sinelec has been expanding its field of action on the market towards third-party customers, being awarded important projects on behalf of major road and motorway operators in Italy and abroad; this is a reference to the "SMART ROAD" project by ANAS under way on the A2 (Salerno – Reggio Calabria), A90 (Grande Raccordo Anulare di Roma) and A91 (Roma – Fiumicino) in Italy, as well as the activities under way in Portugal for the companies Lusoponte (development of new data platform) and Ascendi, the second Portuguese motorway operator (renewal of the toll collection system).

Also worthy of mention are the activities represented by the project to develop an advanced traffic control and video monitoring system for the Mina Zayed tunnel in Abu Dhabi, created by Itinera.

Through the subsidiary Sinelec USA, in the United States the collaboration with ASTM North America continued for the research of PPP projects that see the Group involved with particular reference in the preparation of technical bids relative to collection systems; in relation to the commercial activity of the subsidiary, the qualification process for additional tenders also continued, the latest of which involves the presentation of a bid for the transformation of the toll system on the Claiborne Pell Bridge (3 lanes in each direction) in a "full multi-lane free flow" system for an amount of approximately \$ 3 million. Activities also continued for the preparation of the testing site for the toll collection system without motorway tollbooths (free flow) in Accord, New York.

For Brazil, work was carried out on the preparation of a trial installation (Proof of Concept) to assess the possibility of using tollbooth-free collection technology (multi-lane free flow) on the Brazilian network, at the Itaquaquecetuba tollbooth along the stretch managed by Ecopistas, belonging to the EcoRodovias Group, where the installation of the collection booth and related electronics has been completed and the data collection and analysis stage has begun.

Lastly, in Italy, worthy of mention is the participation in the tender as the lead company, alongside other Group companies (Euroimpianti, Itinera and Sina) and third parties, for the "Planning, implementation and construction of a Dynamic Monitoring System for the remote control of bridges, viaducts, tunnels and geotechnical support works, Smart Road Technology Systems and a Control Centre Station for data processing, management and monitoring for the A24 and A25 Motorways", which represents an important pilot project, managed by Italferr, in the context of infrastructure safety, its monitoring and ITS systems.

As regards the data for FY 2021, turnover showed an increase of EUR 1.7 million, reaching EUR 77.3 million (EUR 75.6 million in 2020).

At 31 December 2021, the company's net cash funds totalled around EUR 10.5 million (EUR 5.8 million at 31 December 2020). During the year, the company distributed reserves totalling EUR 8.3 million.



Regulatory framework, relations with the granting body and toll rates

Renewal and approval of the PEFs of Italian motorway companies and the new toll regime proposed by the Transport Regulation Authority

With regard to the issues of the renewal and approval of the Economic Financial Plans (“PEF”) for Italian motorway concession companies and the relative impacts on toll trends, it is noted that current motorway sector regulations establish that the PEF be updated every five years, by 30 June of the first year of the new regulatory period.

In that regard, note that the PEF for the Piacenza-Cremona-Brescia stretch managed by the subsidiary **Autovia Padana (A21)** is fully in effect, while the PEFs for the motorway stretches managed by the subsidiaries **SAV (A5)**, **ADF (A6)**, **SALT (A15)** and **SITAF (A32)** expired on 31 December 2018. As regards the associate **Tangenziale Esterna Est di Milano (A58)**, at the meeting on 3 November 2021, CIPESS issued its approval of the update to the PEF that expired in the first half of 2019; on 22 December 2021, the concession holder signed with the granting body CAL the related additional deed, which was sent to MIMS and MEF for the issue of the related Interministerial Decree of approval.

Although the above concession holders took action in accordance with the calendar indicated in the regulations, the PEF update process is still in progress.

As reported in previous financial reports, it is noted that during 2019 the Transport Regulation Authority (“ART”) issued specific resolutions – challenged by the Group's concession holder companies – which aimed to define a toll rate system different from that currently set out in the concession contracts. This action was judged to be illegitimate in that the ART, an Authority which serves only as support to the Ministry, cannot modify existing contracts already stipulated by the parties involved. Nonetheless, solely for the purpose of complying with the requests of the Granting Body and avoiding in any case any evidence of acquiescence with regards to both the Granting Body and ART, the subsidiaries SAV (A5), ADF (A10 and A6), SALT (A15) and SITAF (A32) sent their respective PEFs, prepared in compliance with the aforementioned ART resolutions.

It should be noted that in February 2021, the Ministry forwarded to the involved concession holders certain observations made by ART as part of the preliminary investigation to update the PEFs, and the concession holders resubmitted the PEFs to MIT at the beginning of March 2021. According to the provisions of current regulations, the update process should have been concluded by 31 December 2021 but is still – to date – ongoing.

Recovery from Covid-19 effects

As regards recovery from the effects of the Covid-19 pandemic, note that in May 2021, the Ministry – following up on the relative communications – sent to AISCAT a note in which ART provided the granting body with the principles and criteria intended to consider the economic impacts directly attributable to the state of emergency, in order to guarantee the recovery of economic/financial balance of motorway concessions and allow for recovery from the effects of the epidemic.



Lost and granted tariff increases

As mentioned above, the Group's motorway concession companies (with the exception of Autovia Padana S.p.A., whose PEF is fully in effect) duly submitted their PEFs for approval to the MIMS, which did not approve them by the deadline of 31 December 2021. Failure to update the PEFs therefore led to the failure to grant the tariff adjustments requested from 1 January 2022 and the consequent appeal to the administrative courts.

Completing the PEF update process will nevertheless allow the concession companies to recover the tariff increases suspended in previous years.

The tariff increase granted to the concession holder Autovia Padana for 2022 is 5.85%.

With reference to the Fréjus Rail Tunnel (T4) managed by the subsidiary SITAF S.p.A., in accordance with the decisions made by the Intergovernmental Committee, a +2.87% increase – limited to the tariffs of the aforesaid tunnel – was granted with effect from 1 January 2022.

The associate company Tangenziale Esterna di Milano was granted the tariff update of 4.34% requested by the concession company for 2022; this tariff change will be applied from the date of effect of the new PEF.



Risk factors and uncertainties

The main risks¹ and uncertainties to which the Company is exposed are detailed as follows:

COVID-19 Pandemic

As regards the main identifiable uncertainties, as of the date these Financial Statements and associated with the health emergency resulting from the Covid-19 pandemic domestically and internationally, please refer to the previous section “Covid-19 Pandemic” and to the “Business outlook” below”.

Renewal and approval of the economic and financial plans of motorway concession companies and the new toll regime proposed by the Transport Regulation Authority

With regard to issues concerning the renewal and approval of economic-financial plans for motorway concessionaires and related consequences on the tariff trend, reference is made to the information included in the section “Regulatory framework, relations with the granting body and toll rates”.

Expired motorway concessions

Within the Group, as mentioned, 31 December 2021 was the expiry date of the concessions managed by the subsidiaries ATIVA S.p.A. (of which the concession expired on 31 August 2016), SATAP S.p.A. - A21 Stretch (of which the concession expired on 30 June 2017), SALT p.A. - A12 Stretch (of which the concession expired on 31 July 2019) and Autostrada dei Fiori S.p.A. - A10 Section (of which the concession expired on 30 November 2021). These entities, while awaiting the identification of a new licensee and at the request of the Granting Body, continue to manage their concessions under an extension.

As noted in previous financial reports, with Resolution No. 38/2019 of 24 July 2019 (published in the Official Journal of 30 October 2019), the Italian Interministerial Committee for Economic Planning (“CIPE”) approved the “general criterion for ascertaining and defining the economic relationships pertaining to the motorway concession companies limited to the period between the date of expiry of the concession and the date of effective changeover of the new concession (transitional period)”, as presented by the MIMS. The criterion established by the MIMS and approved by the CIPE affects, and amends, the regulatory regime of the transitional period previously and precisely provided for by the agreements and said Law (Art. 178 of Italian Legislative Decree No. 50/2016).

ATIVA S.p.A., SATAP S.p.A. and SALT p.A. reacted negatively to MIMS requests to prepare the Transitional Financial Plan provided for by CIPE Resolution No. 38/2019 and appealed before the Regional Administrative Court of Lazio, as regards SATAP S.p.A. and SALT p.A., and before the Regional Administrative Court of Piedmont, as regards ATIVA S.p.A., both Resolution 38 – and the consequent acts –, claiming that the adoption of the new regime established by the CIPE resolution was unlawful from several points of view, essentially resulting in the unilateral imposition on the outgoing concessionaire company of conditions other than those set out in agreements and by Law.

In this regard, due account should be taken of a number of rulings of the administrative court in 2021 and in early 2022, which highlight important changes in the legal framework of reference with respect to previous years, as shown in the opinions of the legal consultants who assist the concession companies.

¹ With regard to “financial risk management”, reference should be made to the “Other information” section included in the Explanatory Notes of the Consolidated Financial Statements.



In detail, judgement no. 1354/2021 of the Regional Administrative Court for Lazio, judgement of the Council of State no. 7478/2021 and, lastly, judgement of the Regional Administrative Court for Lazio no. 1135 of 31 January 2022 confirm (i) the continuity, due to contractual constraints and legislative provisions, of the relationship between the Granting Body and the Concession Holder even after the expiry of the concession, (ii) that the Granting Ministry cannot unilaterally impose on the Concession Holder the economic regime applicable to the transitional period and that therefore Resolution 38/2019 cannot be authoritatively imposed by the Granting Body, (iii) that there is a “regulation gap” in the determination of the economic regime of the transitional period, resolvable only with the applicable of the “general clause of good faith” which imposes an “obligation of negotiation between the parties” and (iv) that the revenues received by the Concession Holder – which promptly met its Concession obligations – cannot be considered as lacking just cause (or recoverable if applicable pursuant to Article 2041 of the Italian Civil Code).

The aforementioned concession companies operating under an extension over the last years therefore assessed, with support from their legal, administrative and technical consultants, and taking account of the existing contractual obligations, the risks associated with the said ongoing and potential disputes that could arise with the Granting Body, proceeding to quantify them and to allocate the specific funds in the respective financial statements. The total amount of the funds allocated in the financial statements as at 31 December 2021 relating to the so-called “concession risk” totalled € 321.8 million, of which an amount of € 78 million was allocated during 2021.

With regard to the provisions made over the years by the “expired” concession holders, note also that since this is an assessment made by the individual companies with support from their own consultants and with no cross-examination with the counterparty, and deeming the estimate as adequate for the existing risk, there is still a possibility of incurring additional charges on top of the amounts of the provisions recorded.

For further details, please refer to the Explanatory Notes to the Consolidated Financial Statements under “Provisions for risks”.

EPC sector operating risk

The main situations of operating risk are linked to specific disputes with a number of clients. Considering the complexity of the various disputes, it cannot be ruled out that future events may occur, which are to date unpredictable, that require changes to the current evaluations, including with the support from the lawyers who assist the Company in the related disputes.

EcoRodovias Infraestrutura e Logística S.A.

With reference to the potential risks associated with investigations involving certain companies of the EcoRodovias Group, please refer to the section “Other information” in the Explanatory Notes to the Consolidated Financial Statements.

Risks related to the Russian/Ukrainian crisis

At the date of the present document, the outcome and the implications of the crisis between Russia and Ukraine remain uncertain. The tightening of international sanctions, together with the restrictive countermeasures adopted by the Russian government, and the rising prices of energy, metal and agricultural commodities are affecting consumer prices and growth prospects for the Eurozone. These elements of uncertainty could entail an alteration of the normal market trends and, more generally, of business operating conditions.



Segment information

As already pointed out in the previous section “Business segments and Group composition” – the Group’s main areas of activity are the management of motorway networks under concession, the design and construction of major infrastructure works, as well as technology applied to transport mobility; from here, it follows that the economic-financial components of the consolidated financial statements are mainly attributable to these types of activity.

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

Other specific information pursuant to current regulations

Information on the Environment and Personnel

With regard to information concerning the **environment**, the ASTM Group is constantly committed to pursuing solutions that can guarantee the protection of local areas, a responsible use of natural resources, efficient energy consumption, the management of atmospheric emissions and protection of biodiversity.

Since 2018, ASTM has been a member of the *CDP (Carbon Disclosure Project) Climate Change Programme* and in 2021 it was confirmed to be a global leader in the fight against climate change, achieving a *rating of A-*.

As confirmation of the Group’s commitment to the climate, ASTM has aligned with the *Task Force on Climate-Related Financial Disclosures (TCFD)* recommendations, providing clear and comparable information to stakeholders on risks and opportunities associated with climate change.

In the context of defining the emission reduction objectives approved by the Science-Based Targets initiative (SBTi), initiatives to reduce Scope 1, 2 and 3 emissions were identified. In particular, Group companies contribute to the protection and safeguarding of the environment by promoting the electrification of the motorway network, energy efficiency initiatives (e.g. use of work sites with a reduced environmental impact, efficient lighting systems on motorways through increased use of LED lighting), protecting biodiversity and noise abatement plans for motorways, promoting the adoption of these policies also by subcontractors.

As further confirmation of the pervasiveness of these concepts in the Group’s culture, as mentioned, in November 2021 ASTM placed three *Sustainability-Linked Bonds*, for a total of EUR 3 billion, based on the Group’s *Sustainability-Linked Financing Framework*. Specifically, it has committed to reducing GHG¹ emissions.

¹ Greenhouse Gas



With regard to information relating to **employees**, the ASTM Group has adopted policies and initiatives to empower its human capital, with a particular focus on employees' health and safety, company welfare, diversity and inclusion.

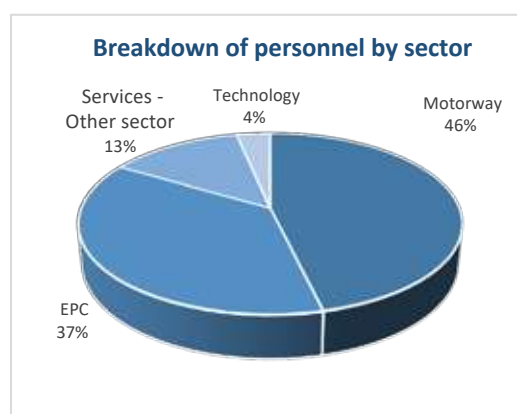
In 2021, guaranteeing the health of personnel in the context of the Covid-19 epidemiological emergency was a priority for the Group. Through the adoption of appropriate health protocols, the extension of the remote work programme, it ensured its business and projects continued, all within the limits imposed in terms of social distancing and mobility restrictions.

The attention paid by the ASTM Group to protect and develop its human capital has materialised in the implementation, by ASTM and its main operating subsidiaries, of a diversity and inclusion policy and a talent policy, through an integrated system for human capital management and through employee development and training programmes, intended to create a shared company culture based on expertise and innovation.

ASTM was included in Bloomberg's 2021 Gender Equality Index (GEI), an international index which measures the performance and reporting quality for companies relative to gender parity.

The following table shows the existing staff at 31 December 2021, compared with the figure at 31 December 2020:

	31/12/2020	Change in the scope of consolidation	Other changes	31/12/2021
Executives	177	41	(18)	200
Middle managers	333	104	18	455
Office workers	3,460	3,598	111	7,169
Manual workers	2,106	1,316	794	4,216
Total	6,075	5,059	906	12,040



For more information on the environment and personnel, please refer to the *Consolidated non-financial disclosure* (NFD).

Treasury shares and shares or stakes of Parent Companies

The authorisation for the purchase and disposal of treasury shares expired on 29 April 2021 with the shareholders' meeting held to approve the 2020 financial statements and was not renewed.

As of today, the Parent Company holds 10,741,948 treasury shares (corresponding to about 14.6% of the share capital), of which directly 8,571,040 and indirectly 2,170,908 shares (2,149,408 through the subsidiary SINA S.p.A. and 21,500 through the subsidiary ATIVA S.p.A.).

Secondary offices

The Company does not have any secondary offices. The Board of Directors resolved to grant - to the local unit located in Tortona (AL), Strada Statale per Novi Ligure 3/13, Località San Guglielmo - the title of "administrative headquarters" of the Company.



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

The economic and financial relationships with subsidiaries, associated companies, parent companies and companies subject to the control of the latter are provided separately, for individual items, in a specific paragraph in the Notes, "*Other information - Information about related-party transactions*", both in the annual and consolidated financial statements.

The approval of related-party transactions carried out by ASTM S.p.A., directly or through Subsidiaries, is governed by a specific procedure of the Company.

Report on corporate governance and ownership structure

As regards the information pursuant to Art. 123 bis, paragraph 2, letter b), of the Consolidated Finance Act please see the "Report on Corporate Governance and Ownership Structure" available in the "Governance" section of the company website www.astm.it.

Consolidated non-financial disclosure

The ASTM Group prepared a consolidated non-financial information disclosure ("NFD") on 31 December 2021, which meets obligations under Articles 3 and 4 of Legislative Decree 254/2016 (the "Decree").

The NFD – which constitutes, according to Article 5 of the Decree, a separate report to which reference should be made, has been prepared to the extent necessary to ensure an understanding of the company's activities, its performance, its results and the impact it produces – covers environmental, social and personnel issues, respect for human rights and the fight against active and passive corruption, which are relevant for the activities and characteristics of the company and the expectations of Stakeholders.

In addition, the NFD includes information relating to the impact of Covid-19, climate change and the European Taxonomy (Regulation (EU) 2020/852, June 2020), thematic areas considered of particular importance for the 2021 non-financial reporting by the European Securities and Markets Authority (ESMA) in the document "European common enforcement priorities for 2021 annual financial reports" published on 29 October 2021.

Significant subsequent events

Besides what was presented in the previous paragraphs, we can note that in March 2022 the subsidiary IGLI S.p.A. increased - through a series of purchase orders on the market - its direct and indirect stake in EcoRodovias which, as of today, is therefore 51.8% of the share capital (compared to 51.2% at the end of 2021).



Business outlook

During the year just ended, the operating activities of which were still influenced by the effects of the Covid-19 pandemic, the ASTM Group pursued the continuous improvement of *operating performances* and at the same time managed to achieve important strategic objectives for development, which expanded and strengthened the Group's structure, namely the acquisition of control and the consequent consolidation of the SITAF Group in Italy and the EcoRodovias Group in Brazil, in addition to the increase in its equity investment in the capital of Halmar International operating in the EPC sector in the United States, a market considered to be crucial for the Group's growth. It seems appropriate to note that all of this took place in the context of the OPA for the delisting of ASTM successfully launched and concluded by Nuova Argo Finanziaria S.p.A., the majority shareholder of ASTM.

The completion and definitive execution of these initiatives, as well as participation in tenders relative to a number of the main infrastructure projects in Europe and North and South America, confirm the role of ASTM as a *global infrastructure player*. The tenders are approached and pursued by applying the Group's "One Company" model, which allows it to optimise the skills and synergies between the various business sectors, from the identification of specific initiatives, to the study, design and planning of construction work, to the identification of project funding, through to infrastructure management, with the objective of understanding and managing the relevant risk factors in the search for a correct and balanced risk/return profile.

In macroeconomic terms, faced with an easing of the Covid-19 pandemic, with an ever lesser impact from the negative effects, the overall framework in recent weeks unfortunately showed a serious worsening due to the geopolitical tensions resulting in the Russian/Ukrainian conflict, which inevitably led to serious uncertainty around future scenarios. The combination of a number of residual inefficiencies in supply chains due to Covid-19 with the onset of the Russian/Ukrainian crisis had a direct effect on the prices of raw materials – in particular iron ore products, oil and energy – which are having and will presumably have over the course of the year repercussions on the economy in general and therefore on the Group's areas of operation, EPC in particular, but also motorway, with reference to toll revenues and investments.

In relation to the EPC sector in Italy, note that the projects envisaged by the PNRR (National Recovery and Resilience Plan), which should be the main driver for relaunching the economy after the Covid-19 pandemic, are destined to suffer from a slowdown due to the strong increase in the cost of raw materials which in some cases is already forcing, and could become more widespread in the coming months, the executing companies to suspend works due to extraordinary and unforeseeable "reasons of force majeure" and to request the contracts be subject to fairness of variation terms. All of which could have serious repercussions on the companies that, without prejudice to new legislative changes, would have to bear the higher indirect costs resulting from the suspensions and, at national level, on the country's GDP.

The expectations of the ASTM Group for FY 2022, based on the economic and financial plans of the motorway concessions and the current composition of the EPC backlog, indicate a higher production volume than FY 2021; this is obviously with the assumption that even worse effects than those that could be hypothesised today do not occur, either from the ongoing Russian/Ukrainian crisis or in the wake of the Covid-19 pandemic. It should be noted that the geographic diversification carried out over the years – and which also constitutes an objective for the years to come – represents an important element for the mitigation of operating risk. These expectations incorporate the new structure of the Group with the full consolidation of SITAF in Italy and EcoRodovias in Brazil for the entire year and the expansion of the EPC and PPP activities in the USA.

The Group's objectives are therefore part of a market context that is still particularly difficult and characterised by widespread complexity. In order to best manage any unexpected decreases in demand linked to unforeseeable and violent events such as those that occurred recently, a development process is envisaged based on continuous efficiency improvements to existing structures,



associated with a territorial diversification of risk, in the motorway and EPC sectors, which will translate to growth abroad where the managerial and technical/engineering skills and know-how at the Group's disposal will be leveraged.

With reference to net financial debt, which increased during the year following the acquisitions and growth of activities abroad as well as the debt assumed following the delisting process carried out by the parent company Nuova Argo Finanziaria S.p.A., it is envisaged that an adequate level of sustainability will be maintained in the long term by obtaining a solid balance between investment activities, cash generation and growth initiatives, all the while prioritising investments to maintain the high levels of infrastructure safety.

The Group will continue to pay constant attention to managing its infrastructure network, with the goal of continuously improving quality and security standards offered to its users, elevating the technological standard of the network it manages and implementing important investments, as evidenced by their constant growth over the years and which will continue in 2022 as a result of the significant network modernisation and improvement plans defined or under discussion with the granting bodies. From this point of view, the "One Company" model also makes it possible to absorb or at least considerably reduce the effects linked to market "shocks" such as those occurring today, allowing for the ongoing projects to continue as normal and for work schedules to be respected.

In the context of safety, the quality of the service offered to its users and the elevation of the technology standards of the network managed, the Group, through the subsidiary Sinelec S.p.A., is carrying out important projects intended to enhance the wealth of knowledge accumulated over the years in the motorway sector. Together with an exceptional partner, Volkswagen Group Italia, the "smart road" project on the A4 Torino-Milano motorway was recently presented. It envisages Italy's first interconnection between standard cars and motorway in open traffic conditions, with the goal of making the motorway one of the most technological and advanced in Europe. Through direct communication between vehicles and infrastructure, we can provide higher quality services in terms of safety, comfort and reduced traffic. This initiative is part of the modernisation, technological innovation and ecological transition projects on the A4 Torino-Milano motorway. The Group intends to extend this pilot project in the future to other motorway stretches.



Proposal for allocation of profits for the year

Dear Shareholders,

The Board of Directors proposes that you:

- approve the financial statements of ASTM S.p.A. as at 31 December 2021, which closed with a loss of EUR 16,058,528.16;
- cover the aforesaid loss for the year with the partial use, for an equal amount, of the “Retained earnings (losses)” reserve.

Tortona, 25 March 2022

on behalf of the Board of Directors
The Chairperson
(Mr Alberto Rubegni)



3. Annual Financial Statements





Financial Statements of the Parent Company



Balance sheet

(€ thousands)	Note	31 December 2021	31 December 2020
Assets			
Non-current assets			
Intangible assets	1	6	-
Tangible assets	2		
property, plant, machinery and other assets		5,628	5,833
rights of use		1,193	1,409
Total tangible assets		6,821	7,242
Non-current financial assets	3		
equity investments in subsidiaries		3,438,547	2,534,482
Equity investments in associated companies		146,182	608,557
equity investments in other businesses		7,003	5,495
non-current derivatives with a <i>positive fair value</i>		-	-
Other non-current financial assets		2,150,853	1,727,664
Total non-current financial assets		5,742,585	4,876,198
Deferred tax assets	4	5,542	4,013
Total non-current assets		5,754,954	4,887,453
Current assets			
Inventories		-	-
Trade receivables	5	10,021	11,009
Current tax assets	6	4,167	6,409
Other receivables	7	82,361	30,550
Current derivatives with a <i>positive fair value</i>		-	-
Other current financial assets	8	198,062	222,208
Total assets		294,611	270,176
Cash and cash equivalents	9	151,088	140,068
Total current assets		445,699	410,244
Total assets		6,200,653	5,297,697
Equity and liabilities			
Shareholders' equity			
share capital	10	32,503	65,972
reserves and earnings		797,670	2,662,817
Total Equity		830,173	2,728,789
Liabilities			
Non-current Liabilities			
Provisions for risks and charges	11	5,380	4,672
Employee benefits	12	712	667
Trade payables		-	-
Other payables		-	-
Bank debt	13	799,581	966,616
Non-current derivatives with a <i>negative fair value</i>		-	-
Other financial liabilities	14	4,009,046	1,042,704
Deferred tax liabilities	15	935	-
Total non-current liabilities		4,815,654	2,014,659
Current liabilities			
Trade payables	16	11,901	5,439
Other payables	17	60,389	23,964
Bank debt	18	160,978	261,736
Current derivatives with a <i>negative fair value</i>		-	-
Other financial liabilities	19	263,265	256,037
Current tax liabilities	20	58,293	7,073
Total current liabilities		554,826	554,249
Total liabilities		5,370,480	2,568,908
Total Equity and liabilities		6,200,653	5,297,697



Income Statement

(€ thousands)	Note	FY 2021	FY 2020
Financial income and expenses	21		
Income from equity investments:			
from subsidiaries		20,563	93,539
from associated companies		-	389
from other businesses		507	173
Total income from equity investments		21,070	94,101
Other financial income		65,731	85,201
Interest and other financial expenses		(90,077)	(66,638)
Total financial income and expenses (A)		(3,276)	112,664
Value adjustments of non-current financial assets	22		
Revaluations		-	-
Write-downs		(1)	(4)
Total value adjustments of financial assets (B)		(1)	(4)
Other operating income (C)	23	13,145	12,544
Other operating costs	24		
payroll costs		(13,708)	(9,591)
costs for services		(15,094)	(15,550)
costs for raw materials		(15)	(18)
other costs		(7,097)	(7,097)
amortisation, depreciation and write-downs		(658)	(580)
other provisions for risks and charges		-	-
Total other operating costs (D)		(36,572)	(32,836)
Profit (loss) before taxes (A+B+C+D)		(26,704)	92,368
Taxes	25	10,646	68
Profit (loss) for the year		(16,058)	92,436
Profit (loss) from "assets held for sale", net of taxes		-	-
Profit (loss) for the year		(16,058)	92,436

Note: in consideration of the "industrial holding" activity undertaken by ASTM S.p.A., the most appropriate schedule¹ for this type of Company was used. For these reasons, it differs from the one used for the ASTM Group.

Statement of comprehensive income

(€ thousands)	FY 2021	FY 2020
Profit (loss) for the period (a)	(16,058)	92,436
Actuarial profit (loss) on employee benefits	(43)	15
Profit (loss) allocated to "reserves for revaluation at fair value"	1,507	(1,427)
Capital gain from the sale of the equity investments pursuant to IFRS 9	-	14,667
Profit (loss) allocated to "cash flow hedge reserve" (interest rate swaps)	3,896	-
Tax effect on profit (loss) that will not be subsequently reclassified in the Income Statement	(935)	-
Profit (loss) that will not be subsequently reclassified in the Income Statement (b)	4,425	13,255
Comprehensive income (a) + (b)	(11,633)	105,691

¹ Schedule provided for in Consob Communication No. 94001437 of 23 February 1994



Cash flow statement

(€ thousands)	FY 2021	FY 2020
Cash and cash equivalents – opening balance (a)	140,068	38,057
Business operations:		
Profit/(loss)	(16,058)	92,436
Adjustments		
Amortisation/depreciation and provisions	725	580
Financial expenses (income)	898	3,592
	<i>Operating Cash Flow (I)</i>	<i>96,608</i>
Net change in deferred tax credits and liabilities	(594)	1,879
Change in net working capital		
	<i>Trade receivables</i>	<i>(7,477)</i>
	<i>Current tax assets</i>	<i>4,032</i>
	<i>Other receivables</i>	<i>(8,053)</i>
	<i>Trade payables</i>	<i>(6,047)</i>
	<i>Other payables</i>	<i>3,672</i>
	<i>Current tax liabilities</i>	<i>5,649</i>
Other changes from operating activities	592	2,744
	<i>Change in net working capital and other changes (II)</i>	<i>(3,601)</i>
Cash generated (absorbed) by operating activities (I+II) (b)	(3,901)	93,007
Investment activity:		
Investments in intangible assets	(6)	-
Investments in property, plant, equipment and other assets and rights of use	(250)	(419)
Net (Investments)/Divestiture in equity investments	(403,079)	(207,227)
Net (Investments)/Divestiture in non-current financial assets	-	-
Net divestiture of property, plant, machinery and other assets	65	-
Cash generated (absorbed) by investment activity (c)	(403,270)	(207,646)
Financial activity:		
Change in bank debt	(270,099)	364,333
Issue/(Repayment) of Bond Loans	2,964,717	(500,000)
Change in other financial liabilities	1,479	(1,692)
Net (Investments)/Divestiture in current financial assets	(393,883)	365,667
Purchase of treasury shares	-	(11,658)
Dividend distribution and other changes ⁽¹⁾	(1,884,023)	-
Cash generated (absorbed) by financial activity (d)	418,191	216,650
Cash and cash equivalents – closing balance (a+b+c+d)	151,088	140,068

⁽¹⁾ Purchase of ASTM shares as part of the OPA launched by NAF 2.

Additional information:

Taxes paid during the period	248	16,929
Taxes collected during the period	1,840	-
Financial expenses paid during the period	72,626	62,817
Financial income collected during the period	56,400	81,451
Dividends collected	21,070	94,101

The Company's "net financial position" as at 31 December 2021 is described in the related paragraph in the Management Report.



Statement of changes in shareholders' equity

<i>(€ thousands)</i>	Share capital	Legal reserve	Other reserves	Retained earnings (losses)	Total Shareholders' equity
1 January 2020	66,360	10,538	895,553	1,662,304	2,634,755
Allocation of profits	-	3,513	-	(3,513)	-
Purchase of treasury shares	(388)	-	388	(11,658)	(11,658)
Other changes	-	-	(171)	172	1
Total profit for the period	-	-	(1,412)	107,103	105,691
31 December 2020	65,972	14,051	894,358	1,754,408	2,728,789
1 January 2021	65,972	14,051	894,358	1,754,408	2,728,789
Allocation of profits	-	-	-	-	-
Purchase of treasury shares	-	-	-	-	-
Other changes	(33,469)	-	(705,452)	(1,148,062)	(1,886,983)
Total profit for the period	-	-	4,425	(16,058)	(11,633)
31 December 2021	32,503	14,051	193,331	590,288	830,173



Valuation criteria and explanatory notes



General information

ASTM S.p.A. is a joint-stock company incorporated in Italy at the Turin Business Register. The Company's registered office is at Corso Regina Margherita 165 – Turin (Italy). Pursuant to the Articles of Association, the duration of the Company is established to 31 December 2070.

ASTM S.p.A. is subject to management and coordination by Nuova Argo Finanziaria S.p.A., the ultimate parent company is Aurelia S.r.l.

ASTM S.p.A. operates in Italy as an industrial holding company and through its subsidiaries, mainly in the management of motorway networks under concession, in the planning and construction of major infrastructure works and in technology applied to transport mobility. The main activities of the company and its subsidiaries are indicated in the descriptive section in the Management Report.

The bond loans issued as part of the Company's Euro Medium-Term Notes (EMTN) programme are traded on Euronext Dublin, the regulated market managed by Irish Stock Exchange plc. As of today ASTM qualifies as an issuer of securities admitted for trading on a regulated market of a Member State of the European Union, therefore, despite the delisting that occurred as of 4 June 2021, ASTM has kept the nature of Entity of Public Interest under the terms of the current legislation.

The annual financial statements are drawn up in Euro, which is the current currency in the economy in which the Company mainly operates.

Pursuant to Art. 5, paragraph 2 of Legislative Decree No. 38 of 28 February 2005 and in accordance with paragraph 46 of IAS 1, these annual financial statements have been prepared in thousands of euro.

The financial statements were reviewed and approved by the Board of Directors on 25 March 2022.

Based on the provisions of Article 4, paragraph 1 of Italian Legislative Decree No. 38 of 28/2/2005, these annual financial statements were prepared in accordance with the **main international accounting standards (IFRS)** issued by the International Accounting Standards Board (IASB) and approved by the European Commission. IFRS means all revised international accounting standards ("IAS") and all interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), formerly the Standing Interpretations Committee ("SIC"). Consequently, the comparative data referring to the previous period also comply with the cited accounting standards.

The financial statements comprise the statement of financial position, the income statement, the statement of comprehensive income, the cash flow statement, the statement of changes in shareholders' equity and these 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".

The 2021 annual financial statements have been prepared on a going concern basis since there is reasonable expectation that the Company will continue its business operations in the foreseeable future and, in any case, for a time period greater than 12 months.



OPA NAF 2 and Merger of NAF 2 into ASTM

The **main events** that occurred during the period with reference to the **ownership structure** are shown below.

■ OPA NAF 2

On 20 February 2021, NAF 2 S.p.A. (the “Offerer” or “NAF 2”) made, pursuant to and in accordance with Article 102, paragraph 1 of the Consolidated Finance Law (TUF) and Article 37 of the Issuers Regulation, a voluntary public tender offer (“OPA” or “Offer”) aimed at: (i) acquiring all the ordinary shares (the “Shares”) of ASTM - after deducting (a) the total 60,449,417 Shares held by Nuova Argo Finanziaria S.p.A. (of which 58,501,677 directly and 1,947,740 indirectly through Nuova Codelfa S.p.A.), (b) the 2,385,650 Shares held by Mercure Investment S.à.r.l. and (c) the 10,741,948 Treasury Shares held by ASTM - making a total of 66,937,880 Ordinary Shares of ASTM, representing 47.638% of ASTM’s share capital; and (ii) obtaining delisting from the Mercato Telematico Azionario, organised and managed by Borsa Italiana S.p.A.

The tender acceptance period, agreed with Borsa Italiana S.p.A., began on 13 April 2021 and ended on 24 May 2021¹.

On 27 May 2021, the final data of the OPA were communicated, namely the offer of 59,662,202 shares, representative of around 42.460% of the share capital of ASTM, for a total amount of EUR 1,670,541,656².

Taking account of the share held by NAF 2, Nuova Argo Finanziaria S.p.A., Nuova Codelfa S.p.A. and Mercure Investment S.à.r.l., as well as the Treasury Shares and the Shares purchased by NAF 2 outside of the Offer, NAF 2 holds a total of 134,250,105 Shares, representative of approximately 95.542% of the related share capital and has consequently launched the joint procedure to exercise the right of purchase (“squeeze-out”) pursuant to Article 111 of the TUF and the contextual fulfilment of the purchase obligation (“sell-out”) pursuant to Article 108, paragraph 1 of the TUF for the remaining 6,264,790 ordinary shares of ASTM still in circulation, equal to 4.458% of the ASTM share capital (the “Residual Shares”), for a total amount of EUR 175,414,120.

Borsa Italiana S.p.A., with provision no. 8772 of 28 May 2021, ordered the suspension of trading on the Mercato Telematico Azionario of the shares of the Issuer (ISIN IT0000084027) for the sessions of Wednesday 2 and Thursday 3 June 2021 and the delisting as of 4 June 2021.

■ Merger of NAF 2 into ASTM

Introduction

As described in the Offer Document approved by Consob with resolution no. 21786 of 1 April 2021 and published on ASTM’s website on 2 April 2021 (“Offer Document”), NAF 2 reserved the right to proceed, subject to approval by the competent corporate bodies, with the reverse merger of NAF 2 into ASTM (“Merger”), notwithstanding the applicability of Article 2501-bis of the Italian Civil Code. Therefore, the Merger takes place in a context of a structured operation, with the launch of the Offer used to achieve the Delisting and also aimed at (i) simplifying the Group’s corporate structure by shortening the chain of control, and (ii) improving in terms of management flexibility and reduction of organisational levels by speeding up the decision-making process times.

For the purposes of obtaining the funding needed to acquire all Shares in the context of the Offer, NAF 2 made recourse to borrowing by entering into a financing contract with a pool of financing banks for an amount up to EUR 1.9 billion. After the Merger, the total residual indebtedness borne by NAF 2 was transferred to ASTM.

¹ As extended by the Offerer’s press release on 7 May 2021 (available, among other places, on the Issuer’s website at www.astm.it).

² Calculated on the basis of the consideration per share, equal to EUR 28.00 for each Share offered, as increased through the Offerer’s press release on 7 May 2021.



The merger was approved with resolutions passed by the Extraordinary Shareholders' Meetings of ASTM and NAF 2 held on 5 August 2021. On 2 November 2021, the reverse merger deed of NAF 2 into the subsidiary ASTM was signed, which established that the operation would take legal effect from 5 November 2021. For accounting purposes, the transactions of the acquiree NAF 2 have been recognised in the financial statements of the acquirer ASTM with effect as of 1 January 2021, and the same date was also assigned for tax purposes (direct taxes).

Considering that the share capital of ASTM S.p.A. was entirely owned, directly and indirectly, through NAF 2, by Nuova Argo Finanziaria S.p.A. (net of ASTM S.p.A. treasury shares), the merger took place without a capital increase, through (i) cancellation of all shares representing the share capital of ASTM held by NAF 2 and consequent reduction of that share capital, and (ii) annulment of the Shares held by Nuova Argo S.p.A. in NAF 2 without the issue of new shares by ASTM.

Accounting aspects

The merger of NAF 2 (parent company) into ASTM S.p.A. (subsidiary), given its economic nature of reorganising existing companies¹ (absence of economic exchange and continuing control over the acquired entity), is excluded from the scope of application of *IFRS 3 – Business Combinations*.

In the absence of references to specific IFRS standards or interpretations, it has been taken into account that paragraph 13 of IAS 1 requires in general terms that the financial statements provide a reliable and faithful presentation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, costs and revenues set out by the IFRS Framework and that paragraph 15 of IAS 1 establishes the obligation to choose, in accordance with the hierarchy established by IAS 8, the appropriate accounting standards to achieve the general objective of a reliable and faithful representation. In this context, the ASSIREVI Preliminary Guidelines on IFRS ("OPI") N. 2 (Revised) – Accounting treatment of mergers in the annual financial statements were also taken into account. Given that the Merger transaction is (i) characterised by the absence of economic exchange with third parties and continuing control over the acquired entity and (ii) naturally free of significant impact on the cash flows of the companies involved in the merger, suitable accounting standards were therefore chosen to ensure the continuity of the values. Applying the continuity principle of the merger transaction values meant highlighting the pre-existence of the controlling relationship between the companies involved in the transaction. Therefore, the inclusion in the annual financial statements of the acquirer of the assets and liabilities deriving from the acquiree company did not lead to current values of those assets higher than those expressed in the consolidated financial statements, nor to increased goodwill.

In the reverse merger, in the aggregation procedure of the NAF 2 – ASTM merger, the acquirer ASTM ends up with treasury shares within its assets, which in the system of the IAS/IFRS are addressed explicitly by the international accounting standard IAS 32 "Financial Instruments: Presentation" and in particular by sec. 33². The treasury shares were, therefore, deducted from the share capital and the difference between the consideration paid for the 66,937,880 ASTM shares and the consequent reduction in its share capital was recognised directly in the equity of the company resulting from the merger:

¹This is a restructuring or reorganisation of existing companies, without the transfer of control of the incorporated companies and without there being an economic operation of exchange. Therefore, these operations are carried out as part of the same group of companies, scheduled and performed based on an organisational structure designed by the parent company which only involves group companies, which does not determine negotiation between autonomous groups of stakeholders.

² IAS 32.33 "If an entity reacquires its own equity instruments, those instruments ('treasury shares') shall be deducted from equity. No gain or loss shall be recognised in profit or loss on the purchase, sale, issue or cancellation of an entity's own equity instruments. Such treasury shares may be acquired and held by the entity or by other members of the consolidated group. Consideration paid or received shall be recognised directly in equity".



(€ '000s)

Carrying value of ASTM S.p.A. in NAF 2 S.p.A.	1,883,535
<i>Reduction of share capital</i>	<i>33,469</i>
<i>Reduction of shareholders' equity reserves</i>	<i>1,850,066</i>

The reverse merger therefore determined the cancellation of the shares held by NAF in NAF 2 without share swap and the cancellation of all ASTM shares held by NAF 2 with corresponding reduction of the share capital and the reserves and recognition of a cancellation surplus.

Following the merger, the shareholders' equity of ASTM underwent the following reductions:

- a fronte dell'annullamento delle azioni ASTM possedute da NAF 2, iscritte per un valore pari a 1.883.535¹ migliaia di euro, è stata annullata la quota corrispondente del capitale sociale (33.469 migliaia di euro) e delle riserve (1.266.460 migliaia di euro);
- the surplus generated by the cancellation of these shares, equal to EUR 583,607 thousand, was similarly reduced to zero through the classification to the shareholders' equity reserves.

Additionally, the shareholders' equity of ASTM was increased by EUR 50,000 attributable to the merger excess generated for an amount equal to the share capital of NAF2 before the merger.

The costs incurred during the period by NAF 2 for the voluntary public tender offer (OPA) of ASTM shares (equal to a total EUR 3.5 million, net of the tax effect), recognised by the acquiree as a value increased by the cost of the ASTM shares acquired in the OPA, have been deducted from the shareholders' equity, since they were direct costs attributable to the operation.

¹ Amount including EUR 8.3 million related to ancillary expenses incurred for the purchase of ASTM shares by NAF 2.



Valuation criteria and accounting standards

The valuation criteria applied in preparing the annual financial statements at 31 December 2021 is the same as that used to prepare the financial statements as at 31 December 2020.

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.

Tangible assets

These assets are posted at purchase cost or production cost (including directly imputable auxiliary costs) and include the related directly imputable financial expenses 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:

Category	Rate
Land	not depreciated
Non-industrial and industrial buildings	3%
Other assets	10%-20%

Rights of use

On the basis of the provisions of IFRS 16, the lease contracts payable (which do not constitute the provision of services) are accounted for by recognising a financial liability in the statement of financial position, represented by the present value of future lease payments, against the posting of the right of use of the leased asset to the assets.

IFRS 16 introduces the “right of use” concept, which determines - independently of the contractual form - the obligation to post the right of use to the balance sheet assets with the corresponding payable at the present value of future lease payments as a contra-item in the liabilities.

The assets and liabilities are posted at the current value of the contractually due lease payments, taking account of any option for extension/resolution where there is reasonable certainty to exercise/not exercise it.

The portion of amortisation and depreciation of the right of use posted to the assets and the interest expense originating from the financial liabilities of the lease are recognised in the income statement at amortised cost.

The value of the right of use recorded under property, plant and equipment is systematically depreciated on the basis of the expiry dates of the lease contracts, also considering the probability of renewal of the contract if there is an enforceable renewal option.

For contracts expiring within 12 months (short-term leases) and the contracts for which the underlying assets are configured as low-value assets (i.e. the assets leased do not exceed EUR 5 thousand when new), the introduction of IFRS 16 does not result in the recognition of the financial liabilities of the lease and the related right of use, but the recognition of the lease payments in the income statement, recognised under leases and rental expenses, on a straight-line basis over the term of the respective contracts.



Equity investments in subsidiaries, jointly controlled entities and associated companies

Pursuant to paragraph 10 of IAS 27 – Consolidated and Separate Financial Statements, equity investments in subsidiaries, jointly controlled entities and associated companies are valued at cost. Where signs of impairment are highlighted by appropriate valuation tests, the book value is adjusted to the recoverable value. The original cost is restored in subsequent years if the reasons for the previous adjustments no longer exist.

Financial assets

In accordance with IFRS 9, financial assets are classified in the following three categories:

- Financial assets measured at amortised cost (“AC”) using the effective interest method: these assets fall under a “hold to collect” business model and generate contractual cash flows of a principal and interest nature. This category includes financial assets other than derivatives such as loans and receivables with payments that are fixed or can be determined, and that are not listed in an active market. Discounting is omitted when the effect is insignificant. This category includes cash, trade receivables and loans granted.
- Financial assets measured at fair value with changes in fair value recognised in the statement of comprehensive income (“FVOCI”): these assets fall under a hold to collect and sell business model and generate contractual cash flows of a principal and interest nature. This category also includes minority interests, irrevocably designated as such under IFRS 9, other than equity instruments not held for trading and not a potential consideration arising from a business combination. For minority interests, contrary to what generally happens with financial assets at FVOCI, the gains and losses recognised in the statement of comprehensive income are not subsequently transferred to the income statement, although the cumulative profit or loss may be transferred to Shareholders’ equity; in addition, such minority interests are not subject to impairment accounting. The dividends arising from these are still recognised in the income statement, unless they clearly represent a recovery of part of the investment cost. The valuation at cost of a minority interest is permitted in the few cases in which the cost represents an adequate estimate of the fair value.
- Financial assets measured at fair value with changes in fair value recognised in profit and loss (“FVPL”): this category covers the remainder and includes all financial assets other than those measured at amortised cost and at fair value with changes in fair value recognised in the statement of comprehensive income (“FVOCI”). This category includes financial assets without an interest component, including investments in investment funds.

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.

Cash and cash equivalents are recognised at nominal value or amortised cost, depending on their nature.

Financial liabilities

Pursuant to IFRS 9, financial liabilities are divided into two categories: 1) financial liabilities measured at amortised cost using the effective interest rate upon expiry (“AC”); 2) financial liabilities measured at fair value with changes in fair value recognised in profit and loss (“FVPL”), which are in turn divided into the two sub-categories “held for trading” and “FVPL at inception”.

Financial liabilities include loans, bond loans, lease liabilities, trade payables, other liabilities and financial derivatives. These instruments are recorded at fair value when opened, net of any costs that can be ascribed to them. Subsequently, the financial liabilities in question are measured at amortised cost using the effective interest method, with the exception of derivative financial



instruments (other than derivative financial instruments designated as effective hedging instruments) and any financial liabilities designated at FVPL, which are accounted for at fair value through profit or loss.

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 explanatory notes also explain any contingent 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 business; (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

Post-employment benefits, taking account of their characteristics, are divided into “defined contribution” and “defined benefit” plans.

In the defined contribution plans, the company’s obligation, limited to the payment of contributions to the State or to a fund or to a legally distinct entity, is determined on the basis of the contributions due. The costs related to these plans are recognised in the income statement on the basis of the contribution made in the period.

In the defined benefit plans, however, the company’s obligation is determined separately for each plan on the basis of actuarial estimates by estimating (in accordance with the Projected Unit Credit Method) the amount of future benefits that employees have accrued at the date of reference. Specifically, the actual value of the defined benefit plans is calculated using a rate determined on the basis of the market returns, at the reporting date of the financial statements, of bonds of leading companies, or, in the absence of an active market on which these are exchanged, government securities. Liabilities are recorded on an accrual basis during the period of accrual of the right. Liabilities are calculated by independent actuaries.

Treasury shares

Treasury shares are posted at purchase cost, as a reduction in shareholders’ equity. The nominal value of the treasury shares held is deducted directly from share capital. The value resulting from their transfer is posted with a contra-item in shareholders’ equity and no entry in the income statement.

Revenue

Revenue is the gross inflow of economic benefits during the period arising in the course of the ordinary activities of an entity.

Revenue is recognised at a specific point in time or over time, when the Company meets its performance obligations by transferring the goods and services to its customers; the process underlying the recognition of revenue follows the five steps required by IFRS 15: (i) identification of the contract with the customer; (ii) identification of the performance obligations in the contract; (iii) determination of the transaction price; (iv) allocation of the price to the various performance obligations and (v) recognition of revenue as each



performance obligation is satisfied. In particular, revenues for services are recognised based on the accrued payment, calculated by reference to the stage of completion.

Financial income

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

Dividends

Dividends paid by investee 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 expenses

Financial expenses are recorded, on an accrual basis, in the accounting period in which they are incurred.

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 "deferred tax credits" are calculated based on the temporal differences between the recognised value for tax purposes of an asset or a liability and its value in the statement of financial position, when it is probable that these differences will cancel themselves out in the foreseeable future. The amount of the "deferred tax liabilities" or "deferred tax credits" is determined based on tax rates that are expected to apply to the period in which the tax credit is realised or the tax liability is extinguished. The tax rates are those established in current fiscal legislation as at the reference date of the individual accounting entries.

Deferred tax assets are posted when their recovery is likely.

Deferred tax assets and deferred tax liabilities are offset when it is legally allowed.

The company, in its capacity as consolidating company, opted for the national tax consolidation pursuant to Articles 117/129 of the Income Tax Act. It determines a single taxable base for the group of companies adhering to the tax consolidation, benefiting from the possibility to offset taxable income with tax losses in a single declaration. Each company adhering to the tax consolidation wholly contributes its taxable income to the parent company by determining a payable to the consolidating company equal to the corporate income tax (IRES) to be paid. The companies that contribute tax losses can post a receivable from the consolidating company, equal to corporate income tax (IRES), for the part of loss effectively offset at Group level.



Impairment test

The book values of the Company's assets are measured at each date of reference of the financial statements (or in the presence of impairment indicators) in order to determine whether there are indications of a reduction in value, in which case 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 disposal costs and their useful life. In order to establish their useful life, the estimated future cash 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 amortisation and depreciation expense, if impairment had not been posted in the previous years. This write-back is not applicable to goodwill, since its write-down is never reversible.

As regards equity investments in Italian motorway companies, in line with the provisions of IAS 36, the Company determines the "useful life" of each individual "Cash Generating Unit" (CGU) by discounting the future cash flows (Discounted Cash Flows - DCFs) deriving from the motorway activities. Each licensee company constitutes an autonomous CGU, to which the financial plans of the individual managed stretches refer. The data contained in the financial plans attached to the current Standard Agreements or those being updated were used as the basis for calculation. The economic and financial plan (*Piano Economico Finanziario* - PEF) of each motorway concession highlights the results expected for the entire duration of the concession and, though some are prepared over an average time frame of longer than five financial years, constitute the representative document for the purposes of identifying the prospective cash flows. In addition, given that these are concessions with a pre-defined useful life, no calculation was made of the terminal value. At the end of the concession, if an indemnity was required by the company taking over for works undertaken and not depreciated ("takeover"), this value has been included in the operating flow at the end of the concession.

The data contained in the aforementioned plans have been adjusted where necessary to reflect the changes made following the date of preparation of those financial plans (traffic, tolls, completion of the investment programme, etc.). In particular, the traffic forecasts reflect the results of the traffic studies produced by an independent expert specialised in the sector.

The cash flows as determined above have been discounted at a *post-tax nominal WACC rate*.

The WACC was estimated using the Unconditional Adjusted approach, which envisages the use of a risk-free rate adjusted to neutralise the monetary policies implemented in recent years by the European Central Bank.

The main parameters are:

- **Risk-Free Rate Adjusted:** the risk-free rate was estimated at **1.564%** for concessions in Italy, obtained as the sum of: (i) the average of the returns observed in the 24 months preceding the Reporting Date on 10-year U.S. government securities, adjusted for long-term inflation in the United States (source: IMF) and supplemented by expected inflation in Italy, (ii) the differential observed between the U.S. and Italian credit default spreads on the Reporting Date over the previous 24 months (source: *Standard & Poor's Capital IQ*). For the Road Link company, the risk-free rate has been estimated at **0.526%**, determined on the basis of the average returns observed in the 24 months prior to the Reporting Date for UK government bonds with a ten-year maturity, the forecasts being expressed in local currency;
- **Unlevered beta:** element representative of the degree of non-diversifiable risk, estimated at **0.701** on the basis of the average value observed for a panel of listed companies in the sector. The beta extraction considered a period of three years prior to the Reporting Date and weekly observations (source: *Standard & Poor's Capital IQ*);



- **Market Risk Premium:** risk premium for the market in which the companies operate estimated as **5.50%** (source: *Consensus, Fernandez 2021*);
- **Size Premium:** a **1.08%** risk premium was considered to factor in the Group's smaller size in terms of Revenues compared to the sample of listed companies included in the panel (source: Duff & Phelps);
- **D/E Financial structure:** for the purposes of weighting the cost of debt and the cost of equity, the "normalised" debt ratio D/E has been considered and used as a medium/long-term target for ASTM (60% Debt, 40% Equity) considering the centralisation of the funding activities carried out by ASTM with subsequent transfer of resources to the Italian companies operating in the motorway sector;
- **Cost of debt:** estimated considering the average cost of debt of the Group, except for Tangenziale Esterna S.p.A., for which the specific cost was considered.

The discounting rates (calculated in a specific way for each licensee company in order to reflect its financial structure) vary between 5.23% and 5.87%.

With reference to investments in Brazil held through the subsidiary IGLI S.p.A., it should be noted that the impairment test of this company was determined by mainly considering the equity investment in the Brazilian company EcoRodovias Infraestrutura e Logistica S.A. as an independent CGU and that the impairment test was determined as the sum of the value in use of the Brazilian licensee companies indirectly controlled through the investee company EcoRodovias Infraestrutura e Logistica S.A. and the equity investment held in Monotrilho Linha (VEM). The determination of the value in use was made taking into account the results of the valuations carried out - in accordance with the relevant IFRS international accounting standards and best practices - by a Brazilian company specialised in valuations and in verifying the recoverability of assets (goodwill and equity investments).

Each licensee company constitutes an autonomous CGU, to which the financial plans of the individual managed stretches refer. The data (traffic, tariffs, completion of the investment programme, etc.) contained in the most recent update to the financial plans were used as the basis for calculation, which highlight for each motorway stretch the results expected for the entire duration of the concession and, though prepared over an average time frame of longer than five financial years, constitute the representative document for the purposes of identifying the *prospective cash flows*. In addition, given that these are concessions with a pre-defined useful life, no calculation was made of the terminal value.

As regards the equity investments in companies operating in EPC (Engineering, Procurement and Construction) and technology sectors, their recoverable value was determined using the useful life method.

In order to determine the useful life of the individual CGUs (distinguishing by business segment and geographical area), the Discounted Cash Flows (DCF) method was used as an estimate of the future cash flows made on the basis of the PEFs prepared by the Companies, to which the calculation of the terminal value was added, in addition to the explicit period of discounting the flows. The cash flows as determined above have been discounted at a *post-tax nominal WACC rate*.

The WACC was estimated using the Unconditional Adjusted approach, which envisages the use of a risk-free rate adjusted to neutralise the monetary policies implemented in recent years by the European Central Bank.

The main parameters are:

- **Risk-Free Rate Adjusted:**
 - the risk - free rate was estimated at **1.564%** for companies operating in Italy, obtained as the sum of: (i) the average of the returns observed in the 24 months preceding the Reporting Date on 10-year U.S. government securities, adjusted for long-term inflation in the United States (source: EIU) and supplemented by expected inflation in Italy, (ii) the differential observed between the U.S. and Italian credit default spreads on the Reporting Date over the previous 24 months;



- for companies active in Brazil, Denmark and the USA, the risk-free rate was determined on the basis of the average of the returns observed in the 24 months prior to the Reporting Date on the country's government securities with a 10-year maturity (source: *Standard & Poor's Capital IQ and Bloomberg*);
- **Unlevered beta:** element representative of the degree of non-diversifiable risk, estimated at **0.834** on the basis of the average value observed for a panel of listed companies in the sector. The beta extraction considered a period of three years prior to the Reporting Date and weekly observations (source: *Standard & Poor's Capital IQ*);
- **Market Risk Premium:** risk premium for the market in which the companies operate (source: *Consensus and Fernandez 2021*);
- **Size Premium:** a risk premium of **1.75%** was considered in order to factor in the smaller size of the Itinera Group in terms of Revenues compared to the sample of listed companies included in the panel (source: *Duff & Phelps*);
- **D/E financial structure:** for the purposes of weighting the cost of debt and the cost of equity, a financial structure in line with the sector to which the Itinera Group belongs was considered;
- **Cost of debt** estimated in consideration of the average cost of debt of the Itinera Group with the exception of the Brazilian company for which the specific rate in place at 31 December 2021 was taken into consideration.
- **Captive risk:** in order to intercept the higher risk of companies that operate mainly with the ASTM Group (captive), the WACC was increased by a premium equal to 2%.

The discounting rates (calculated in a specific way for each company in order to reflect its financial structure) vary between 5.91% and 14.68%.

Companies	ITINERA GROUP				SINA - EUROIMPIANTI	SINELEC
CGU / Country	Italy	USA	Denmark	Brazil	Italy	Italy
WACC	7.40%	6.52%	5.91%	14.68%	9.40%	9.40%

With regard to the CGUs for which the useful life was estimated, a *sensitivity analysis* of the results was also carried out by varying the discounting rates applied between +0.5%/-0.5%. Based on this analysis, the recoverable amount of equity investments in subsidiaries compared to the value posted to the financial statements would be in the range of +/- EUR 300 million.

The impairment procedure was approved by the Board of Directors autonomously and in advance of the approval of the draft financial statements.



Translation of foreign currency items

Transactions in different currencies other than the euro are recorded at the exchange rate prevailing at the transaction date. Monetary assets and liabilities denominated in a currency other than the euro are subsequently adjusted to the exchange rate at the reporting date with any exchange differences recognised through the income statement. Any non-monetary assets and liabilities denominated in foreign currencies and recorded at historical cost or at fair value are translated using the exchange rate at the time the transaction was first recognised.

The exchange rates applied during the period to translate the assets, liabilities and economic transactions are as follows:

Currency	2021		2020	
	Spot exchange rate as at 31 December	Average annual exchange rate	Spot exchange rate as at 31 December	Average annual exchange rate
EUR/GBP	0.8403	0.8596	0.8990	0.8897
EUR/USD	1.1326	1.1827	1.2271	1.1422
EUR/Danish Krone	7.4364	7.4370	7.4409	7.4542

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 financial statements 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 to perform the impairment test for the actuarial appraisals and to record the amortisation and 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 in the income statement.

The aforementioned valuation criteria were applied on a like-for-like and coherent basis in the preparation of these financial statements.

Any reclassifications of annual financial statement items made previously in order to allow for comparison with the final values in the current period are not significant.

Pursuant to Art. 5, paragraph 2 of Italian Legislative Decree No. 38 of 28 February 2005 and in accordance with paragraph 46 of IAS 1, note that these financial statements have been prepared in thousands of euro. For ASTM S.p.A., the euro is the “operating currency” and coincides with the “presentation currency”.

New accounting standards and interpretation adopted by the European Union and effective from 1 January 2021

- On 31 March 2021 the IASB published an amendment titled “**Covid-19-Related Rent Concessions beyond 30 June 2021 (Amendments to IFRS 16)**” with which it extended by one year the period of application of the amendment issued in 2020, which granted lessees the possibility of recognising reductions in rent associated with Covid-19 without having to evaluate, through contract analysis, whether the *definition of a lease modification* established under IFRS 16 was respected. Hence, lessees that applied this possibility in FY 2020 recognised the effects of reductions in rent directly in the income statement, as of the date the reduction took effect. The 2021 amendment, available only for entities that had already adopted the 2020 amendment, took effect as of 1 April 2021 and early adoption was allowed.



- On 27 August 2020, the IASB published, in light of the reform on interbank interest rates such as IBOR, the document "**Interest Rate Benchmark Reform-Phase 2**" which contains amendments to the following standards:
 - IFRS 9 Financial Instruments;
 - IAS 39 Financial Instruments: Recognition and Measurement;
 - IFRS 7 Financial Instruments: Disclosures;
 - IFRS 4 Insurance Contracts; and
 - IFRS 16 Leases.

All amendments took effect as of 1 January 2021.

The above had no effect on the financial statements of the Company as at 31 December 2021.

IFRS or IFRIC accounting standards, amendments and interpretations approved by the European Union, not yet compulsorily applicable and not adopted in advance by the Group as at 31 December 2021

- On 14 May 2020, the IASB published the following amendments:
 - **Amendments to IFRS 3 Business Combinations:** the amendments are intended to update the reference to the Conceptual Framework in its revised version in IFRS 3, without this leading to amendments to the provisions.
 - **Amendments to IAS 16 Property, Plant and Equipment:** the amendments are intended to disallow the deduction, from the cost of property, plant and equipment, of the amount received from the sale of goods produced during the test phase for the asset itself. These sales revenues and relative costs will hence be recognised in the income statement.
 - **Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets:** the amendment clarifies that when estimating the possible costs of a contract all costs directly attributable to the contract must be considered. As a result, measurement of charges associated with a contract include not only incremental costs (e.g. the cost of material directly involved in processing), but also all the costs the company cannot avoid given that the contract has been signed (e.g. the depreciation of machinery used to fulfil the contract).
 - **Annual Improvements 2018-2020:** the amendments apply to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IAS 41 Agriculture and the Illustrative Examples for IFRS 16 Leases.

All aforementioned amendments will take effect as of 1 January 2022.

The Directors are currently evaluating the possible effects of the introduction of these amendments on the Company's financial statements.

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

At the reporting date of this document, the competent bodies of the European Union had not yet concluded the approval process required for the adoption of the amendments and principles described above.

- On 23 January 2020, the IASB published an amendment titled "**Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current**". The document is intended to clarify how to classify short or long-term payables and other liabilities. The amendments take effect as of 1 January 2023. In any case, early application is allowed.
- On 12 February 2021, the IASB published two amendments titled "**Disclosure of Accounting Policies-Amendments to IAS 1 and IFRS Practice Statement 2**" and "**Definition of Accounting Estimates-Amendments to IAS 8**". The changes were intended to



improve disclosure on *accounting policies* so as to provide more useful information to investors and other primary users of financial statements and to help companies to distinguish between changes in accounting estimates and changes in *accounting policies*. The amendments will take effect as of 1 January 2023, but early application is allowed.

- On 7 January 2021, the IASB published an amendment titled “**Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction**”. The document clarifies how deferred taxes should be accounted for on a number of operations that could generate assets and liabilities of an equal amount, such as leasing and decommissioning obligations. The amendments will take effect as of 1 January 2023, but early application is allowed.

The Company is currently evaluating the possible effects of the introduction of these changes on its financial statements.



Explanatory Notes – Information on the balance sheet

Note 1 – Intangible assets

Equal to EUR 6 thousand (zero as at 31 December 2020), this item refers to expenses for software licences.

Note 2 – Tangible assets

2.a Property, plant, machinery and other assets

This item breaks down as follows:

in thousands of EUR	2020		
	Land and buildings	Other assets	Total
Cost:			
as at 1 January 2020	9,788	976	10,764
Investments	-	24	24
Reclassifications/other changes	(3)	-	(3)
Divestitures	-	-	-
at 31 December 2020	9,785	1,000	10,785
Accumulated depreciation:			
as at 1 January 2020	(3,818)	(894)	(4,712)
2020 amortisation and depreciation	(221)	(19)	(240)
Reclassifications/other changes	1	(1)	-
at 31 December 2020	(4,038)	(914)	(4,952)
Net book value:			
as at 1 January 2020	5,970	82	6,052
at 31 December 2020	5,747	86	5,833

in thousands of EUR	2021		
	Land and buildings	Other assets	Total
Cost:			
as at 1 January 2021	9,785	1,000	10,785
Investments	-	39	39
Reclassifications	-	-	-
Divestitures	-	-	-
at 31 December 2021	9,785	1,039	10,824
Accumulated depreciation:			
as at 1 January 2021	(4,038)	(914)	(4,952)
Amortisation and depreciation	(221)	(25)	(246)
Reclassifications/other changes	-	2	2
at 31 December 2021	(4,259)	(937)	(5,196)
Net book value:			
as at 1 January 2021	5,747	86	5,833
at 31 December 2021	5,526	102	5,628

The item “*land and buildings*” is mainly attributable for EUR 3.1 million to the property in Turin (Italy) used as the registered office of the Company and for EUR 1.8 million to a building complex of architectural value (located in the municipality of Tortona, Italy).

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



2.b Rights of use

<i>in thousands of EUR</i>	2020		
	Rights of use - Property	Rights of use - Machinery	Total
Cost:			
as at 1 January 2020	1,206	276	1,482
Investments	882	148	1,030
Reclassifications	-	-	-
Divestitures	(583)	(52)	(635)
at 31 December 2020	1,505	372	1,877
Accumulated depreciation:			
as at 1 January 2020	(154)	(79)	(233)
2020 amortisation and depreciation	(226)	(114)	(340)
Reclassifications/other changes	59	46	105
at 31 December 2020	(321)	(147)	(468)
Net book value:			
as at 1 January 2020	1,052	197	1,249
at 31 December 2020	1,184	225	1,409

<i>in thousands of EUR</i>	2021		
	Rights of use - Property	Rights of use - Machinery	Total
Cost:			
as at 1 January 2021	1,505	372	1,877
Investments	3	208	211
Reclassifications	-	-	-
Divestitures	-	(65)	(65)
at 31 December 2021	1,508	515	2,023
Accumulated depreciation:			
as at 1 January 2021	(321)	(147)	(468)
Amortisation and depreciation	(236)	(175)	(411)
Reclassifications/other changes	1	48	49
at 31 December 2021	(556)	(274)	(830)
Net book value:			
as at 1 January 2021	1,184	225	1,409
at 31 December 2021	952	241	1,193

In accordance with IFRS 16, the item “rights of use” contains the lease contracts payable that do not constitute the provision of services.



Note 3 – Non-current financial assets

3.a – Equity investments in subsidiaries

Changes to equity investments in subsidiaries during the period were as follows:

in thousands of EUR	31/12/2020	Changes during the period				31/12/2021
		Purchases/Increases	Sales/Decreases	Write-downs in the Income Statement	Reclassifications/other changes	
Equity investments:						
ASTM North America Inc.	4,880	4,162	-	-	-	9,042
ATIVA S.p.A.	106,388	-	-	-	-	106,388
Edilrovaccio S.r.l. in liquidation ⁽¹⁾	-	-	-	-	-	-
IGLI S.p.A.	441,767	341,000	-	-	-	782,767
Itinera S.p.A.	158,022	96,529	-	-	-	254,551
SALT p.A.	674,878	-	-	-	-	674,878
SATAP S.p.A.	1,006,982	-	-	-	-	1,006,982
SAV S.p.A.	95,740	-	-	-	-	95,740
Sina S.p.A.	20,774	-	-	-	-	20,774
Sinelec S.p.A.	25,031	-	-	-	-	25,031
Sistemi e Servizi S.c.ar.l. ⁽¹⁾	20	-	-	(1)	-	19
SITAF S.p.A.	-	-	-	-	462,375	462,375
Total subsidiaries	2,534,482	441,691	-	(1)	462,375	3,438,547

⁽¹⁾ Company "controlled" by virtue of the stakes held by the subsidiaries.

The item "purchases/increases" refers to:

- capital grant paid on 8 January 2021 for an overall amount of EUR 341 million in order to provide the subsidiary IGLI S.p.A. with financial resources in preparation for the subscription of the capital increases approved by Primav Infrastruttura S.A. and by EcoRodovias (for more details, refer to section "Significant Operations" in the Management Report).
- payment as "equity contribution" to the subsidiary ASTM North America Inc. for a total amount of EUR 4.2 million.
- subscription of the capital increase approved by the subsidiary Itinera S.p.A.

After obtaining control of Sitaf S.p.A. (as described in more detail in the specific section of the consolidated financial statements "Consolidation of SITAF S.p.A."), the equity investment was reclassified from "Equity investments in associated companies" to "Equity investments in subsidiaries".



The main figures relating to the subsidiary companies are shown below:

Investee Company	Registered office	Share capital	No. of Shares (Stakes)	Shareholder s' Equity	Profit/(loss)	Financial statement data as at	% of equity investment
ASTM North America Inc. ⁽³⁾⁽⁴⁾	10965 Pearl River New York (USA) - 1 Blue Hill Plaza, 16th Floor	10,500	2,500	(608)	(6,021)	31/12/2021	100.00%
ATIVA S.p.A. ⁽²⁾	10156 Turin - Strada della Cebrosa, 86	44,931	6,418,750	179,739	81,128	31/12/2021	72.34%
Edilrovaccio 2 S.r.l., in liquidation	10144 Turin - Via Bonzanigo 22	46	45,900	(803)	(218)	31/12/2020	20.00%
IGLI S.p.A. ⁽¹⁾	15057 Tortona (AL) - Corso Romita, 10	37,130	37,130,000	815,041	941	31/12/2021	100.00%
ITINERA S.p.A. ⁽¹⁾	15057 Tortona (AL), Via Balustra 15	232,834	232,834,000	155,629	(102,901)	31/12/2021	66.12%
SATAP S.p.A. ⁽²⁾	10144 Turin - Via Bonzanigo, 22	158,400	158,400,000	1,006,759	45,403	31/12/2021	99.87%
SINA S.p.A. ⁽²⁾	20135 Milan - Viale Isonzo 14/1	10,141	4,056,250	77,989	15,255	31/12/2021	100.00%
SINELEC S.p.A. ⁽²⁾	15057 Tortona (AL) - S.P. 211 della Lomellina 3/13 - Loc. San Guglielmo	7,383	1,476,687	47,891	11,754	31/12/2021	86.79%
Sistemi e Servizi S.c.ar.l. ⁽²⁾	15057 Tortona (AL) - S.P. 211 della Lomellina 3/13 - Loc. San Guglielmo	100	100,000	70	(2)	31/12/2021	28.00%
Società Autostrada Ligure Toscana p.A. ⁽²⁾	55041 Lido di Camaione (LU) - Via Don E. Tazzoli, 9	160,301	160,300,938	853,247	49,049	31/12/2021	95.23%
SAV S.p.A. ⁽²⁾	11024 Chatillon (AO) - Strada Barat 13	24,000	24,000,000	169,624	(1,692)	31/12/2021	65.09%
SITAF S.p.A. ⁽²⁾	10059 Susa (TO) - Fraz. San Giuliano 2	65,016	12,600,000	447,093	25,261	31/12/2021	66.07%

⁽¹⁾ Annual financial statements prepared in accordance with international accounting standards.

⁽²⁾ Annual financial statements prepared in accordance with national/OIC accounting standards.

⁽³⁾ Data presented according to the IFRS accounting standards adopted by the Group through the preparation of a specific reporting package.

⁽⁴⁾ The figures of ASTM North America Inc. are expressed in USD.

3.b – Equity investments in associated companies

Changes to equity investments in associated companies during the period were as follows:

in thousands of EUR	31/12/2020	Changes during the period			31/12/2021
		Purchases/Increases	Sales/Decreases	Reclassifications/other changes	
Equity investments:					
Ativa Immobiliare S.p.A.	2,122	-	-	-	2,122
Edilrovaccio S.r.l. in liquidation	-	-	-	-	-
Road Link Holdings Ltd	6,257	-	-	-	6,257
SITAF S.p.A.	462,375	-	-	(462,375)	-
Tangenziale Esterna S.p.A.	108,837	-	-	-	108,837
Tangenziali Esterne di Milano S.p.A.	28,966	-	-	-	28,966
Total	608,557	-	-	(462,375)	146,182

The main figures relating to the associated companies are shown below:

Investee Company	Registered office	Share capital	No. of Shares (Stakes)	Shareholders' Equity	Profit/(loss)	Financial statement data as at	% of equity investment
Ativa Immobiliare S.p.A. ⁽¹⁾⁽³⁾	10156 Turin - Strada della Cebrosa, 86	1,100	6,418,750	2,140	44	31/12/2020	50.00%
Road Link Holdings Ltd ⁽²⁾	Northumberland - Stocksfield - NE43 7TN	1	1,000	1	-	31/03/2021	20.00%
Tangenziale Esterna S.p.A. ⁽¹⁾	20124 Milan - Via F. Filzi 25	464,945	464,945,000	288,871	(9,852)	31/12/2021	22.74%
Tangenziali Esterne di Milano S.p.A. ⁽¹⁾	20124 Milan - Via F. Filzi 25	220,345	293,792,811	230,496	(493)	31/12/2021	12.95%

⁽¹⁾ Annual financial statements prepared in accordance with national/OIC accounting standards.

⁽²⁾ The figures are expressed in thousands of GBP.

⁽³⁾ % of equity investment net of treasury shares held by the company Ativa Immobiliare S.p.A..

After obtaining control of SITAF S.p.A., the equity investment was reclassified from "Equity investments in associated companies" to "Equity investments in subsidiaries".

As at 31 December 2021, 105,710,757 shares of the investee company Tangenziale Esterna S.p.A. were pledged in favour of the lending banks as part of a project financing transaction.



3.c - Equity investments in other businesses

The changes made during the period to “equity investments in other businesses” are shown below:

in thousands of EUR	31/12/2020			Changes during the year			31/12/2021		
	Original value	Adj. to Fair Value	Total	Purchases/Increases	Sales/Decreases	Adj. to Fair Value	Original value	Adj. to Fair Value	Total
Assicurazioni Generali	5,037	(117)	4,920			1,508	5,037	1,391	6,428
Total Level 1	5,037	(117)	4,920	-	-	1,508	5,037	1,391	6,428
Interporto di Rivalta Scrivia	575	-	575	-	-	-	575	-	575
Total Level 3	575	-	575	-	-	-	575	-	575
Total	5,612	(117)	5,495	-	-	1,508	5,612	1,391	7,003

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 change during the year is attributable to the adjustment of the equity investments at “fair value” (based on the market listings) with contra-item “shareholders’ equity” for EUR 1.5 million.

As shown by the above table, as at 31 December 2021 the value of “other equity investments” included an amount equal to EUR 1.4 million pertaining to their positive adjustment to fair value (negative for EUR 0.1 million as at 31 December 2020).

The main figures relating to equity investments in other businesses are shown below:

Investee Company	Registered office	Share capital	No. of Shares (Stakes)	Shareholders' Equity	Profit/(loss)	Financial statement data as at	% of equity investment
Assicurazioni Generali S.p.A. ⁽¹⁾	34132 Trieste - Piazza Duca degli Abruzzi, 2	1,581,069	1,581,069,241	16,074,000	1,847,000	31/12/2021	0.02%
Interporto Rivalta Scrivia S.p.A. ⁽¹⁾	15057 Tortona (AL) - Strada Savonesa 12/16 Frazione Rivalta Scrivia	11,848	22,785,000	208,214	5,256	31/12/2020	4.34%

⁽¹⁾ Annual financial statements prepared in accordance with national/OIC accounting standards.

Information about the performance of the subsidiaries, associated companies and the main income and financial data of those companies is shown in the Management Report and in the Explanatory Notes to the Consolidated Financial Statements.

3.d – Other non-current financial assets

This item, equal to EUR 2,150,853 thousand (EUR 1,727,664 thousand as at 31 December 2020) is formed as follows:

in thousands of EUR	31 December 2021	31 December 2020
Loans	2,138,250	1,712,098
Other financial assets	12,603	15,566
Total	2,150,853	1,727,664

The item “loans” - equal to a total of EUR 2,138,250 thousand (EUR 1,712,098 thousand as at 31 December 2020) - includes the financial receivables that ASTM S.p.A. is owed, by several subsidiaries and associated companies following the transfer to them—through specific intercompany loan agreements—of the cash from the funding collected by ASTM S.p.A. through (i) the issue of bond loans relative to the EMTN programme (Note 14) and (ii) the subscription of short and medium- and long-term loan agreements (Note 13).



Changes during the period were as follows:

<i>in thousands of EUR</i>	31 December 2020	Disbursements/Increases	Reimbursements	Transfers to current portion	Interest/Other changes	31 December 2021
Autostrada Asti-Cuneo S.p.A.	49,845	-	-	(50,000)	155	-
Autostrada dei Fiori S.p.A.	189,660	94,000	-	(3,000)	(71)	280,589
Edilrovaccio S.r.l. in liquidation	106	-	-	-	-	106
IGLI S.p.A.	71,500	28,500	-	-	-	100,000
ITINERA S.p.A.	-	129,300	(57,918)	-	-	71,382
SALT p.A.	299,387	-	-	-	240	299,627
SATAP S.p.A.	772,214	280,000	-	(35,000)	392	1,017,606
SAV S.p.A.	39,928	-	-	-	23	39,951
Società di Progetto Autovia Padana S.p.A.	178,248	32,000	-	-	(401)	209,847
Tangenziale Esterna S.p.A.	111,210	-	-	-	7,932	119,142
Total loans	1,712,098	563,800	(57,918)	(88,000)	8,270	2,138,250

In particular:

- Receivables from Autostrada Asti Cuneo S.p.A.: were reduced to zero following the reclassification to current of the loan disbursed during the previous year for a total of EUR 50 million, based on a loan agreement entered into between ASTM S.p.A. Caixa Bank S.A.
- Receivable from Autostrada dei Fiori S.p.A.: refers for EUR 91 million to the loans disbursed during the current year based on loan contracts signed with Mediobanca S.p.A. and expiring in 2026 and for EUR 189.6 million to the loan, disbursed in 2014, on the basis of the "2014-2024 bond loan"; this loan will expire on 11 February 2024, at the same time as the aforementioned bond loan.
- Receivables due from Edilrovaccio S.r.l. in liquidation: this refers to the loan for EUR 0.1 million disbursed during previous financial years.
- Receivable due from IGLI S.p.A.: this refers to the loan equal to EUR 100 million, of which EUR 28.5 million disbursed during the 2021 financial year.
- Receivable from ITINERA S.p.A.: this refers to the original loan of EUR 129.3 million disbursed to Itinera S.p.A. during FY 2021; this loan was reduced during the year for an amount equal to EUR 57.9 million as it was converted into the share capital increase approved by the investee.
- Receivables from SALT p.A.: refer (i) to the loan disbursed in 2014 for EUR 149.8 million as part of the "2014-2024 bond loan"; this loan will expire on 11 February 2024, at the same time as said bond loan and (ii) for EUR 149.8 million to the loan disbursed in 2020 as part of the loan agreement entered into between ASTM S.p.A. and Banca Intesa.
- Receivables due from SATAP S.p.A.: these refer (i) for EUR 548.2 million to the loan, disbursed in 2018, relative to the "2018-2028 bond loan". This loan will mature on 8 February 2028, at the same time as said bond loan; (ii) for EUR 119.9 million to the loan, disbursed in 2014, relative to the "2014-2024 bond loan". This loan will mature on 11 February 2024, at the same time as said bond loan; (iii) for EUR 280 million to the loan disbursed during the year on CDP funding maturing in 2026 and (iv) for EUR 70 million to loans disbursed relative to EIB, Mediobanca, Unicredit and UBI funding; the latter are reimbursed according to an amortisation plan with continual six-monthly instalments between 15 June 2015 and 15 December 2024.
- Receivable due from SAV p.A.: this refers solely to the loan, disbursed in 2014, relative to the "2014-2024 bond loan". This loan will mature on 11 February 2024, at the same time as said bond loan.
- Receivables due from Società di Progetto Autovia Padana S.p.A.: this refers to the loan equal to EUR 209.8 million, of which EUR 32 million disbursed during the 2021 financial year.
- Receivable due from Tangenziale Esterna S.p.A.: this refers to the interest-bearing loan granted to Tangenziale Esterna S.p.A.



inclusive of interest accrued as at 31 December 2021 (for a total of EUR 49 million). The change during the year is attributable exclusively to the interest accrued during the period and to the effect of the application of the amortised cost (EUR 7.9 million). The financial receivables for principal from SALT p.A., SATAP S.p.A., SAV S.p.A., Autostrada dei Fiori S.p.A., Società di Progetto Autovia Padana S.p.A. and Autostrada Asti Cuneo S.p.A., in addition to the related interest, were pledged in favour of the respective lending parties that provided the funding to ASTM S.p.A.

The above-mentioned loans are interest-bearing, on the basis of the contractual conditions agreed by the parties, with the exception of those disbursed to the subsidiaries IGLI S.p.A. and Itinera S.p.A., and to the associated company Edilrovaccio S.r.l. in liquidation.

“Other financial assets” amounts to EUR 12.6 million as at 31 December 2021 (EUR 15.6 million as at 31 December 2020) and refers to the Pharus Sicav investment fund, subscribed in previous years as a liquidity investment (EUR 10 million). The change during the year to “other financial assets” is the result of the “fair value” adjustment as at 31 December 2021 of this investment fund (EUR +0.6 million) and the reversal of the asset recognised in previous years with reference to the purchase of shares in Tangenziale Esterna S.p.A. by Itinera S.p.A. once the aforesaid commitment (EUR -3.6 million) was no longer valid.

Note 4 – Deferred tax assets

This item totalled EUR 5,542 thousand (EUR 4,013 thousand as at 31 December 2020). For the breakdown and changes to this item, please refer to Note 25 – Income taxes.

Note 5 – Trade receivables

This item, equal to EUR 10,021 thousand (EUR 11,009 thousand as at 31 December 2020), mainly relates to recharges of costs for consulting services to Itinera S.p.A. (EUR 4.8 million), to Società Autostrada Ligure Toscana p.A. (EUR 1.7 million), to SATAP S.p.A. (EUR 0.8 million), to Autostrada dei Fiori S.p.A. (EUR 0.7 million) and to IGLI S.p.A. (EUR 0.4 million).

Note 6 – Current tax assets

This item, equal to EUR 4,167 thousand (EUR 6,409 thousand as at 31 December 2020) relates (i) for EUR 3.7 million to the corporate income tax (IRES) receivable (relating to the request for reimbursement presented by the acquiree SIAS S.p.A. as consolidating company pursuant to Article 2, paragraph 1 – quater of Decree Law no. 201 of 6 December 2011) and (ii) for EUR 0.4 million to the IRAP credit for the year.



Note 7 – Other receivables

This item can be broken down as follows:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
receivables from parent companies	44	1,556
receivables from subsidiaries	79,953	19,531
receivables from subsidiaries of the parent company	-	30
from others	2,364	9,433
Total	82,361	30,550

The decrease in “*receivables from parent companies*” is attributable to the collection of the receivable due by the parent company Aurelia S.r.l. arising from the tax consolidation procedure – in place at the time – by that parent company; the procedure was interrupted by the Company in September 2018, with effect as of 1 January 2018.

“*Receivables from subsidiaries*” refer for EUR 74.7 million to receivables due from the subsidiaries as part of the “tax consolidation”, for EUR 3 million to receivables from SATAP S.p.A. for the Group’s VAT procedure.

The change in receivables “*from others*” compared to the same previous period is attributable for EUR 5.8 million to the collection (in January 2021) of the residual receivable arising from the sale of the equity investment of Milano Serravalle – Milano Tangenziale S.p.A. and for EUR 1.1 million to the decrease in prepaid expenses.

Note 8 – Other current financial assets

This item totalled EUR 198,062 thousand (EUR 222,208 thousand as at 31 December 2020); the changes occurred in the year are detailed below:

<i>in thousands of EUR</i>	31 December 2020	Disbursements/Increases	Reimbursements	Transfers to current portion	Interest/Other changes	31 December 2021
ATIVA Immobiliare S.p.A.	502	-	-	-	-	502
Autostrada Asti-Cuneo S.p.A.	150,285	-	(150,000)	50,000	(236)	50,049
Autostrada dei Fiori S.p.A.	6,328	6,000	(3,000)	3,000	(9)	12,319
SATAP S.p.A.	58,413	70,000	(35,000)	35,000	(41)	128,372
SALT p.A.	5,002	-	-	-	69	5,071
SAV S.p.A.	1,332	-	-	-	-	1,332
Società di Progetto Autovia Padana S.p.A.	346	-	-	-	71	417
Total loans	222,208	76,000	(188,000)	88,000	(146)	198,062

The above-mentioned loans are interest-bearing, on the basis of the contractual conditions agreed by the parties.

Note 9 – Cash and cash equivalents

These consist of:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
Bank and postal deposits	151,083	140,063
Cash and cash equivalents on hand	5	5
Total	151,088	140,068

For details of the changes, please see the cash flow statement.



Note 10 – Shareholders' equity

10.1 – Share capital

As at 31 December 2021, the share capital consisted of 73,577,015 ordinary shares with no nominal value, for a total value of EUR 36,788 thousand, entirely subscribed and paid in.

As indicated in the section "OPA NAF 2 and Merger of NAF 2 into ASTM", during the year the share capital was reduced as a result of said operation. In particular, considering that the share capital of ASTM S.p.A. was entirely owned, directly and indirectly, through NAF 2, by Nuova Argo Finanziaria S.p.A. (net of ASTM S.p.A. treasury shares), the merger took place without a capital increase of the acquiring company and through cancellation of 66,937,880 shares of the acquiring company ASTM held by the acquiree company NAF 2 and consequent reduction of the share capital of the acquiring company ASTM as follows:

	31 December 2020	merger of NAF 2 into ASTM	31 December 2021
No. of shares	140,514,895	(66,937,880)	73,577,015
Share capital (€ '000s)	70,257	(33,469)	36,788

The share capital includes an amount of EUR 11.8 million consisting of revaluation reserves pursuant to Italian Law 72/83. In case of distribution, these reserves will represent the Company's income, pursuant to current tax regulations.

Pursuant to IAS 1 and IAS 32, the nominal value of treasury shares is posted as an adjustment to the share capital; the balance, as at 31 December 2021 and unchanged since the previous year, is provided in the table below:

	No. of shares	Nominal value (in EUR)	% of the share capital	Average unit value (in EUR)	Total countervalue (thousands of EUR)
31 December 2019	7,794,028	3,897,014	5.547%	12.36	96,344
Purchases/sales	777,012	388,506	0.553%	15.00	11,658
31 December 2020	8,571,040	4,285,520	6.100%	12.60	108,002
Purchases/sales	-	-	-	-	-
31 December 2021	8,571,040	4,285,520	11.649%	12.60	108,002

With regard to the above, the share capital is as follows:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
Share capital	36,788	70,257
Treasury shares held	(4,285)	(4,285)
"Adjusted" share capital	32,503	65,972



10.2 Legal reserve

The legal reserve – unchanged since 31 December 2020 – is equal to EUR 14,051 thousand. Its amount achieved one-fifth of the share capital required by Article 2430 of the Italian Civil Code.

10.3 – Other Reserves

<i>in thousands of EUR</i>	Share premium reserve	Revaluat. Reserves	Reserve for purchase of treasury shares	Purchased treasury shares	Reserve for revaluat. at fair value	Cash flow hedge reserve	Capital reserves	Merger excess	Reserve for discounting employee benefits	Total Other reserves
1 January 2020	147,361	9,325	96,344	(92,447)	1,481	-	34,059	699,497	(67)	895,553
Allocation of profits	-	-	-	-	-	-	-	-	-	-
Creation of "Reserve for the purchase of treasury shares"	-	-	-	-	-	-	-	-	-	-
Purchase of treasury shares	-	-	11,658	(11,270)	-	-	-	-	-	388
Other changes	-	-	-	-	(171)	-	-	-	-	(171)
Total profit for the period	-	-	-	-	(1,427)	-	-	-	15	(1,412)
31 December 2020	147,361	9,325	108,002	(103,717)	(117)	-	34,059	699,497	(52)	894,358
1 January 2021	147,361	9,325	108,002	(103,717)	(117)	-	34,059	699,497	(52)	894,358
Allocation of profits	-	-	-	-	-	-	-	-	-	-
Creation of "Reserve for the purchase of treasury shares"	-	-	-	-	-	-	-	-	-	-
Purchase of treasury shares	-	-	-	-	-	-	-	-	-	-
Other changes	-	-	-	-	-	-	(34,059)	(671,393)	-	(705,452)
Total profit for the period	-	-	-	-	1,507	2,961	-	-	(43)	4,425
31 December 2021	147,361	9,325	108,002	(103,717)	1,390	2,961	-	28,104	(95)	193,331

10.3.1 – Share premium reserve

This item, unchanged since the previous year, totalled EUR 147,361 thousand.

10.3.2 – Revaluation reserves

This item totalled EUR 9,325 thousand (unchanged since 31 December 2020).

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

10.3.3 – 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 108,002 thousand, unchanged since 31 December 2020. This reserve was constituted by reclassifying the item "Retained earnings".

10.3.4 – Purchased treasury shares

This item represents the contra-item paid to purchase treasury shares. As illustrated in the "Valuation criteria", this amount, totalling EUR 103,717 thousand, adjusts the shareholders' equity reserves (net of the nominal value of treasury shares, amounting to EUR 4,285 thousand, which is deducted directly from the "share capital").



10.3.5 – Reserve for revaluation at fair value

This item was established and moved as a direct contra-entry to the fair value measurement of the financial assets classed as “Equity investments in other businesses”. As at 31 December 2021 the reserve was positive for EUR 1.4 million (negative for EUR 0.1 thousand as at 31 December 2020). For the changes to this item, refer above to Note 2.c. “Equity investments in other businesses”.

10.3.6 – Cash flow hedge reserve

The cash flow hedge reserve was created during the year following the subscription, in September 2021, of the *Forward Starting Interest Rate Swap* contracts with a *Mandatory Early Termination* clause to hedge against the risk of highly probably interest rate fluctuations in relation to bond issues as part of the programme to refinance one part of its debt exposure also connected and arising, among other things, from the merger operation with NAF 2 S.p.A. In November 2021, the *swaps* were closed as scheduled (*cash settlement*), following the issue of bond loans pursuant to the EMTN programme with collection of a net overall amount of EUR 3.9 million. The impact in the income statement is reported, this year and those thereafter, on the basis of the element that the derivatives hedge, namely the interest expense of the bond loans for their duration. The residual cash flow hedge reserve as at 31 December 2021 will be released to the income statement throughout the duration of the bond loans. For more information please see the paragraph on Market risk, presented among “Other information”.

10.3.7 – Capital reserves

The item was reduced to zero as a result of the merger of NAF 2 into ASTM illustrated in the section “OPA NAF 2 and Merger of NAF 2 into ASTM”, to which reference should be made.

10.3.8 – Merger excess

Amounts to EUR 28,104 thousand (EUR 699,497 as at 31 December 2020) and was reduced as a result of the merger of NAF 2 into ASTM illustrated in the section “OPA NAF 2 and Merger of NAF 2 into ASTM”, to which reference should be made. As already mentioned, the item also includes, for EUR 50 thousand (amount equal to the share capital of NAF2 before the merger), the merger excess generated as part of said merger.

For an amount of EUR 5,434 thousand, this item includes the value of the revaluation reserve present in the shareholders' equity of the incorporated company SIAS and reconstituted pursuant to Art. 172, paragraph 5 of the Consolidated Law on Income Tax (TUIR). The revaluation reserve, in the event of distribution, will constitute income for the Company and the Shareholders.

10.3.9 - Reserve for discounting employee benefits

This item includes the actuarial profit and loss relating to employee benefits. As at 31 December 2021, this item showed a negative balance equal to EUR 95,000 (negative balance of EUR 52,000 as at 31 December 2020).



10.4 – Retained earnings (losses)

<i>in thousands of EUR</i>	Retained earnings (losses)	Profit (loss) for the year	Total Retained earnings (losses)	
	1 January 2020	1,494,533	167,771	1,662,304
Allocation of profits	164,258	(167,771)	(3,513)	
Creation of "Reserve for the purchase of treasury shares"	-	-	-	
Purchase of treasury shares	(11,658)	-	(11,658)	
Other changes	172	-	172	
Total profit for the period	14,667	92,436	107,103	
	31 December 2020	1,661,972	92,436	1,754,408
	1 January 2021	1,661,972	92,436	1,754,408
Allocation of profits	92,436	(92,436)	-	
Creation of "Reserve for the purchase of treasury shares"	-	-	-	
Purchase of treasury shares	-	-	-	
Other changes	(1,148,062)	-	(1,148,062)	
Total profit for the period	-	(16,058)	(16,058)	
	31 December 2021	606,346	(16,058)	590,288

10.4.1 – Retained earnings

As at 31 December 2021, this item amounted to EUR 606,346 thousand (EUR 1,661,972 thousand as at 31 December 2020). The change during the year – decrease of EUR 1,055.7 million – is the result of (i) the allocation of the profit for FY 2020 (EUR +92.4 million) and (ii) the effects arising from the merger by incorporation of NAF 2 into ASTM as described previously in the section "OPA NAF 2 and Merger of NAF 2 into ASTM" (EUR -1,148.1 million).

10.4.2 – Profit (loss) for the year

This item refers to loss for the period equal to EUR 16,058 thousand (profit of EUR 92,436 thousand in 2020).

The table below highlights the analysis of the "nature, possibility of use and distribution of Shareholders' Equity items" as at 31 December 2021, in addition to their possible drawdown in the last three years.

Nature and description of Shareholders' Equity items	31 December 21	Possibility of use	Quota available	Drawdowns in the last three years
Share capital	32,503	(1)		
Share premium reserve	147,361	A, B, C	147,361	
Revaluation reserves	9,325	A, B, C (2)	9,325	
Capital reserves	-	A, B, C		
Legal reserve	14,051	B		
Reserve for the purchase of treasury shares	4,285	(3)		
Merger excess	28,104	A, B, C (4)	28,104	
Retained earnings (losses)	606,346	A, B, C	606,346 (2)	
Reserve for revaluation at fair value – cash flow hedge	4,256			
reserve for discounting effect of Employee Benefits				
		Total quota available	791,136	
		Quota that cannot be distributed	-	
		Residual quota that can be distributed	791,136	

KEY:

- A: for share capital increase
- B: to cover losses
- C: for distribution to shareholders

(1) Net of the nominal value of treasury shares in portfolio (equal to EUR 4,285 thousand).

(2) In the case of distribution to shareholders, these reserves are subject to a tax charge in compliance with the individual reference law. Any distribution will also be subordinate to compliance with the provisions of Art. 2445, paragraphs 2 and 3 of the Italian Civil Code.

(3) This is the residual amount of the reserve, consequent to the purchase of treasury shares (since the nominal value of the treasury shares in portfolio decreased the share capital).

(4) The amount of the merger excess includes for EUR 5.4 million the amount of the revaluation reserve posted to the financial statements of SIAS S.p.A. merged by incorporation into ASTM in 2019.



Note 11 – Provisions for risks and charges

The item "other provisions" amounting to EUR 5,380 thousand (EUR 4,672 thousand at 31 December 2020) includes the presumed amounts of premiums, including grants, relating to the "managerial incentive scheme".

Note 12 – Employee benefits

As at 31 December 2021, this item totalled EUR 712 thousand (EUR 667 thousand as at 31 December 2020). Changes during the period were as follows:

1 January 2021	667
Period contributions (*)	110
Indemnities advanced/liquidated during the period	(115)
Transfers and other changes	50
31 December 2021	712

(*) inclusive of the actuarial gains posted to the statement of comprehensive income equal to EUR 43,000

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	1.09% ⁽¹⁾
Annual inflation rate	1.75%
Annual rate of increase in severance pay	2.81%
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	100% of requirements met
% of frequency of advances	1%
Revenues	3.00%

⁽¹⁾ In line with the requirements of the Order of Actuaries, the discounting process used the annual rate deriving from the *iBoxx Euro Corporate Bond index with "A" rating* as per the previous financial year, since it is considered most representative of the reality in which the Company operates. If the Company had used the *iBoxx Euro Corporate Bond index with "AA" rating*, the payable for the "employee benefits" would be greater than around EUR 8,000, with an effect on the shareholders' equity equal to around EUR 6,000 net of the related tax effect.



Note 13 – Bank debt (non-current)

As at 31 December 2021, this item totalled EUR 799,581 thousand (EUR 966,616 thousand as at 31 December 2020). The changes compared to the previous financial year are shown below:

in thousands of EUR	31/12/2020	Changes					31/12/2021
		Disbursements	Reimbursements	Transfers to current portion	Merger	Net accruals and deferrals	
Bank debt (non-current)	966,616	403,000	(487,256)	(85,000)	-	2,221	799,581

The tables below show medium-term bank debt as at 31 December 2021 and as at 31 December 2020, indicating the related balance due (current and non-current portion) and summarising the principal conditions applied to each liability.

Lending bank	Holding/Intercompany Loan ⁽¹⁾	Maturity	Initial amount	Interest rate	Balance as at 31 December 2021				
					Within 1 year	1 to 5 years	Beyond 5 years		
CAIXA	Asti Cuneo	02/05/2022	50,000	Variable	50,000	50,000	-	-	
Unicredit Intesa Cariparma pool	Autovia Padana	15/12/2033	137,000	Variable/IRS	137,000	-	26,852	110,148	
Unicredit Intesa Cariparma pool	Autovia Padana	15/12/2033	75,000	Variable	75,000	-	14,700	60,300	
Mediobanca, UniCredit and UBI (EIB funding)	SATAP	15/12/2024	24,500	Variable	10,500	3,500	7,000	-	
Mediobanca, UniCredit and UBI	SATAP	15/12/2024	143,500	Variable/IRS	61,500	20,500	41,000	-	
Mediobanca	ADF	30/06/2026	50,000	Variable	47,000	6,000	41,000	-	
Mediobanca	ADF	31/12/2026	50,000	Variable	50,000	-	50,000	-	
EIB	SATAP	15/12/2024	77,000	Variable	33,000	11,000	22,000	-	
CDP	SATAP	31/12/2026	350,000	Variable	350,000	70,000	280,000	-	
Banca Intesa	SALT	06/03/2023	150,000	Variable	150,000	-	150,000	-	
			Total		964,000	161,000	632,552	170,448	
					<i>Net accruals and deferrals</i>				
					(3,441)	(22)	(2,693)	(726)	
					Total	960,559	160,978	629,859	169,722
								Total bank debt (non-current)	799,581

⁽¹⁾ Company to which the cash from the subscription of the bank loan was transferred—through specific intercompany loan agreements.

Almost all the medium- and long-term loan contracts in place as at 31 December 2021 require compliance with certain economic and financial parameters (covenants) that are normal for loans of this type. These parameters, up to 31 December 2021, were met.

The breakdown of the item at 31 December 2020 is as follows:

Lending bank	Holding/Intercompany Loan ⁽¹⁾	Maturity	Initial amount	Interest rate	Balance as at 31 December 2020				
					Within 1 year	1 to 5 years	Beyond 5 years		
Pool Unicredit, BNL, Caixa, Credit Agricole, BBVA, BPM	About ASTM	30/06/2024	234,099	Variable	234,099	53,843	180,256	-	
BPM	About ASTM	14/11/2024	100,000	Variable	100,000	-	100,000	-	
Pool Unicredit, Crédit Agricole, BNL, BPM	About ASTM	09/10/2025	230,000	Variable	230,000	23,000	207,000	-	
BPM	Asti Cuneo	30/04/2021	30,000	Variable	30,000	30,000	-	-	
BPM	Asti Cuneo	30/04/2021	20,000	Variable	20,000	20,000	-	-	
UBI	Asti Cuneo	14/05/2021	50,000	Variable	50,000	50,000	-	-	
BNL	Asti Cuneo	03/11/2021	50,000	Variable	50,000	50,000	-	-	
CAIXA	Asti Cuneo	02/05/2022	50,000	Variable	50,000	-	50,000	-	
Unicredit Intesa Cariparma pool	Autovia Padana	15/12/2033	180,000	Variable/IRS	180,000	-	21,960	158,040	
Mediobanca, UniCredit and UBI (EIB funding)	SATAP	15/12/2024	24,500	Variable	14,000	3,500	10,500	-	
Mediobanca, UniCredit and UBI	SATAP	15/12/2024	143,500	Variable/IRS	82,000	20,500	61,500	-	
EIB	SATAP	15/12/2024	77,000	Variable	44,000	11,000	33,000	-	
Banca Intesa	SALT	06/03/2023	150,000	Variable	150,000	-	150,000	-	
			Total		1,234,099	261,843	814,216	158,040	
					<i>Net accruals and deferrals</i>				
					(5,747)	(107)	(4,723)	(917)	
					Total	1,228,352	261,736	809,493	157,123
								Total bank debt (non-current)	966,616

⁽¹⁾ Company to which the cash from the subscription of the bank loan was transferred—through specific intercompany loan agreements.



Note 14 – Other financial liabilities (non-current)

This item, equal to EUR 4,009,046 thousand (EUR 1,042,704 thousand as at 31 December 2020) is formed as follows:

<i>in thousands of EUR</i>	31 December 2020	Emissions	Reimbursements	Interest, amortised cost and other changes	31 December 2021
2014-2024 bond loan	498,182	-	-	562	498,744
2018-2028 bond loan	543,447	-	-	873	544,320
2021-2026 bond loan	-	745,003	-	99	745,102
2021-2030 bond loan	-	1,227,747	-	262	1,228,009
2021-2033 bond loan	-	991,967	-	60	992,027
Other financial liabilities	1,075	-	-	(231)	844
Total	1,042,704	2,964,717	-	1,625	4,009,046

In November 2021, the Company issued *three Sustainability-Linked Bonds (SLBs)* for a total EUR 3 billion. The three tranches of “senior unsecured” bond issues were placed exclusively with institutional investors with the following characteristics:

- EUR 750 million with duration of 5 years and maturity at 25 November 2026, coupon of 1.00% and spread of 115 basis points compared to the mid-swap benchmark rate;
- EUR 1,250 million with duration of 8 years and maturity at 25 January 2030, coupon of 1.50% and spread of 160 base points compared to the mid-swap benchmark rate;
- EUR 1,000 million with duration of 12 years and maturity at 25 November 2033, coupon of 2.375% and spread of 215 base points compared to the mid-swap benchmark rate.

These bonds are governed by English law and traded at the Irish Stock Exchange.

ASTM used the liquidity arising from the issue of the three bond loans to repay the following loans: EUR 370 million for the loan linked to the capital increases of Primav and EcoRodovias, EUR 1,930 million for the loan of the OPA on ASTM shares by NAF 2 S.p.A., EUR 230 million for the loan relative to the purchase of SITAF shares, EUR 180 million for the loan of the 2019 public tender offer on SIAS shares by ASTM and EUR 100 million for the loan relative to the purchase of *minorities*.

The following table contains the details of the ASTM Bonds (in thousands of EUR):

Issue date	Maturity date	Rate	Currency	Nominal value	Repayment method	value as at 31/12/2021
13/02/2014	13/02/2024	3.375%	EUR	500,000	bullet at maturity	513,631
08/02/2018	08/02/2028	1.625%	EUR	550,000	bullet at maturity	552,327
25/11/2021	25/11/2026	1.000%	EUR	750,000	bullet at maturity	745,862
25/11/2021	25/01/2030	1.500%	EUR	1,250,000	bullet at maturity	1,229,910
25/11/2021	25/11/2033	2.375%	EUR	1,000,000	bullet at maturity	994,435
						4,036,165
<i>of which</i>						
current						27,963
non-current						4,008,202

These bonds, governed by English law, have a minimum unit of EUR 100 thousand and are traded on the Irish stock exchange.

The item “*other financial liabilities*” can be attributed to the non-current portion of payables relative to leasing contracts recognised in compliance with IFRS 16.



Note 15 – Deferred tax liabilities

This item totalled EUR 935 thousand (zero as at 31 December 2020) and refers to the deferred taxes relative to the amount of the cash flow hedge reserve arising following the closure of the hedging derivatives associated with the bond issues completed during the year.

Note 16 – Trade payables (current)

Trade payables totalled EUR 11,901 thousand (EUR 5,439 thousand as at 31 December 2020).

Note 17 – Other payables (current)

This item, equal to EUR 60,389 thousand as at 31 December 2021 (EUR 23,964 thousand as at 31 December 2020) is formed as follows:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
Payables to subsidiaries	53,647	21,232
Payables to subsidiaries of the parent company	12	258
Payables to welfare organisations	389	430
Other payables	6,341	2,044
Total	60,389	23,964

“*Payables to subsidiaries*” are attributable for EUR 38.6 million to the payable to Itinera S.p.A. for the portion of capital increase not yet paid, for EUR 11.3 million to the payable for tax consolidation and for EUR 2.5 million to the payable to Autostrada dei Fiori S.p.A. attributable to the Group’s VAT procedure.

The item “*other payables*” mainly includes the payables due to employees (EUR 1.7 million), payables due to shareholders for dividends to be paid (EUR 0.2 million) and payables to shareholders in the OPA NAF 2 for shares not repaid (EUR 3.8 million).

Note 18 – Bank debt (current)

As at 31 December 2021, this item totalled EUR 160,978 thousand (EUR 261,736 thousand as at 31 December 2020). The changes compared to the previous financial year are shown below:

<i>in thousands of EUR</i>	31/12/2020	Changes					Net accruals and deferrals	31/12/2021
		Merger	Disbursements	Reimbursements	Transfers from non-current portion			
Bank debt for loans	261,736	1,922,032	446,000	(2,553,875)	85,000	85	160,978	



Note 19 – Other financial liabilities (current)

This item, equal to EUR 263,265 thousand as at 31 December 2021 (EUR 256,037 thousand as at 31 December 2020) is broken down as follows:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
Payables for intercompany loan	234,907	232,664
2014-2024 bond loan	14,887	14,892
2018-2028 bond loan	8,007	8,010
2021-2026 bond loan	760	-
2021-2030 bond loan	1,901	-
2021-2033 bond loan	2,408	-
Other payables	395	471
Total	263,265	256,037

The item “*payables for intercompany loan*” refers to (i) the interest-bearing loan granted on 6 April 2017 by the subsidiary Autostrada dei Fiori S.p.A. for an amount equal to EUR 50 million, maturing on 31 December 2021 and renewed for one year, (ii) the interest-bearing loan granted on 24 February 2016 by the subsidiary SATAP S.p.A. for an amount equal to EUR 160 million and maturing on 15 December 2021 and renewed for one year, and (iii) the interest accrued on these loans and not yet paid as at 31 December 2021, for a total EUR 25 million. During the year, interest for EUR 5.1 million was paid, accrued on the loan disbursed to Autostrada dei Fiori S.p.A.

The item “*bond loan*” refers to the payable to the bondholders for the interest accrued as at 31 December 2021 on the respective bond issues.

The item “*other payables*” mainly includes the short-term quota of the payables due for leases pursuant to IFRS 16.

Note 20 – Current tax liabilities

Current tax liabilities amounted to EUR 58,293 thousand (EUR 7,073 thousand as at 31 December 2020) and refer for (i) EUR 57.1 million to the IRES liability accrued in the context of the tax consolidation, (ii) EUR 0.8 million to the IRPEF liability as substitute tax and (iii) EUR 0.4 million for VAT debt.



Explanatory Notes – Information on the income statement

Note 21 – Financial income and expenses

21.1 – Financial income

This item breaks down as follows:

<i>in thousands of EUR</i>	2021	2020
Income from equity investments:		
▪ income from subsidiaries	20,563	93,539
▪ income from associated companies	-	389
▪ income from other businesses	507	173
Total	21,070	94,101

The change to “*income from subsidiaries*” compared to the previous year is attributable to the lower distribution of profits/reserves by the investee companies operating in the motorway sector as a direct consequence of the economic scenario created following the Covid-19 emergency. In FY 2021 this item refers to the collection of reserves distributed by the subsidiaries Sinelec S.p.A. (€ 7.2 million) and SINA S.p.A. (€ 13.4 million).

In the previous year, “*income from associated companies*” referred to dividends paid by the associated company Road Link Holdings Ltd., which did not distribute dividends in FY 2021.

“*Income from other businesses*” refers to the dividends paid, over the year, by the company Assicurazioni Generali S.p.A. (EUR 0.5 million).

21.2 – Other financial income

<i>in thousands of EUR</i>	2021	2020
Interest income and other financial income		
▪ from credit institutions	10	8
▪ from intragroup loans	64,166	83,992
▪ from financial assets and others	1,555	1,201
Total	65,731	85,201

The item income “*from credit institutions*” refers to the interest accrued, during the year, on the current accounts.

The item income “*from intercompany loans*” relates to the interest pertaining to the year accrued on the intercompany loans disbursed to the subsidiaries and associated companies. Income from intercompany loans is offset by financial expenses, attributable to the financial funding raised by the Company through the issue of bond loans and the opening of loans. The decrease compared to the previous year is mainly due to the lack of interest relative to a number of *intercompany* loans repaid at the end of the previous year and related to the “2010-2020 bond loan”, which was paid back in October 2020.

The item income “*from financial assets and other*” refers for EUR 0.6 million to the *fair value* adjustment of the Pharus Sicav investment fund.



21.3 – Interest and other financial expenses

This item breaks down as follows:

<i>in thousands of EUR</i>	2021	2020
Interest expense to credit institutions		
▪ on loans	39,550	10,048
▪ on current account overdrafts	-	-
Miscellaneous interest expense:		
▪ from financial discounting	3	8
▪ from intragroup loans	7,374	7,757
▪ from bond loans	32,728	46,373
▪ change in <i>fair value</i> of hedging derivatives reclassified from Comprehensive profit	(57)	-
▪ from rights of use contracts	33	36
Other financial expenses:		
▪ other financial expenses	10,446	2,416
Total	90,077	66,638

Interest expense “*on loans*” refers to the interest from the year accrued on the short-, medium- and long-term loans taken out by the Company. This amount includes EUR 22.6 million relative to the interest accrued on the loan raised by NAF 2 S.p.A. as part of the OPA promoted on ASTM shares.

Interest expense “*from intercompany loans*” refers mainly to the interest accrued on the loans obtained by the subsidiary SATAP S.p.A. (EUR 5.8 million) and by the subsidiary Autostrada dei Fiori S.p.A. (EUR 1.6 million).

Interest expense on the bond loans represents the expenses from the year related to the bond loans issued by the company:

<i>in thousands of EUR</i>	2021	2020
- from 2010-2020 bond loan	-	19,151
- from 2014-2024 bond loan	17,432	17,424
- from 2018-2028 bond loan	9,808	9,798
- from 2021-2026 bond loan	859	-
- from 2021-2030 bond loan	2,162	-
- from 2021-2033 bond loan	2,467	-
Interest from bond loans	32,728	46,373

The “*other financial expenses*” are attributable to expenses and other bank fees; the increase in this item is mainly attributable to commissions and other expenses incurred with reference to the loan raised by NAF 2 S.p.A. as part of the OPA promoted on ASTM shares.

Note 22 – Value adjustments of financial assets

The item “*write-downs*” totalled EUR 1 thousand at 31 December 2021 (EUR 4 thousand in 2020). This refers to the write-down made to the value of the equity investment in Sistema e Servizi S.c.ar.l. to align it with the pro-rata share of shareholders' equity.



Note 23 – Other operating income

This income breaks down as follows:

<i>in thousands of EUR</i>	2021	2020
Revenues from sales and services	7,400	5,680
Lease income	703	706
Re-debiting of costs and other income	5,042	6,158
Total	13,145	12,544

The item "*revenues from sales and services*" refers to management consulting services provided to subsidiaries.

The item "*re-debiting of costs and other income*" refers mainly to the re-debits made to subsidiaries and associated companies for seconded personnel and other services provided by the parent company ASTM.

Note 24 – Other operating costs

24.1 Payroll costs

This item can be broken down as follows:

<i>in thousands of EUR</i>	2021	2020
Salaries and wages	7,282	5,979
Social security contributions	1,723	1,579
Allocations to payroll provisions	780	596
Other costs	3,923	1,437
Total	13,708	9,591

The following tables show the punctual composition and average employee staffing broken down by category:

Punctual composition of staff

	2021	2020
Executives	21	21
Middle managers	8	8
Office workers	9	8
Total	38	37

Average composition of staff

	2021	2020
Executives	21.3	20.2
Middle managers	7.7	8.4
Office workers	9.6	8.6
Total	38.5	37.2



24.2. Costs for services

“Costs for services”, which are in line with the previous year overall, are broken down as follows:

<i>in thousands of EUR</i>	2021	2020
Consulting	8,024	8,094
Compensation and reimbursements for Directors and Statutory Auditors	4,275	3,030
Other payroll costs	202	127
IT services	489	475
Other costs for services	2,104	3,824
Total	15,094	15,550

24.3 Costs for raw materials

This item, equal to EUR 15,000 (EUR 18,000 in 2020), essentially refers to the costs for the purchase of low-value equipment and miscellaneous materials.

24.4 Other costs

This expense item breaks down as follows:

<i>in thousands of EUR</i>	2021	2020
Leases and rental expenses	100	91
Other operating expenses	6,997	7,006
Total	7,097	7,097

The item “*other operating expenses*” includes an amount equal to EUR 3.2 million relative to the Tobin Tax on the purchase of ASTM shares made by NAF 2 S.p.A. and around EUR 2.3 million for costs for non-deductible VAT.

24.5 Depreciation and amortisation

This item breaks down as follows:

<i>in thousands of EUR</i>	2021	2020
Intangible assets:		
▪ Other intangible assets	1	-
Tangible assets:		
▪ Buildings	221	221
▪ Other assets	25	19
▪ Rights of use	411	340
Total amortisation and depreciation	658	580



Note 25 – Taxes

This item can be broken down as follows:

<i>in thousands of EUR</i>	2021	2020
Current taxes:		
▪ Corporate income tax (IRES)	-	-
▪ Regional production tax (IRAP)	-	432
Total	-	432
Taxes (prepaid)/deferred:		
▪ Corporate income tax (IRES)	(417)	1,908
▪ Regional production tax (IRAP)	(112)	(21)
Total	(529)	1,887
Taxes related to prior years	8	-
Income from tax consolidation	(10,125)	(2,387)
Total	(10,646)	(68)

The positive balance of deferred tax assets is essentially attributable to the net effect of allocations and drawdowns attributable to existing managerial incentive programmes.

Income from tax consolidation mainly refers to the transfer of the tax loss of the year to the Group taxation, in which ASTM S.p.A. participates as consolidator.

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

<i>in thousands of EUR</i>	2021		2020	
Period income before taxes	(26,704)		92,368	
Effective income taxes (from financial statements)	(417)	1.56%	1,908	2.07%
Lower taxes (compared to the theoretical rate):				
▪ partially tax-exempt dividends	4,804	-17.99%	21,455	23.23%
▪ other	1,175	-4.40%	77	0.08%
Higher taxes (compared to the theoretical rate):				
▪ other	(11,972)	44.83%	(1,272)	-1.38%
Theoretical income taxes	(6,410)	24.00%	22,168	24.00%

* * *

The following tables illustrate, for the year in question and for the 2020 financial year, the amount of income and deferred tax expenses (posted to the income statement) and deferred tax assets and liabilities (posted to the statement of financial position).

<i>in thousands of EUR</i>	2021	2020
Deferred tax income related to: (*)		
▪ taxes on tax loss	(254)	-
▪ prepaid tax allocation	(1,447)	(1,375)
Total (A)	(1,701)	(1,375)
Deferred tax expenses related to: (*)		
▪ reversal of deferred tax assets on the tax loss of the previous year	-	2,026
▪ reversal of other deferred tax assets	1,172	1,236
Total (B)	1,172	3,262
Taxes (prepaid)/deferred (B) – (A)	(529)	1,887

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



<i>in thousands of EUR</i>	31 December 2021	31 December 2020
Deferred tax credits related to: (*)		
▪ costs deductible for cash and other changes	4,287	3,984
▪ taxes on tax loss	1,255	29
Total	5,542	4,013
Deferred tax liabilities related to: (*)		
▪ Cash flow hedge reserve	935	-
Total	935	-

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

Note 26 – Significant non-recurring events and transactions

Without prejudice to the effects deriving from the Covid-19 pandemic and the reverse merger of NAF2 S.p.A., outlined in the Management Report, 2021 was not affected by significant non-recurring events and transactions.

Note 27 – Atypical and/or unusual transactions

There were no significant positions or transactions deriving from atypical and/or unusual operations during FY 2021.



Other information

Information is shown below with regard to (i) the commitments undertaken by the Company, (ii) fair value measurement, (iii) financial risk management, (iv) fees paid to the Independent Auditors, (v) related-party transactions, (vi) EcoRodovias Infraestrutura e Logística S.A. – IGLI S.p.A., (vii) information regarding the company that drafts the consolidated financial statements and (viii) public disbursement transparency disclosure. As regards information on the Company, on "**Significant subsequent events**", on the "**Business outlook**" and on the "**Proposal for destination of profits**", please refer to the "Management Report".

(i) Commitments undertaken by the Company

In this regard, please note the following:

Operating guarantees

- The performance guarantee issued by ASTM S.p.A. as the *ultimate parent company*, on behalf of the subsidiary Itinera S.p.A. and in favour of the Danish client The Danish Road Directorate for works for the construction of the Storstrøm Bridge for a residual amount as at 31 December 2021, on the basis of the works progress, equal to DKK 111.8 million (equal to EUR 15 million converted at the exchange rate of 7.4364 on 31 December 2021). This guarantee, issued for the good execution of the works, is reduced according to the progress of the works, subject to achievement of the milestones defined within the contract.
- ASTM S.p.A., as the ultimate parent company, and the subsidiary Itinera S.p.A., have both assumed an obligation to indemnify and have jointly acted as guarantors for the US insurance companies supporting Halmar International LLC in the issue of commercial bonds (bid bonds, performance bonds, etc.), in relation to the latter's operating performance; in particular, ASTM S.p.A., and only as an alternative to Itinera S.p.A., has signed part of Indemnity Agreements for a portion of USD 2,200 million in total (EUR 1,942 million at the exchange rate of 1.1326 on 31 December 2021), corresponding, as at 31 December 2021, to bonds issued on a quota of the above works equal to USD 1,190 million (EUR 1,051 million at the exchange rate of 1.1326 on 31 December 2021).

Other commitments and guarantees

Following the agreements for investments in the Sistema Tangenziale Esterna, ASTM issued to the benefit of Tangenziale Esterna S.p.A., in the form of autonomous first demand performance bonds, EUR 24.6 million to guarantee their commitments pursuant to the Equity Contribution Agreement, including the increase in equity reserve guarantees.

Commitments undertaken with the Revenue Office regarding payment of Group VAT

The company provided guarantees to the Revenue Office—for a total amount of EUR 49.4 million—related to the excess credit recognised as a result of the Group's VAT payment in 2018 with regard to Società di Progetto Autovia Padana S.p.A.

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" stretch – over time ASTM S.p.A. would maintain shareholding control of SATAP S.p.A. and would assume a guarantee towards ANAS S.p.A. equal to EUR 75.1 million, which corresponds to the value of the assets in the ASTM cash funds 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 in compliance with IFRS 7, we specify the following:

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
- equity investments in other businesses: 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

* * *

The company issued bond loans posted at the nominal value net of issue charges. As this involves listed financial instruments, shown below is a comparison between their market value and the corresponding values posted to the financial statements:

<i>(in millions of EUR)</i>	issue date	31/12/2021 ⁽¹⁾	31/12/2020 ⁽¹⁾
2014-2024 bond loan			
• value posted to the financial statements		514	513
• official market listing	13 February 2014	533	544
2018-2028 bond loan			
• value posted to the financial statements		552	551
• official market listing	8 February 2018	501	571
2021-2026 bond loan			
• value posted to the financial statements		746	
• official market listing	25 November 2021	753	
2021-2030 bond loan			
• value posted to the financial statements		1,230	
• official market listing	25 November 2021	1,231	
2021-2033 bond loan			
• value posted to the financial statements		994	
• official market listing	25 November 2021	996	

⁽¹⁾ amount inclusive of the payable and interest accruals.



(iii) Financial risk management

In compliance with IFRS 7, we specify that in the normal conduct of its business operations, ASTM S.p.A. is potentially exposed to the following financial risks:

- “market risk” mainly from exposure to interest rate fluctuations;
- “credit risk” deriving from the exposure to potential losses arising from the failure of the counterparty to meet its obligations;
- “liquidity risk” from a lack of financial resources suitable for business operations 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 strategy of ASTM S.p.A. is aimed at containing this risk, mainly through carefully monitoring the trends related to interest rates, entering into specific “hedging contracts” if considered opportune.

In September 2021 - in order to limit the risk of oscillating interest rates - the Company signed specific Forward Starting Interest Rate Swap hedging contracts with a Mandatory Early Termination clause to hedge the risk of oscillating interest rates in view of highly probable bond issues in the context of the programme to refinance part of its debt exposure. In particular, 3 derivative contracts were signed for a total of EUR 1,752 million with a notional value of less than the presumed amount of the bond loans and maturity dates substantially aligned with that of the expected duration of the aforesaid loans, so that changes in the cash flows expected from these contracts are balanced by corresponding changes in the expected cash flows of the underlying position.

The swaps were closed as planned (cash settlement) against the three bond issues made in November 2021 for a total of EUR 3 billion.

With reference to exposure to interest rates, the financial indebtedness of ASTM S.p.A. as at 31 December 2021 is expressed for 84% at fixed rate, and for a quota equal to 16% at variable rate.

Taking into account the portion of fixed rate borrowings and the fact that the majority of any changes to the interest rates of the variable rate loans would be conversely reflected on the existing loan agreements with the subsidiaries, the “sensitivity analysis” related to the change in interest rates is not significant.

Counterparty creditworthiness risk for hedging agreements/foreign exchange risk

ASTM pursues its strategy of limiting the risks connected with the fluctuation of interest and exchange rates by signing hedging agreements exclusively with counterparties (including international counterparties) of high credit standing and with recognised specific skills.

Credit risk

Credit risk is the Company’s exposure to potential losses arising from the failure of the counterparty to meet its obligations.

This risk can derive both from factors of a strictly technical-commercial or administrative-legal nature and from factors of a typically financial nature, i.e. the “credit standing” of the counterparty.

The Company manages credit risk using essentially subsidiary counterparties with high credit standing and does not have significant concentrations of credit risk.

Individual write-downs are instead made for credit positions which are individually significant and show objective status of partial or complete uncollectibility. The amount of the write-downs takes account of an estimate of the recoverable cash flows and the related collection date, future expenses and costs for recovery and the value of guarantees and deposits received from customers.



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 flow of dividends deriving from investees, alongside the diversification of the financing sources and the cash funds of the credit lines, guarantee that the scheduled financial requirements will be satisfied. The reimbursement of loans is also guaranteed by the flows deriving from the subsidiaries and associated companies in receipt of the intercompany loans.

The table below shows the breakdown of financial liabilities in place as at 31 December 2021 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	Total financial flows (**)		Maturity (*)					
	Capital	Interest	Within 1 year		2 to 5 years		Beyond 5 years	
			Capital	Interest	Capital	Interest	Capital	Interest
CAIXA	50,000	94	50,000	94	-	-	-	-
Unicredit Intesa Cariparma pool	137,000	29,866	-	2,682	26,852	13,360	110,148	13,824
Unicredit Intesa Cariparma pool	75,000	16,822	-	1,844	14,700	7,411	60,300	7,567
Mediobanca, UniCredit and UBI (EIB funding)	10,500	363	3,500	170	7,000	193	-	-
Mediobanca, UniCredit and UBI	61,500	1,429	20,500	630	41,000	799	-	-
Mediobanca	47,000	1,150	6,000	144	41,000	1,006	-	-
Mediobanca	50,000	2,702	-	286	50,000	2,416	-	-
EIB	33,000	982	11,000	451	22,000	531	-	-
CDP	350,000	12,207	70,000	3,966	280,000	8,241	-	-
Banca Intesa	150,000	255	-	177	150,000	78	-	-
	964,000	65,870	161,000	10,444	632,552	34,035	170,448	21,391
2014-2024 bond	500,000	50,625	-	16,875	500,000	33,750	-	-
2018-2028 bond	550,000	62,563	-	8,938	-	35,750	550,000	17,875
2021-2026 bond	750,000	37,500	-	7,500	750,000	30,000	-	-
2021-2030 bond	1,250,000	153,134	-	-	-	78,134	1,250,000	75,000
2021-2033 bond	1,000,000	285,000	-	23,750	-	95,000	1,000,000	166,250
	4,050,000	588,822	-	57,063	1,250,000	272,634	2,800,000	259,125
Payables for IFRS 16 Leases loans	1,217	58	374	25	827	33	17	-
	1,217	58	374	25	827	33	17	-

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

1. Bond loans issued as part of the EMTN Programme;
2. Short-, medium- and long-term loans.
3. Uncommitted credit lines referring to current account overdraft/receivables conversion facilities to support working capital needs;
4. Committed credit lines to cover the operating needs of the company.

With reference to the bond loans issued as part of the EMTN Programme, reference should be made to the description in *Note 14 – Other financial liabilities (non-current)* and *Note 19 – Other current financial liabilities*.

The "short-, medium- and long-term loans" of companies had all been disbursed as at the reporting date, except for:

- a loan granted by UniCredit S.p.A., Intesa SanPaolo S.p.A. and Credit Agricole S.p.A.;
- a loan granted by Caixa Bank S.A.;
- a loan granted by Unicredit S.p.A. and Ubi Banca S.p.A.;

The following table shows the company's "Short-, medium- and long-term committed loans", with separate indication of (i) amount of drawdowns (book value) and (ii) the amount available, still to be disbursed at 31 December 2021.



Lending bank	Loan amount	Amount of Drawdowns	Amount available
CAIXA	100,000	50,000	50,000
Pool Unicredit, Intesa, Credit Agricole	137,000	137,000	-
Pool Unicredit, Intesa, Credit Agricole	133,000	75,000	58,000
Mediobanca, UniCredit and UBI (EIB funding)	10,500	10,500	-
Mediobanca, UniCredit and UBI	261,500	61,500	200,000
Mediobanca	47,000	47,000	-
Mediobanca	50,000	50,000	-
EIB	33,000	33,000	-
CDP	350,000	350,000	-
Banca Intesa	150,000	150,000	-
Total	1,272,000	964,000	308,000

The following table provides details of total uncommitted credit lines, mainly consisting of revocable overdraft facilities - with an indication of (i) the amount used (book value) and (ii) the amount available as at 31 December 2021:

Uncommitted lines	Assigned	Amount of Drawdowns	Amount available
UniCredit	40,000	-	40,000
Intesa	45,000	-	45,000
Total	85,000	-	85,000



(iv) Fees paid to the Independent Auditors

Details are shown below of the fees pertaining to the year paid to PricewaterhouseCoopers S.p.A. (auditor of ASTM S.p.A.) and to the companies belonging to the “network” of independent auditors for services provided to ASTM S.p.A. and to its subsidiaries.

Type of services <i>(in millions of EUR)</i>	Company parent	Company subsidiaries
Auditing services		
Auditing of the annual financial statements including verification of the accounts	22	1,215 ⁽³⁾
Auditing of the consolidated financial statements	15	132
Limited audit of Interim Report as at 30 June	8	108
Verifications services for issuing a certification	320 ⁽¹⁾	
Other services		
Agreed auditing procedures of quarterly accounts as at 31 March and 30 September	2	16
Agreed audit procedures	180 ⁽²⁾	344 ⁽⁴⁾
Total	547	1,814

⁽¹⁾ Verifications services for issuing a certification ascribable to the opinions issued under the terms of Articles 2501-bis fourth and fifth paragraph in the context of the reverse merger with indebtedness of NAF 2 S.p.A. in ASTM S.p.A.

⁽²⁾ The fees related to the agreed audit procedures of the Parent Company include the services related to the disclosure document prepared on the occasion of the EMTN bond issue, the fees for limited auditing of the NFD and other certifications related to compliance reports in the context of Tax Declarations.

⁽³⁾ The fees for auditing services of the subsidiaries included EUR 0.6 million as annual fee for auditing of the companies that are part of the EcoRodovias Group, consolidated line-by-line starting from 30 November 2021.

⁽⁴⁾ The balance includes the fees accrued in the context of the capital increase carried out by EcoRodovias Infraestrutura e Logística SA, the fees for the agreed audit procedures “on the capital solidity ratios” of the concessionary companies, other procedures and activities.

Fees due to the Parent Company’s Directors and Statutory Auditors

The fees due to the Directors and Statutory Auditors of ASTM S.p.A. for undertaking these roles in the Parent Company and in other companies included in the consolidation are as follows:

<i>in thousands of EUR</i>	2021
Directors’ fees	4,650
Statutory Auditors’ fees	272
Total	4,922



(v) Related-party transactions

The main transactions of the Company with related parties, identified according to criteria defined by IAS 24, are described below.

The approval of related-party transactions carried out by ASTM S.p.A., directly or through Subsidiaries, is governed by a specific procedure of the Company.

The table below shows the commercial and financial income statement figures arising from related-party transactions.

BALANCE SHEET

<i>in thousands of EUR</i>	31 December 2021	Parent companies	Subsidiaries of parent companies	Subsidiaries	Jointly controlled and associated companies	Other related parties ⁽¹⁾	TOTAL RELATED PARTIES	% IMPACT ON FINANCIAL STATEMENT ITEMS
Assets								
Non-current assets								
Intangible assets	6							
Tangible assets								
property, plant, machinery and other assets	5,628	-	-	-	-	-	-	0.0%
rights of use	1,193	-	876	-	-	-	876	73.4%
Total tangible assets	6,821							
Non-current financial assets								
equity investments in subsidiaries	3,438,547	-	-	-	-	-	-	0.0%
equity investments in associated companies	146,182	-	-	-	-	-	-	0.0%
equity investments in other businesses	7,003	-	-	-	-	-	-	0.0%
Other non-current financial assets	2,150,853	-	-	2,019,002	119,248	-	2,138,250	99.4%
Total non-current financial assets	5,742,585							
Deferred tax assets	5,542							
Total non-current assets	5,754,954							
Current assets								
Inventories	-	-	-	-	-	-	-	0.0%
Trade receivables	10,021	198	24	9,759	11	-	9,992	99.7%
Current tax assets	4,167	-	-	-	-	-	-	0.0%
Other receivables	82,361	44	43	79,950	28	-	80,065	97.2%
Other current financial assets	198,062	-	-	197,560	502	-	198,062	100.0%
Total assets	294,611							
Cash and cash equivalents	151,088							
Total current assets	445,699							
Total assets	6,200,653							
Equity and liabilities								
Shareholders' equity								
share capital	32,503	-	-	-	-	-	-	0.0%
reserves and earnings	797,670	-	-	-	-	-	-	0.0%
Total Equity	830,173							
Liabilities								
Non-current Liabilities								
Provisions for risks and charges	5,380	-	-	-	-	5,266	5,266	97.9%
Employee benefits	712	-	-	-	-	-	-	0.0%
Bank debt	799,581	-	-	-	-	-	-	0.0%
Other financial liabilities	4,009,046	-	695	-	-	-	695	0.0%
Deferred tax liabilities	935	-	-	-	-	-	-	0.0%
Total non-current liabilities	4,815,654							
Current liabilities								
Trade payables	11,901	-	37	986	-	-	1,023	8.6%
Other payables	60,389	-	12	53,647	-	325	53,984	89.4%
Bank debt	160,978	-	-	-	-	-	-	0.0%
Other financial liabilities	263,265	-	211	234,907	-	-	235,118	89.3%
Current tax liabilities	58,293	-	-	-	-	-	-	0.0%
Total current liabilities	554,826							
Total liabilities	5,370,480							
Total Equity and liabilities	6,200,653							

⁽¹⁾ Amounts include relations with Directors, Auditors and other key management personnel of the Company.



In particular, the main relationships with subsidiaries, associated companies, parent companies and with companies subject to control of the latter concern:

- recording the right of use of property, relating to companies subject to the control of the parent company for EUR 0.9 million (from Appia S.r.l. for EUR 0.5 million and Argo Finanziaria S.p.A. for EUR 0.4 million);
- other non-current financial assets from related parties for EUR 2,138 million of which receivables from subsidiaries for EUR 2,019 million (in particular from SATAP S.p.A. for EUR 1,017.6 million, from Società Autostrada Ligure Toscana p.A. for EUR 299.6 million, from Autostrada dei Fiori S.p.A. for EUR 281 million, from Società di Progetto Autovia Padana S.p.A. for EUR 210 million, from Igli S.p.A. for EUR 100 million, from Itinera S.p.A. for EUR 71.4 million and from SAV S.p.A. for EUR 40 million) and from associated companies for EUR 119.2 million, in particular from Tangenziale Esterna S.p.A. for EUR 119.1 million;
- trade receivables for EUR 10 million from subsidiaries mainly related to re-charges of costs for consulting services to Itinera S.p.A. (EUR 4.8 million) and Società Autostrada Ligure Toscana p.A. (EUR 1.7 million);
- other current receivables from subsidiaries for a total of EUR 80 million, of which EUR 74.7 million deriving from the tax consolidation (in particular from SATAP S.p.A. EUR 27.5 million, from Autostrada dei Fiori S.p.A. EUR 22.2 million, from Società Autostrada Ligure Toscana p.A. EUR 11.7 million, from Autostrada Asti-Cuneo S.p.A. EUR 6.6 million and from Ativa S.p.A. EUR 4.2 million) and EUR 3 million from SATAP S.p.A. for the Group's VAT procedure;
- current financial receivables from related parties totalling EUR 198.1 million, of which EUR 197.6 million from subsidiaries (in particular from SATAP S.p.A. for EUR 128.4 million, from Autostrada Asti-Cuneo S.p.A. for EUR 50 million, from Autostrada dei Fiori S.p.A. for EUR 12.3 million, from Società Autostrada Ligure Toscana p.A. for EUR 5.1 million and from SAV S.p.A. for EUR 1.3 million);
- other financial liabilities attributable to the effects deriving from the application of the IFRS 16 standard relating to the existing leasing contracts with the companies subject to the control of the parent companies for an overall EUR 0.9 million (EUR 0.7 million long term and EUR 0.2 million short term);
- other payables due to subsidiaries for a total of EUR 53.6 million, of which EUR 11.3 million referring to the tax consolidation (mainly to Itinera S.p.A. for EUR 5.5 million, to Igli S.p.A. for EUR 1.9 million, from Società Autostrada Ligure Toscana p.A. for EUR 1.5 million and from SATAP S.p.A. for EUR 1 million), EUR 38.6 million from Itinera S.p.A. for the part of the tenths still to be paid of the share capital increase resolved by the Extraordinary Shareholders' Meeting of 15 December 2021 and EUR 2.5 million from Autostrada dei Fiori S.p.A. for the Group's VAT procedure;
- financial liabilities for intercompany loans due to subsidiaries for EUR 234.9 million in particular to SATAP S.p.A. for EUR 183.3 million and Autostrada dei Fiori S.p.A. for EUR 51.6 million.



INCOME STATEMENT

<i>in thousands of EUR</i>	FY 2021	Parent companies	Subsidiaries of parent companies	Subsidiaries	Jointly controlled and associated companies	Other related parties ⁽¹⁾	TOTAL RELATED PARTIES	% IMPACT ON FINANCIAL STATEMENT ITEMS
Financial income and expenses								
Income from equity investments:								
from subsidiaries	20,563	-	-	20,563	-	-	20,563	100.0%
from associated companies	-	-	-	-	-	-	-	0.0%
from other businesses	507	-	-	-	-	-	-	0.0%
Total income from equity investments	21,070							
Other financial income	65,731	-	-	57,124	7,937	-	65,061	99.0%
Interest and other financial expenses	(90,077)	-	(27)	(7,374)	-	-	(7,401)	8.2%
Total financial income and expenses (A)	(3,276)							
Value adjustments of non-current financial assets								
Write-downs	(1)	-	-	(1)	-	-	(1)	100.0%
Total value adjustments of financial assets (B)	(1)							
Other operating income (C)	13,145	-	-	12,482	42	-	12,524	95.3%
Other operating costs								
payroll costs	(13,708)	-	-	-	-	(1,474)	(1,474)	10.8%
costs for services	(15,094)	(2)	(435)	(1,096)	-	(7,351)	(8,884)	58.9%
costs for raw materials	(15)	-	-	-	-	-	-	0.0%
other costs	(7,097)	(9)	(5)	(52)	-	-	(66)	0.9%
amortisation, depreciation and write-downs	(658)	-	(214)	-	-	-	(214)	32.5%
Total other operating costs (D)	(36,572)							
Profit (loss) before taxes (A+B+C+D)	(26,704)							
Taxes	10,646	-	-	-	-	-	-	0.0%
Profit (loss) for the period	(16,058)							

(1) Amounts inclusive of the relationships and fees related to the Directors, Auditors and other key management personnel of the Company.

In particular, the main relationships with subsidiaries, associated companies, parent companies and with companies subject to control of the latter concern:

- dividends and reserves distributed by subsidiaries for EUR 20.6 million, by SINA S.p.A. for EUR 13.4 million and by Sinelec S.p.A. for EUR 7.2 million;
- other financial income for interest income and other financial income of EUR 65.1 million, of which EUR 57.1 million from subsidiaries (in particular from SATAP S.p.A. for EUR 30.4 million, from Società di Progetto Autovia Padana S.p.A. for EUR 8.5 million, from Autostrada dei Fiori S.p.A. EUR 7.8 million, from Società Autostrada Ligure Toscana p.A. EUR 7.4 million) and of which EUR 7.9 million from associated companies, mainly due to the position in relation to Tangenziale Esterna S.p.A.;
- interest and other financial expenses for EUR 7.4 million for interest expense prevalently due to SATAP S.p.A. (for EUR 5.8 million) and Autostrada dei Fiori S.p.A. (for EUR 1.6 million);
- other operating income from associated companies for EUR 12.5 million in particular for EUR 7.4 million for managerial consulting services for subsidiaries prevalently from SATAP S.p.A. (EUR 2.2 million), from Società Autostrada Ligure Toscana p.A. (EUR 1.6 million), from Autostrada dei Fiori S.p.A. (EUR 1.3 million), from SAV S.p.A. (EUR 0.6 million), from Società di Progetto Autovia Padana S.p.A. (EUR 0.6 million) and revenues for the provision of services and other revenues for approximately EUR 5.1 million prevalently from the subsidiaries SATAP S.p.A. (EUR 1.3 million), Itinera S.p.A. (EUR 1.2 million) and Società Autostrada Ligure Toscana p.A. (EUR 1 million).

In addition, it should be noted that costs for services include expenses incurred by ASTM S.p.A. related to insurance premiums brokered by P.C.A. S.p.A. for an amount of EUR 0.5 million.

Finally, it should be noted that the subsidiaries SINA S.p.A. and ATIVA S.p.A., as at 31 December 2021, held 2,149,408 and 21,500 shares respectively in the parent company ASTM S.p.A.

Pursuant to Article 2391-bis of the Italian Civil Code, note that – on the basis of the *corporate governance laws* – related party transactions (carried out directly, or through subsidiaries) are carried out on the basis of rules which ensure transparency, as well as substantial and procedural correctness.



(vi) EcoRodovias Infraestrutura e Logística S.A. – IGLI S.p.A.

With reference to investments in the motorway sector in Brazil, as at 31 December 2021, ASTM holds (through the subsidiary IGLI S.p.A.) 51.2% of EcoRodovias Infraestrutura e Logística S.A. (“EcoRodovias”). In the annual financial statements of ASTM S.p.A. the equity investment in IGLI S.p.A. is accounted at cost.

(a) Ecovia – Ecocataratas | State of Paraná

Leniency agreement with the MPF-PR

Following the police investigation No. 5002963-9.2015.404.7013 conducted by the Federal Prosecutor’s Office of the State of Paraná (“MPF-PR”), which merged into the criminal proceeding No. 5003165-06.2019.4.04.7000 before the 23rd Federal Court of Curitiba concerning unlawful conduct committed prior to IGLI’s entry into the share capital of the Brazilian investee by certain former managers and executives of Ecorodovias and its subsidiaries Ecovia Caminho do Mar (“Ecovia”) and Rodovia das Cataratas - Ecocataratas (“Ecocataratas”), on 12 August 2019, the Brazilian investee, Ecovia and Ecocataratas signed a leniency agreement (“*acordo de leniência*”) with the MPF-PR, the terms of which have already been described in ASTM S.p.A.’s 2018 and 2019 financial statements (to which reference should be made for details).

With the publication of the results for the year ended 31 December 2021, EcoRodovias informed the market and its shareholders that the obligations deriving from the leniency agreement had been strictly complied with and that on 13 January 2021, in a judgement rendered within Case No. 5072227-36.2019.4.04.7000, the 1st Federal Court of Curitiba had ratified the agreement. There having been no objections, the decision became definitive on 22 June 2021.

Proceedings initiated following the leniency agreement with the MPF-PR

As reported in the past in the 2019 and 2020 financial statements of ASTM, following the signing of the leniency agreement with the MPF-PR, on 31 October 2019, EcoRodovias received a notification from the office of the Comptroller General of the State of Paraná (“GCE-PR”) informing it of the commencement of administrative proceedings against it aimed at establishing the liability of the Brazilian investee for unlawful acts committed against the public administration; equal notifications were then received by Ecovia on 1 November 2019 and by Ecocataratas on 4 November 2019. As already reported, in particular, in ASTM’s 2019 Financial Statements, following these notifications, (i) EcoRodovias and its subsidiaries filed their preliminary defences; (ii) the MPF-PR received a letter from the GCE-PR requesting it to share the annexes of the leniency agreement; (iii) the MPF-PR, in response to this letter, argued that it was impossible to use the information contained in the leniency agreement to impose sanctions - or in any case other penalties that could have a collateral effect on the companies’ employees - to an extent greater than that already identified in the agreement itself, and therefore requested the State of Paraná to confirm in its entirety the terms and conditions of the leniency agreement. With the publication of the results for the year ended 31 December 2020, EcoRodovias reported that, in relation to this proceeding, the companies were informed about the decision of the Accountability Process Committee which, in summary, decided to (i) request the Comptroller General to extend the deadlines for the conclusion of the proceeding; (ii) close the evidence gathering phase so as to be able to formally formulate the charges against the companies involved; (iii) bring legal proceedings against the companies so as to learn about the technical analysis prepared on the defenses. On 22 June 2020, a motion was filed to object to the closing of the evidence collection phase without the GCE-PR specifying what unlawful conduct was attributable to the companies, let alone indicating the amount of the government’s alleged losses. EcoRodovias and its subsidiaries reiterated that the allegations made by the GCE-PR are general and based on facts admitted by other licensee companies and, for this reason, they will continue to defend themselves in the administrative proceedings.



With the publication of the results for the year ended 31 December 2021, EcoRodovias informed the market and its shareholders that on 10 August 2021, through GCE Resolution no. 45/21, the GCE-PR had published its decision to (i) impose a fine equal to BRL 38,600,100.00¹ on Ecocataratas and another equal to BRL 27,570,180.00² on Ecovia, (ii) jointly convict the subsidiary Ecorodovias Concessões e Serviços S.A. (“ECS”), (iii) impose on the three companies (*i.e.* Ecocataratas, Ecovia and ECS) the disqualifying penalty of suspension for two years from the right to participate in tenders and sign contracts with the public administrations of the State of Paraná and (iv) recommend to the *Departamento de Estradas de Rodagem* of the State of Paraná (“DER-PR”) that it begin its own autonomous administrative proceeding to assess any damage deriving from possible contractual breaches. On 20 August 2021, the three subsidiaries of EcoRodovias filed an appeal supported by formal and substantial grounds. Following this, the General Inspector published a decision that included the possibility for the EcoRodovias subsidiaries to replace the payment of the fines with the obligation to carry out the operation and maintenance of the motorways, without charging a toll, for one year. Again with the publication of the results for the year ended 31 December 2021, EcoRodovias highlighted that an appeal was also filed against this decision, to suspend said decision.

As already reported in ASTM’s 2019 Financial Statements, although the administrative proceedings just described are ongoing, EcoRodovias and its subsidiary ECS informed the market on 7 January 2020 (i) that they had become aware of the publication of GCE Resolution No. 67/19, issued by the GCE-PR, by which the temporary suspension of the rights of Ecovia and Ecocataratas to participate in new tenders and to enter into contracts with the public administrations of the State of Paraná was ordered; and that (ii) Ecovia and Ecocataratas therefore filed a preliminary injunction to counter GCE Resolution No. 67/19, in view of the impossibility of applying sanctions without the prior conduct of an administrative process that guaranteed the full rights of defence and cross-examination. In relation to this decision of the GCE-PR, with the publication of the results for the year ended 31 December 2020, EcoRodovias announced that the preliminary injunction of Ecovia and Ecocataratas was rejected by the competent judge on the basis that (i) the arguments in support of GCE Resolution No. 67/19 are not imprecise and generic, (ii) the companies involved - in signing the leniency agreement with the MPF-PR - have acknowledged that they have committed illegal acts and (iii) the allegations are based on a criminal investigation conducted by the MPF-PR during which evidence of criminally relevant conduct was collected, thus considering the prerequisites for the GCE-PR’s decision to be present. Also with the publication of the results for the year ended 31 December 2020, the Brazilian investee informed the market that, on the one hand, Ecovia and Ecocataratas would appeal the judge’s decision and, on the other hand, on 11 December 2020, GCE Resolution No. 78/20 was published in the Official Diary of the State of Paraná, by which GCE Resolution No. 67/19 revoked, imposing a temporary suspension of the rights of Ecovia and Ecocataratas to enter into contracts with the State of Paraná. As observed previously, with the publication of the results for the year ended 31 December 2021, EcoRodovias informed the market of GCE Resolution no. 45/21, which, against the three EcoRodovias subsidiaries, also imposed the disqualifying penalty of suspension of the right to participate in tenders and sign contracts with the public administrations of the State of Paraná for two years, but this resolution is currently suspended due to the appeal filed by EcoRodovias.

Still in the financial statements for the year ended 31 December 2020 and those for the year ended 31 December 2021, again in relation to developments following the signing of the leniency agreement with the MPF-PR, EcoRodovias disclosed that in August 2020 an ordinary action – this is, specifically, No. 5040685-63.2020.4.04.7000 before the Federal Court of Curitiba – was brought by Ecovia and Ecocataratas in order to challenge the methodology used by the DER-PR in the adoption of “tax assessment notices”, based on Resolution No. 003/2019, in order to regulate concession agreements Nos. 076/07 and 073/97. Given the urgent nature of the request from Ecovia and Ecocataratas, a preliminary injunction against the DER-PR was obtained, which prevented any sanction from being issued against the concession holders as a result of the notices of tax assessment issued, based on the fact that there is no doubt as to the unreasonable nature of the changes to the inspection criteria that did not allow the concession holders the

¹ EUR 6.1 million at the exchange rate on 31 December 2021: 6.3101.

² EUR 4.4 million at the exchange rate on 31 December 2021: 6.3101.



necessary time to rectify any nonconformities. The preliminary injunction also provides that the concession holders could postpone the depositing of the penalties that had already been imposed by the authority until the issuing of the injunction order, and that such deposit could be replaced by an insurance guarantee. The DER-PR filed a pre-trial appeal against the injunction in favour of the concession holders, but the request was rejected. The DER-PR and the State of Paraná then filed an appeal.

Also in relation to the context of the contractual regulation of Ecovia and Ecocataratas, in September 2020 two further actions were initiated – specifically no. 5044213-08.2020.4.04.7000 involving Ecovia and no. 5044220-97.2020.4.04.7000 involving Ecocataratas, both pending before the Federal Court of Curitiba – in order to rebalance the losses on tariffs resulting from the suspension of collection in relation to the suspended axles, in consideration of the fact that Brazilian law no. 13103/2015 (known as the *Truckers Law*) was amended in May 2018 in order to establish new tariff exemptions. Article 17 of that law exempts “freight transport vehicles travelling empty [...] from the toll on axles that remain suspended”, explicitly providing that this measure “covers federal, state, district and municipal roads”. Ecovia and Ecocataratas initiated two actions in consideration of the fact that there had been a superseding and unforeseeable change, with direct and immediate effects on the concession agreements issued to them.

Again in relation to the same factual context, in the financial statements for the year ended 31 December 2020, EcoRodovias also disclosed that on 10 November 2020, the Regulatory Agency for Public Delegated Infrastructure Services of Paraná (“AGEPAR”) published two decisions in two administrative proceedings, one concerning Ecovia and the other Ecocataratas. With these decisions, the AGEPAR affirmed that the current tariff values had been surpassed and decided (i) to suspend future adjustments; (ii) cancel the most recent contractual amendments; (iii) that it was necessary for the DER-PR to carry out studies aimed at reducing the tariffs; (iv) to inform the other state authorities and control bodies. Ecovia and Ecocataratas brought proceedings against AGEPAR in order to overturn the two decisions, alleging (i) the existence of violations in the administrative procedure; (ii) lack of respect for due process of law; (iii) disregard for opponents and failure to comply with the duty to assess administrative decisions; (iv) AGEPAR's lack of jurisdiction to annul contractual rules and the existence of legal obstacles to questioning acts that have already been perfected; (v) the existence of *res iudicata* in several actions that already exist between the parties; (vi) the prescription of the action; (vii) the prohibition of contradictory conduct; (viii) errors in the assessment of the merits of the matter, since the revision envisaged by AGEPAR is based on unreasonable assumptions, which do not take into account the Internal Rate of Return, the contractual provisions and the legal and constitutional provisions related to the intangibility of the economic-financial equation. In the opinion of the licensee companies, the Authority's reasoning is also vitiated by serious technical and accounting flaws, which have already been pointed out in various opinions but have not been taken into account by AGEPAR.

Specifically, in the case initiated by Ecocataratas against the AGEPAR (and the State of Paraná) – namely proceedings no. 5057801-82.2020.4.04.7000 pending before the Federal Court of Curitiba – the concession holder obtained the urgent suspension of the decision and all acts that could arise from it. In summary, all effects of the decision taken by internal reviews are suspended, including those relating to the need to calculate a new toll base, the request for suspension of toll adjustments and the request for suspension of contractual adjustments. With the publication of the financial statements for the year ended 31 December 2021, EcoRodovias reported that the AGEPAR had appealed the preliminary decision.

In the case initiated by Ecovia against the AGEPAR (and the State of Paraná) – namely proceedings no. 5057980-16.2020.4.04.7000 pending before the Federal Court of Curitiba – the concession holder obtained the urgent suspension of part of the decision is self-protection of the authority. Specifically, Ecovia managed to prevent the reduction of the current tariffs for the motorways subject to concession – on the basis of the same legal arguments that supported the obtaining of the injunction by Ecocataratas – but not the suspension of the annual tariff adjustment since the increase in those amounts would generate effects that would directly affect motorway users and increase any tariff “surplus”. With the publication of the financial statements for the year ended 31 December 2021, EcoRodovias reported that both Ecovia and the AGEPAR had appealed the preliminary decision.



Again with the publication of the financial statements for the year ended 31 December 2021, EcoRodovias also communicated that on the basis of the administrative proceedings of the AGEPAR, the Deputato Soldado Fruet filed a claim before the *Tribunal de Contas do Estado* (“TCE”) against Ecovia, Ecocataratas and other concession companies operating in the Integration Ring of the State of Paraná. Following the claim, an injunction was then granted by the *Rapporteur* which declared the inadequacy of the concession companies and prohibited them from entering into contracts with the State of Paraná until a decision was made on the matter. The concession companies filed their defences, and on 2 March 2022 the *State Management Coordination* filed its own *instruction* disputing the elements presented in the claim and suggesting the revocation of the injunction and the preventive measure, in addition to the suspension of the process until the completion of the work of the *Special Committee* set up by the TCE in order to monitor and analyse the completion of the construction. Subsequently, the TCE also filed an *opinion* that it agreed with the *instruction*. EcoRodovias reported that it was awaiting the decision of the *Reporting Councillor* regarding the suggestions of the *instruction*.

Again with the publication of the financial statements for the year ended 31 December 2021, EcoRodovias informed the market and its shareholders that, as soon as the concession agreements 073 and 076/97 ended, the DER-PR had began civil action against Ecovia and Ecocataratas requesting that they (i) implement a traffic channelling system at the tollbooths as a result of the demobilisation and expiration of the concessions, (ii) establish a joint programme with the DER-PR for the handover of the revertible assets within 60 days from the end of the concessions. EcoRodovias reported that both concession companies had complied with the request and had already completed the delivery of the revertible assets to the Authority.

Civil action by the State of Paraná

In the same press release published on 12 August 2019 in which the Brazilian investee informed the market and its shareholders of the signing of the leniency agreement with the MPF-PR, EcoRodovias reported that it had learned of the existence of a civil action initiated on 11 July 2019 by the State of Paraná – through the *Procuradoria General do Estado* (“PGE”) – and the State Department of Highways of Paraná against EcoRodovias, Ecovia, ECS, Primav Infraestrutura S.A., Primav Construções e Comércio S.A., C.R. Almeida S/A Engenharia e Construções, Participare – Administração e Participações LTDA and the *Associação Brasileira de Concessionárias de Rodovias*.

As state previously in ASTM’s 2019 and 2020 financial statements (which should be referred to for all of the details), in this civil case the State of Paraná contests a series of illegal acts allegedly committed before the entry of ASTM Group into the share capital of EcoRodovias, largely overlapping with those of the leniency agreement signed by EcoRodovias with the MPF-PR, and formulates the following requests: (a) nullity of (i) the process of assigning the concessions that took place in 1997; (ii) concession agreement no. 076/97 of Ecovia; and (iii) all amendments to the same made thereafter; (b) revision of the contracts due to an excessive expense that motorway users had to bear, through the payment of damages; (c) reimbursement of the damages deriving from the failure to comply with the contractual obligations; (d) joint and several conviction of the companies against which legal action was brought, deriving from the failure to comply with the contractual obligations; and (e) payment of non-material damage.

Specifically, the state authorities identified the total sums of BRL 4,945,904,000.00¹—as an estimate of the material damages allegedly caused by the illegal conduct, which, according to the line of reasoning of the plaintiff authorities, would correspond to the total revenues made by Ecovia throughout the entire concession—and of BRL 500,000,000.00²—as non-material damage—that the companies summoned to court would be required to pay jointly and severally where the Federal Court of Curitiba ruled the accusations made by the State of Paraná as proven. Injunctive measures were also requested against all companies summoned in order to guarantee the future payment of the sums.

¹ EUR 783.8 million at the exchange rate on 31 December 2021: 6.3101.

² EUR 79.2 million at the exchange rate on 31 December 2021: 6.3101.



In relation to these emergency precautionary requests, EcoRodovias disclosed with the publication of its results for the year ended 31 December 2020 that the MPF-PR intervened in the civil proceedings by filing a memorandum in which it argued that, although the leniency agreement signed with EcoRodovias could not extinguish the civil lawsuit, in any case the information and evidence emerging from the same could not be used against the Brazilian investee and its subsidiaries and that the leniency agreement must prevent unnecessary repressive actions by other authorities. Consequently, the MPF-PR objected to the pre-trial request relating to the companies involved and emphasised the need to potentially subtract the value of the leniency agreement in the event of that they lose the court case in the future. Following this, the judge hearing the case also rejected the request for injunctive measures made by the state authorities, endorsing the arguments made by Ecovia (and the other companies involved) and the MPF-PR. In particular, the judge denied the injunctive requests on the basis that the leniency agreement signed by EcoRodovias, its subsidiaries and the MPF-PR, together with the collaborative approach adopted by the licensee companies, must be taken into account.

With the publication of the financial statements for the year ended 31 December 2021, EcoRodovias reported that the appeal filed by the State of Paraná against this decision was also rejected. Pending the appeal, Ecovia and the other companies involved filed their defence and a conciliation hearing was conducted without reaching an agreement.

To date, therefore, the proceedings are still pending.

As already reported in ASTM's 2019 and 2020 financial statements, it should be noted that when assessing the details of the disputes and the best defensive strategy to take, EcoRodovias appointed two different leading Brazilian law firms to formulate preliminary opinions in relation to the accusations: both opinions received by the Brazilian investee company showed various inconsistencies and clear gaps in the claims of the state authorities and, in particular, one opinion argued that the risk for the companies to pay a part equal to BRL 4,736,699,580.00¹ of the total of the aforementioned possible material damage and for all non-material damage requested by the state authorities was "remote". The same lawyers then argued that the risk of payment of the remainder of the non-material damage was "possible".

(b) Ecovias | State of São Paulo

With reference to the civil *non-prosecution agreement* ("*acordo de não persecução cível*") signed on 6 April 2020 by EcoRodovias, the indirect subsidiary ECS and the subsidiary Concessionária Ecovias Dos Imigrantes S.A. ("*Ecovias*") with the *3rd Prosecution Office of Public and Social Assets* of the State of São Paulo (details of which can be found in the 2020 Financial Statements of ASTM), in addition to the amendment of the agreement on 1 July 2021 (described in the 2021 interim report of ASTM Group), with two distinct *Material Facts* published on 22 September 2021 and 23 September 2021, EcoRodovias informed its shareholders and the market that, with a decision on 31 August 2021, the *Superior Council* ("*Conselho Superior*") of the *Ministério Público do Estado de São Paulo* did not ratify the *non-prosecution agreement* with the consequence of suspending its legal effect for the moment. As specified in the *Material Fact* published by EcoRodovias on 23 September 2021, in particular, in the opinion of one of the bodies responsible for ratifying the agreement, (i) the facts under investigation are to be considered prescribed and have not in any case been proven; (ii) the *non-prosecution agreement* would grant an illegitimate extension of the contractual period of the concession in order to allow for compliance with the obligations envisaged by it; and (iii) the *non-prosecution agreement* would no longer pursue a public interest including due to the execution of the amendment of concession agreement no. 18/2021 and the decision of the Court of Appeal of the State of São Paulo in the case relating to the amendment of concession agreement no. 10/2006.

With publication of the financial statements for the year ended 31 December 2021, EcoRodovias informed that market that, following this decision by the *Superior Council*, during the closure of the third quarter of 2021 (30 September 2021), it cancelled the reserve

¹ EUR 750.7 million at the exchange rate on 31 December 2021: 6.3101



for the payment of the penalty previously allocated in the financial statements for an amount of BRL 49,979,000.¹.

Again with the publication of the 2021 financial statements, EcoRodovias informed the market and its shareholders that, nevertheless, the *São Paulo Public and Social Heritage Prosecutor's Office* had appealed, through a *motion for clarification* ("*embargos de clarification*"), the decision of the *Superior Council* in order to obtain a complete reform of the decision. On 7 September 2021 – as also reported by a *Material Fact* published on the EcoRodovias website on 8 December 2021 – the *Superior Council*, reconsidering its previous decision, partially accepted the request of the appellant public ministries, resolving on the *partial ratification of the non-prosecution agreement* (with the particular exclusion of the obligation for the company to construct *Boulevard Anchieta*).

Due to the partial acceptance of their requests, the appellant public ministries filed a *second motion for clarification* on 11 January 2022, intended for the approval by the *Superior Council* of the original terms of the *non-prosecution agreement*.

On the basis of a *report presented* by the public ministry that signed the *motion for clarification*, in which it stated that it had received indication from the *Superior Council* regarding the possible approval of all provisions of the *non-prosecution agreement*, the Administration, supported by its legal consultants, understands that the initial scenario could prevail and that, therefore, the *Superior Council* could accept the *new motion for clarification* presented in order to ratify the original terms of the agreement. A causa di questo sviluppo, il *management* di EcoRodovias ha già provveduto a stanziare nuovamente la riserva nel bilancio relativo all'esercizio chiuso in data 31 dicembre 2021 per una somma pari a R\$ 57.349.000² (di cui R\$ 50.000.000³ come *principal* e R\$ 7.349.000⁴ come *monetary restatement* ai sensi delle tabelle di calcolo del *Tribunal de Justicia* dello Stato di São Paulo).

Lastly, with a *Material Fact* published on its website on 15 March 2022, EcoRodovias informed the market and its shareholders of the fact that the *Superior Council* had approved the *original terms of the non-prosecution agreement*.

The agreement will therefore now be submitted to the competent Court, in order to achieve its ratification, too.

(c) Eco 101 | State of Espírito Santo

As mentioned in ASTM's 2019 Financial Statements, with the *Material Fact* of 12 April 2019 EcoRodovias had informed the market in relation to the criminal investigations currently involving its subsidiary Eco101 Concessionaire de Rodovias S.A. ("*Eco101*") in the State of Espírito Santo. In particular, the investigations conducted by the Brazilian federal police with the support of the Federal Court of Auditors focus on potential irregularities of the technical reports sent by Eco101 in relation to the motorway stretches within its remit.

With the communication to the market on 12 April 2019, EcoRodovias already reported that (i) it had promptly offered its collaboration with the authorities by sending all requested information and (ii) it had immediately launched its own internal audit to verify the facts under investigation.

In the financial statements for the year ended 31 December 2019, the Brazilian investee company then informed the market and its shareholders of the decision to launch an internal investigation in relation to the events under investigation and that said work would be carried out with the assistance of independent external consultants. In particular, their forensic report, prepared by the external professionals appointed, highlighted that (i) no documents were found in support of the investigation assumption that the employees of the *Agência Nacional de Transportes Terrestres* ("*ANTT*") had known about the stated amendments that Eco101 had allegedly

¹ EUR 7.9 million at the exchange rate on 31 December 2021: 6.3101.

² EUR 9.1 million at the exchange rate on 31 December 2021: 6.3101.

³ EUR 7.9 million at the exchange rate on 31 December 2021: 6.3101.

⁴ EUR 1.2 million at the exchange rate on 31 December 2021: 6.3101.



made to the technical reports sent by Eco 101 to the ANTT; (ii) no documents had been found that confirmed the stated illegal relationships between Eco101 and ANTT representatives; and (iii) no proof had been found in relation to the supposed use of those technical reports to obtain loans from the Brazilian Development Bank (“BNDES”).

Lastly, in the financial statements for the years ended 31 December 2020 and 31 December 2021, EcoRodovias disclosed that it had analysed and assessed, with the support of leading Brazilian legal and financial advisors, the situation and that, even in the scenario in which the alleged irregularities in the technical reports were proven, the best estimate of the liability in relation to applicable penalties relating to toll discounts was BRL 72,614,000¹.

In consideration of the fact that the federal police investigation is still under way and that it is not possible to make accurate guesses as to its conclusion, the Brazilian investee is assessing the possibility of negotiating with the office of the competent Public Prosecutor (and other competent authorities) so as to be able to close the case on a definitive basis.

(vii) Information on the company which prepares the consolidated financial statements

Note that, based on that established in point 22-quinquies of Article 2427 of the Italian Civil Code, the consolidated financial statements for the larger grouping of companies to which the company belongs as a subsidiary is that of Aurelia S.r.l., with registered offices in Tortona (AL). A copy of the consolidated financial statements is available at the Chamber of Commerce of Alessandria.

In compliance with the legal provisions in force, the Company has prepared the consolidated financial statements, which should be referred to for the equity, economic and financial valuation of the Group.

(viii) Public Disbursement Transparency Disclosure

Pursuant to article 1, paragraphs 125-129 of Italian Law no. 124/2017, as amended by the “Security” Decree Law no. 113/2018 and the “Simplification” Decree Law no. 135/2018, no “subsidies, grants, paid positions or economic advantages of any nature” were provided to the Company in 2021 by public administrations or by a series of entities similar to the same² with which the Company has economic relationships.

However, it should be noted that as a result of the non-refundable contributions granted by the Italian Revenues Agency following the Covid 19 epidemiological emergency, the company received EUR 1 thousand as a “tax credit for sanitation of premises”.

¹ EUR 11.5 million at the exchange rate on 31 December 2021: 6.3101.

² The parties identified as a source of the payments that require disclosure are:

- public administrations and parties under Article 2-bis of Italian Legislative Decree No. 33 of 14 March 2013;
- subsidiaries, de facto or de jure, directly or indirectly, of public administrations, including companies with shares listed in regulated markets and their investee companies;
- state-controlled companies, including those that issue shares listed in regulated markets and their investee companies.



Information on management and coordination of the Company

The company Nuova Argo Finanziaria S.p.A. provides management and coordination of the company, pursuant to Article 2497 of the Italian Civil Code.

Pursuant to Article 2497-*bis*, paragraph 4 of the Italian Civil Code, a table is shown below that summarises the essential data deduced from the latest approved annual financial statements of Nuova Argo Finanziaria S.p.A. (as at 31 December 2020).

To fully and completely understand the equity and financial position of Nuova Argo Finanziaria S.p.A. as at 31 December 2020, as well as the economic results achieved by the company in the year ending on that date, please see the financial statements which, accompanied by the Independent Auditors' Report, is available in the forms and with the methods established under the law.

With regard to the additional information required under articles 2497-*bis*, paragraph 5 and 2497-*ter* of the Italian Civil Code, see that outlined in the above section "Related-party transactions".



Financial statements^(*) as at 31 December 2020 of Nuova Argo Finanziaria S.p.A., parent company which provides “Management and Coordination”

BALANCE SHEET

ASSETS

<i>Amounts in EUR</i>		31/12/2020
A	Subscribed capital unpaid	-
B	Fixed assets	376,376,984
C	Current assets	5,964,077
D	Accruals and deferrals	19,226
TOTAL ASSETS		382,360,287

LIABILITIES

<i>Amounts in EUR</i>		31/12/2020
A	Shareholders' Equity	
	Share capital	30,000,000
	Reserves	323,036,367
	Profit (loss) for the year	(396,895)
B	Provisions for risks and charges	-
C	Employee benefits	-
D	Payables	29,720,815
E	Accruals and Deferrals	-
TOTAL LIABILITIES		382,360,287

INCOME STATEMENT

<i>Amounts in EUR</i>		2020
A	Value of production	58,958
B	Production cost	(744,783)
C	Financial income and expenses	(165,772)
D	Value adjustments of financial assets	-
	Income taxes for the year	454,702
Profit (loss) for the year		(396,895)

(*) Financial statements prepared in accordance with national/OIC accounting standards.



Certification of the Annual Financial Statements pursuant to Article 154-bis Legislative Decree 58/98



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

- The undersigned Umberto Tosoni as Chief Executive Officer and Alberto Gargioni as Manager in charge of drawing up the corporate accounting documentation of ASTM S.p.A., taking into account the provisions of Art. 154-bis, paragraphs 3 and 4 of Italian Legislative Decree No. 58 of 24 February 1998, hereby certify:
 - the adequacy with regard to the characteristics of the business and
 - the actual implementation,
of the administrative and accounting procedures for preparing the annual financial statements for 2021.

- Furthermore, it is attested that:
 - the annual financial statements as at 31 December 2021
 - 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 contains a reliable analysis of management performance and results of the Company together with a description of the main risks and uncertainties to which it is exposed.

Tortona, 25 March 2022

Chief Executive Officer

Umberto Tosoni

The Manager in charge of drawing up
the corporate accounting documentation

Alberto Gargioni



Report of the Board of Statutory Auditors

BOARD OF STATUTORY AUDITORS' REPORT
FOR THE SHAREHOLDERS' MEETING OF ASTM S.P.A.
REGARDING THE 2021 ANNUAL FINANCIAL STATEMENTS

pursuant to art. 2429, paragraph 2 of the Italian Civil Code

Dear Shareholders,

the Board of Statutory Auditors of ASTM S.p.A. (hereinafter also “**Company**” and jointly with its subsidiaries, the “**Group**”), pursuant to art. 2429, paragraph 2 of the Italian Civil Code, must report to the Shareholders’ Meeting on the results of the financial year ended as at 31 December 2021 (hereinafter “**Financial Year**”) and the activities carried out in fulfilment of its duties, and make observations and proposals regarding the financial statements, their approval and matters within the scope of its responsibility.

Firstly, the Board of Statutory Auditors notes that it was appointed by the Shareholders’ Meeting of 25 May 2020 and will remain in office until the approval of the 2022 Financial Statements.

In the execution of its supervisory and control activities, the Board of Statutory Auditors acknowledges:

a) that it supervised compliance with the law and the Articles of Association and observance of the principles of sound management, in accordance with reference legislation, also taking into account the Rules of Conduct for the Board of Statutory Auditors of Unlisted Companies issued by the National Council of Chartered Accountants and Accounting Experts in December 2020 and in force from 1 January 2021;

b) that it attended the meetings of the Board of Directors, the Appointments and Remuneration Committee, the Audit and Risk Committee and the Sustainability Committee, and that it received periodic information from Directors regarding general management performance and its outlook, with a particular focus on the impact on the Company deriving from the continuation of the Covid-19 pandemic, as well as the major economic, financial and asset transactions resolved and executed in the Financial Year, undertaken by the Company or by the Group companies. This information is

adequately represented in the Management Report, to which reference should be made.

The Board of Statutory Auditors can reasonably ensure that the transactions resolved and executed comply with the laws and the Articles of Association and are not manifestly imprudent, risky, in potential conflict of interest, in contrast with the resolutions passed by the Shareholders' Meeting or such that compromise the integrity of the company's assets. The resolutions adopted by the Board of Directors are carried out by management and by the structure with criteria of maximum compliance;

c) that it has not identified any atypical and/or unusual transactions with Group companies, with third parties or with related parties, nor has it received indications regarding such from the Board of Directors, from the independent auditors PricewaterhouseCoopers S.p.A. (hereinafter also "**PWC**" or "**Independent Auditors**") or from the Director responsible for the internal audit and risk management system. In the Management Report, the Board of Directors provided adequate explanation of the effects of the ordinary economic, financial and asset transactions executed with subsidiaries under normal market conditions. Furthermore, the Board of Statutory Auditors, including on the basis of the results of the activities carried out and participation in the Audit and Risk Committee acting as the Related Parties Committee, believes that the related-party transactions (including intercompany transactions) are adequately monitored. To that end, the Board of Statutory Auditors notes that the Company has adopted a specific procedure for related-party transactions, in addition to the specific regulations contained in the Group Code of Ethics in order to avoid or manage transactions in which there are conflicts of interest or situations of personal interest of Directors. Pursuant to art. 4 of the aforesaid Regulation, the Board of Statutory Auditors verified the compliance of the procedures adopted with the principles of that Regulation, in addition to their observance;

d) that it acquired knowledge on and supervised the adequacy of the Company's organisational structure, including regarding the measures adopted by the administrative body to address the Covid-19 emergency, for the aspects within the scope of its responsibility, the observance of the principles of proper management, through collection of information from the managers of the competent company departments and meetings with representatives from the appointed independent auditors, PWC, including for the purpose of exchanging relevant data and information,

which did not illustrate any critical situations. Meetings held with the Boards of Statutory Auditors of the Italian subsidiaries did not illustrate any critical aspects either;

e) that it supervised and verified, within the scope of its responsibility, and in consideration of the impact deriving from the continuation of the Covid-19 emergency:

- the adequacy of the internal audit and risk management system;
- the adequacy of the administrative and accounting system, as well as the reliability of the latter to represent correctly the operating events;
- the adequacy of the systems and processes that govern the production, reporting, measurement and representation of results and non-financial disclosure pursuant to Italian Legislative Decree no. 254 of 30 December 2016, in order to allow for a correct representation of the non-financial issues referred to by said decree;

by means of:

- i. periodic exchange of information with the Chief Executive Officer and the Manager in charge of drawing up the corporate accounting documentation;
- ii. supervision over planning and the internal audit context, the corporate risk assessment system, in addition to monitoring activities;
- iii. examination of the reports prepared by the *Internal Audit* department, including information regarding the outcome of any corrective actions undertaken following audit activities;
- iv. acquisition of information from the managers of company departments;
- v. meetings and exchanges of information with the supervisory bodies of Italian subsidiaries pursuant to paragraph 2, art. 2403-bis of the Italian Civil Code, during which the Board of Statutory Auditors acquired information regarding the management and control systems and the general performance of company activities;
- vi. in-depth review of the activities performed and analysis of the results of work by the independent auditors;
- vii. participation in Board Committee proceedings.

The activities carried out did not illustrate any anomalies that might be considered indicators of inadequacies in the internal audit system or in the administration and control system;

f) that it held meetings with representatives from the appointed independent

auditors, PWC, for the purpose of exchanging relevant data and information and staying informed about the main risks to which the Company is exposed and the checks put in place, in addition to verification of the regularity of the accounts and proper reporting of management events in the accounting entries. The interviews held did not illustrate any relevant findings;

g) that it verified, *inter alia*, the correct application of the assessment criteria and procedures adopted by the Board of Directors to assess the independence of its members. The Board of Statutory Auditors also verified compliance with the criteria of independence and professionalism of its own members, pursuant to the relevant legislation;

h) that it read and obtained information about the organisational and procedural activities put in place pursuant to Italian Legislative Decree no. 231 of 8 June 2001 regarding the administrative liability of Entities. The Supervisory Board established by the Company reported on the activities performed during the Financial Year and did not notify the Board of Statutory Auditors of any significant events;

i) that it ascertained that the information flows provided by the non-EU subsidiaries are adequate for conducting audits of the annual and interim accounts;

j) that it monitored the implementation of organisational measures associated with changes in the business;

As the Internal Control and Audit Committee, pursuant to article 19 of Italian Legislative Decree no. 39 of 27 January 2010, as amended by Italian Legislative Decree no. 135 of 17 July 2016 in implementation of Directive 2014/56/EU, the Board of Statutory Auditors, during the Financial Year:

a) monitored the financial disclosure process, which was found to be suitable in terms of its integrity;

b) checked the effectiveness of the company's internal control and risk management systems, in addition to the internal audit system, with reference to financial disclosure, guaranteeing their independence;

- c) monitored the audit of the annual financial statements;
- d) verified and monitored the independence of the independent auditors in compliance with the provisions of the law, including with reference to the provision of services other than auditing, in line with art. 5 of Regulation (EU) no. 537/2014.

As regards relations with the independent auditors PWC, the Board of Statutory Auditors, as the Internal Control and Audit Committee, reports that:

a) the independent auditors issued, on this date, pursuant to art. 14 of Italian Legislative Decree no. 39 of 27 January 2010 and art. 10 of Regulation (EU) no. 537/2014, the audit reports on the annual and consolidated financial statements ended as at 31 December 2021, with no issues. With reference to opinions and certifications, the Independent Auditors in its Audit Reports:

i. issued an opinion which stated that the annual and consolidated financial statements of ASTM S.p.A. provide a true and correct representation of the equity and financial situation of the Company and of the Group as at 31 December 2021, the economic result and the cash flows for the financial year ended at that date in compliance with the International Financial Reporting Standards adopted by the European Union, in addition to the measures issued in implementation of art. 9 of Italian Legislative Decree no. 38 of 28 February 2005;

ii. issued an opinion on compliance, which stated that the Management Report accompanying the annual financial statements and the consolidated financial statements as at 31 December 2021 and a number of specific items of information contained in the “Report on Corporate Governance and Ownership Structure”, for which the directors of the Company are responsible, are prepared in compliance with the law;

iii. declared, with reference to any significant errors in the Management Report, on the basis of the knowledge and understanding acquired of the company and the related context during the audit activities, that there is nothing to report;

b) the independent auditors PWC also issued, on this date, the additional report intended for the Board of Statutory Auditors acting as the Internal Control

and Audit Committee set out by article 11 of the aforementioned Regulation (EU), a report which will be sent to the Board of Directors as required by the legislation in force;

c) the independent auditors PWC also issued, on this date, the report on the consolidated non-financial disclosure prepared pursuant to art. 3, paragraph 10 of Italian Legislative Decree no. 254 of 30 December 2016 and art. 5 of Consob Regulation no. 20267 of 18 January 2018, with which it certifies that no elements were brought to its attention that led it to believe that the ASTM Group's non-financial disclosure for the financial year ended as at 31 December 2021 was not prepared, in all significant aspects, in compliance with the requirements of articles 3 and 4 of the aforementioned decree;

d) lastly, the independent auditors PWC issued, on this date, the declaration relating to independence, as required by art. 6 of the Regulation (EU), which did not illustrate any situations that could compromise its independence. Finally, the Board of Statutory Auditors acknowledged the Transparency Report prepared by the independent auditors and published on its website pursuant to art. 18 of Italian Legislative Decree no. 39/2010;

e) the independent auditors PWC and the companies belonging to the PWC network, in addition to the tasks envisaged by legislation for listed companies, received additional assignments for services other than auditing, the fees for which are shown in the annex to the Financial Statements. The services permitted other than auditing were approved in advance by the Board of Statutory Auditors, which assessed their suitability and opportunity with reference to the criteria set out by Regulation EU 537/2014.

Having acknowledged the declaration on independence issued by PWC and the transparency report prepared by the same, in addition to the tasks assigned to PWC and the companies in its network, the Board of Statutory Auditors does not believe that there are any critical aspects regarding the independence of PricewaterhouseCoopers S.p.A.

During the Financial Year, the Board of Statutory Auditors met periodically and also

attended the meetings of the Board of Directors, the Appointments and Remuneration Committee, the Sustainability Committee and the Audit and Risk Committee, and met with the Board of Statutory Auditors of the subsidiaries.

In the course of the Financial Year, the Board of Statutory Auditors issued opinions as provided for by law.

Regarding the exchange of information with the Supervisory Board pursuant to Italian Legislative Decree no. 231/2001, the Supervisory Board periodically informed the Board of Statutory Auditors on the monitoring activities carried out on the Organisational Model adopted by the Company pursuant to Italian Legislative Decree no. 231/2001.

Taking account of the information acquired, the Board of Statutory Auditors believes that the activities were carried out in accordance with the principles of proper management and that the organisational structure, the system of internal controls and the administrative and accounting system are as a whole adequate for the nature and size of the company.

The Board of Statutory Auditors is not aware of any events or facts that should be reported to the Shareholders' Meeting. During the activities performed and on the basis of the information obtained, no omissions, censurable events, irregularities or circumstances requiring notification to the Supervisory Authority or mention in this report were identified.

The Board of Directors promptly submitted the Financial Statements and the Management Report to the Board of Statutory Auditors. Taking account of the guidelines issued by the ESMA for disclosure to the markets in the current situation associated with the Covid-19 health emergency subject to the Consob Call to Attention no. 1/21 of 16/02/2021, the Board of Statutory Auditors verified that the directors had provided adequate information in the Management Report, to which reference should be made, regarding the actions undertaken and to undertake in order to address the short- and medium-term uncertainties resulting from the continuation of the Covid-19 pandemic. As far as falls within its competence, the Board of Statutory Auditors reports that: the schedules adopted comply with the law; the accounting standards adopted, described in the notes, are adequate in relation to the activities and transactions carried out by the Company; the procedure adopted (impairment test) to identify any impairment of assets in the financial statements was approved by the Board of Directors autonomously and in advance of the approval of the financial report, and the financial statements are consistent with the events and information of which the Board of Statutory Auditors is aware following its participation in the meetings of company bodies and supervisory

activities carried out.

With regard to the above, taking account of the outcome of the specific tasks performed by the independent auditors in terms of auditing the accounts and verifying the reliability of the annual financial statements, in addition to the supervisory activities performed, the Board of Statutory Auditors unanimously believes that there are no impediments to the approval of the annual financial statements as at 31 December 2021 of ASTM S.p.A. and has no objections regarding the proposal made by the Board of Directors on the destination of profits.

Turin, 13 April 2022

The Board of Statutory Auditors

Andrea Bonelli - Chair

Piera Braja - Statutory Auditor

Pellegrino Libroia – Statutory Auditor



Report of the Independent Auditors



**INDEPENDENT AUDITOR'S REPORT IN ACCORDANCE
WITH ARTICLE 14 OF LEGISLATIVE DECREE NO. 39
OF 27 JANUARY 2010 AND ARTICLE 10 OF REGULATION
(EU) NO. 537/2014**

ASTM SPA

FINANCIAL STATEMENTS AS OF 31 DECEMBER 2021

Key Audit Matters

Auditing procedures performed in response to key audit matters

Evaluation of the recoverability of the value of investments in subsidiaries and associates

“Valuation criteria and accounting standards” paragraph “Impairment test” and note 3 “Non-current financial assets”

At 31 December 2021, the Company holds, among “non-current financial assets”, the following investments:

- subsidiaries: Euro 3,438.5 million;
- associates: Euro 146.2 million;

The total value of these investments represents approximately 58% of the total assets of the financial statements as of 31 December 2021.

According to the accounting standards, investments in subsidiaries and associates are valued at cost; in case of impairment losses, these are recognized in the income statement.

In accordance with the accounting standards and with the impairment procedure approved by the Board of Directors autonomously and in advance with respect to the date of approval of the financial statements (the “Procedure”), at the balance sheet date, the investments in subsidiaries and associates have been tested for impairment.

We considered the valuation of the investments in subsidiaries and associates as a key audit matter, taking into account the significance of the values and the high degree of judgment necessary for the determination of the main assumptions used in the determination of the recoverable amount.

We have obtained the valuation models and documentation used by management to identify any impairment loss in accordance with the Procedure and, also through the support of experts belonging to the PwC network, we have carried out the following main auditing procedures:

- analysis of the Procedure and verification of the consistency of its contents with the provisions of IAS 36, as well as of its consistent application;
 - analysis of the results of the audits performed by the component auditors;
 - verification of the mathematical accuracy of the models;
 - evaluation, also through discussions with management, of the reasonableness of the main assumptions underlying the determination of the data included in the models, with particular reference to operating revenues and costs, discount rates, traffic data, tariffs, investments, used to determine the value in use;
 - reasonableness assessment of the main assumptions used in the event that the recoverable amount was determined according to the fair value less cost of disposal;
 - comparison between the carrying amounts and the recoverable amount;
 - verification of sensitivity analysis.
-

Finally, our procedures included the analysis of the explanatory notes to the financial statements to verify the accuracy and completeness of the disclosure.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/05 and, in the terms prescribed by law, for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Management is responsible for assessing the Company's ability to continue as a going concern and, in preparing the financial statements, for the appropriate application of the going concern basis of accounting, and for disclosing matters related to going concern. In preparing the financial statements, management uses the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Statutory Auditors ("Collegio Sindacale") is responsible for overseeing, in the terms prescribed by law, the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit conducted in accordance with International Standards on Auditing (ISA Italia), we exercised our professional judgement and maintained professional scepticism throughout the audit. Furthermore:

- We identified and assessed the risks of material misstatement of the financial statements, whether due to fraud or error; we designed and performed audit procedures responsive to those risks; we obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- We obtained an understanding of internal control relevant to the audit 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 Company's internal control;
- We evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- We concluded on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- We evaluated the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicated with those charged with governance, identified at an appropriate level as required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provided those charged with governance with a statement that we complied with the regulations and standards on ethics and independence applicable under Italian law and communicated with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We described these matters in our auditor's report.

Additional Disclosures required by Article 10 of Regulation (EU) No 537/2014

On 28 April 2017, the Shareholders' meeting of ASTM SpA engaged us to perform the statutory audit of the Company's separate and consolidated financial statements for the years ending 31 December 2017 to 31 December 2025.

We declare that we did not provide any prohibited non-audit services referred to in article 5, paragraph 1, of Regulation (EU) No. 537/2014 and that we remained independent of the Company in conducting the statutory audit.

We confirm that the opinion on the financial statements expressed in this report is consistent with the additional report to those charged with governance, in their capacity as audit committee, prepared pursuant to article 11 of the aforementioned Regulation.



Report on Compliance with other Laws and Regulations

Opinion in accordance with Article 14, paragraph 2, letter e), of Legislative Decree No. 39/10 and Article 123-bis, paragraph 4, of Legislative Decree No. 58/98

Management of ASTM SpA is responsible for preparing a report on operations and a report on the corporate governance and ownership structure of the Company as of 31 December 2021, including their consistency with the relevant financial statements and their compliance with the law.

We have performed the procedures required under auditing standard (SA Italia) No. 720B in order to express an opinion on the consistency of the report on operations and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98, with the financial statements of ASTM SpA as of 31 December 2021 and on their compliance with the law, as well as to issue a statement on material misstatements, if any.

In our opinion, the report on operations and the specific information included in the report on corporate governance and ownership structure mentioned above are consistent with the financial statements of ASTM SpA as of 31 December 2021 and are prepared in compliance with the law.

With reference to the statement referred to in article 14, paragraph 2, letter e), of Legislative Decree No. 39/10, issued on the basis of our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have nothing to report.

Turin, 13 April 2022

PricewaterhouseCoopers SpA

Signed by

Piero De Lorenzi
(Partner)

This report has been translated into English from the Italian original solely for the convenience of international readers



4. Consolidated Financial Statements





Consolidated Financial Statements



Consolidated Balance Sheet

(€ thousands)	Note	31 December 2021	31 December 2020
Assets			
Non-current assets			
Intangible assets	1		
goodwill		592,425	87,233
other intangible assets		17,624	21,864
concessions – non-compensated revertible assets		6,570,871	2,880,589
Total intangible assets		7,180,920	2,989,686
Tangible assets	2		
property, plant, machinery and other assets		216,156	146,686
rights of use		57,755	69,666
Total tangible assets		273,911	216,352
Non-current financial assets	3		
equity accounted investments		200,842	974,003
other equity investments		38,095	42,773
non-current derivatives with a <i>positive fair value</i>		-	-
other non-current financial assets		677,450	352,262
Total non-current financial assets		916,387	1,369,038
Deferred tax assets	4	260,280	212,101
Total non-current assets		8,631,498	4,787,177
Current assets			
Inventories and contract assets	5	432,871	361,796
Trade receivables	6	339,038	262,896
Current tax assets	7	51,594	36,566
Other receivables	8	147,891	108,003
Current derivatives with a <i>positive fair value</i>		-	-
Current financial assets	9	1,610,772	978,690
Cash and cash equivalents	10	1,343,680	879,003
Assets held for sale and discontinued operations		-	-
Total current assets		3,925,846	2,626,954
Total assets		12,557,344	7,414,131
Equity and liabilities			
Shareholders' equity			
Equity attributable to the Group	11		
share capital		31,417	64,886
reserves and earnings		735,690	2,499,080
Equity attributable to the Group		767,107	2,563,966
Equity attributable to minorities		863,134	369,359
Total Equity		1,630,241	2,933,325
Liabilities			
Non-current Liabilities			
Provisions for risks and charges	12	594,286	396,116
Employee benefits	13	45,544	42,323
Trade payables	14	304	40
Other payables and contract liabilities	15	1,486,089	188,177
Bank debt	16	1,380,834	1,015,355
Non-current derivatives with a <i>negative fair value</i>	17	29,776	17,065
Other financial liabilities	18	4,869,323	1,087,462
Deferred tax liabilities	19	134,103	4,762
Total non-current liabilities		8,540,259	2,751,300
Current liabilities			
Trade payables	20	715,975	582,047
Other payables and contract liabilities	21	493,275	365,697
Bank debt	22	678,609	656,052
Current derivatives with a <i>negative fair value</i>	23	-	8,318
Other financial liabilities	24	369,382	76,466
Current tax liabilities	25	129,603	40,926
Liabilities connected to assets held for sale and discontinued operations		-	-
Total current liabilities		2,386,844	1,729,506
Total liabilities		10,927,103	4,480,806
Total Equity and liabilities		12,557,344	7,414,131



Consolidated income statement

(€ thousands)	Note	FY 2021	FY 2020
Revenue	26		
motorway sector – operating activities	26.1	1,425,965	1,045,600
motorway sector – planning and construction activities	26.2	608,078	392,213
EPC sector	26.3	1,003,721	951,545
EPC sector – planning and construction activities	26.4	1,826	9,306
Technology sector	26.5	22,045	16,387
other	26.6	170,362	67,270
Total Revenues		3,231,997	2,482,321
Payroll costs	27	(510,164)	(442,099)
Costs for services	28	(1,396,276)	(1,107,866)
Costs for raw materials and consumables	29	(301,101)	(231,830)
Other Costs	30	(211,672)	(154,016)
Capitalised costs on fixed assets	31	564	1,274
Amortisation, depreciation and write-downs	32	(287,899)	(227,179)
Adjustment of the provision for restoration/replacement of non-compensated revertible assets	33	17,554	2,951
Other provisions for risks and charges	34	(82,792)	(30,208)
Financial income:	35		
from unconsolidated investments		5,884	807
other		35,799	17,923
Financial expenses:	36		
interest expense		(112,867)	(66,286)
other		(144,431)	(20,858)
Profit (loss) of companies accounted for with the equity method	37	(2,594)	(56,288)
Profit (loss) before taxes of continued operations		242,002	168,646
Taxes	38		
Current taxes		(164,576)	(80,254)
Deferred taxes		(3,343)	55,330
Profit (loss) for the period of continued operations		74,083	143,722
Profit (loss) for "assets held for sale" net of taxes (Discontinued Operation)			
Profit (loss) for the period		74,083	143,722
of which:			
Profit attributable to Minorities (continued operations)		72,878	34,885
Profit (Loss) for the period attributable to the Group (continued operations)		1,205	108,837
Profit attributable to Minorities (discontinued operations)		-	-
Profit (Loss) for the period attributable to the Group (discontinued operations)		-	-

Consolidated statement of comprehensive income

(€ thousands)	FY 2021	FY 2020
Profit (loss) for the period (a)	74,083	143,722
Actuarial profit (loss) on employee benefits	(1,426)	(77)
Share of other profit/(loss) of companies accounted for by the equity method	(7)	2
Profit (loss) allocated to "reserves for revaluation at fair value"	1,498	(6,151)
Capital gains from the sale of equity investments pursuant to IFRS 9	2,437	18,839
Other		
Tax effects	274	187
Profit (loss) that will not be subsequently reclassified in the Income Statement (b)	2,776	12,800
Profit (loss) allocated to "cash flow hedge reserve"	37,407	(4,721)
Profit (loss) allocated to "exchange rate difference reserve"	15,107	(14,322)
Share of other profit/(loss) of companies accounted for by the equity method	-	(131,273)
Other		
Tax effects	(5,881)	751
Profit (loss) that will be subsequently reclassified in the Income Statement when certain conditions are met (c)	46,633	(149,565)
Comprehensive income (a) + (b) + (c)	123,492	6,957
of which:		
share attributable to Minorities (continued operations)	76,150	30,235
share attributable to Shareholders (continued operations)	47,342	(23,278)
share attributable to Minorities (discontinued operations)	-	-
share attributable to Shareholders (discontinued operations)	-	-



Consolidated cash flow statement

(€ thousands)	Note	FY 2021	FY 2020
Cash and cash equivalents – opening balance		879,003	1,197,537
Change in the scope of consolidation	39	415,568	7,669
Cash and cash equivalents, adjusted – opening balance (a)		1,294,571	1,205,206
Profit (loss)		74,083	143,722
Adjustments			
Amortisation, depreciation and write-downs		287,899	227,179
Adjustment to the provision for restoration/replacement of non-compensated revertible assets		(17,554)	(2,951)
Adjustment to the provision for employee benefits		2,092	2,014
Provisions for risks		82,792	30,208
(Profit) loss of companies accounted for by the equity method (net of dividends collected)		6,782	57,125
Other non-cash (income)/expenses		64,992	(69,972)
Capitalisation of financial expenses		(35,850)	(16,425)
<i>Operating Cash Flow (I)</i>		<u>465,236</u>	<u>370,900</u>
Net change in deferred tax credits and liabilities		2,391	17,450
Change in net working capital			
<i>Inventories and contract assets</i>		(61,471)	(58,103)
<i>Trade receivables</i>		4,787	35,104
<i>Current tax assets</i>		2,809	(5,661)
<i>Other receivables</i>		18,000	25,744
<i>Trade payables</i>		37,654	115,010
<i>Other payables and contract liabilities</i>		(20,563)	5,967
<i>Current tax liabilities</i>		68,113	(13,824)
Other changes from operating activities		(5,335)	(15,640)
<i>Change in net working capital and other changes (II)</i>		<u>46,385</u>	<u>106,047</u>
Cash generated (absorbed) by operating activities (I+II) (b)		511,621	476,947
Investments in revertible assets		(609,904)	(410,001)
Divestiture of revertible assets		-	-
Grants related to revertible assets		9,134	6,204
<i>Net investments in revertible assets (III)</i>		<u>(600,770)</u>	<u>(403,797)</u>
Net investments in property, plant, machinery and other assets		(11,068)	(19,460)
Net investments in intangible assets		(2,366)	(2,543)
Net divestiture in property, plant, machinery and other assets		2,846	4,563
Net divestiture of intangible assets		239	338
<i>Net investments in intangible and tangible assets (IV)</i>		<u>(10,349)</u>	<u>(17,102)</u>
(Investments)/Divestiture in non-current financial assets - equity investments		(342,079)	(191,275)
(Investments)/Divestiture in non-current financial assets		(26,227)	1,594
<i>Net investments in non-current financial assets (V)</i>		<u>(368,306)</u>	<u>(189,681)</u>
Cash generated (absorbed) by investment activity (III+IV+V) (c)		(979,425)	(610,580)
Net change in bank debt		(326,656)	223,378
Change in other financial liabilities		2,791,817	(552,953)
(Investments)/Divestiture in other financial assets		11,215	171,355
Changes to equity attributable to minorities		(12,013)	-
(Purchase)/sale of treasury shares		(1,883,535)	(11,658)
Changes in equity attributable to Shareholders		(53,207)	-
Dividends (and interim dividends) distributed by the Parent Company		-	-
Dividends (and interim dividends) distributed by Subsidiaries to minority interests		(10,708)	(22,692)
Cash generated (absorbed) by financial activity (d)		516,913	(192,570)
Cash and cash equivalents – closing balance (a+b+c+d)		1,343,680	879,003

Additional information for Consolidated Cash Flow Statement

(€ thousands)	FY 2021	FY 2020
Taxes paid during the period	62,164	77,430
Financial expenses paid during the period	98,483	69,783



Statement of changes in shareholders' equity

<i>(€ thousands)</i>	Share capital	Legal reserve	Other reserves	Retained earnings (losses)	Equity attributable to the Group	Equity attributable to minorities	Total Shareholders' equity
1 January 2020	65,274	10,538	126,484	2,400,565	2,602,861	357,016	2,959,877
Allocation of profits	-	3,513	-	(3,513)	-	-	-
Dividend distribution	-	-	-	-	-	(22,692)	(22,692)
Purchase/sale of treasury shares	(388)	-	388	(11,658)	(11,658)	-	(11,658)
Change in the scope of consolidation	-	-	(24)	(661)	(685)	1,263	578
Acquisition of minorities and other changes	-	-	-	(3,273)	(3,273)	3,537	263
Comprehensive income	-	-	(149,691)	126,412	(23,279)	30,235	6,957
31 December 2020	64,886	14,051	(22,843)	2,507,872	2,563,966	369,359	2,933,325
<i>(€ thousands)</i>	Share capital	Legal reserve	Other reserves	Retained earnings (losses)	Equity attributable to the Group	Equity attributable to minorities	Total Shareholders' equity
1 January 2021	64,886	14,051	(22,843)	2,507,872	2,563,966	369,359	2,933,325
Allocation of profits	-	-	-	-	-	-	-
Dividend distribution	-	-	-	(964)	(964)	(9,744)	(10,708)
Purchase/sale of treasury shares	-	-	-	-	-	-	-
Change in the scope of consolidation	-	-	155,429	(110,799)	44,630	428,243	472,873
Acquisition of minorities and other changes	(33,469)	-	(2,824)	(1,851,574)	(1,887,867)	(874)	(1,888,741)
Comprehensive income	-	-	43,817	3,525	47,342	76,150	123,492
31 December 2021	31,417	14,051	173,579	548,060	767,107	863,134	1,630,241



Principles of consolidation, valuation criteria and explanatory notes



General information

ASTM S.p.A. is a joint-stock company incorporated in Italy at the Turin Business Register. The Company's registered office is at Corso Regina Margherita 165 – Turin (Italy). Pursuant to the Articles of Association, the duration of the Company is established to 31 December 2070.

ASTM S.p.A. is subject to management and coordination by Nuova Argo Finanziaria S.p.A., the ultimate parent company is Aurelia S.r.l.

ASTM S.p.A. operates in Italy as an industrial holding company and through its subsidiaries, mainly in the management of motorway networks under concession, in the planning and construction of major infrastructure works and in technology applied to transport mobility. The main activities of the company and its subsidiaries are indicated in the descriptive section in the Management Report.

The bond loans issued as part of the Company's Euro Medium-Term Notes (EMTN) programme are traded on Euronext Dublin, the regulated market managed by Irish Stock Exchange plc. As of today ASTM qualifies as an issuer of securities admitted for trading on a regulated market of a Member State of the European Union, therefore, despite the delisting that occurred as of 4 June 2021, ASTM has kept the nature of Entity of Public Interest under the terms of the current legislation.

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

Pursuant to art. 5, paragraph 2 of Legislative Decree no. 38 of 28 February 2005 and in accordance with paragraph 46 of IAS 1, these consolidated financial statements have been prepared in thousands of euro.

The consolidated financial statements of the ASTM Group were favourably examined and approved by the Board of Directors of ASTM S.p.A. on 25 March 2022.

Preparation criteria and contents of the consolidated financial statements

The 2021 annual consolidated financial statements have been prepared on a going concern basis since there is reasonable expectation that the ASTM Group will continue its business operations in the foreseeable future and in any case for a time period greater than 12 months.

Based on the provisions of art. 3, paragraph 1 of Legislative Decree no. 38 of 28/2/2005, these Consolidated Financial Statements were prepared in accordance with the **main international accounting standards (IFRS)** issued by the International Accounting Standards Board (IASB) and approved by the European Commission. IFRS means all revised international accounting standards ("IAS") and all interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), formerly the Standing Interpretations Committee ("SIC"). Consequently, the comparative data referring to the previous period also comply with the cited accounting standards.

The consolidated financial statements comprise the BALANCE SHEET, the income statement, the statement of comprehensive income, 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". 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 and scope of consolidation

Principles of consolidation

This consolidated financial statements include, in addition to the financial statements of the parent company, ASTM S.p.A., the reporting package prepared by each of the subsidiaries as of the reporting date, in compliance with the IFRS adopted by the Group. 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 results. 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. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. The classification of ASTM Group agreements is based on analysis of the contractual rights and obligations. In particular, based on current agreements, the ASTM Group holds rights to net assets of the agreement classified as "interests in joint ventures" (accounted for using the "equity method") or in "joint operations" (recognising the quota of rights and obligations of the holder in the annual financial statements).

Companies over which "significant influence" is exercised are assessed according to the "equity method". Significant influence is the power to participate in the financial and operating decisions of the investee but is not control or joint control of those policies. Significant influence is presumed when the Group holds at least 20% of the voting rights.

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

* * *

Consolidation on a "line-by-line basis"

In brief, consolidation on a line-by-line basis involves taking the assets and liabilities, costs and revenue of the consolidated companies, regardless of the amount of equity investment held, and attributing to minority shareholders the share of profits and reserves applicable to them in a dedicated heading of Shareholders' Equity called "Equity attributable to minorities".

The main consolidation adjustments made were the following:

1. Elimination of the carrying amount of equity investments consolidated on line-by-line basis and the corresponding fractions of shareholders' equity attributing the current value as at the date of acquiring control to the individual elements of the statement of financial position; 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 equity investments 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 activities 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 equity investments with the "equity method"

The equity investments are 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 equity investment is subject to an impairment test. The acquisition cost is attributed to the pro-rata share of the fair value of the identifiable assets and liabilities of the associated companies or joint ventures, and the difference as goodwill. 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 relating to other changes to the statement of comprehensive income of the investee other than transactions with shareholders, which are entered directly in the statement of comprehensive income of the Group. For any losses exceeding the book value of the equity 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 equity investment.



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.	10144 Turin - Corso Regina Margherita, 165

Subsidiaries – consolidated on a "line-by-line basis"

Name	Registered office		Share capital	% mediated	% of the group ⁽¹⁾
Igli do Brasil Participações Ltda	Sao Paolo (Brasil) - Rua Gomes de Carvalho no. 1510	<i>Reais</i>	1,901,913,422	100.00	100.00
IGLI S.p.A.	15057 Tortona (AL) – Corso Romita, 10		37,130,000	100.00	100.00
ASTM North America Inc.	10965 Pearl River New York (USA) - 1 Blue Hill Plaza, 16th Floor	<i>Usd</i>	10,500,000	100.00	100.00
SINA S.p.A.	20135 Milan - Viale Isonzio 14/1		10,140,625	100.00	100.00
Siteco Informatica S.r.l., sole proprietorship	20135 Milan - Viale Isonzio 14/1		10,000	100.00	100.00
Autostrada Albenga-Garessio-Ceva S.p.A. ⁽²⁾	12100 Cuneo - Corso Giolitti 17		600,000	99.87	100.00
SATAP S.p.A.	10144 Turin - Via Bonzanigo, 22		158,400,000	99.87	99.87
Crispi S.c.a r.l., with single shareholder, in liquidation	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		10,000	99.17	100.00
CRZ01 S.c.ar.l., in liquidation	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		10,000	99.17	100.00
ITINERA S.p.A.	15057 Tortona (AL), Via Balustra 15		232,834,000	99.17	100.00
Itinera USA CORP	Camden (Delaware) - 2140 Dupont Highway Street	<i>Usd</i>	55,100,000	99.17	100.00
Marcallo S.c.a r.l.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		50,000	99.17	100.00
SEA Segnaletica Stradale S.p.A.	15057 Tortona (AL) - Regione Ratto		500,000	99.17	100.00
Sinergie S.c.ar.l. in liquidation	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		10,000	99.17	100.00
Società Attività Marittime S.p.A. (SAM S.p.A.)	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		500,000	99.17	100.00
Società di Progetto Concessioni del Tirreno S.p.A.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		100,000	99.17	100.00
Urbantech S.r.l.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		130,907	99.17	100.00
Storstroem Bridge JV I/S	4760 Vordingborg (Denmark) - Brovejen 16		-	99.16	99.99
Torre di Isola S.c. a r.l.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		10,000	99.07	99.90
Itinera Construções LTDA	Sao Paolo (Brasil) - Vila Nova Conceicao - Rue Doutor Eduardo De Souza Aranha		10,000,000	99.04	100.00
Cornigliano 2009 S.c.a r.l.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		10,000	98.97	99.80
Euroimpianti S.p.A.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		5,000,000	97.94	100.00
ECS MEP Contractor I/S	Industriparken 44A, 1st floor, 2750 Ballerup, Denmark		-	97.93	99.99
Argo Costruzioni Infrastrutture S.c.p.a.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		130,000	97.93	100.00
Sinelec S.p.A.	15057 Tortona (AL) - S.P. 211 della Lomellina 3/13 – Loc. San Guglielmo		7,383,435	97.88	100.00
Sinelec USA Inc	New York, NY 10022 (USA) - 509 Madison Avenue, Suite 1510	<i>Usd</i>	50,000	97.88	100.00
Lambo S.c.ar.l.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		200,000	96.40	97.21
Agognate S.c.ar.l. in liquidation	15057 Tortona (AL) - Strada Privata Ansaldo, 8		10,000	96.08	96.90
Biandrate S.c.ar.l. in liquidation	15057 Tortona (AL) - Strada Privata Ansaldo, 8		10,000	96.08	96.90
Finanziaria di Partecipazioni e Investimenti S.p.A.	15057 Tortona (AL) - S.P. 211 della Lomellina 3/13 – Loc. San Guglielmo		22,680,725	95.23	100.00
Logistica Tirrenica S.p.A.	55041 Lido di Camaione (LU) - Via Don E. Tazzoli, 9		12,000,000	95.23	100.00
Società Autostrada Ligure Toscana p.A.	55041 Lido di Camaione (LU) - Via Don E. Tazzoli, 9		160,300,938	95.23	95.23
Taranto Logistica S.p.A.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		13,000,000	95.21	96.00
Tubosider S.p.A.	12066 Monticello d'Alba (CN) - s.s. 231 8/A		10,000,000	89.25	90.00
SINTEC S.c.ar.l.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		10,000	85.50	100.00
Diga Alto Cedrino S.c.a r.l. in liquidation	15057 Tortona (AL) - Via Balustra 15		50,000	79.34	80.00
Halmar International LLC	421 East Route 59 - Nanuet, NY 10954-2908 AA	<i>Usd</i>	52,080,000	79.34	80.00
Halmar International Trucking Inc	421 East Route 59 - Nanuet, NY 10954-2908 AA		-	79.34	100.00
Halmar Transportation System LLC	421 East Route 59 - Nanuet, NY 10954-2908 AA		-	79.34	100.00
HIC Insurance Company Inc.	421 East Route 59 - Nanuet, NY 10954-2908 AA	<i>Usd</i>	200,000	79.34	100.00
MAZZE' S.c.ar.l.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		10,000	79.34	80.00
Sistemi e Servizi S.c.ar.l.	15057 Tortona (AL) - S.P. 211 della Lomellina 3/13 – Loc. San Guglielmo		100,000	76.60	80.00
Lanzo S.c.ar.l.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		10,000	74.38	75.00
A.T.I.V.A. S.p.A. - Autostrada Torino-Ivrea-Valle d'Aosta	10156 Turin - Strada della Cebrosa, 86		44,931,250	72.34	72.34
Autostrada dei Fiori S.p.A.	18100 Imperia - Via della Repubblica 46		325,000,000	69.61	73.00
Società Autostrade Valdostane S.A.V. - S.p.A.	11024 Chatillon (AO) - Strada Barat 13		24,000,000	69.56	71.28
Musinet Engineering S.p.A.	10149 Torino - Corso Svizzera, 185		520,000	66.92	100.00
RO.S.S. - Road Safety Services S.r.l.	10059 Susa (TO) - Via San Giuliano 2/A		100,000	66.92	100.00
Sitaffa S.p.A.	10050 Bruzolo (TO) - Via Lago, 11		520,000	66.92	100.00
Società Italiana Traforo Autostradale del Frejus S.p.A. - S.I.T.A.F. S.p.A.	10059 Susa (TO) - Fraz. San Giuliano 2		65,016,000	66.92	67.22
Tecnositaf S.p.A.	10149 Torino - Corso Svizzera, 185		520,000	66.92	100.00
Tecnositaf L.L.C.	Moscow, Russia - Presnenskaya Naberezhnaja 6 Bld.2 12 Floor Office no. 8	<i>Rub</i>	300,000	66.85	99.90
Si.Co.Gen. S.r.l.	10156 Torino - Strada della Cebrosa 86		260,000	65.51	85.00
Safe Roads S.c.ar.l.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		10,000	64.45	65.84
Seranti S.c.ar.l.	10059 Susa, Via San Giuliano 2A		3,000	63.57	95.00
Sicustrada S.c.ar.l.	10059 Susa, Via San Giuliano 2A		2,000	63.57	95.00
Autostrada Asti-Cuneo S.p.A.	187 Rome - VIA XX Settembre 98/E		200,000,000	61.89	65.00
CERVIT Impianti Tecnologici Consortile a Responsabilità Limitata (C.I.T. S.c.ar.l.)	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		10,000	60.52	61.79
Consorzio Sintec	20135 Milan - Viale Isonzio 14/1		20,000	60.00	60.00
S.G.C. S.c.ar.l., in liquidation	15057 Tortona (AL) - Strada Statale per Alessandria 6/A		10,000	58.76	60.00
Atlantic Coast Foundations LLC	421 East Route 59 - Nanuet, NY 10954-2908 AA		-	55.54	70.00
Edilrovaccio 2 S.r.l., in liquidation	10144 Turin - Via Bonzanigo 22		45,900	53.36	60.00
Anish Empreendimentos e Participacoes Ltda	Brasil - Rua Gomes de Carvalho, 1510, Conjunto 32 - Vila Olímpia - São Paulo - SP - CEP 04547-005	<i>BRL</i>	85,422,720	51.23	100.00
Argovias Administração e Participações S.A.	Brasil - Rua Jaime Ribeiro da Luz, 971 Sala 32 - Santa Monica - Uberlândia - MG - CEP 38408-188	<i>BRL</i>	731,249,730	51.23	100.00
Concessionária das Rodovias Ayrton Senna e Carvalho Pinto S.A. – Ecopistas	Brasil - Rodovia Ayrton Senna Km 32 Pista Oeste - Rio Abaixo - Itaquaquecetuba - CEP 08578-010	<i>BRL</i>	687,664,883	51.23	100.00
Concessionaria do Rodaoanel Norte S.A. - Ecorodoanel	Brasil - Rodovia dos Imigrantes km 28.5 1º Andar Sala 01 - Alvarenga - São Bernardo do Campo - SP - CEP 09845-000	<i>BRL</i>	47,626,000	51.23	100.00
Concessionária Ecovia Caminho Do Mar S.A.	Brasil - Rodovia BR 277 Km 60.5 - Borda do Campo - São José dos Pinhais - PR - CEP 83075-000	<i>BRL</i>	163,641,000	51.23	100.00
Concessionaria Ecovias do Cerrado S.A.	Brasil - Rua Sintra, 50 Sala 01 - Granja Marileuza - Uberlândia - MG - CEP 38406-643	<i>BRL</i>	622,406,625	51.23	100.00



Name	Registered office	Share capital	% mediated	% of the group ⁽¹⁾
Concessionária Ecovias dos Imigrantes S.A.	Brasil - Rodovia dos Imigrantes SP 160 Km 28.5 - Jardim Represa - São Bernardo do Campo - SP - CEP 09845-000	BRL 302,547,397	51.23	100.00
Concessionaria Ponte Rio-Niteroi SA - Ecoponte	Brasil - Rua Mário Neves, 1 - Ilha da Conceição - Niterói - RJ - CEP 24050-290	BRL 147,367,960	51.23	100.00
Eco050 – Concessionária de Rodovias S.A.	Brasil - Rua Sintra, 50 - Granja Marileuza - Uberlândia - MG - CEP 38406-643	BRL 656,000,000	51.23	100.00
ECO101 Concessionaria de Rodovias S.A.	Brasil - Avenida Coronel Nunes BR 101 Km 264 - Laranjeiras - Serra - ES - CEP 29160-000	BRL 900,500,100	51.23	100.00
Eco135 Concessionaria de Rodovias S.A.	Brasil - Avenida Bias Fortes, 2007 - Tibira - Curvelo - MG - CEP 35790-000	BRL 56,923,987	51.23	100.00
Ecopatio Logística Cubatão Ltda	Brasil - Rodovia Cônego Domenico Rangoni, km 263, s/n - Parque Industrial - Cubatão - SP - CEP 11573-000	BRL 161,286,666	51.23	100.00
Ecoporto Santos S.A.	Brasil - Avenida Engenharia Antonio Alves Freire, s/n - Cais do Saboo Ponto 4 - Saboo - Santos - SP - CEP 11013-000	BRL 1,084,613,933	51.23	100.00
Ecorodovias Concessões e Serviços S.A.	Brasil - Rodovia dos Imigrantes SP 160 Km 28.5 1ª e 2ª andares - Jardim Represa - São Bernardo do Campo - SP - CEP 09845-000	BRL 2,086,714,537	51.23	100.00
EcoRodovias Infraestrutura e Logística S.A.	Brasil - Rua Gomes de Carvalho, 1510 31/32 Villa Olimpia	BRL 2,054,305,390	51.23	51.23
EIL 01 Participações S.A.	Brasil - Rua Gomes de Carvalho, 1510, Conjunto 31 - Vila Olimpia - São Paulo - SP - CEP 04547-005	BRL 1,099	51.23	100.00
EIL 04 S.A.	Brasil Rua Gomes de Carvalho, 1510, Conjuntos 31/32, Sala 02 - Vila Olimpia - São Paulo - SP - CEP 04547-005	BRL 3,000	51.23	100.00
ELG 01 Participações Ltda	Rua Gomes de Carvalho, 1510 - 3ª Andar - Vila Olimpia - São Paulo - SP - CEP 04547-005	BRL 87,388,520	51.23	100.00
Empresa Concessionaria de Rodovias do Sul SA - Ecosul	Brasil - Rodovia BR 116 Km 511 - Retiro - Pelotas - RS - CEP 96070-560	BRL 17,755,000	51.23	100.00
Paquetá Participacoes Ltda	Brasil - Rua Gomes de Carvalho, 1.510, Conjunto 32, Vila Olimpia, São Paulo – São Paulo – CEP 04547-005	BRL 13,150,489	51.23	100.00
Rodovia das Cataratas S.A. - Ecocataratas	Brasil - Rodovia BR 277 Km 582 - Pavan - Cascavel - PR - CEP 85818-560	BRL 250,968,261	51.23	100.00
Termares - Terminais Marítimos Especializados Ltda	Brasil - Cais do Saboo, s/n, Ponto 1 - Saboo - Santos - SP - CEP 11085-901	BRL 44,698,068	51.23	100.00
Società di Progetto Autovia Padana S.p.A.	15057 Tortona (AL) - SP 211 della Lomellina 3/13	163,700,000	50.94	51.00
Ramonti S.c.ar.l., in liquidation	15057 Tortona (AL) - Strada Statale per Alessandria 6/A	10,000	50.58	51.00
Ponte Meier S.c.ar.l.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A	10,000	49.95	51.00
Partecipazione Roma Sud S.c.ar.l.	14100 Asti - Corso Torino, 236	10,000	49.18	55.10
Halmar International LLC/LB Electric Co JV	421 East Route 59 - Nanuet, NY 10954-2908 AA	-	47.60	60.00
Halmar/A Servidone - B Anthony Llc	421 East Route 59 - Nanuet, NY 10954-2908 AA	Usd 1,600,000	47.60	60.00
Potomac Yard Constructors JV	421 East Route 59 - Nanuet, NY 10954-2908 AA	-	47.60	60.00
Ashlar Structural LLC	421 East Route 59 - Nanuet, NY 10954-2908 AA	Usd 400,000	39.67	50.00
HINNS JV	421 East Route 59 - Nanuet, NY 10954-2908 AA	-	39.67	50.00
Concessionária Ecovias do Araguaia S.A.	Brasil - Rua Coronel Batista, nº 415, 8 andar, sala 801, Centro, Edifício London Office, Anápolis – Goiás – CEP 75020-080	BRL 1,922,550,917	33.30	100.00
Holding do Araguaia S.A.	Brasil - Rua Gomes de Carvalho, 1510, Conjuntos 31/32, Sala 02 - Vila Olimpia - São Paulo - SP - CEP 04547-005	BRL 612,883,152	33.30	65.00

(1) The percentage indicates the sum of percentages of equity investments held by individual companies of the Group.

(2) Net of treasury shares held by the company.

List of Joint Operations

Name	Registered office	% mediated	% of the group
KOGE HPT I/S	Ballerup, Industriparken 44 A CAP 2750, Denmark	79.34	80.00
Itinera-Agility JV	Emirate of Abu Dhabi, UAE	74.38	75.00
JV Itinera Cimolai	Gabarone - Republic of Botswana	71.63	72.23
Itinera Ghantoot JV	Emirate of Abu Dhabi, UAE	49.59	50.00
Baixada Santista Consortium	Av antonio bernardo, 3951, conj residencial hmaita, são vicente/sp, cep 11349-380	49.52	50.00
Cons. Binario Porto de Santos	Rodovia Anchieta, S/N, Km 64 e 65, Bairro Alemao, municipio de Santos, Estado de Sao Paulo (SP) - Brasil	49.52	50.00
MG-135 Consortium	Avenida Dom Pedro II, numero 801, Bairro Centro, Municipio de Curvelo, Estado de Minas Gerais (MG) - Brasil	49.52	50.00
Consorcio BR-050	Avenida José Severino, n. 3050, Lotamento Santa Terezinha Quadra 66 Citade de Catalo, Estado de Gois - Brazil	49.52	50.00
Consorcio Alças da Ponte	Rua General Sampaio, 42, sala 201, Caju, Rio de Janeiro/rj, cep 20931-050	49.52	50.00
Consultoria - Novos Negocios	Rodovia Dos Imigrantes-SP160, S/N, Km28,5, sala 01 Anexo dtc, Jardim represa, Sao Bernardo do Campo/SP - Brasil	49.52	50.00
Consultoria - ECO135	AV DOM Pedro II, 801, Centro, Curvelo/MG - Brasil	49.52	50.00
Consórcio PSG	Rua Dortor Eduardo de Souza Aranha, 387, Andar 1, Conj 12, sala 05, Vila Nova Conceicao, São paulo/sp - cep 04543-121	49.52	50.00
Consorcio SP-070	Rua Coronel Gomes Nogueira, 211 - Centro, Taubaté - San Paolo, Brazil	49.52	50.00
Odense HPT JV I/S	5000 Odense C (Denmark) - Kochsgade, 31D	48.59	49.00
Consorcio nn Engenharia e Consultoria	Brasil - Sao Bernardo Do Campo - Alvarenga - Km 28.5 Anexo Dtc Sala 01 - Rod Dos Imigrantes	49.52	50.00
Arge H51	A110 Vienna, Absberggasse 47, Austria	44.62	44.99
3RD Track Constructors - Joint Operation	New York (USA) - 810 Seventh Avenue, 9th floor	18.25	23.00
TELT SEP JV	Laurade Parc D Activite Laurade 13103 Saint-Etienne-Du-Gres (France)	24.79	25.00



List of equity investments in jointly controlled entities and associated companies accounted for by the "equity method"

Name	Registered office	Share capital	% of the group ⁽¹⁾
Jointly-controlled equity investments			
Grugliasco S.c.ar.l.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A	10,000	60.600
CERVIT S.c.ar.l.	41012 Carpi (MO) - Via Carlo Marx, 101	10,000	51.000
Federici Stirling Batco LLC	Muscat (Oman) - P.O. BOX 1179 Al Athaiba, 130	Ria 300,000	34.300
Associated equity investments			
Aurea S.c.ar.l.	20124 Milan - Via Fabio Filzi, 25	10,000	99.00
Halmar / Railworks JV	421 East Route 59 - Nanuet, NY 10954	-	52.00
Colmeto S.c.ar.l.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A	10,000	51.00
Consorzio Siciliano Lavori Ferroviari - Con.Si.L.Fer.	144 Rome - Via Indonesia, 100	5,164	50.00
Lissone S.c.ar.l. in liquidation	20147 Milano - Via Marcello Nizzoli, 4	10,000	50.00
Malco S.c.ar.l.	36100 Vicenza - Viale dell'Industria, 42	10,000	50.00
Mill Basin Bridge Constructors	421 East Route 59 - Nanuet, NY 10954-2908 AA	USD 12,755	50.00
Ponte Nord S.p.A.	43121 Parma - Via Anna Maria Adorni	1,667,000	50.00
Transenergia S.r.l.	10144 Turin - Via Bonzanigo, 22	1,022,661	50.00
Tuborus LLC	Building 8A Zubkova Street, Ryazan, Russia	Rub 65,850,000	50.00
Tunnel Frejus S.c.ar.l.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A	50,000	50.00
ATIVA Immobiliare S.p.A. ⁽²⁾	10156 Turin - Strada della Cebrosa, 86	1,100,000	50.00
Tangenziali Esterne Milano (TEM)	20124 Milan - Via F. Filzi 25	220,344,608	49.99
Interconnessione S.c.ar.l.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A	10,000	49.90
CONSEPI S.p.A. (Consusa S.r.l.)	10059 Susa (TO) - Via Torino, 127	1,788,001	49.16
CMC Itinera JV S.c.p.A.	48122 Ravenna - Via Trieste 76	100,000	49.00
Letimbro S.c.ar.l. in liquidation	15057 Tortona (AL) - Strada Statale per Alessandria 6/A	100,000	49.00
Rivalta Terminal Europa S.p.A.	15057 Tortona (AL) - Strada Savonesa 10R Frazione Rivalta Scriveria	14,013,412	48.25
Smart Mobility Systems S.c.ar.l. (SMS S.c.ar.l.)	15057 Tortona (AL) - Strada Statale per Alessandria 6/A	10,000	45.50
Eteria consorzio stabile S.c.ar.l.	187 Rome - Via Bissolati 76	550,000	45.45
Consorzio Telese S.c.ar.l.	195 Rome - Via Pietro Borsieri 2/a	10,000	45.30
Asci Logistik GMBH	THALERHOFSTRASSE 88 8141 PREMSTATTEN	35,000	45.00
Atifon S.c.ar.l.	Corso Torino 236, Asti (Italy)	10,000	45.00
Cis Beton GMBH	THALERHOFSTRASSE 88 8141 PREMSTATTEN	35,000	45.00
Mose Bocca di Chioggia S.c.ar.l.	35127 Padua - Via Belgio, 26	10,000	42.50
Vetivaria S.r.l.	20129 Milan - Via Spallanzani Lazzaro, 6	72,000	40.33
Mose Operae S.c.ar.l.	35127 Padua - Via Belgio, 26	10,000	40.22
COVA S.c.ar.l.	40122 Bologna - Viale Antonio Silvani, 6	10,000	40.00
SP01 società consortile a responsabilità limitata	10128 Turin - Via Vincenzo Vela, 42	10,000	40.00
CTE - Consorzio Tangenziale Engineering in liquidation	20127 Milan - Via Girolamo Vida, 11	20,000	39.99
Fondo Valle S.c.ar.l. in liquidation	15057 Tortona (AL) - Strada Privata Ansaldo, 8	10,000	39.33
Tessera S.c.ar.l. in liquidation	15057 Tortona (AL) - Strada Statale per Alessandria 6/A	10,000	39.24
A10 S.c.ar.l.	40122 Bologna - Viale Antonio Silvani, 6	10,000	37.48
SITRASB S.p.A.	11010 - Saint Rhemy en Bosses (AO) - Località Praz-Gentor Brasil - São Paulo - SP - Rua Doutor Eduardo de Souza Aranha, 387 - Conjunto 11, Sala 1, 1º Andar - Vila Nova Conceição	11,000,000	36.50
Monotrilho Linha 18 Bronze		BRL 38,000,000	35.77
S.A.C. S.c.r.l. Consortile, in liquidation	90044 Carini (PA) - S.S. 113 Zona Industriale	10,329	35.00
Consorzio Costruttori TEEM in liquidation	15057 Tortona (AL) - Strada Statale per Alessandria 6/A	10,000	34.99
Galeazzi Impianti S.c.ar.l.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A	10,000	34.00
Consorzio Cannello-Frasso Telesino - CONSORZIO			
CFT	43121 Parma - Via Madre Anna Maria Adorni, 1	15,000	33.33
Frasso S.c.a.r.l.	43121 Parma - Via Madre Anna Maria Adorni 1	15,000	33.00
Autostrada Nogare Mare Adriatico S.c.p.A. in liquidation	20129 Milan - Via Goffredo Mameli, 11	120,000	29.00
Interporto di Vado I.O. S.p.A.	17047 Vado Ligure (SV) - Via Trieste, 25	3,000,000	28.00
S.A.BRO.M - Autostrada Broni Mortara S.p.A.	20142 Milan - Via dei Missaglia 97	28,902,600	26.84
Consorzio Autostrade Italiane Energia	159 Rome - Via Alberto Bergamini, 50	113,949	26.48
Brescia Milano Manutenzioni S.c.ar.l.	10082 Courgnè (TO) - Località Bandone 1/G	10,000	26.00
Confederazione Autostrade S.p.A. in liquidation	37135 Verona - Via Flavio Gioia, 71	50,000	25.00
Darsene Nord Civitavecchia S.c.ar.l.	193 Rome - Piazza Fernando de Lucia, 65	20,000	25.00
Tangenziale Esterna S.p.A.	20124 Milan - Via F. Filzi 25	464,945,000	24.46
C.I.M. S.p.A. - Novara - Centro Interportuale Merci	28100 Novara - Via Carlo Panseri, 118	24,604,255	24.31
Mose TREPORI S.c.ar.l.	35127 Padua - Via Belgio, 26	10,000	22.54
IGEA Romagna S.c.ar.l.	48121 Ravenna - Via Pier Traversari, 63	20,000	20.33
Formazza S.c.ar.l., in liquidation	15057 Tortona (AL) - Strada Privata Ansaldo, 8	10,200	20.00
ROAD LINK HOLDINGS Ltd.	Northumberland - Stocksfield - NE43 7TN	GBP 1,000	20.00

⁽¹⁾ The percentage indicates the sum of percentages of equity investments held by individual companies of the Group.

⁽²⁾ Net of treasury shares held by the company.



List of other equity investments

Name	Registered office	Share capital	% of the group ⁽¹⁾
DAITA S.c. a r.l.	93100 Caltanissetta (CL) - Via Napoleone Colajanni 314/E	10,328	80.00
Siteco BG ODD	Sofi Kniaz Boris I 55, Sofia, Bulgaria	5,215	48.99
Abesca Europa S.r.l.	23017 Morbegno (SO) - Via Vanoni, 24	100,000	19.52
iOne Solutions S.r.l.	15057 Tortona (AL) - Corso Romita, 10	10,200	19.00
Codelfa S.p.A.	15057 Tortona (AL) - Strada Statale per Alessandria 6/A	2,500,000	16.42
Autostrade centro padane S.p.A.	26100 Cremona - Via Colletta 1	30,000,000	11.10
C.R.S. S.r.l. in liquidation	30172 Mestre (VE) - Piazza Leonardo da Vinci 8/A	26,850	11.08
CSI CON SERV ING in liquidation	37121 Verona - Via Carlo Cattaneo, 20	10,000	11.00
Passante Dorico S.p.A.	20142 Milan - Via dei Missaglia, 97	24,000,000	11.00
Pedelombarda S.c.p.A.	20142 Milan - Via dei Missaglia, 97	5,000,000	11.00
Cons. Costr. Veneti San Marco	35121 Padua - Via Trieste, 32	51,646	10.00
Part.SAV AQ Scarl	11064 Pontey (AO), Italy - Loc. Cretaz Boson, 13	10,000	10.00
United Operator	Moscow Russia - 6 Presnenskaya Naberezhnaya, bldg. 2 123112	10,000	10.00
SPEDIA S.p.A., in liquidation	19136 La Spezia - Via delle Pianazze, 74	2,413,762	7.97
Agenzia di Pollenzo S.p.A.	12042 Bra (CN) - Piazza Vittorio Emanuele 13 - Frazione Pollenzo	24,319,920	6.05
Restart SIIQ (former AEDES S.p.A.)	20144 Milan - Via Tortona, 37	5,004,129	5.30
Tunnel Gest S.p.A.	36057 Arcugnano (VI) - Via dell'Industria, 2	500,000	5.00
Interporto Rivalta Scrivia S.p.A.	15057 Tortona (AL) - Strada Savonese 12/16 Frazione Rivalta Scrivia	11,848,200	4.34
EuroLink S.c.p.A.	20142 Milan - Via dei Missaglia, 97	150,000,000	2.00
PST S.p.A. (Parco Scientifico e Tecnologico)	15057 Tortona (AL) - Strada Comunale Savonese, 9 Frazione Rivalta Scrivia	5,271,936	1.96
PARTECIPAZIONE ALES TECH S.r.l.	56127 Pisa - Piazza San Paolo all'Orto 10	4,209	1.17
MN 6 S.c.ar.l.	80142 Naples - Via G. Ferraris, 101	51,000	1.00
Digitalog S.p.A.	198 Rome - Via Po, 12	1,142,000	0.90
SO.GE.A.P. Aeroporto di Parma Società per la gestione S.p.A.	43126 Parma - Via Licinio Ferretti 50/A	17,892,636	0.76
AEDES SIIQ S.p.A.	20144 Milan - Via Tortona, 37	221,623,142	0.71
Compagnia Aerea Italiana S.p.A.	54 Fiumicino (Rome) - Piazza Almerico da Schio PAL. RPU	3,526,846	0.40
Interporto Toscano A. Vespucci S.p.A.	57010 Collesalvetti (LI) - Strada Prima 5 - Frazione Guasticce	29,123,179	0.35
Consorzio Topix	10123 Turin, Via Maria Vittoria, 38	1,499,000	0.31
Turismo Torino e Provincia	10123 Turin, Via Maria Vittoria, 19	-	0.29
CE.P.I.M. S.p.A. (CENTRO PADANO INTERSCAMBIO MERCI SPA)	43010 Fontevivo (PR) - Piazza Europa, 1	6,642,928	0.21
PLC S.p.A. (former Industria e Innovazione S.p.A.)	20123 Milan - Via Lanzone, 31	27,026,480	0.21
Milano Depur S.p.A. in liquidation	20141 Milan - Via Lampedusa 13	1,900,000	0.10
Vettabbia S.c.a.r.l. in liquidation	20141 Milan - Via Lampedusa, 13	100,000	0.10
Banca Alpi Marittime Credito cooperativo CARRU'	12061 Carrù (CN) - Via Stazione, 10	14,358,170	0.07
Mediobanca S.p.A.	20121 Milan - Via Enrico Cuccia, 1	443,640,007	0.03
Argentea Gestioni S.c.p.A.	25126 Brescia - Via Somalia, 2/4	120,000	0.03
Assicurazioni Generali S.p.A.	34132 Trieste - Piazza Duca degli Abruzzi, 2	1,581,069,241	0.02
C.A.F. dell'Industria dell'Emilia-Romagna S.p.A.	40124 Bologna - Via San Domenico, 4	377,884	0.01
Società Cooperativa Elettrica Gignod - C.E.G.	11020 Saint Christophe (AO) - Rue Croix-Noire, 61 - Loc. La Croix-Noire	279,450	0.01
Banco BPM società per azioni	20121 Milan - Piazza Filippo Meda, 4	7,100,000	0.01
Banca CA.RI.GE. S.p.A.	16123 Genoa - Via Cassa di Risparmio, 15	1,343,570,814	0.00
Astaldi	156 Rome - Via Giulio Vincenzo Bona, 65	340,431,461	-
Banca d'Alba	12051 Alba (CN) - Via Cavour, 14	50,661,632	-
Form Consult S.p.A. (former IRI Management)	187 Rome - Via Piemonte, 60	1,560	-
M.N. Metropolitana Napoli S.p.A.	80142 Naples - Via G. Ferraris, 101	3,655,397	-
TRA.DE.CIV Consorzio tratta Determinate Città Vitale	80142 Naples - Via Galileo Ferraris, 101	155,535	-
Webuild S.p.A. (former Impregilo S.p.A. Risparmio) ⁽²⁾	20142 Milan - Via dei Missaglia, 97	600,000,000	-

⁽¹⁾ The percentage indicates the sum of percentages of equity investments held by individual companies of the Group.

⁽²⁾ The Group only owns saving shares

Changes in the scope of consolidation

The significant events occurring in 2021 are shown below:

- as of 1st April 2021, the parent company ASTM S.p.A. acquired control of the company **SITAF S.p.A.**, as well as its subsidiaries Musinet Engineering S.p.A., RO.S.S. S.r.l., Sitalfa S.p.A., Tecnositaf S.p.A., Tecnositaf LLC, Sicurstrada S.c.ar.l. and Seranti S.c.ar.l.; following the consolidation of the SITAF Group also Edilrovaccio 2 S.r.l. in liquidation – previously consolidated by the “equity method” – entered the scope of consolidation;
- as of 16 November 2021 the subsidiary IGLI S.p.A. acquired control of **EcoRodovias Infraestrutura e Logística S.A.**, as well as its subsidiaries Anish Empreendimentos e Participacoes Ltda; Argovias Administração e Participações S.A., Concessionaria das Rodovias Ayrton Senna e Carvalho Pinto S.A. – Ecopistas, Concessionaria do Rodoanel Norte S.A. – Ecorodoanel, Concessionaria Ecovia Caminho do Mar S.A., Concessionária Ecovias do Araguaia S.A., Concessionaria Ecovias do Cerrado S.A., Concessionaria Ecovias dos Imigrantes S.A., Concessionaria Ponte Rio-Niteroi SA – Ecoponte, Eco050 – Concessionária de Rodovias S.A., ECO101 Concessionaria de Rodovias S.A., Eco135 Concessionaria de Rodovias S.A., Ecopatio Logistica Cubatao Ltda, Ecorodovias Concessoes e Serviços S.A., Ecoporto Santos S.A., EIL 04 S.A., EIL01 Participações Ltda, ELG 01 Participações Ltda, Empresa Concessionaria de Rodovias do Sul S.A. – Ecosul, Holding do Araguaia



S.A., Paquetà Participações Ltda, Rodovia das Cataratas S.A. – Ecocataratas and Termares - Terminais Maritimos Especializados Ltda;

- during the period the subsidiaries **Sintec S.c.ar.l.**, **Società di Progetto Concessioni del Tirreno S.p.A.** and **Ashlar Structural LLC** were constituted; as of the date of constitution, such companies fall within the scope of consolidation;
- following the sale on 30 November 2021, the subsidiaries Tubosider UK Ltd and Tubosider CSP Limited were excluded from the scope of consolidation;
- during the year the following subsidiaries were cancelled from the companies register: C.B.S. – Carpenteria Barriere Stradali S.r.l. in liquidation, A7 Barriere S.c.ar.l. in liquidation, Carisio S.c.ar.l. in liquidation, Impresa Costruzioni Milano S.c.ar.l. (I.CO.M.) in liquidation and Pedemontana Lombarda Manutenzioni S.c.ar.l. in liquidation following the conclusion of the liquidation process.

Where significant, the explanatory notes indicate the effects deriving from the “Changes in the scope of consolidation”.



Valuation criteria

The valuation criteria applied in preparing the consolidated financial statements at 31 December 2021 is the same as that used to prepare the financial statements as at 31 December 2020.

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 (CGU) to which goodwill has been allocated and based on which Management evaluates the profitability of the investment. Write-downs are not subject to reversal.

Concessions – introduction

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 revenue and costs are recorded in the income statement, pursuant to IFRS 15.

As provided for in IFRIC 12, for construction and/or improvement services rendered by the licensee, the granting body 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 (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 granting body, but are related to the actual use of the infrastructure by users, thus implying a demand risk for the licensee. This risk implies that revenue from the exploitation of the right to charge users for the use of the infrastructure is 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).

The intangible asset model is applicable to concession agreements held by the **motorway licensee companies**, while both the intangible asset model and the financial asset model are applicable to contracts held by companies in the EPC sector.



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 design and construction activities plus financial expenses capitalised - in compliance with the requirements of IAS 23 - during the construction phase. 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 amortised on the basis of the expected traffic (kilometres) over the term of the individual concessions, 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 and depreciation of revertible assets of some investee companies, the "takeover values" set out in current agreements, or in the financial plans approved/presented to the Granting Body and/or the agreements signed with the same, have been taken into account for these investments.

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

- free alienation to the Granting Body, at the end of the concession, of revertible assets with a useful life greater than the duration of the concession;
- recovery and replacement of components of 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 stretches 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.

Costs 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 expenses needed to make the assets available for use.



The annual depreciation rates used to distribute systematically the value of tangible assets based on their useful life are as follows (presented by similar categories with evidence of the related application interval):

<u>Category</u>	<u>Rate</u>
Land	not depreciated
Buildings	3% - 4%
Plant and machinery	10% - 20%
Industrial and commercial equipment	10% - 40%
Other assets	10% - 25%

Rights of use

On the basis of the provisions of IFRS 16, the lease contracts payable (which do not constitute the provision of services) are accounted for by posted a financial liability to the equity-financial position, represented by the present value of future lease payments, against the posting of the right of use of the leased asset to the assets.

IFRS 16 introduces the "right of use" concept, which determines – independently of the contractual form – the obligation to post the right of use to the balance sheet assets with the corresponding payable at the present value of future lease payments as a contra-item in the liabilities.

The assets and liabilities are posted at the current value of the contractually due lease payments, taking account of any option for extension/resolution where there is reasonable certainty to exercise/not exercise it.

The portion of amortisation and depreciation of the right of use posted to the assets and the interest expense originating from the financial liabilities of the lease are recognised in the income statement at amortised cost.

The value of the right of use recorded under property, plant and equipment is systematically depreciated on the basis of the expiry dates of the lease contracts, also considering the probability of renewal of the contract if there is an enforceable renewal option.

For contracts expiring within 12 months (short-term leases) and the contracts for which the underlying assets are configured as low-value assets (i.e. the assets of the leasing that do not exceed the value of EUR 5,000 / USD 5,000 when new), the introduction of IFRS 16 does not result in the recognition of the financial liability of the lease and the related right of use, but the lease payments are posted to the income statement, under the item right of use asset, on a straight-line basis for the duration of the respective contracts.

Inventories

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

These are valued at the lesser of the cost – determined with the "average weighted cost" method – and the "net realisable value".

Contract assets

Construction contracts in progress are measured on the basis of the contractual consideration accrued with reasonable certainty in view of the progress of the work by using the percentage of completion approach, determined as the ratio between costs incurred and total estimated costs, so as to allocate the revenue and profit/loss deriving from the contract to the individual financial years pertaining to individual years in proportion to the progress made with the work. The positive or negative difference between the amount of the consideration accrued and the amount of the advance payments is entered respectively under assets or liabilities in the statement of financial position, also taking into account any write-downs made for risks connected with non-recognition of work carried out on behalf of customers.

In addition to the contractual consideration, contract revenue includes claims, price revisions and any requests for additional payments provided that it is highly probable that there will be no significant adjustment to them in the future.

If the performance of the contract activities is expected to generate a loss, this is immediately recognised in the income statement regardless of the progress of the contract.



Revenue for construction and/or improvement services in favour of the Granting Body and relating to concession contracts held by certain Group companies are recognised in the income statement based on the progress of the work. In particular, these revenues represent the consideration due for the activities performed and are measured at fair value, based on the total costs incurred (mainly consisting of costs for materials and external services, costs of benefits for employees dedicated to these activities, relevant financial expenses for construction and/or improvement services relating to works expected to yield additional economic benefits), as well as any margin on services carried out with structures within the Group (as this represents the fair value of these services). The balancing entry to these revenues for construction and/or improvement services is financial assets (concession rights) or concession rights under intangible assets, as described in this paragraph.

Financial assets

In accordance with IFRS 9, financial assets are classified in the following three categories:

- Financial assets measured at amortised cost (AC) using the effective interest method: these assets fall under a “hold to collect” business model and generate contractual cash flows of a principal and interest nature. This category includes financial assets other than derivatives such as loans and receivables with payments that are fixed or can be determined, and that are not listed in an active market. Discounting is omitted when the effect is insignificant. This category includes cash, trade receivables and receivables from connected companies for tolls collected on behalf of Group licensee companies, which had not yet been allocated by the end of the period, and interest-bearing loans granted.
- Financial assets measured at fair value with changes in fair value recognised in the statement of comprehensive income (“FVOCI”): these assets fall under a hold to collect and sell business model and generate contractual cash flows of a principal and interest nature. This category also includes minority interests, irrevocably designated as such under IFRS 9, other than equity instruments not held for trading and not a potential consideration arising from a business combination. For minority interests, contrary to what generally happens with financial assets at FVOCI, the gains and losses recognised in the statement of comprehensive income are not subsequently transferred to the income statement, although the cumulative profit or loss may be transferred to Shareholders’ equity; in addition, such minority interests are not subject to impairment accounting. The dividends arising from these are still recognised in the income statement, unless they clearly represent a recovery of part of the investment cost.
- Financial assets measured at fair value with changes in fair value recognised in profit and loss (“FVPL”): this category covers the remainder and includes all financial assets other than those measured at amortised cost and at fair value with changes in fair value recognised in the statement of comprehensive income (“FVOCI”). This category includes financial assets without an interest component, including investments in investment funds.



Non-current assets held for sale/discontinued operations

Non-current assets held for sale or disposal groups whose book value will be mainly recovered through sale rather than through continuous use, are classified as held for sale and presented separately from the other consolidated balance sheet assets and liabilities. The corresponding balance sheet values of the previous period were not reclassified in the consolidated balance sheet, but are indicated in the comment of the individual items of the explanatory notes when these are significant.

A “discontinued operation” is a component of an entity that either has been disposed of or classified as held for sale and that meets any of the following criteria, and:

- it represents a major line of business or geographical area of operations;
- it is part of a coordinated disposal plan of a major line of business or geographical area of operations;
- it is a subsidiary acquired solely for the purpose of being sold.

The results of discontinued operations—whether disposed of or classified as held for sale—are entered separately in the consolidated income statement net of fiscal effects. The corresponding values for the previous period, where present, are reclassified and entered separately in the consolidated income statement, net of fiscal effects, for the purposes of comparison. Non-current assets held for sale or disposal groups classified as held for sale are initially recognised in compliance with the specific IFRS of reference applicable to each asset and liability and then are recognised at the lesser of the carrying amount and related fair value, net of the sale costs. Any following impairment losses are recognised directly to adjust the non-current assets or disposal groups classified as held for sale with contra-entry in the consolidated income statement.

A reversal is recognised for each subsequent increment of the fair value of an asset net of the sale costs, but only up to the loss for the overall impairment previously recognised.

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.

Cash and cash equivalents are recognised at nominal value or amortised cost, depending on their nature.

Financial liabilities

Pursuant to IFRS 9, financial liabilities are divided into two categories: 1) financial liabilities measured at amortised cost using the effective interest rate upon expiry (“AC”); 2) financial liabilities measured at fair value with changes in fair value recognised in profit and loss (“FVPL”), which are in turn divided into the two sub-categories “held for trading” and “FVPL at inception”.

Financial liabilities include loans, bond loans, lease liabilities, trade payables, other liabilities and financial derivatives. These instruments are recorded at fair value when opened, net of any costs that can be ascribed to them. Subsequently, the financial liabilities in question are measured at amortised cost using the effective interest method, with the exception of derivative financial instruments (other than derivative financial instruments designated as effective hedging instruments) and any financial liabilities designated at FVPL, which are accounted for at fair value through profit or loss.



Payables to ANAS – Central Insurance Fund

These payables refer to operations undertaken by ANAS and the Central Insurance Fund during earlier accounting periods on behalf of a number of Italian motorway companies 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 IFRS, 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 6.18% and 6.23%). 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 expenses". 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 explanatory notes also explain any contingent liabilities represented by: (i) possible (but not probable) obligations from past events, the existence of which will be confirmed only upon the occurrence of one or more uncertain future events not completely under the control of the Group; (ii) current obligations from past events, the total of which cannot be reliably estimated or the fulfilment of which is probably not costly.

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

Consistent with the contractual obligations, as at the reporting date, the "Provision for restoration, replacement or maintenance of non-compensated revertible assets" receives the provisions needed to carry out maintenance to ensure the due functionality and safety of the non-compensated revertible assets during later accounting periods and takes account – were significant – of the financial component associated with the passage of time.

Employee benefits

Post-employment benefits, taking account of their characteristics, are divided into "defined contribution" and "defined benefit" plans.

In the defined contribution plans, the company's obligation, limited to the payment of contributions to the State or to a fund or to a legally distinct entity, is determined on the basis of the contributions due. The costs related to these plans are recognised in the consolidated income statement on the basis of the contribution made in the period.

In the defined benefit plans, however, the company's obligation is determined separately for each plan on the basis of actuarial estimates by estimating (in accordance with the Projected Unit Credit Method) the amount of future benefits that employees have accrued at the date of reference. Specifically, the actual value of the defined benefit plans is calculated using a rate determined on the basis of the market returns, at the reporting date of the financial statements, of bonds of leading companies, or, in the absence



of an active market on which these are exchanged, government securities. Liabilities are recorded on an accrual basis during the period of accrual of the right. Liabilities are calculated by independent actuaries.

Multi-employer pension plans are accounted for by the Group as either defined benefit or defined contribution plans, depending on the terms of the plan. In this case, when sufficient information is not available to use defined benefit accounting for a multi-employer defined benefit plan, these plans are recognised as defined contribution plans.

Treasury shares

Treasury shares are posted at purchase cost, as a reduction in shareholders' equity. The nominal value of the treasury shares held is deducted directly from share capital. The value resulting from their transfer is posted with a contra-item in shareholders' equity and no entry in the income statement.

Revenue

Revenue is the gross inflow of economic benefits during the period arising in the course of the ordinary activities of an entity.

Revenue is recognised at a specific point in time or over time, when the Group meets its performance obligations by transferring the goods and services to its customers; the process underlying the recognition of revenue follows the five steps required by IFRS 15: (i) identification of the contract with the customer; (ii) identification of the performance obligations in the contract; (iii) determination of the transaction price; (iv) allocation of the price to the various performance obligations and (v) recognition of revenue as each performance obligation is satisfied. In particular:

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 for each motorway stretch.

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

The Group recognises the revenue from product sales when it transfers control of the asset to its customers; this moment generally coincides with the Group obtaining the right to payment and the transfer of material possession of the asset, which incorporates the transfer of the significant risks and rewards of ownership.

Revenues for services

Revenues for services are recognised based on the accrued payment, calculated by reference to the stage of completion of the service.

Contract revenue

Revenues from construction contract work in progress are recognised using the percentage of completion method. The percentage of completion is determined using the cost-to-cost method, calculated by applying the percentage of completion to the total expected revenue, as calculated by the ratio between the contractual costs incurred and the total expected costs.



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 expenses

Financial expenses 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 of the asset. Capitalisation of financial expenses 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 "deferred tax credits" are calculated based on the temporal differences between the recognised value for tax purposes of an asset or a liability and its value in 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 "deferred tax credits" is determined based on tax rates that are expected to apply to the period in which the tax credit is realised or the tax liability is extinguished. The tax rates are those established in current fiscal legislation as at the reference date of the individual accounting entries.

Deferred tax assets are posted when their recovery is likely.

Deferred tax assets 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 hedge the risk of changes in the cash flows of the hedged instruments (cash flow hedge; e.g. hedging the variability of cash flows from assets/liabilities at variable rates, or hedging the exchange rate risk of foreign currency investment transactions considered highly probable), changes in the fair value of derivatives are recognised in the statement of comprehensive income and included in the cash flow hedge reserve in Shareholders' equity and subsequently charged to the income statement in line with the economic effects produced by the hedged transaction or in the event of total or partial ineffectiveness of the hedge. 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 Group's assets are measured at each date of reference of the financial statements (or in the presence of impairment indicators) in order to determine whether there are indications of a reduction in value, in which case 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.

The recoverable value of *non-financial assets* corresponds to the highest between their fair value net of disposal costs and their useful life. In order to establish their useful life, the estimated future cash 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 amortisation and depreciation expense, if impairment had not been posted in the previous years. This write-back is not applicable to goodwill, since its write-down is never reversible.

As regards goodwill related to Italian motorway companies, in line with the provisions of IAS 36, the Company determines the "useful life" of each individual "Cash Generating Unit" (CGU) by discounting the future cash flows (Discounted Cash Flows - DCFs) deriving from the motorway activities. Each licensee company constitutes an autonomous CGU, to which the financial plans of the individual managed stretches refer. The data contained in the financial plans attached to the current Standard Agreements or those being updated were used as the basis for calculation. The economic and financial plan (EFP) of each motorway concession highlights the results expected for the entire duration of the concession and, though they are prepared over an average time frame of longer than five financial years, constitute the representative document for the purposes of identifying the prospective cash flows. In addition, given that these are concessions with a pre-defined useful life, no calculation was made of the terminal value. At the end of the concession, if an indemnity was required by the company taking over for works undertaken and not depreciated ("takeover"), this



value has been included in the operating flow at the end of the concession.

The data contained in the aforementioned plans have been adjusted where necessary to reflect the changes made following the date of preparation of those financial plans (traffic, tolls, completion of the investment programme, etc.). In particular, the traffic forecasts reflect the results of the traffic studies produced by an independent expert specialised in the sector.

The cash flows as determined above have been discounted at a *post-tax nominal WACC rate*.

The WACC was estimated using the Unconditional Adjusted approach, which envisages the use of a risk-free rate adjusted to neutralise the monetary policies implemented in recent years by the European Central Bank.

The main parameters are:

- **Risk-Free Rate Adjusted:** the risk-free rate was estimated at **1.564%** for concessions in Italy, obtained as the sum of: (i) the average of the returns observed in the 24 months preceding the Reporting Date on 10-year U.S. government securities, adjusted for long-term inflation in the United States (source: IMF) and supplemented by expected inflation in Italy, (ii) the differential observed between the U.S. and Italian credit default spreads on the Reporting Date over the previous 24 months (source: *Standard & Poor's Capital IQ*). For the Road Link company, the risk-free rate has been estimated at **0.526%**, determined on the basis of the average returns observed in the 24 months prior to the Reporting Date for UK government bonds with a ten-year maturity, the forecasts being expressed in local currency;
- **Unlevered beta:** element representative of the degree of non-diversifiable risk, estimated at **0.701** on the basis of the average value observed for a panel of listed companies in the sector. The beta extraction considered a period of three years prior to the Reporting Date and weekly observations (source: *Standard & Poor's Capital IQ*);
- **Market Risk Premium:** risk premium for the market in which the companies operate estimated as **5.50%** (source: *Consensus, Fernandez 2021*);
- **Size Premium:** a **1.08%** risk premium was considered to factor in the Group's smaller size in terms of Revenues compared to the sample of listed companies included in the panel (source: Duff & Phelps);
- **D/E Financial structure:** for the purposes of weighting the cost of debt and the cost of equity, the "normalised" debt ratio D/E has been considered and used as a medium/long-term target for ASTM (60% Debt, 40% Equity) considering the centralisation of the funding activities carried out by ASTM with subsequent transfer of resources to the Italian companies operating in the motorway sector;
- **Cost of debt:** estimated considering the average cost of debt of the Group, except for Tangenziale Esterna S.p.A., for which the specific cost was considered.

The discounting rates (calculated in a specific way for each licensee company in order to reflect its financial structure) vary between 5.23% and 5.87%.

As regards goodwill related to Brazilian motorway companies, in line with the provisions of IAS 36, the Company determined the "useful life" of each individual "Cash Generating Unit" (CGU) by discounting the future cash flows (Discounted Cash Flows - DCFs) deriving from the motorway activities. The determination of the value in use was made taking into account the results of the valuations carried out - in accordance with the relevant IFRS international accounting standards and best practices - by a Brazilian company specialised in valuations and in verifying the recoverability of assets (goodwill and equity investments).

Each licensee company constitutes an autonomous CGU, to which the financial plans of the individual managed stretches refer. The data (traffic, tariffs, completion of the investment programme, etc.) contained in the most recent update to the financial plans were used as the basis for calculation, which highlight for each motorway stretch the results expected for the entire duration of the concession and, though prepared over an average time frame of longer than five financial years, constitute the representative document for the purposes of identifying the *prospective cash flows*. In addition, given that these are concessions with a pre-defined useful life, no calculation was made of the terminal value.



As regards the equity investments in companies operating in EPC (Engineering, Procurement and Construction) and technology sectors, their recoverable value was determined using the useful life method.

In order to determine the useful life of the individual CGUs (distinguishing by business segment and geographical area), the Discounted Cash Flows (DCF) method was used as an estimate of the future cash flows made on the basis of the PEFs prepared by the Companies, to which the calculation of the terminal value was added, in addition to the explicit period of discounting the flows. The cash flows as determined above have been discounted at a *post-tax nominal WACC rate*.

The WACC was estimated using the Unconditional Adjusted approach, which envisages the use of a risk-free rate adjusted to neutralise the monetary policies implemented in recent years by the European Central Bank.

The main parameters are:

• **Risk-Free Rate Adjusted:**

- the risk - free rate was estimated at **1.564%** for companies operating in Italy, obtained as the sum of: (i) the average of the returns observed in the 24 months preceding the Reporting Date on 10-year U.S. government securities, adjusted for long-term inflation in the United States (source: EIU) and supplemented by expected inflation in Italy, (ii) the differential observed between the U.S. and Italian credit default spreads on the Reporting Date over the previous 24 months;
- for companies active in Brazil, Denmark and the USA, the risk-free rate was determined on the basis of the average of the returns observed in the 24 months prior to the Reporting Date on the country's government securities with a 10-year maturity (source: *Standard & Poor's Capital IQ and Bloomberg*);

• **Unlevered beta:** element representative of the degree of non-diversifiable risk, estimated at **0.834** on the basis of the average value observed for a panel of listed companies in the sector. The beta extraction considered a period of three years prior to the Reporting Date and weekly observations (source: *Standard & Poor's Capital IQ*);

• **Market Risk Premium:** risk premium for the market in which the companies operate (source: *Consensus and Fernandez 2021*);

• **Size Premium:** a risk premium of **1.75%** was considered in order to factor in the smaller size of the Itinera Group in terms of Revenues compared to the sample of listed companies included in the panel (source: Duff & Phelps);

• **D/E financial structure:** for the purposes of weighting the cost of debt and the cost of equity, a financial structure in line with the sector to which the Itinera Group belongs was considered;

• **Cost of debt** estimated in consideration of the average cost of debt of the Itinera Group with the exception of the Brazilian company for which the specific rate in place at 31 December 2021 was taken into consideration.

• **Captive risk:** in order to intercept the higher risk of companies that operate mainly with the ASTM Group (captive), the WACC was increased by a premium equal to 2%.

The discounting rates (calculated in a specific way for each company in order to reflect its financial structure) vary between 5.91% and 14.68%.

Companies	ITINERA GROUP				SINA - EUROIMPIANTI	SINELEC
	Italy	USA	Denmark	Brazil	Italy	Italy
CGU / Country	Italy	USA	Denmark	Brazil	Italy	Italy
WACC	7.40%	6.52%	5.91%	14.68%	9.40%	9.40%

With regard to the CGUs for which the useful life was estimated, a *sensitivity analysis* of the results was also carried out by varying the discounting rates applied between +0.5%/-0.5%. This analysis did not reveal any write-downs with reference to the amount of individual goodwill recognised.

The impairment procedure was approved by the Board of Directors autonomously and in advance of the approval of the draft financial statements.



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 financial statements 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, 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 in the income statement.

Generally, some valuation processes – in particular the most complex ones, such as the assessment of any loss in value of fixed assets – are completely carried out only upon drawing up of the financial statements, when all necessary information is available. However, in case there is evidence of potential losses in value, an impairment test is carried out and the potential loss is reflected in each single book value.

Translation of foreign currency items

The statement of financial position and income statement of each consolidated company are prepared using the functional currency of the economy in which each company carries out its operations. Transactions in foreign currencies other than the functional currency are recorded at the exchange rate prevailing at the transaction date. Monetary assets and liabilities denominated in a currency other than the functional currency are subsequently adjusted to the exchange rate at the reporting date with any exchange differences recognised through the income statement. Non-monetary assets and liabilities denominated in foreign currencies and recorded at historical cost are translated using the exchange rate prevailing at the time the transaction was first recognised.

For the purpose of consolidation in the Group accounts, the income statement and statement of financial position of consolidated companies with functional currencies other than the Euro are translated by applying the exchange rate prevailing as at the reporting date to assets and liabilities, including goodwill and adjustments made upon consolidation, and the average exchange rates for the year or for the consolidation period, whichever is less, to income statement items. The resulting foreign exchange differences are recognised directly in the statement of comprehensive income and reclassified to the income statement upon loss of control of the equity investment and, therefore, upon de-consolidation.

The main exchange rates applied during the period to translate the income statements and statements of financial position with functional currency other than the Euro, are those published by the Bank of Italy and presented in the following table:

Currency	2021		2020	
	Spot exchange rate as at 31 December	Average annual exchange rate	Spot exchange rate as at 31 December	Average annual exchange rate
EUR/GBP	0.8403	0.8596	0.8990	0.8897
EUR/BRL	6.3101	6.3779	6.3735	5.8943
EUR/USD	1.1326	1.1827	1.2271	1.1422
EUR/Kuwaiti Dinar	0.3427	0.3569	0.3735	0.3504
EUR/Omani Rial	0.4355	0.4548	0.4718	0.4392
EUR/Angola - Reajustado Kwanza	635.0820	743.8470	800.3450	661.8680
Euro/Botswana - Pula	13.3090	13.1087	13.2516	13.0638
Euro/South Africa - Rand	18.0625	17.4766	18.0219	18.7655
Euro/Romania - Ron	4.9490	4.9215	4.8683	4.8383
EUR/Saudi Arabia - Saudi Ryal	4.2473	4.4353	4.6016	4.2832
EUR/United Arab Emirates - Arab Emirates Dirham	4.1595	4.3436	4.5065	4.1947
EUR/Zambia - Zambian Kwacha	18.8657	23.5693	25.9523	20.9539
EUR/Kenya - Kenyan Shilling	128.1495	129.6733	134.0171	121.7547
EUR/Denmark - Danish Krone	7.4364	7.4370	7.4409	7.4542
EUR/Sweden - Swedish Krona	10.2503	10.1465	10.0343	10.4848
EUR/Russia - Russian Ruble	85.3004	87.1527	-	-



The afore-mentioned valuation criteria were applied on a like-for-like and coherent basis in the preparation of these consolidated financial statements.

Any reclassifications of annual financial statement items made previously in order to allow for comparison with the final values in the current period are shown in detail in the explanatory notes.

New accounting standards and interpretation adopted by the European Union and effective from 1 January 2021

- On 31 March 2021 the IASB published an amendment titled "**Covid-19-Related Rent Concessions beyond 30 June 2021 (Amendments to IFRS 16)**" with which it extended by one year the period of application of the amendment issued in 2020, which granted lessees the possibility of recognising reductions in rent associated with Covid-19 without having to evaluate, through contract analysis, whether the *definition of a lease modification* established under IFRS 16 was respected. Hence, lessees that applied this possibility in FY 2020 recognised the effects of reductions in rent directly in the income statement, as of the date the reduction took effect. The 2021 amendment, available only for entities that had already adopted the 2020 amendment, took effect as of 1 April 2021 and early adoption was allowed.
- On 27 August 2020, the IASB published, in light of the reform on interbank interest rates such as IBOR, the document "**Interest Rate Benchmark Reform-Phase 2**" which contains amendments to the following standards:
 - IFRS 9 Financial Instruments;
 - IAS 39 Financial Instruments: Recognition and Measurement;
 - IFRS 7 Financial Instruments: Disclosures;
 - IFRS 4 Insurance Contracts; and
 - IFRS 16 Leases.

All amendments took effect as of 1 January 2021.

The above had no effect on the consolidated financial statements of the Group as at 31 December 2021.

IFRS or IFRIC accounting standards, amendments and interpretations approved by the European Union, not yet compulsorily applicable and not adopted in advance by the Group as at 31 December 2021

- On 14 May 2020, the IASB published the following amendments:
 - **Amendments to IFRS 3 Business Combinations:** the amendments are intended to update the reference to the Conceptual Framework in its revised version in IFRS 3, without this leading to amendments to the provisions.
 - **Amendments to IAS 16 Property, Plant and Equipment:** the amendments are intended to disallow the deduction, from the cost of property, plant and equipment, of the amount received from the sale of goods produced during the test phase for the asset itself. These sales revenues and relative costs will hence be recognised in the income statement.
 - **Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets:** the amendment clarifies that when estimating the possible costs of a contract all costs directly attributable to the contract must be considered. As a result, measurement of charges associated with a contract include not only incremental costs (e.g. the cost of material directly



involved in processing), but also all the costs the company cannot avoid given that the contract has been signed (e.g. the depreciation of machinery used to fulfil the contract).

- **Annual Improvements 2018-2020:** the amendments apply to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IAS 41 Agriculture and the Illustrative Examples for IFRS 16 Leases.

All aforementioned amendments will take effect as of 1 January 2022.

The Directors are currently evaluating the possible effects of the introduction of these amendments on the consolidated financial statements.

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

At the reporting date of this document, the competent bodies of the European Union had not yet concluded the approval process required for the adoption of the amendments and principles described above.

- On 23 January 2020, the IASB published an amendment titled “**Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current**”. The document is intended to clarify how to classify short or long-term payables and other liabilities. The amendments take effect as of 1 January 2023. In any case, early application is allowed.
- On 12 February 2021, the IASB published two amendments titled “**Disclosure of Accounting Policies-Amendments to IAS 1 and IFRS Practice Statement 2**” and “**Definition of Accounting Estimates-Amendments to IAS 8**”. The changes were intended to improve disclosure on *accounting policies* so as to provide more useful information to investors and other primary users of financial statements and to help companies to distinguish between changes in accounting estimates and changes in *accounting policies*. The amendments will take effect as of 1 January 2023, but early application is allowed.
- On 7 January 2021, the IASB published an amendment titled “**Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction**”. The document clarifies how deferred taxes should be accounted for on a number of operations that could generate assets and liabilities of an equal amount, such as leasing and decommissioning obligations. The amendments will take effect as of 1 January 2023, but early application is allowed.

The Group is currently evaluating the possible effects of the introduction of these changes on its consolidated financial statements.



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”.

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

- Motorway sector (operating activities)
- Motorway/EPC sector planning and construction activities - IFRIC 12
- EPC sector
- Technology sector
- Minor sectors and other services

The financial and equity data for each sector are shown in the table below. Transactions between sectors are reversed in the "eliminations" column.

(amounts in thousands of EUR)	Business segment										Eliminations		Consolidated		
	Motorway sector (operating activities)		Motorway/EPC sector (planning and construction activities)		EPC sector		Technology sector		Services sector		2021	2020	2021	2020	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020					
Revenues from third parties:															
Motorway (tolls)	1,395,419	1,025,170	-	-	-	-	-	-	-	-	-	-	-	1,395,419	1,025,170
Other motorway revenues	30,546	20,430	-	-	-	-	-	-	-	-	-	-	-	30,546	20,430
Motorway revenues - planning and construction activities	-	-	608,078	392,213	-	-	-	-	-	-	-	-	-	608,078	392,213
EPC sector	-	-	-	-	1,003,721	951,545	-	-	-	-	-	-	-	1,003,721	951,545
EPC sector - planning and construction activities	-	-	1,826	9,306	-	-	-	-	-	-	-	-	-	1,826	9,306
Technology sector	-	-	-	-	-	-	22,045	16,387	-	-	-	-	-	22,045	16,387
Other	132,590	48,814	-	-	28,586	13,936	1,272	1,416	7,914	3,104	-	-	-	170,362	67,270
Total revenues from third parties	1,558,555	1,094,414	609,904	401,519	1,032,307	965,481	23,317	17,803	7,914	3,104	-	-	-	3,231,997	2,482,321
Inter-segment revenues	12,479	10,070	-	-	588,720	398,569	78,168	58,334	12,610	8,817	(691,977)	(475,790)	-	-	-
Total revenues	1,571,034	1,104,484	609,904	401,519	1,621,027	1,364,050	101,485	76,137	20,524	11,921	(691,977)	(475,790)	-	3,231,997	2,482,321
Operating costs	(736,483)	(569,550)	(609,904)	(401,519)	(1,610,546)	(1,343,090)	(89,761)	(60,368)	(62,798)	(34,903)	690,843	474,893	(2,418,649)	(1,934,537)	-
Sector EBITDA	834,551	534,934	-	-	10,481	20,960	11,724	15,769	(42,274)	(22,982)	(1,134)	(897)	-	813,348	547,784
Amortisation/depreciation and provisions	(307,364)	(215,862)	-	-	(39,523)	(34,070)	(5,888)	(4,369)	(1,275)	(891)	913	756	(353,137)	(254,436)	-
Operating profit	527,187	319,072	-	-	(29,042)	(13,110)	5,836	11,400	(43,549)	(23,873)	(221)	(141)	-	460,211	293,348
Financial income	18,524	18,959	-	-	14,272	3,366	171	63	80,788	86,217	(72,072)	(89,875)	-	41,683	18,730
Financial expenses	(202,501)	(90,184)	-	-	(18,193)	(16,266)	(209)	(253)	(108,734)	(70,512)	72,339	90,071	-	(257,298)	(87,144)
Profit (loss) of companies accounted for with the equity method	(895)	(856)	-	-	(2,837)	(10,685)	2	(22)	1,136	(44,725)	-	-	-	(2,594)	(56,288)
Pre-tax profit (loss)	342,315	246,991	-	-	(35,800)	(36,695)	5,800	11,188	(70,359)	(52,893)	46	55	-	242,002	168,646
Income taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	(167,919)	(24,924)
Profit (loss) for the period														74,083	143,722

(*) the data of the motorway sector includes an amount of EUR 113.9 million relative to the “change of control” as per Note 36 – Financial expenses

(amounts in thousands of EUR)	Business segment								Eliminations		Consolidated	
	Motorway sector (operating activities)		EPC sector		Technology sector		Services sector		December 31		December 31	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Fixed assets	7,722,524	3,369,387	421,382	338,240	21,211	14,663	6,160,224	4,639,668	(5,862,371)	(3,729,343)	8,462,970	4,632,615
Current assets	562,941	143,904	1,046,584	973,780	89,212	57,582	183,125	54,524	(910,473)	(460,529)	971,389	769,261
Total assets											9,434,359	5,401,876
Short-term liabilities	1,121,632	479,773	951,527	874,007	58,575	29,953	218,257	39,630	(1,011,138)	(434,693)	1,338,853	988,670
Medium long term liabilities and provisions	1,954,052	558,664	135,357	62,535	8,933	4,533	161,984	5,686	-	-	2,260,326	631,418
Net financial indebtedness (cash funds)	462,905	111,691	125,266	125,245	(5,442)	(6,959)	3,622,210	618,486	-	-	4,204,939	848,463
Shareholders' equity											1,630,241	2,933,325
Total liabilities											9,434,359	5,401,876
Equity accounted investments	128,556	120,275	3,838	2,214	10	4	68,438	851,510			200,842	974,003



Explanatory Notes – Concessions

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

The **motorway companies** that are subsidiaries or associated companies of the Group operate in accordance with specific concession agreements, which govern the rights and obligations of the licensee. 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 "terminal value").

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

Licensee	Motorway stretch	Expiry of the concession
<u>Subsidiaries – Italy</u>		
SATAP S.p.A.	Turin-Milan	31 December 2026
SATAP S.p.A.	Turin-Piacenza	30 June 2017 ⁽¹⁾
SAV S.p.A.	Quincinetto-Aosta	31 December 2032
SALT p.A.	Sestri Levante-Livorno, Viareggio-Lucca and Fornola-La Spezia	31 July 2019 ⁽¹⁾
SALT p.A.	La Spezia-Parma (and road link with Autostrada del Brennero)	31 December 2031
ADF S.p.A.	Savona-Ventimiglia	30 November 2021 ⁽¹⁾
ADF S.p.A.	Turin – Savona	31 December 2038
Asti-Cuneo S.p.A.	Asti-Cuneo	31 December 2031
Società di Progetto Autovia Padana S.p.A.	Piacenza-Cremona-Brescia	28 February 2043
ATIVA S.p.A.	Tangenziale di Torino (Turin bypass), Turin-Quincinetto, Ivrea-Santhià and Turin-Pinerolo	31 August 2016 ⁽¹⁾
SITAF S.p.A.	Turin-Bardonecchia, Frejus Tunnel	31 December 2050
<u>Associated companies – Italy</u>		
SITRASB S.p.A.	Trafo Gran San Bernardo (Great St Bernard Tunnel)	31 December 2034
Tangenziale Esterna S.p.A.	Tangenziale Est Esterna di Milano (Milan Outer Ring Road)	30 April 2065
<u>Subsidiaries – Abroad</u>		
Ecovias dos Imigrantes	São Paulo metropolitan area – Port of Santos	June 2026 ⁽²⁾
Ecosul	Pelotas – Porto Alegre and Rio Grande Port	March 2026
Eco 101	Macuri/BA Rio de Janeiro border	May 2038
Ecopistas	Metropolitan São Paulo – Vale do Rio Paraíba industrial area	June 2039
Ecoponte	Rio de Janeiro Noteroi – State of Rio de Janeiro	May 2045
ECO 050	Cristalina (Goias) - Delta (Minas Gerais)	January 2044
ECO 135	Montes Claros (Minas Gerais)	June 2048
Ecovias do Cerrado	Jatai (Goias) – Uberlandia (Minas Gerais)	January 2050
Ecovias do Araguaia	Aliança do Tocantis (To) – Anapolis (Go)	October 2056
<u>Associated companies – Abroad</u>		
Road Link	A69 Carlisle-Newcastle (UK)	31 March 2026

⁽¹⁾ A management "extension" has been granted, pending a new concessionaire. The A12 and A10 concession has been reassigned to an ASTM Group companies and will last 11 years and 6 months from the takeover date.

⁽²⁾ This expiry may vary based on the execution of an agreement with the granting body on the basis of which it can be estimated that the duration of the Ecovias do Imigrantes concession contract may be extended from June 2026 to November 2033 (this expiry is estimated considering the current traffic forecasts and may vary based on subsequent traffic analyses).

As regards the profit and loss figures of the motorway stretches managed by the licensees, reference should be made to the information provided in the Management Report in the section "Results of Operations - Motorway Sector".

The company **Taranto Logistica S.p.A.** operates as a licensee, by virtue of the agreement signed with the granting body, the Taranto Port Authority, for the executive design and the execution of the Taranto Port infrastructure node – Integrated Logistics Facilities, as well its management after execution.



Explanatory notes – Acquisitions and company transactions

Consolidation of SITAF S.p.A.

On 29 October 2020, the ASTM Group - which already held 47.87% of the share capital of SITAF S.p.A. - acquired 19.35% following the awarding of the public auction held by FCT Holding on its own behalf and on behalf of the Metropolitan City of Turin (*Città Metropolitana di Torino* - CMT). The award of the auction was subject to a number of conditions precedent, including the failure of the Presidency of the Council of Ministers to exercise the power of veto under Article 2 of Decree Law No. 21 of 15 March 2012, (if applicable), the clearance of the competent antitrust authorities and the authorisation of SITAF's financing entities, which were positively resolved. It should be noted that ANAS has appealed to the United Civil Sections of the Court of Cassation against the rulings of the Council of State that declared the ineffectiveness of previous sale and purchase agreements of 2014 by which FCT Holding and CMT had transferred their respective shareholdings in SITAF S.p.A. to ANAS, now definitively transferred to ASTM, and appealed to the Piedmont Regional Administrative Court to obtain the cancellation of all acts relating to the auction.

Despite the fact that at 31 December 2020 the ASTM Group held the majority of the share capital of SITAF S.p.A. (67.22%) and therefore the majority of its voting rights, pursuant to IFRS 10, the international accounting standard that governs the rules of the consolidated financial statements, these voting rights were not – at that date – substantial and therefore did not guarantee the ASTM Group control over SITAF S.p.A., in light of the Agreement entered into by ASTM on 21 December 2020 with a private equity firm, which prevented it, as at 31 December 2020, the reporting date of ASTM's consolidated financial statements, from removing the directors of SITAF S.p.A. (the majority of which – at that date – were appointed by ANAS) and appointing new directors to the extent that they could exercise control over the Company. This Agreement was entered into in relation to the possible acquisition by this company of an equity investment in SITAF S.p.A. and was valid until the date on which binding agreements were signed in relation to this transaction or until 31 March 2021, whichever was earlier. For these reasons, as also analysed in respected legal and accounting opinions, in the consolidated financial statements of ASTM as at 31 December 2020, SITAF S.p.A. was accounted for by the equity method.

With the agreements with a *private equity company* expiring on 31 March 2021 preventing ASTM from exercising control without signing the related binding agreements, ASTM convened the Shareholders' Meeting, which, on 7 April 2021 amended the Articles of Association of SITAF by removing the clauses (Article 19) that provided the Public Shareholders with the right to appoint the majority of the members of the Board of Directors. Furthermore, on 20 April 2021, a new director representing ASTM was co-opted, who was appointed new Chief Executive Officer of SITAF.

With the obstacles to the consolidation of SITAF S.p.A. and its subsidiaries into ASTM no longer existing from 1 April 2021, SITAF S.p.A. and its subsidiaries, previously consolidated by the "equity method", were consolidated on a "line-by-line basis".

The process to allocate the consideration paid for the acquisition of control at the *fair value* of the identifiable assets and liabilities acquired, led to a differential in the assets of EUR 446.9 million, gross of the deferred tax effect of EUR 124.7 million, corresponding to a net amount of EUR 322.2 million. This differential is split as follows between the Group and Minorities:

	<u>Group share</u>	<u>Minority share</u>	<u>Total</u>	
Amount allocated to "Concessions – non-compensated revertible assets"	300.4	146.5	446.9	
Deferred taxes – "Provision for deferred taxes"	(83.8)	(40.9)	(124.7)	Note 19 – Deferred tax liabilities and Note 38 – Taxes
Allocated net amount	216.6	105.6	322.2	



This process involved the *fair value revaluation* of the ownership interest previously held by the ASTM Group in SITAF, through the recognition of a positive income component, which, net of the write-down of part of the differential among the consideration paid and the *fair value* of the identifiable net assets acquired, determined the recognition to the income statement of an expense of EUR 1.2 million.

Below the salient information relating to the investment in SITAF S.p.A. at the date of acquisition of control is presented.

(in millions of EUR)

▪ Carrying value in the consolidated financial statements of ASTM of the stakes held in SITAF S.p.A. as at 31 March 2021	504.1	
▪ Measurement of the ownership interest previously held at <i>fair value</i> , net of the write-down of part of the differential arising from the business combination.	(1.2)	Note 36 – Financial expenses
Fair Value of the SITAF S.p.A. equity investment at 1 April 2021	502.9	A
Pro-rata share of shareholders' equity of the SITAF Group as at 31 March 2021	286.3	B
Differential to be allocated	216.6	A-B

The allocation at fair value of the assets and liabilities acquired is detailed below:

<i>in thousands of EUR</i>	Book value	Fair value adjustments	Fair Value
Assets			
Non-current assets			
Intangible assets			
goodwill	-	-	-
other intangible assets	1.2	-	1.2
concessions – non-compensated revertible assets	1,531.5	446.9	1,978.4
Total intangible assets	1,532.7	446.9	1,979.6
Total tangible assets	9.3	-	9.3
Total non-current financial assets	8.5	-	8.5
Deferred tax assets	15.7	-	15.7
Total non-current assets	1,566.2	446.9	2,013.1
Current assets			
Current financial assets	-	-	-
Other current assets	139.2	-	139.2
Cash and cash equivalents	33.3	-	33.3
Total current assets	172.5	-	172.5
Total assets	1,738.7	446.9	2,185.6
Equity and liabilities			
Shareholders' equity			
Equity attributable to the Group	425.9	216.6	642.5
Equity attributable to minorities	-	105.6	105.6
Total Equity	425.9	322.2	748.1
Liabilities			
Non-current Liabilities			
Non-current financial liabilities	280.3	-	280.3
Other non-current liabilities	875.0	-	875.0
Deferred tax liabilities	3.8	124.7	128.5
Total non-current liabilities	1,159.1	124.7	1,283.8
Current liabilities			
Current financial liabilities	31.2	-	31.2
Other current liabilities	122.5	-	122.5
Total current liabilities	153.7	-	153.7
Total liabilities	1,312.8	124.7	1,437.5
Total Equity and liabilities	1,738.7	446.9	2,185.6



Consolidation of EcoRodovias Infraestrutura e Logistica S.A.

Since 2016, the ASTM Group has held an equity investment in EcoRodovias Infraestrutura e Logistica S.A. (“EcoRodovias”), a company listed on the São Paulo stock exchange and leader in Brazil in the construction and management of motorway infrastructure. In the consolidated financial statements of the ASTM Group, this equity investment was accounted for by the “equity method”, since it is subject to the joint control of the ASTM Group and the CR Almeida Group by virtue of the agreements signed by ASTM S.p.A. (“ASTM”) with CR Almeida.

On 30 July 2020, IGLI S.p.A. (“IGLI”), a fully held subsidiary of ASTM, and – in the role of guarantor, ASTM signed, together with Primav Construções e Comércio S.A. (“Primav Construções”), Primav Infraestrutura S.A. (“Primav”), Participare - Administração e Participações Ltda (“Participare”) and EcoRodovias, a Dissociation Agreement (the “Agreement”) aimed at reorganising its shareholdings in EcoRodovias and, finally, capitalising EcoRodovias.

As at the date of signing the Agreement, IGLI held (a) 50% of the ordinary shares and 100% of preferred shares with no voting rights of Primav, representing as a whole 69.1% of Primav’s share capital which, in turn, held 64.1% of EcoRodovias and (b) directly held 4.99% of EcoRodovias shares in circulation. The remaining 50% of shares with voting rights, representing the remaining 30.9% of Primav’s share capital is held by the Almeida family, through the company Participare, which, in turn, held Primav Construções.

The Agreement is divided into two distinct phases, the first of which was concluded on 11 March 2021 the second on 23 June 2021.

Phase 1 - Capital increase and demerger of Primav

On 10 March 2021, Primav resolved a capital increase reserved entirely for IGLI for an amount of BRL 880.9 million (€ 142.8 million¹), aimed exclusively at the full repayment of Primav’s financial indebtedness.

On 11 March 2021, IGLI and Primav Construções therefore approved a partial demerger of Primav, as a result of which the latter assigned to IGLI do Brasil Participações Ltda (“IGLI Brasil”), a Brazilian company wholly owned by IGLI, a total of 232,504,226 EcoRodovias shares and 135,923,941 shares of Vem ABC - Monotrilho Linha 18 – Bronze S.A., a company operating in the urban mobility sector.

Following the demerger, IGLI no longer holds any shares in Primav but, through IGLI Brasil, holds the above-mentioned shares in EcoRodovias and Vem ABC; Primav – which as at that date holds 125,000,000 shares in EcoRodovias and 73,076,059 shares in Vem ABC – is instead wholly owned by Primav Construções.

Phase 2 - EcoRodovias capital increase

On 9 June 2021, the Board of Directors of EcoRodovias resolved a capital increase completed on 23 June through the issue of 137,635,144 shares placed through a “*follow-on public offer with restricted distribution efforts*” at a price of 12.50 Reais per share.

The placement operation, the final step in the process envisaged by the agreements signed in July 2020, was implemented in two stages:

- Primary offer: 137,635,144 new-issue shares placed;
- Secondary offer: 20,000,000 shares held by Primav Infraestrutura S.A. placed.

The capital increase operation allowed EcoRodovias to collect financial resources of around 1.7 billion Reais, corresponding to an increase in the number of shares issued of 25%.

ASTM subscribed to the capital increase of EcoRodovias for a value of 1.2 billion Reais and held 51.2%² of the Brazilian company’s capital.

¹ At the hedged exchange rate EUR/Reais 6.168

² Of which 46.19% through IglI Brasil and 4.99% through IGLI.



As provided for by the Agreement, at the same time as the demerger of Primav, the previous shareholders' agreement between IGLI and Primav Construções was amended, by virtue of which the joint control structure in EcoRodovias was maintained until the date on which the capital increase for EcoRodovias was carried out. On 25 June 2021, the capital increase of EcoRodovias was completed, which allowed ASTM through the subsidiaries IGLI and IGLI Brasil (company indirectly controlled through IGLI), to hold a number of shares equal to 51.2% of it. On 22 June, the directors of EcoRodovias representing the shareholder Primav Construções resigned from their positions, however on that date – given that the joint control agreements no longer applied – the ASTM Group did not hold, temporarily, the possibility to direct the relevant activities of EcoRodovias through the majority of voting rights held by it. Not even did it have the practical ability to direct the relevant activities through elements other than the majority of voting rights, since it did not autonomously hold the power to appoint members of *key management personnel* nor to encourage EcoRodovias to enter into significant transactions. The temporary situation was resolved on 16 November 2021, the date on which the extraordinary shareholders' meeting of EcoRodovias led to the dissolution of the existing Board of Directors and the appointment of a new Board of Directors, wherein the majority is IGLI.

For the purposes of preparing these consolidated financial statements, the operation was accounted for using the *acquisition method*, in accordance with IFRS 3 and, it being a “*step acquisition*”, the Company took into consideration when determining the goodwill/*bargain purchase* arising from the acquisition of control:

- the *fair value restatement* at 16 November 2021 (with recognition of the *fair value alignment effects* in the income statement of the consolidated financial statements of ASTM) of the stake held in EcoRodovias before achieving 51.2%. In this regard, in line with accounting practice that evolved into the definition of the “unit of account” of investments in listed companies, the Company measured the *fair value of the investment* previously held in EcoRodovias as a whole, therefore taking into consideration also a premium for the “significant influence” that would have been recognised by the market to such investment package (46.6% of the share capital). In the calculation of the aforesaid premium, the premiums paid during public tender offers (OPAs) for comparable operations (characteristics of the operation, geographic area, sector) made between 2018 and 2021 were considered;
- the consideration paid for the participation in the “follow-on” capital increase which allowed the Company to reach 51.2% of the capital of EcoRodovias.

Taking into account the relevance, the extent of the acquisition and the complex structure of the EcoRodovias Group, a *Purchase Price Allocation* for the operation was not carried out, but a provisional accounting allocation as permitted by IFRS 3. It was deemed appropriate to maintain temporarily the IFRS accounting values of the assets and liabilities of the EcoRodovias Group already posted to the consolidated financial statements, attributing to goodwill the full difference with respect to the cost of the acquisition.

As required by IFRS 3, the goodwill arising from the aforementioned accounting of the operation was subject to an impairment test based on the methodology outlined in IAS 36, as illustrated in the section “Impairment test” of the Valuation Criteria, to which reference should be made.

As permitted by IFRS 3, the definitive recognition of the fair values of the assets and liabilities of the acquired companies will be completed within 12 months from the date of acquisition of control, in relation to the ongoing valuation activities which will mainly lead to the recognition of the fair value of:

- a) intangible assets related to concession rights;
- b) equity investments;
- c) associated deferred tax effects

and, for the residual amount with respect to the cost of the acquisition, the goodwill value.



Below the salient information relating to the investment in EcoRodovias at the date of acquisition of control is presented.

(in millions of EUR)

▪ Carrying amount in the consolidated financial statements of ASTM of the stakes previously held in EcoRodovias	633.0	
▪ Measurement of the ownership interest previously held at <i>fair value</i> , net of the write-down of part of the differential arising from the business combination.	42.7 ⁽¹⁾	
Fair value of the equity investment in EcoRodovias	675.7	A
Pro-rata share of shareholders' equity of EcoRodovias Group	173.9	B
Differential to be allocated	501.8	A-B

⁽¹⁾ the total impact on the income statement was EUR -112.7 million and includes the effect of realisation of the exchange differences accrued on the Brazilian investments previously suspended in shareholders' equity.

The allocation at fair value of the assets and liabilities acquired is detailed below:

<i>in thousands of EUR</i>	Book value	Provisional allocation	Fair value (provisional)
Assets			
Non-current assets			
Intangible assets			
goodwill	-	501.8	501.8
other intangible assets	4.9		4.9
concessions – non-compensated revertible assets	1,809.5		1,809.5
Total intangible assets	1,814.4	501.8	2,316.2
Total tangible assets	86.7	-	86.7
Total non-current financial assets	262.5	-	262.5
Deferred tax assets	40.6	-	40.6
Total non-current assets	2,204.2	501.8	2,706.0
Current assets			
Current financial assets	11.5	-	11.5
Other current assets	167.0	-	167.0
Cash and cash equivalents	390.1	-	390.1
Total current assets	568.6	-	568.6
Total assets	2,772.8	501.8	3,274.6
Equity and liabilities			-
Shareholders' equity			-
Equity attributable to the Group	339.5	501.8	841.3
Equity attributable to minorities	32.1		32.1
Total Equity	371.6	501.8	873.4
Liabilities			-
Non-current Liabilities			-
Non-current financial liabilities	1,105.4		1,105.4
Other non-current liabilities	612.7		612.7
Deferred tax liabilities	-		-
Total non-current liabilities	1,718.1	-	1,718.1
Current liabilities			-
Current financial liabilities	553.8		553.8
Other current liabilities	129.3		129.3
Total current liabilities	683.1		683.1
Total liabilities	2,401.2	-	2,401.2
Total Equity and liabilities	2,772.8	501.8	3,274.6



Explanatory Notes – Information on the balance sheet

Note 1 – Intangible assets

1.a) Goodwill

The values of “goodwill” and the changes that occurred during the year are summarised below (in thousands of EUR):

Cash Generating Unit	Value at 31/12/2020	Increases	Delta Area	Foreign exchange differences	Value at 31/12/2021
ATIVA S.p.A.	2,231	-	-	-	2,231
Autostrada dei Fiori S.p.A.	313	-	-	-	313
EcoRodovias Group	-	501,840	-	-	501,840
Halmar International LLC	40,773	-	-	3,119	43,892
SALT p.A.	38,435	-	-	-	38,435
SATAP S.p.A.	2,907	-	-	-	2,907
SEA Segnaletica Stradale S.p.A.	539	-	-	-	539
Sinelec S.p.A.	1,688	-	-	-	1,688
Sitalfa S.p.A.	-	-	233	-	233
Tubosider S.p.A.	347	-	-	-	347
Total	87,233	501,840	233	3,119	592,425

The item “Increases” is attributable to the acquisition of the EcoRodovias Group on 16 November 2021. The Group made use of the option provided for by IFRS 3 (Revised), in order to make a provisional allocation of the cost of aggregation to goodwill with no allocation at fair value of the net assets acquired, as indicated in the section “Consolidation of Ecorodovias Infrastruttura e Logistica S.A.”, to which reference should be made.

The item “Delta Area” refers to the amounts deriving from the consolidation on a line-by-line basis of the SITAF Group.

“Foreign Exchange Differences” refer to the alignment of goodwill relating to Halmar International LLC expressed in US dollars to the exchange rates as at 31 December 2021.

Below follow the main disclosures relating to the investment in Halmar International LLC

(in millions of EUR)

Company	Main Activity	Date of purchase	Percentage of voting rights acquired	Percentage acquired	Acquisition Cost
Halmar International LLC	Industrial holding operating in the construction sector, in the metropolitan area of New York	05/07/2017	50%	50%	56.3

The acquisition cost (inclusive of potential future payments) was calculated at EUR 56.3 million, and paid for an amount equal to EUR 51.8 million at the closing of the transaction.

	<u>05/07/2017</u>
<u>Determination of goodwill resulting from acquisition</u>	
Acquisition cost of Halmar International LLC	56.3
(-) Book value of the net assets and liabilities acquired - pro rata	(12.3)
Goodwill	<u>44.0⁽¹⁾</u>

⁽¹⁾ equal to EUR 43.9 million at the exchange rate as at 31 December 2021

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 at least once a year or when events arise that may indicate impairment. For the purposes of said test, goodwill



has been allocated on the cash generating units shown above. For details about the calculation methods of the impairment test as at 31 December 2021 refer to the description in the note "Impairment test".

1.b) Other intangible assets

This item breaks down as follows:

in thousands of EUR	Other intangible assets		Total
	In operation	In process	
Cost:			
as at 1 January 2020	52,824	7,662	60,486
Change in the scope of consolidation	4,380	-	4,380
Investments	1,249	1,294	2,543
Reclassifications and other changes	4,703	(4,220)	483
Divestitures	(1,257)	(64)	(1,321)
Foreign exchange differences	(25)	-	(25)
at 31 December 2020	61,874	4,672	66,546
Accumulated depreciation:			
as at 1 January 2020	(38,968)	-	(38,968)
Change in the scope of consolidation	(3,542)	-	(3,542)
2020 amortisation and depreciation	(3,684)	-	(3,684)
Drawdowns	983	-	983
Foreign exchange differences	17	-	17
Other changes	512	-	512
at 31 December 2020	(44,682)	-	(44,682)
Net book value:			
as at 1 January 2020	13,856	7,662	21,518
at 31 December 2020	17,192	4,672	21,864

in thousands of EUR	Other intangible assets		Total
	In operation	In process	
Cost:			
as at 1 January 2021	61,874	4,672	66,546
Change in the scope of consolidation	40,438	1	40,439
Investments	997	1,903	2,900
Divestitures	(1,711)	-	(1,711)
Reclassifications and other changes	(16,237)	(1,124)	(17,361)
Foreign exchange differences	76	-	76
at 31 December 2021	85,437	5,452	90,889
Accumulated depreciation:			
as at 1 January 2021	(44,682)	-	(44,682)
Change in the scope of consolidation	(34,962)	-	(34,962)
2021 amortisation and depreciation	(3,464)	-	(3,464)
Drawdowns	1,472	-	1,472
Reclassifications and other changes	8,429	-	8,429
Foreign exchange differences	(58)	-	(58)
at 31 December 2021	(73,265)	-	(73,265)
Net book value:			
as at 1 January 2021	17,192	4,672	21,864
at 31 December 2021	12,172	5,452	17,624

The amount recorded in the item "change in the scope of consolidation" is attributable for EUR 38 million to the consolidation of the EcoRodovias Group (EUR 33.6 million of provision for amortisation/depreciation), for EUR 3 million to the consolidation of the SITAF Group (EUR 1.6 million of provision for amortisation/depreciation) and for EUR -1 million to the deconsolidation of Tubosider UK Ltd. (EUR -0.7 million of provision for amortisation/depreciation).

The item "reclassifications and other changes" mainly refers to reclassifications from the item "Other intangible assets" to the item "Concessions – non-compensated revertible assets".



1. c) Concessions – non-compensated revertible assets

<i>in thousands of EUR</i>	Motorway in operation	Motorway under construction	Other non-compensated revertible assets under construction	Total
Cost:				
as at 1 January 2020	7,201,397	1,067,361	207,894	8,476,652
Investments	9,393	237,409	9,306	256,108
Divestitures and other changes	-	-	-	-
Reclassifications	128,352	(128,352)	-	-
at 31 December 2020	7,339,142	1,176,418	217,200	8,732,760
Advances:				
as at 1 January 2020	-	28,142	-	28,142
Increases	-	33,967	-	33,967
Divestitures and other changes	-	-	-	-
Reclassifications	-	(29,167)	-	(29,167)
at 31 December 2020	-	32,942	-	32,942
Capital grants:				
as at 1 January 2020	(1,131,570)	(200,065)	(166,211)	(1,497,846)
Increases	-	-	(6,205)	(6,205)
Reclassifications	-	-	-	-
at 31 December 2020	(1,131,570)	(200,065)	(172,416)	(1,504,051)
Accumulated depreciation:				
as at 1 January 2020	(4,196,569)	-	-	(4,196,569)
Reclassifications and other changes	-	-	-	-
2020 amortisation and depreciation	(184,493)	-	-	(184,493)
at 31 December 2020	(4,381,062)	-	-	(4,381,062)
Net book value:				
as at 1 January 2020	1,873,258	895,438	41,683	2,810,379
at 31 December 2020	1,826,510	1,009,295	44,784	2,880,589

<i>in thousands of EUR</i>	Motorway in operation	Autostrada in construction	Other non-compensated revertible assets under construction	Total
Cost:				
as at 1 January 2021	7,339,142	1,176,418	217,200	8,732,760
Change in the scope of consolidation	5,690,453	730,191	-	6,420,644
Investments	90,797	365,563	1,826	458,186
Divestitures	(2,814)	(387)	-	(3,201)
Reclassifications and other changes	(727,352)	(692,310)	-	(1,419,663)
Foreign exchange differences	(362)	(397)	-	(758)
at 31 December 2021	12,389,864	1,579,078	219,026	14,187,968
Advances:				
as at 1 January 2021	-	32,942	-	32,942
Change in the scope of consolidation	-	9,810	-	9,810
Increases	-	30,342	-	30,342
Decreases	-	(31,896)	-	(31,896)
Reclassifications and other changes	-	(15,806)	-	(15,806)
Foreign exchange differences	-	(12)	-	(12)
at 31 December 2021	-	25,380	-	25,380
Capital grants:				
as at 1 January 2021	(1,131,570)	(200,065)	(172,416)	(1,504,051)
Change in the scope of consolidation	(1,332,180)	(29,062)	-	(1,361,242)
Increases	-	(6,349)	(2,785)	(9,134)
Decreases	-	-	-	-
Reclassifications and other changes	(118,841)	188,502	-	69,661
Foreign exchange differences	-	-	-	-
at 31 December 2021	(2,582,591)	(46,974)	(175,200)	(2,804,765)
Accumulated depreciation:				
as at 1 January 2021	(4,381,062)	-	-	(4,381,062)
Change in the scope of consolidation	(1,327,970)	-	-	(1,327,970)
Depreciation FY 2021	(239,131)	-	-	(239,131)
Drawdowns	130	-	-	130
Reclassifications and other changes	1,110,203	-	-	1,110,203
Foreign exchange differences	118	-	-	118
at 31 December 2021	(4,837,712)	-	-	(4,837,712)
Net book value:				
as at 1 January 2021	1,826,510	1,009,295	44,784	2,880,589
at 31 December 2021	4,969,561	1,557,484	43,826	6,570,871



On 30 November 2021 the concession related to the A10 “Savona-Ventimiglia” Stretch managed by the subsidiary Autostrada dei Fiori S.p.A. expired; therefore, (i) the gross value of the asset, the related capital grants and the accumulated depreciation fund at that date were reversed from the individual financial statement items and (ii) on the basis of the provisions of the concession agreement, a receivable equal to EUR 262.7 million¹ related to the terminal value (equal to the net value of the non-compensated revertible assets not yet amortised at the concession expiry date) that the incoming licensee must pay to Autostrada dei Fiori S.p.A. was accounted for. The amounts recorded in the “reclassifications” are mainly attributable to the aforementioned accounting of the motorway assets related to the A10 “Savona-Ventimiglia” Stretch (in thousands of EUR):

Autostrada dei Fiori A10 Section	Reclassifications
Motorway in operation	(1,288,793)
Motorway under construction	(145,664)
Total historical cost reclassification	(1,434,457)
Reclassification of advances	(10,765)
Capital grants	69,748
Provision for amortisation/depreciation	1,112,748
Total reclassification at takeover	(262,726)

As specified in the “valuation criteria”, the calculation of the amortisation and depreciation of the non-compensated revertible assets took into account the “terminal values” provided for in the existing agreements and in the financial plans approved/sent to the Granting Body.

Details of the amount of the item “concessions – non-compensated revertible assets” as at 31 December 2021 are provided by type and by geographic area:

in thousands of EUR	
Motorway concessions – Italy	4,733,561
Motorway concessions – Brazil	1,793,484
Logistics platform at the port of Taranto – Italy	43,826
Total non-compensated revertible assets	6,570,871

¹ This value has been supplemented by a further amount of EUR 19.7 million relative to the additional takeover receivables accrued at the date of expiry of the concession which were not hedged in the value of the non-compensated revertible assets not yet amortised



Note 2 – Tangible assets

2.a) Property, plant, machinery and other assets

<i>in thousands of EUR</i>	Land and buildings	Plant and mach.	Industrial and commercial equip.	Other assets	Assets under construction and advance payments	Total
Cost:						
as at 1 January 2020	136,228	75,854	69,634	56,504	10,550	348,770
Change in the scope of consolidation	12,752	9,821	3,373	1,484	843	28,273
Investments	531	4,786	5,826	3,576	4,741	19,460
Divestitures	(3,694)	(7,081)	(4,080)	(2,482)	-	(17,337)
Reclassifications and other changes	556	11,792	(79)	(136)	(10,487)	1,646
Foreign exchange differences	(825)	(544)	(1,948)	(455)	29	(3,743)
at 31 December 2020	145,548	94,628	72,726	58,491	5,676	377,069
Accumulated depreciation:						
as at 1 January 2020	(45,421)	(61,344)	(51,313)	(47,803)	-	(205,881)
Change in the scope of consolidation	(7,520)	(8,719)	(3,298)	(1,321)	-	(20,858)
2020 amortisation and depreciation	(3,297)	(3,875)	(5,865)	(2,956)	-	(15,993)
Drawdowns	807	6,061	3,804	2,102	-	12,774
Reclassifications and other changes	(435)	(1,707)	173	38	-	(1,931)
Foreign exchange differences	92	122	1,092	200	-	1,506
at 31 December 2020	(55,774)	(69,462)	(55,407)	(49,740)	-	(230,383)
Net book value:						
as at 1 January 2020	90,807	14,510	18,321	8,701	10,550	142,889
at 31 December 2020	89,774	25,166	17,319	8,751	5,676	146,686

<i>in thousands of EUR</i>	Land and buildings	Plant and mach.	Industrial and commercial equip.	Other assets	Assets under construction and advance payments	Total
Cost:						
as at 1 January 2021	145,548	94,628	72,726	58,491	5,676	377,069
Change in the scope of consolidation	89,358	55,470	74,440	19,247	1,005	239,520
Investments	1,230	6,573	4,589	5,924	3,099	21,415
Divestitures	(298)	(7,184)	(4,951)	(1,837)	(115)	(14,385)
Reclassifications and other changes	(1,398)	(4,530)	4,104	7,082	(6,131)	(874)
Foreign exchange differences	696	299	1,216	389	83	2,683
at 31 December 2021	235,134	145,256	152,125	89,296	3,617	625,428
Accumulated depreciation:						
as at 1 January 2021	(55,774)	(69,462)	(55,407)	(49,740)	-	(230,383)
Change in the scope of consolidation	(60,293)	(27,873)	(63,241)	(15,424)	-	(166,830)
2021 amortisation and depreciation	(4,281)	(6,264)	(6,106)	(3,803)	-	(20,454)
Drawdowns	171	5,527	4,175	1,666	-	11,539
Reclassifications and other changes	(1,051)	5,146	971	(6,900)	-	(1,834)
Foreign exchange differences	(517)	(41)	(752)	-	-	(1,310)
at 31 December 2021	(121,744)	(92,967)	(120,360)	(74,201)	-	(409,272)
Net book value:						
as at 1 January 2021	89,774	25,166	17,319	8,751	5,676	146,686
at 31 December 2021	113,390	52,289	31,765	15,095	3,617	216,156

In FY 2021, the item "change in the scope of consolidation" was mainly due to the consolidation of the EcoRodovias Group and SITAF Group.

With regard to the item "land and buildings", the following mortgage guarantees have been recorded:

- in favour of UBI Banca in relation to the land – on which a management centre was built – owned by SEA Segnaletica Stradale S.p.A. as guarantee for a loan, for which the residual payable as at 31 December 2021 totalled EUR 0.4 million;
- in favour of M&T Bank on land and buildings owned by Halmar International LLC to guarantee loans with a total outstanding debt of USD 5.2 million (EUR 4.6 million) as at 31 December 2021;



- in favour of Banca Popolare di Spoleto on the industrial complex in Terni owned by Tubosider S.p.A. as guarantee for a loan, for which the residual payable as at 31 December 2021 totalled EUR 20 thousand;
- judicial guarantee recognised on the building complex in Mongardino owned by Tubosider S.p.A. as guarantee for a debt completely extinguished during 2012, for which cancellation is pending.

2.b) Rights of use

<i>in thousands of EUR</i>	Rights of use - Property	Rights of use - Vehicles	Rights of use - Machinery	Rights of use - Other assets	Total
Cost:	33,686	12,319	34,443	17,121	97,569
Change in the scope of consolidation	972	85	1,846	11	2,914
Investments	7,082	6,025	14,367	7,562	35,036
Divestitures	(3,127)	(1,739)	(4,234)	(7,441)	(16,541)
Reclassifications and other changes	(1,062)	(418)	(1,063)	31	(2,512)
Foreign exchange differences	(386)	(353)	(311)	(39)	(1,089)
at 31 December 2020	37,165	15,919	45,048	17,245	115,377
Accumulated depreciation:	(5,996)	(5,208)	(14,833)	(8,763)	(34,800)
Change in the scope of consolidation	(588)	(72)	(1,848)	(3)	(2,511)
2020 amortisation and depreciation	(6,721)	(4,519)	(6,065)	(2,543)	(19,848)
Drawdowns	1,353	1,605	2,608	2,957	8,523
Other changes	499	1,181	731	(33)	2,378
Foreign exchange differences	170	191	179	7	547
at 31 December 2020	(11,283)	(6,822)	(19,228)	(8,378)	(45,711)
Net book value:					
as at 1 January 2020	27,690	7,111	19,610	8,358	62,769
at 31 December 2020	25,882	9,097	25,820	8,867	69,666

<i>in thousands of EUR</i>	Rights of use - Property	Rights of use - Vehicles	Rights of use - Machinery	Rights of use - Other assets	Total
Cost:					
as at 1 January 2021	37,165	15,919	45,048	17,245	115,377
Change in the scope of consolidation	4,965	22,916	870	2,748	31,499
Investments	5,730	6,730	3,444	3,627	19,531
Divestitures	(2,852)	(3,170)	(21,099)	(1,260)	(28,381)
Reclassifications and other changes	65	(14,180)	(403)	(17)	(14,535)
Foreign exchange differences	331	573	315	78	1,297
at 31 December 2021	45,404	28,788	28,175	22,421	124,788
as at 1 January 2021	(11,283)	(6,822)	(19,228)	(8,378)	(45,711)
Change in the scope of consolidation	(2,556)	(8,009)	(825)	(2,023)	(13,413)
2021 amortisation and depreciation	(8,693)	(5,289)	(6,876)	(2,930)	(23,788)
Drawdowns	2,249	2,934	8,777	1,255	15,215
Reclassifications and other changes	226	(92)	1,149	(45)	1,238
Foreign exchange differences	(185)	(182)	(189)	(16)	(573)
at 31 December 2021	(20,243)	(17,461)	(17,192)	(12,137)	(67,033)
Net book value:					
as at 1 January 2021	25,882	9,097	25,820	8,867	69,666
at 31 December 2021	25,161	11,327	10,983	10,284	57,755

In accordance with IFRS 16, the item "rights of use" contains the lease contracts payable that do not constitute the provision of services. The "change in the scope of consolidation" is attributable to the consolidation of the SITAF Group and the EcoRodovias Group.



Note 3 – Non-current financial assets

3.a – Equity accounted investments

Changes during the period to investments in businesses accounted for by the "equity method" were as follows:

<i>in thousands of EUR</i>	31/12/2020	Purchases/Increases	Sales/Decreases	Change in the scope of consolidation	Reclass. and other changes	Adjustments to "shareholders' equity"			Exchange differences	31/12/2021
						Profit/(loss)	Dividends	Other ^(*)		
Equity investments:										
a) in jointly controlled entities										
Ecorodovias Infraestrutura e Logistica S.A.	30,751	207,219		(632,505)	372,096	7,361			15,078	-
Federici Stirling Batco LLC	-	-	-	-	-	-	-	-	-	-
Primav Infrastruttura S.A.	244,577	128,025	-	-	(372,602)	-	-	-	-	-
Grugliasco S.c.ar.l	6	-	-	-	-	-	-	-	-	6
CERVIT S.c.ar.l	5	-	-	-	-	-	-	-	-	5
b) in associated companies										
A10 S.c.ar.l.	-	-	-	4	-	-	-	-	-	4
Asci Logistik GMBH	16	-	-	-	-	(16)	-	-	-	-
Atifon S.c.ar.l	4	-	-	-	-	-	-	-	-	4
ATIVA Immobiliare S.p.A.	535	-	-	-	-	17	-	-	-	552
Aurea S.c.ar.l.	10	-	-	-	-	-	-	-	-	10
Autostrada Nogare Mare Adriatico S.c.p.A.	35	-	-	-	-	(35)	-	-	-	-
Brescia Milano Manutenzioni S.c.ar.l.	4	-	-	-	-	-	-	-	-	4
CIM S.p.A.	5,787	-	-	-	-	-	-	-	-	5,787
CIS BETON GMBH	16	-	-	-	-	68	-	-	-	84
CMC Itinera JV S.c.p.A.	49	-	-	-	-	-	-	-	-	49
COLMETO S.c.ar.l.	5	-	-	-	-	-	-	-	-	5
Confederazione Autostrade S.p.A. in liquidation	-	-	-	-	-	-	-	-	-	-
CONSEPI S.p.A. (Consusa S.r.l.)	-	-	-	720	-	(129)	-	118	-	709
CONSILFER	3	-	-	-	-	-	-	-	-	3
Consorzio Autostrade Italiane Energia	-	-	-	10	17	-	-	-	-	27
Consorzio Cannello Frasso Telesino	4	-	-	-	-	-	-	-	-	4
Consorzio costruttori TEEM	4	-	-	-	-	-	-	-	-	4
Consorzio Telese S.car.l	4	-	-	-	-	-	-	-	-	4
Cova S.c.ar.l.	4	-	-	-	-	-	-	-	-	4
C.T.E. Consorzio Tangenziale Engineering	84	-	-	-	-	(84)	-	-	-	-
D.N.C. S.c.ar.l	4	-	-	-	-	-	-	-	-	4
Edilrovaccio	-	-	-	-	-	-	-	-	-	-
Eteria consorzio stabile S.c.ar.l.	-	250	-	-	-	-	-	-	-	250
Europa S.c.ar.l.	4	-	(4)	-	-	-	-	-	-	-
Fondo Valle S.c.ar.l. (in liquidation)	4	-	-	-	-	-	-	-	-	4
Formazza S.c.ar.l.	2	-	-	-	-	-	-	-	-	2
Frasso S.c.ar.l.	5	-	-	-	-	-	-	-	-	5
Galezzi Impianti S.c.ar.l.	3	-	-	-	-	-	-	-	-	3
Igea Romagna S.c.ar.l.	4	-	-	-	-	-	-	-	-	4
Interconnessione S.c.ar.l.	5	-	-	-	-	-	-	-	-	5
Interporto di Vado I.O. S.p.a.	6,873	-	-	-	-	(113)	-	-	-	6,760
Letimbro S.c.ar.l.	-	-	-	-	-	-	-	-	-	-
Lissone S.c.ar.l.	-	-	-	-	-	-	-	-	-	-
Malco S.c.ar.l.	5	-	-	-	-	-	-	-	-	5
Mill Basin Bridge Constructors	351	-	-	-	-	(364)	-	-	13	-
MONOTRILHO Linha 18 Bronze	-	-	-	-	506	(139)	-	-	14	381
Mose Bocca di Chioggia S.c.ar.l.	4	-	-	-	-	-	-	-	-	4
Mose Operae	4	-	-	-	-	-	-	-	-	4
Mose Treporti	2	-	-	-	-	-	-	-	-	2
Ponte Nord S.p.A.	754	-	-	-	-	-	-	-	-	754
Rivalta Terminal Europa S.p.A.	5,379	10	-	-	-	(161)	-	-	-	5,228
Road Link Holdings Ltd	3,091	-	-	-	-	868	-	-	84	4,043
SABROM S.p.A.	6,606	-	-	-	-	(74)	-	-	-	6,532
San Donato S.c.ar.l.	-	49	-	-	-	-	-	-	-	49
SITAF S.p.A.	498,688	-	-	(504,072)	-	3,119	-	2,265	-	-
SITRASB S.p.A.	12,118	-	-	-	-	(499)	-	-	-	11,619
Smart Mobility System S.c.ar.l. (SMS S.c.ar.l.)	4	-	-	-	-	-	-	-	-	4
SP01 S.c.ar.l.	4	-	-	-	-	-	-	-	-	4
Tangenziale Esterna S.p.A.	83,215	-	-	-	-	(5,038)	-	4,167	-	82,344
Tangenziali Esterne Milano S.p.A.	74,242	-	-	-	-	(4,983)	-	4,122	-	73,381
Tecnositaf Gulf WLL	-	-	-	-	-	-	-	-	-	-
Tessera S.c.ar.l.	4	-	-	-	-	-	-	-	-	4
Transenergia S.r.l.	-	-	-	5,130	-	-	(4,188)	-	-	942
Tuborus LLC	632	-	-	-	-	441	-	-	80	1,153
Tunnel Frejus S.c.ar.l.	25	-	-	-	-	-	-	-	-	25
Vetivaria s.r.l	68	-	-	-	-	(6)	-	-	-	62
Total	974,003	335,553	(4)	(1,130,713)	17	233	(4,188)	10,672	15,269	200,842

^(*) This mainly regards the pro-rata portion of the "fair value" adjustments carried out by the investee companies in relation to the IRS agreements and for the actuarial



components of the Provision for Employee Benefits.

With reference to the changes to Primav Infraestrutura S.A. and EcoRodovias Infraestrutura e Logística S.A. following the completion of the “Brazil Operation-EcoRodovias”, as described in the management report, note the following:

- on 10 March 2021, following the approval by Primav Infraestrutura S.A. of a capital increase reserved entirely for IGLI S.p.A. equal to BRL 880.9 million, IGLI S.p.A. paid BRL 845.8 million (equal to EUR 122 million) converted the convertible loan that IGLI S.p.A. had granted to Primav Infraestrutura S.A. for an amount of BRL 35.1 million (equal to EUR 5.5 million), inclusive of interest and tax gross-up at that date;
- on 11 March 2021 Primav Infraestrutura S.A. carried out a non-proportional partial demerger as a result of which 232,504,226 shares of di EcoRodovias Infraestrutura e Logística S.A. and 135,923,941 shares of Monotrilho Linha 18 Bronze were assigned to IGLI do Brasil; following this operation the Group no longer holds shares in Primav Infraestrutura S.A.;
- in June 2021, both IGLI S.p.A. and IGLI do Brasil signed a share capital increase in EcoRodovias Infraestrutura e Logística S.A. equal to EUR 207 million.

As provided for by the Agreement, at the same time as the demerger of Primav, the previous shareholders’ agreement between IGLI and Primav Construções was amended, by virtue of which the joint control structure in EcoRodovias was maintained until the date on which the capital increase for EcoRodovias was carried out. On 25 June 2021, the capital increase of EcoRodovias was completed, which allowed ASTM, through the subsidiaries IGLI S.p.A. and IGLI do Brasil (company indirectly controlled through IGLI), to hold a number of shares equal to 51.2% of it. On 22 June, the directors of EcoRodovias representing the shareholder Primav Construções resigned from their positions, however on that date – given that the joint control agreements no longer applied – the ASTM Group did not hold, temporarily, the possibility to direct the relevant activities of EcoRodovias through the majority of voting rights held by it. Not even did it have the practical ability to direct the relevant activities through elements other than the majority of voting rights, since it did not autonomously hold the power to appoint members of *key management personnel* nor to encourage EcoRodovias to enter into significant transactions. The temporary situation was resolved on 16 November 2021, the date on which the extraordinary shareholders’ meeting of EcoRodovias led to the dissolution of the existing Board of Directors and the appointment of a new Board of Directors, wherein the majority is IGLI.

The item “*purchases/increases*” also refers to:

- during the year, the company Itinera S.p.A. subscribed to 250,000 stakes in the newly incorporated Eteria Consorzio Stabile S.c.ar.l. for an amount of EUR 250 thousand, coming to hold 44.45% of the total share capital;
- on 30 June 2021, the company Autostrada dei Fiori S.p.A. subscribed to a further 0.09% of the share capital of Rivalta Terminal Europa S.p.A. for an amount of EUR 10 thousand, coming to hold 48.25% of the total share capital.

The item “*sales/decreases*” exclusively at the conclusion of the liquidation process of Europa S.c.ar.l.

The item “*change in the scope of consolidation*” for EUR 1,130.7 million mainly refers to the replacement of the value of the equity investments with the related assets and liabilities of the SITAF and EcoRodovias Groups following the full consolidation as of 1 April and 1 December 2021 respectively.

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.

The item “*other*” includes the difference accrued in the period with regard to the “fair value” of interest rate swap agreements.

The item “*exchange differences*” includes the changes during conversion, to EUR, of the financial statements of the associated companies and jointly held entities, Road Link Holdings Ltd., Monotrilho Linha 18 Bronze, EcoRodovias Infraestrutura e Logística S.A.



(prior to the date of consolidation on a "line-by-line basis"), Tuborus LLC and Mill Basin Constructors LLC.

As at 31 December 2021, 107,498,423 shares of the investee company Tangenziale Esterna S.p.A. were pledged in favour of the lending banks as part of a project financing operation.

The main income and financial data of the companies accounted for by the equity method are shown below (jointly controlled entities and associated companies)

The company Federici Stirling Batco LLC is jointly controlled through the subsidiary Itinera S.p.A. (34.30%) and BATCO HOLDING S.A.L. - a Lebanese company (35.70%) by virtue of shareholders' agreements. In particular, on 20 October 2015, the subsidiary Itinera S.p.A. signed an agreement with BATCO HOLDING S.A.L. for the acquisition of 34.30% of the shares, representing 49% of the financial interests, of the Omani company FEDERICI STIRLING BATCO LLC with registered office in Muscat, the capital of the Sultanate of Oman, which operates in the construction industry. The remainder of the share capital (30%) is held by a company incorporated in Oman, pursuant to local regulations.

With regard to the equity-financial situation:

<i>in thousands of EUR</i>	Assets Current		Assets non-current	Liabilities Current		Liabilities non-current	
	<i>of which cash and cash equivalents</i>			<i>of which financial</i>		<i>of which financial</i>	
Federici Stirling Batco LLC ⁽¹⁾⁽²⁾⁽³⁾	59,952	4,177	179	44,804	9,711	21,915	21,780
Grugliasco S.c. a r.l. ⁽³⁾	2,178	142	-	2,168	455	-	-
Cervit S.c. ar.l. ⁽³⁾	20,524	4,116	204	20,687	4,180	31	-

(1) Information added based on the financial statements of the companies, prepared in accordance with IFRS/IAS.

(2) Figures converted using the exchange rate as at 31 December 2021.

(3) Figures as at 31 December 2020.

<i>in thousands of EUR</i>	Revenue	Profit (loss) for the year	Total other comprehensive income	Dividends received
Federici Stirling Batco LLC ⁽¹⁾⁽²⁾⁽³⁾	2,902	(7,375)	-	-
Grugliasco S.c.a r.l. ⁽³⁾	607	-	-	-
Cervit S.ca.r.l. ⁽³⁾	22,117	-	-	-

(1) Information added based on the financial statements of the companies, prepared in accordance with IFRS/IAS.

(2) Figures converted using the average exchange rate of 2021.

(3) Figures as at 31 December 2020.

Note that the *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.



Associated companies

The equity and economic data of the associated companies are shown below; the associated consortium companies have not been included since their inclusion is reflected in the accounts of the consortium companies.

Company	Total Assets	Total Liabilities	Total Revenues	Profit/(loss) for the year	Financial statement data as at
Asci Logistik GMBH	105	51	252	41	31/12/2020
ATIVA Immobiliare S.p.A.	3,435	1,295	645	44	31/12/2020
C.I.M. S.p.A.	76,034	42,313	5,516	2,682	31/12/2020
Cis Beton GMBH	9,418	9,277	6,909	223	31/12/2020
Consepi S.r.l.	5,878	4,681	425	(265)	31/12/2020
Mill Basin Bridge Constructors ⁽¹⁾	7,932	7,172	1,999	(1,057)	31/12/2020
Monotrilho Linha 18 Bronze	1,110	49	153	(389)	31/12/2021
Ponte Nord S.p.A.	3,754	2,246	259	-	31/12/2020
Rivalta Terminal Europa S.p.A.	51,099	39,970	1,116	(440)	31/12/2020
ROAD LINK Holdings Ltd. ⁽²⁾	1	-	-	-	31/03/2021
SA.BRO.M. S.p.A.	45,162	20,996	189	(485)	31/12/2021
SITRASB S.p.A.	44,621	13,342	7,013	(3,630)	31/12/2020
Tangenziale Esterna S.p.A.	1,444,315	1,155,444	65,730	(9,852)	31/12/2021
Tangenziali Esterne di Milano S.p.A.	230,832	336	122	(493)	31/12/2021
Transenergia S.r.l.	10,638	377	1,180	8,375	31/12/2020
Tuborus LLC ⁽³⁾	1,350	60	3,510	529	31/12/2020
Vado Intermodal Operator S.p.A.	34,053	25,155	3,476	359	31/12/2020
Vetivaria S.r.l.	922	766	833	(14)	31/12/2020

⁽¹⁾ USD figures translated using the exchange rate as at 31 December 2021

⁽²⁾ In thousands of GBP

⁽³⁾ RUB figures translated using the exchange rate as at 31 December 2021



3.b – Other equity investments

Changes to investments in “other equity investments” during the period were as follows:

in thousands of EUR	31 December 2020			Changes during the period					31 December 2021		
	Original value	Adjustments to fair value	Total	Purchases/Increases	Sales/Decreases	Change in the scope of consolidation	Reclassifications and other changes	Adjustments to fair value	Original value	Adjustments to fair value	Total
Restart SIIQ	6,532	(5,749)	783	-	-	-	-	(217)	6,532	(5,966)	566
AEDS SIIQ S.p.A.	-	1,069	1,069	-	-	-	-	(781)	-	288	288
Assicurazioni Generali S.p.A.	4,013	908	4,921	-	-	-	-	1,508	4,013	2,416	6,429
Banca CA.RI.GE. S.p.A.	29	(29)	-	-	-	-	-	3	29	(26)	3
Banco Popolare BPM	301	(104)	197	-	-	-	-	91	301	(13)	288
PLC S.p.A.	152	(84)	68	-	-	-	-	46	152	(38)	114
Webuild S.p.A. (former Impregilo S.p.A. Risparmio)	4,616	(924)	3,692	-	-	-	-	652	4,616	(272)	4,344
Mediobanca S.p.A.	1,333	928	2,261	-	-	-	-	771	1,333	1,699	3,032
Total Level 1	16,976	(3,985)	12,991	-	-	-	-	2,073	16,976	(1,912)	15,064
ABESCA EUROPA S.r.l.	158	-	158	-	-	-	-	-	158	-	158
Atlantia	-	-	-	-	-	-	-	-	-	-	-
Agenzia di Pollenzo S.p.A.	1,349	-	1,349	-	-	-	-	-	1,349	-	1,349
Argentea Gestioni S.C.p.A.	-	-	-	-	-	-	-	-	-	-	-
Astaldi S.p.A.	1	-	1	78	-	104	-	87	183	87	270
ATL2 MONTAGNEDOC	-	-	-	-	-	-	-	-	-	-	-
Autostrade Centro Padane S.p.A.	9,328	(17)	9,311	-	-	-	-	(245)	9,328	(262)	9,066
Banca Alpi Marittime Credito cooperativo CARRU'	10	-	10	-	-	-	-	-	10	-	10
BANCA D'ALBA	-	-	-	-	-	-	-	-	-	-	-
C.A.A.F. IND. E.C. S.p.A.	-	-	-	-	-	-	-	-	-	-	-
CE.P.I.M. S.p.A.	14	-	14	-	-	-	-	-	14	-	14
Codelfa S.p.A.	2,513	2,088	4,601	-	-	-	-	-	2,513	2,088	4,601
Alitalia - Compagnia Aerea Italiana S.p.A.	-	-	-	-	-	-	-	-	-	-	-
Società Confederazione Autostrade S.p.A.	-	-	-	-	-	-	-	-	-	-	-
Consorzio Autostrade Italiane Energia	17	-	17	-	-	-	-	(17)	-	-	-
Cons. Costr. Veneti San Marco	14	-	14	-	-	-	-	-	14	-	14
Consorzio Topix	-	-	-	-	-	5	-	-	5	-	5
CRS Centro Ricerche Stradali S.p.A.	3	-	3	-	-	-	-	(3)	3	(3)	-
CSI Consorzio Servizi Ingegneria	1	-	1	-	-	-	-	(1)	1	(1)	-
DAITA S.c.a.r.l.	8	-	8	-	-	-	-	-	8	-	8
Eurolink S.c.p.A.	3,000	-	3,000	-	-	-	-	-	3,000	-	3,000
Form Consult S.p.A. (former IRI Management)	-	-	-	-	-	-	-	-	-	-	-
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.	-	-	-	-	-	-	-	-	-	-	-
Milano Depur S.p.A.	-	-	-	-	-	-	-	-	-	-	-
MN 6 S.c.ar.l.	1	-	1	-	-	-	-	-	1	-	1
Nuova Codelfa S.p.A.	3,705	3,000	6,705	(3,705)	-	-	-	(3,000)	-	-	-
iOne Solutions S.r.l.	2	-	2	-	-	-	-	-	2	-	2
Part.SAV AQ S.c.ar.l.	1	-	1	-	-	-	-	-	1	-	1
PARTECIPAZIONE ALES TECH S.r.l.	15	-	15	-	-	-	-	-	15	-	15
Passante Dorico S.p.A.	2,623	(8)	2,615	-	-	-	-	(3)	2,623	(11)	2,612
Pedelombarda S.c.p.A.	550	-	550	-	-	-	-	-	550	-	550
P.S.T. S.p.A.	166	-	166	-	-	-	-	(30)	166	(30)	136
S.A.C. S.c.r.l. Consortile, in liquidation	-	-	-	-	-	-	-	-	-	-	-
Società cooperativa elettrica Gignod	-	-	-	-	-	-	-	-	-	-	-
Siteco BG ODD	10	-	10	-	-	-	-	-	10	-	10
SO.GE.A.P. S.p.A.	189	(73)	116	-	-	-	-	(22)	189	(95)	94
SPEDIA S.p.A.	376	-	376	-	-	-	-	-	376	-	376
TRA.DE.CIV Consorzio tratta Determinate Città Vitale	-	-	-	-	-	-	-	-	-	-	-
Tunnel Gest S.p.A.	75	-	75	-	-	-	-	(1)	75	(1)	74
Turismo Torino e Provincia	-	-	-	-	-	2	-	-	2	-	2
Digitalog S.p.A.	10	-	10	-	-	-	-	-	10	-	10
Vettabbia S.c.ar.l.	-	-	-	-	-	-	-	-	-	-	-
Total Level 3	24,792	4,990	29,782	(3,627)	-	111	(17)	(3,218)	21,259	1,772	23,031
Total	41,768	1,005	42,773	(3,627)	-	111	(17)	(1,145)	38,235	(140)	38,095

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 changes during 2021 mainly refer to:

- the sale of the entire equity investment held in Nuova Codelfa S.p.A. for a total amount of EUR 9.1 million, thus achieving a capital gain¹ of EUR 2.4 million;

¹ This capital gain complies with the provisions of IFRS 9 and is recognised in the shareholders' equity, in the “retained earnings”.



- the change in the scope following the consolidation of the SITAF Group;
- the fair value adjustment of equity investments based on market prices.

As at 31 December 2021, the value of the “other equity investments” included a total negative amount of adjustments to fair value (Group and minority interests) of approximately EUR 0.1 million (positive of EUR 1 million as at 31 December 2020) which related to the fair value adjustment of the investments.

3.c – Other non-current financial assets

This item is formed of:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
Loans:		
• Loans to investees and other loans	164,011	139,458
Receivables:		
• financial receivables due from the granting body	171,919	1,678
• from INA	8,079	7,532
• as collateral on fidejussory policies/restricted current accounts	22,073	20,872
• from others	91,751	7,905
Other financial assets:		
• insurance policies	156,632	154,562
• takeover	32,309	-
• other financial assets	30,676	20,255
Total	677,450	352,262

“Loans to investees and other loans” mainly refer to (i) the interest-bearing loans granted to Tangenziale Esterna S.p.A., Federici Stirling Batco LLC, Sa.Bro.M. S.p.A. and (ii) the non-interest-bearing loans granted to Tunnel Frejus S.c.ar.l., Interconnessione S.c.ar.l. and Frasso S.c.ar.l. as follows:

<i>in millions of EUR</i>	31 December 2021	31 December 2020	Changes
Tangenziale Esterna S.p.A.	123.9	115.7	8.2
Federici Stirling Batco LLC	22.3	17.5	4.8
Sa.Bro.M. S.p.A.	5.4	4.7	0.7
Tunnel Frejus S.c.ar.l.	3.3	3.3	-
Frasso S.c.ar.l.	10.1	0.5	9.6
Interconnessione S.c.ar.l.	1.0	0.8	0.2
Other	15.5	4.0	11.5
Total	181.5	146.5	35.0
Write-down provision	(17.5)	(7.0)	(10.5)
Total loans	164.0	139.5	24.5

The increase in this item of about EUR 24.5 million is due mainly to (i) new disbursements to investee companies (EUR 13.1 million), (ii) the repayment of loans (EUR -0.3 million), (iii) positive changes in the exchange rates of loans to foreign investees (EUR +1.5 million), (iv) the write-down of financial receivables (EUR -10.5 million), (v) the change in the scope of consolidation and other changes (EUR +12.7 million) and (vi) interest accrued during the period (EUR +8 million).

The change in the item “financial receivables due from the granting body” is attributable to the consolidation of the EcoRodovias Group. In particular, the item includes for an amount of EUR 170 million, the *escrow account* created by the concession company Concessionária Ecovias do Araguaia as part of the obligations set out by the concession tender for the management of the BR-153/414/080/TO/GO motorway which was awarded in April 2021. The amount recorded is equal to BRL 1,072.6 million (EUR 170 million, updated by the IPC-A), with contra-entry in the item “Payables for concession fees” to the Granting Authorities (see Note 15), the function of which is to guarantee the economic and financial sustainability of the concession (in the event of economic/financial



rebalancing, activation of the Frequent User Discount and Final Adjustment of Results), the residual balance of which at the end of the concession contract will be transferred to the Treasury Account, pursuant to Article 30.12.1 of the subsidiary's Concession.

As envisaged by the "IFRIC 12 Interpretation", the item also includes the discounted value of the medium-long term portion of the minimum amount guaranteed by the granting body to Euroimpianti S.p.A. (EUR 1.9 million).

"Receivables from INA" represent the provisions during previous periods to the employee severance indemnity of motorway companies.

The "receivables as collateral on fidejussory policies/restricted current accounts" refers to the restricted current account of the subsidiary Halmar International LLC.

The change to the item "receivables from others" refers, for an amount of EUR 80.9 million, to receivables arising from the consolidation of the EcoRodovias Group.

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. In particular, the amount of EUR 156.6 million relates to capitalisation policies taken out by the subsidiary SATAP S.p.A. with Credit Agricole Vita, Reale Mutua Assicurazioni, Compagnia Italia di previdenza and Unipol Sai Assicurazioni. The change in the year is exclusively attributable to income on the capitalisation policies (EUR +2.1 million).

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.

The item "takeover receivable" equal to EUR 32.2 million refers to the receivable accrued during FY 2021 by the subsidiary Asti Cuneo S.p.A. as a result of the *Cross Financing* coming into effect. In line with the provisions of the Additional Deed, the concession company accrues a receivable which will be paid to it upon expiry of the concession, since the flows arising from the management of the stretch, considering the expiry in 2031, are not able to repay and remunerate the invested capital. The amount of this takeover receivable is formed from year to year as the difference between the revenues, related costs and remuneration of invested capital.

The change in "other financial assets" is due to: (i) the change in the scope of consolidation (EUR +11.9 million), (ii) the "fair value" adjustment at 31 December 2021 of investment funds (EUR + 0.9 million) and (iii) other minor changes (EUR -2.3 million). The change in the scope of consolidation refers to investments in high-liquidity securities (investment funds and BDCs) made by several companies of the EcoRodovias Group and linked to the loan contracts of the BNDES and Bonds as guarantee of part of the payment of interest and capital of several indirect subsidiaries.

in millions of EUR	
Investment funds	16.2
Deposit certificates (BDCs)	6.4
	22.6
current (Note 9)	10.7
non-current	11.9



Note 4 – Deferred tax assets

This item totalled EUR 260,280 thousand (EUR 212,101 thousand as at 31 December 2020). For the breakdown and changes to this item, please refer to Note 38 – Income taxes.

Note 5 - Inventories and contract assets

These consist of:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
Raw materials, ancillary materials and consumables	57,026	44,367
Work in progress and semi-finished goods	4,230	3,974
Contract work in progress – Contract assets	328,622	257,469
Finished products and merchandise	7,313	6,277
Advance payments	35,680	49,709
Total	432,871	361,796

The contract work in progress breaks down as follows:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
Gross value of the orders	3,367,159	2,728,171
Advance payments on work progress	(2,895,606)	(2,375,776)
Advance payments on reserves and price changes	(31,042)	(24,077)
Provisions to guarantee work in progress	(111,889)	(70,849)
Net value	328,622	257,469

The increase to “*inventories and contract assets*” is substantially attributable to the higher production in the EPC sector.

The adjusting provisions are against possible risks on some entries in the assets due to ongoing lawsuits with clients and losses that may be incurred as the works continue on some orders undergoing completion; their amount is considered consistent with the risks and potential liabilities that could be incurred in relation to the value of the orders.

Note 6 – Trade receivables

Trade receivables totalled EUR 339,038 thousand (EUR 262,896 thousand as at 31 December 2020), net of the provision for bad debts of EUR 10,789 thousand (EUR 7,978 thousand as at 31 December 2020). The receivables derive from normal operations within the scope of the activities carried out by the group, mainly relating to the EPC sector, the execution of works, the supply of materials, technical and administrative services and other services. The increase compared to the previous year is mainly attributable to the change in the scope of consolidation, in particular EUR 32.4 million related to the EcoRodovias Group and EUR 40.9 million to the SITAF Group.

Note 7 – Current tax assets

This item totalled EUR 51,594 thousand (EUR 36,566 thousand as at 31 December 2020) and refers to receivables for VAT, regional production tax (IRAP), corporate income tax (IRES) and other tax credits. The change in this item is mainly due to the increase in the VAT credit.



Note 8 – Other receivables

This item breaks down as follows:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
Advances to suppliers	15,023	7,751
Receivables due from others	105,317	77,710
Prepaid expenses	27,551	22,542
Total	147,891	108,003

The item “*advances to suppliers*” mainly refers to advances paid to suppliers with reference to the motorway and EPC sectors.

The change in the item “*receivables from others*” is mainly attributable to the change in the scope of consolidation (EUR 36.5 million).

Note 9 – Current financial assets

The current financial assets consist of:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
From connected companies	288,937	201,931
Reserve and Deposit accounts - “pledged current accounts”	9,210	9,210
Other financial receivables	29,648	33,393
Takeover	1,211,340	729,687
Other current financial assets	71,637	4,469
Total	1,610,772	978,690

The item “*receivables from connected companies*” refers to receivables from connected companies for tolls collected on behalf of Group licensees, which had not yet been allocated by the end of the period.

The item “*Reserve and Deposit accounts - ‘pledged current accounts’*”, amounting to EUR 9.2 million (unchanged compared to 31 December 2020), refer exclusively to the “reserve account” servicing the debt linked to a loan subscribed by the subsidiary Autostrada dei Fiori S.p.A. (A6 Stretch).

“*Other financial receivables*”—equal to EUR 29.6 million (EUR 33.4 million as at 31 December 2020)—refer for EUR 28.8 million to temporary investments of cash made by the Halmar Group and by Itinera Construções LTDA.

The item “*takeover*” refers to receivables relative to the value of motorway investments not depreciated as of the expiration date of the concessions of the subsidiaries ATIVA S.p.A., SATAP S.p.A. (A21 Stretch), SALT p.A. (A12 Stretch) and Autostrada dei Fiori S.p.A. (A10 Stretch), as well as receivables accrued for investments made after the expiration of the same which must be paid to the outgoing concession holder by the incoming one. The recognition of the terminal value is provided for in the tender documents issued by the MIMS (Ministry of Sustainable Infrastructure and Mobility) for the renewal of the above-mentioned concessions, which were recently awarded. As indicated in the management report, tenders were initially awarded to companies/consortia belonging to the ASTM Group on the basis of the bids submitted, however the concessions have not yet been transferred even following both the appeal presented by the competing consortium concerning the result of the A12-A10 tender and the appeal filed by our Consortium against the exclusion decision adopted by the aforementioned Ministry during the pre-qualification process and subsequent awarding of the concession to the other competitor consortium.

In detail, this item as of 31 December 2021 is composed as follows:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
ATIVA S.p.A.	231,482	195,629
SATAP S.p.A. (A21 section)	260,482	198,561



SALT p.A. (A12 section)	428,814	335,497
Autostrada dei Fiori S.p.A. (A10 section)	290,562	-
Other current financial assets	1,211,340	729,687

The item “*other current financial assets*” – equal to EUR 71.6 million (EUR 4.5 million as at 31 December 2020) – is broken down as follows:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
Brazilian Bank Deposit Certificates (BDCs)	39,872	4,469
Insurance policies	5,098	-
Other financial investments – Brazil	26,667	-
Other current financial assets	71,637	4,469

The other financial investments – Brazil refer for EUR 10.7 million to investments in highly-liquid securities (investment funds and BCDs) linked to loan contracts and bonds, as described in Note 3c – Other non-current financial assets.

Note 10 – Cash and cash equivalents

These consist of:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
Bank and postal deposits	1,330,420	869,731
Cheques	158	243
Cash and cash equivalents on hand	13,102	9,029
Total	1,343,680	879,003

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



Note 11 – Shareholders' equity

11.1 – Share capital

As at 31 December 2021, the share capital consisted of 73,577,015 ordinary shares without nominal value, for a total amount of EUR 36,789 thousand (EUR 70,257 thousand as at 31 December 2020), entirely subscribed and paid in.

The share capital was reduced during the year as a result of the “Merger of NAF 2 into ASTM”; in particular, considering that – at the time of the merger – the share capital of ASTM S.p.A. was entirely owned, directly and indirectly, through NAF 2, by Nuova Argo Finanziaria S.p.A. (net of ASTM S.p.A. treasury shares), the merger took place without a capital increase of the acquiring company and through cancellation of 66,937,880 shares of ASTM held by the acquiree company NAF 2 and consequent reduction of the share capital of the acquiring company ASTM as follows:

	31 December 2020	merger of NAF 2 into ASTM	31 December 2021
No. of shares	140,514,895	(66,937,880)	73,577,015
Share capital (€ '000s)	70,257	(33,469)	36,788

The share capital includes an amount of EUR 11.8 million consisting of revaluation reserves pursuant to Italian 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 nominal value of treasury shares is posted as an adjustment to the share capital. The balance as at 31 December 2021 and the change during the year is provided in the table below:

	No. of shares	Nominal value (in EUR)	% Share Capital	Average unit value (in EUR)	Total countervalue (thousands of EUR)
31 December 2020	10,741,948	5,370,974	7.64%	13.52	145,242
Purchases/sales	-	-	-	-	-
31 December 2021	10,741,948	5,370,974	14.60%	13.52	145,242

With regard to the above-mentioned aspects, the share capital as at 31 December 2021 is as follows (amounts in thousands of EUR):

	31 December 2021	31 December 2020
Share capital	36,788	70,257
Treasury shares held	(4,285)	(4,285)
Treasury shares held by the subsidiary SINA S.p.A.	(1,075)	(1,075)
Treasury shares held by the subsidiary ATIVA S.p.A.	(11)	(11)
“Adjusted” share capital	31,417	64,886

11.2 – Legal reserve

The legal reserve is equal to EUR 14,051 thousand (EUR 14,051 thousand as at 31 December 2020). Its value has achieved the one-fifth of the share capital required by Article 2430 of the Italian Civil Code.



11.3 – Other Reserves

<i>in thousands of EUR</i>	Share premium reserve	Revaluat. Reserves	Reserve for purchase of treasury shares	Purchased treasury shares	Reserve for revaluat. at fair value	Cash flow hedge reserve	Exchange rate difference reserve	Reserve for discounting employee benefits	Total Other reserves
1 January 2020	147,361	9,325	96,344	(92,447)	4,897	17,653	(54,522)	(2,127)	126,484
Allocation of profits	-	-	-	-	-	-	-	-	-
Dividend distribution	-	-	-	-	-	-	-	-	-
Purchase of treasury shares	-	-	11,658	(11,270)	-	-	-	-	388
Change in the scope of consolidation	-	-	-	-	-	-	-	-	-
Acquisition of minorities and other changes	-	-	-	-	-	-	(24)	-	(24)
Total profit for the period	-	-	-	-	(5,824)	(5,162)	(138,680)	(25)	(149,691)
31 December 2020	147,361	9,325	108,002	(103,717)	(927)	12,491	(193,226)	(2,152)	(22,843)
1 January 2021	147,361	9,325	108,002	(103,717)	(927)	12,491	(193,226)	(2,152)	(22,843)
Allocation of profits	-	-	-	-	-	-	-	-	-
Dividend distribution	-	-	-	-	-	-	-	-	-
Purchase of treasury shares	-	-	-	-	-	-	-	-	-
Change in the scope of consolidation	-	-	-	-	-	(23,507)	178,936	-	155,429
Acquisition of minorities and other changes	-	-	-	-	(2,824)	-	-	-	(2,824)
Total profit for the period	-	-	-	-	1,593	27,317	15,902	(995)	43,817
31 December 2021	147,361	9,325	108,002	(103,717)	(2,158)	16,301	1,611	(3,146)	173,579

11.3.1 – Share premium reserve

This item totalled EUR 147,361 thousand (EUR 147,361 thousand as at 31 December 2020).

11.3.2 – Revaluation reserves

This item totalled EUR 9,325 thousand (EUR 9,325 thousand as at 31 December 2020).

The revaluation reserves, in the event of distribution, will contribute to the income of the shareholders of the Parent Company.

11.3.3 – 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 108,002 thousand, unchanged since 31 December 2020. This reserve was constituted by reclassifying the item “Retained earnings (losses)”.

11.3.4 – Purchased treasury shares

This item represents the contra-item paid by the parent company to purchase treasury shares. As illustrated in the "Valuation criteria", this amount, totalling EUR 103,717 thousand, adjusts the shareholders’ equity reserves (net of the nominal value of treasury shares, amounting to EUR 5,371 thousand, which is deducted directly from the "share capital").

11.3.5 – Reserve for revaluation at fair value

This reserve was established and moved as a direct contra-entry to the “fair value” measurement of equity investments and other financial assets. As at 31 December 2021, this reserve totalled a negative EUR 2,158 thousand, net of the related deferred tax effect (a negative EUR 927 thousand as at 31 December 2020).



11.3.6 – Cash flow hedge reserve

This item was established and moved as a direct contra-entry to the fair value measurement of interest rate swap agreements and the foreign exchange hedge derivatives. As at 31 December 2021, this item showed a positive balance of EUR 16,301 thousand, net of the related deferred tax effect (positive balance of EUR 12,491 thousand as at 31 December 2020). This amount also reflects the pro-rata share of amounts related to companies consolidated using the “equity method”, for which reference is made to by the comments in Note 3 “other equity investments” and “Other non-current financial assets”. More specifically, the change in the year, amounting to EUR 3,810 thousand, is detailed below:

(€ thousands)

Adjustment to IRS (Companies consolidated on a “line-by-line basis”)	26,863
IRS adjustment (consolidated companies accounted for by the equity method)	10,545
Cash flow hedge reserve reversal following the “Change of Control” of EcoRodovias	(23,507)
Tax effect on IRS adjustment (Companies consolidated on a “line-by-line basis”)	(5,882)
Total	8,019
Of which:	
Share attributable to minorities	4,209
Share attributable to Shareholders	3,810
Total	8,019

11.3.7 – Exchange rate difference reserve

This reserve was positive for EUR 1,612 thousand (negative for EUR 193,226 thousand as at 31 December 2020) and includes the foreign exchange differences relative to Itinera S.p.A. and its subsidiaries, the subsidiaries Igli do Brasil Ltda and EcoRodovias Infraestrutura e Logistica S.A. and its subsidiaries, the associated company Road Link Holdings Ltd and other companies valued on a line-by-line basis. More specifically, the change in the period, amounting to EUR 194,838 thousand, is detailed below:

Foreign exchange adjustment effect Igli do Brasil Ltda and Ecorodovias Infraestrutura e	7,712
Exchange rate difference reserve reversal following the “Change of Control” of	178,936
Foreign exchange adjustment effect Road Link Holdings Ltd.	85
Foreign exchange adjustment effect Itinera Group	7,198
Foreign exchange adjustment effect other companies	143
Tax effect on foreign exchange adjustment	(31)
Total	194,043
Of which:	
Share attributable to minorities	(795)
Share attributable to Shareholders	194,838
Total	194,043

11.3.8 - Reserve for discounting employee benefits

This reserve – which is negative for an amount of EUR 3,146 thousand (negative balance equal to EUR 2,152 thousand as at 31 December 2020) – includes the actuarial differences arising from the remeasurement of liabilities relating to “Employee benefits”.



11.4.1 – Retained earnings (losses)

<i>in thousands of EUR</i>	Retained earnings (losses)	Profit (loss) for the year	Total Retained earnings (losses)	
	1 January 2020	2,324,286	76,279	2,400,565
Allocation of profits	72,766	(76,279)	(3,513)	
Dividend distribution	-	-	-	
Purchase of treasury shares	(11,658)	-	(11,658)	
Change in the scope of consolidation				
Acquisition of minorities and other changes	(661)	-	(661)	
Total profit for the period	14,302	108,837	123,139	
	31 December 2020	2,399,035	108,837	2,507,872
	1 January 2021	2,399,035	108,837	2,507,872
Allocation of profits	108,837	(108,837)	-	
Dividend distribution	(964)	-	(964)	
Purchase of treasury shares	-	-	-	
Change in the scope of consolidation	(110,799)	-	(110,799)	
Acquisition of minorities and other changes	(1,851,574)	-	(1,851,574)	
Total profit for the period	2,320	1,205	3,525	
	31 December 2021	546,855	1,205	548,060

The item “Retained earnings (losses)” includes the prior-year profits/losses of consolidated companies and also includes amounts related to the differences in accounting treatment 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 decrease in this item – equal to EUR -1,852.2 million – is attributable to (i) the allocation of the pro-rata share of the net profit for FY 2020 (EUR +108.8 million), (ii) the capital gains on sale of investments posted at “*fair value*” (EUR +5.1 million), (iii) the purchase of treasury shares as part of the OPA promoted by NAF 2 S.p.A. on ASTM shares (EUR -1,850.1 million), (iv) purchases of Halmar shares and other *minority shares* (EUR -113.9 million) and (v) other minor changes (EUR -2.1 million).

11.4.2 – Profit (loss) for the year

The item “Profit (loss) for the year” reflects the profit/loss for the period equal to EUR 1,205 thousand (profit of EUR 108,837 thousand in FY 2020).



11.5 – Reconciliation statement of the shareholders' equity and the profit/loss for the period of ASTM S.p.A. and the corresponding values of the ASTM Group

<i>in millions of EUR</i>	Shareholders' equity	Profit/(loss)
ASTM S.p.A. as at 31 December 2020	2,728.8	92.4
Shareholders' equity and profit of the consolidated companies	2,369.7	110.3
Book value of the consolidated companies	(2,534.5)	-
Reversal of dividends collected from the subsidiaries/associated companies	-	(93.9)
Reversal of write-down of subsidiaries	-	-
Equity attributable to the Group as at 31 December 2020	2,564.0	108.8

<i>in millions of EUR</i>	Shareholders' equity	Profit/(loss)
ASTM S.p.A. as at 31 December 2021	830.2	(16.1)
Shareholders' equity and profit of the consolidated companies	3,375.4	37.9
Book value of the consolidated companies	(3,438.5)	-
Reversal of dividends collected from the subsidiaries/associated companies	-	(20.6)
Reversal of write-down of subsidiaries	-	-
Equity attributable to the Group as at 31 December 2021	767.1	1.2

11.6 – Equity attributable to minorities

As at 31 December 2021, this item totalled EUR 863,134 thousand (EUR 369,359 thousand as at 31 December 2020).

The increase during the period - equal to EUR 493.8 million - is due to: (i) the result for the period (EUR +72.9 million), (ii) the change in the scope of consolidation (EUR +443.5 million), (iii) the pro-rata share of the IRS valuation reserve (EUR +4.2 million), partially offset (iv) by the purchase of *minorities* (EUR -15.2 million), (v) by dividend distribution (total EUR -9.7 million), (vi) by the pro-rata share of the "exchange rate difference" reserve (EUR -0.8 million) and by the "fair value" changes, employee benefits and other changes (EUR -0.1 million).

A reconciliation between the profit for the period attributed to minorities and the comprehensive income ("share attributed to minority interests") is provided below.

(€ thousands)

Minority interests' profit	72,878
Cash flow hedge – IRS, pro-rata share	4,209
Provisions for foreign exchange differences - other companies	(795)
Employee benefits actuarial components, pro-rata share	(164)
Adjustment to fair value, pro-rata share	(95)
Capital gains on sale of investments	117
Comprehensive profit attributable to minorities	76,150



The *Shareholders' equity of third parties* including significant minority interests are shown in detail below:

in millions of EUR	% attributed to minority interests		Reserves	Profit/(loss)	Shareholders' Equity
	directly-held	mediated			
SITAF S.p.A.	32.78	33.08	237.9	6.5	244.4
EcoRodovias Group	48.77	48.77	193.4	3.6	197.0
Autostrada dei Fiori S.p.A.	27.00	30.39	133.0	22.2	155.2
Società di Progetto Autovia Padana S.p.A.	49.00	49.07	78.2	0.3	78.5
SAV S.p.A.	28.73	30.44	45.2	0.4	45.6
ATIVA S.p.A.	27.66	27.66	27.2	22.5	49.7
SALT p.A.	4.77	4.77	39.1	2.8	41.9
Autostrada Asti-Cuneo S.p.A.	35.00	38.10	20.2	7.3	27.5
Other companies	-	-	16.0	7.3	23.3
Total			790.2	72.9	863.1

The above-mentioned equity investments were deemed significant on the basis of quantitative parameters (impact of the related minority quota on the shareholders' equity of third parties at the reporting date) and qualitative parameters.

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:

in thousands of EUR	SITAF S.p.A. ⁽¹⁾	EcoRodovias Group ⁽²⁾	Autostrada dei Fiori S.p.A.	Autovia Padana S.p.A.	SAV S.p.A.	ATIVA S.p.A.	SALT p.A.	Autostrada Asti-Cuneo S.p.A.
Net toll revenue ⁽³⁾	147,345	543,058	207,276	60,962	58,345	116,366	272,465	18,854
Other motorway sector revenue ⁽⁴⁾	1,236	-	5,873	796	734	4,124	8,990	42
Other revenues	49,945	3,882	28,189	2,179	6,291	3,966	12,419	35,767
Turnover (A)	198,526	546,940	241,338	63,937	65,370	124,456	293,874	54,663
Operating costs ⁽³⁾⁽⁴⁾ (B)	(80,168)	(182,086)	(115,371)	(38,604)	(36,710)	(61,507)	(151,906)	(22,658)
Gross operating margin (EBITDA) (A-B)	118,358	364,854	125,967	25,333	28,660	62,949	141,968	32,005

⁽¹⁾ Profit and loss figures referring to the entire FY 2021, in the financial statements of the ASTM Group have been consolidated limited to the period between 1 April and 31 December 2021

⁽²⁾ Profit and loss figures referring to the entire FY 2021, in the financial statements of the ASTM Group have been consolidated limited to the period between 1 December and 31 December 2021; converted at the average EUR/BRL exchange of 6.3779

⁽³⁾ Amounts net of the fee/additional fee payable to ANAS

⁽⁴⁾ Amounts net of revenue and costs for construction activities of non-compensated revertible assets

in thousands of EUR	SITAF S.p.A.	EcoRodovias Group ⁽²⁾	Autostrada dei Fiori S.p.A.	Autovia Padana S.p.A.	SAV S.p.A.	ATIVA S.p.A.	SALT p.A.	Autostrada Asti-Cuneo S.p.A.
A) Cash	26,405	366,650	35,219	7,784	1,730	77,918	38,913	18,254
B) Financial receivables	41,509	-	389,719	16,381	10,450	256,575	486,774	9,606
C) Short-term borrowings	(46,699)	(506,268)	(28,925)	(11,278)	(16,838)	(3,797)	(9,269)	(332,765)
D) Current net cash (A) + (B) + (C)	21,215	(139,617)	396,013	12,887	(4,658)	330,696	516,418	(304,905)
E) Long-term borrowings	(255,008)	(1,072,091)	(281,141)	(211,015)	(40,099)	(2,515)	(300,797)	(139)
F) Net financial indebtedness (D) + (E)	(233,793)	(1,211,708)	114,872	(198,128)	(44,757)	328,181	215,621	(305,044)

⁽²⁾ Figures translated at the EUR/BRL spot exchange rate as at 31 December 2021 of 6.3101

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 companies envisage qualifying majority approval for extraordinary transactions (transformation, merger, share capital increases, etc.).



Note 12 – Provisions for risks and charges

This item, equal to EUR 594,286 thousand (EUR 396,116 thousand as at 31 December 2020) is formed as follows:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
Provision for restoration or replacement of non-compensated revertible assets	186,644	130,558
Other provisions	407,642	265,558
Total provisions for risks and charges and employee benefits	594,286	396,116

12.1 Provision for restoration or replacement of non-compensated revertible assets

The change in the “*provision for restoration or replacement of non-compensated revertible assets*” is attributable for EUR 73.2 million to the change in the scope of consolidation, of which EUR 38.9 million related to SITAF S.p.A. and EUR 34.3 million related to the EcoRodovias Group.

The change in the period was as follows (in millions of EUR):

1 January 2020	130.6
Change in the scope of consolidation	73.2
Adjustments (*)	131.9
Drawdowns	(150.3)
Exchange differences and other changes	1.2
31 December 2021	186.6
	current (Note 21) 21.0
	non-current 186.6
	207.6

(*) inclusive of the discounting effects included among the financial entries.

12.2 Other provisions

The change in “*Other provisions*” is attributable for EUR 60.7 million to the change in the scope of consolidation, of which EUR 15 million related to the SITAF Group and EUR 45.7 million related to the EcoRodovias Group.

The change in the period was as follows (in millions of EUR):

1 January 2020	265.6
Change in the scope of consolidation	60.7
Adjustments (*)	96.2
Drawdowns	(13.9)
Exchange differences and other changes	(1.0)
31 December 2021	407.6

(*) inclusive of the discounting effects included among the financial entries.

For the amount of EUR 321.8 million (EUR 243.8 million as at 31 December 2020), the item “*other provisions*” relates to the so-called “*provision for concession risks*”, which refers to the risk related to lawsuits in process or that might arise with the Granting Body including with reference to the management of motorway stretches that has expired for the period between the expiry date of the individual concessions and the reporting date.

To that end, as already indicated in the Management Report, as at 31 December 2021, in the wake of the takeover of the new licensee and at the request of the Granting Body, the following subsidiaries continue to manage their concessions under an extension (continuing to apply the concession agreements): the subsidiaries ATIVA S.p.A. (of which the concession expired on 31 August 2016),



SATAP S.p.A. - A21 Stretch (of which the concession expired on 30 June 2017), SALT p.A. - A12 Stretch (of which the concession expired on 31 July 2019) and Autostrada dei Fiori S.p.A. (of which the concession expired on 30 November 2021).

The aforementioned subsidiaries therefore assessed, with support from their legal, administrative and technical consultants, and taking into account the contractual obligations in force, the risks related to said current and potential lawsuits with the Granting Body. Having assessed these risks as “probable”, the companies in question then quantified them and allocated specific provisions in their respective financial statements.

In addition, given that this is an assessment made by the individual companies with support from their own consultants and with no cross-examination with the counterparty, and considering the estimate as adequate for the existing risk, there is still a possibility of incurring additional charges on top of the amounts of the provisions posted.

The remaining part, equal to approximately EUR 85.9 million, refers mainly to the aforementioned provisions arising from the change in the scope of consolidation (EUR +60.7 million), (ii) for EUR 12.7 million set aside by the subsidiary Itinera S.p.A. for risks in relation to investee companies and for legal proceedings, (iii) for EUR 7.3 million for bonuses, including contributions, related to the “managerial incentive scheme” and (iv) the remainder for amounts set aside for ongoing disputes, charges related to various taxes and lawsuits for risks in relation to work carried out.

Note 13 – Employee benefits

As at 31 December 2021, this item totalled EUR 45,544 thousand (EUR 42,323 thousand as at 31 December 2020). Changes during the period were as follows:

1 January 2020	42,323
Change in the scope of consolidation	5,046
Period contributions ^(*)	2,092
Indemnities advanced/liquidated during the period	(4,300)
Transfers from other companies not in the scope of consolidation	296
Reclassifications and other changes	87
31 December 2021	45,544

^(*) including the actuarial losses recognised in the statement of comprehensive income equal to approximately EUR 1.4 million.

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	1.09% ⁽¹⁾
Annual inflation rate	1.75%
Annual rate of increase in severance pay	2.81%
Annual rate of salary increases (for Companies with less than 50 employees)	From 1% to 2.5%

Demographic assumptions

Mortality	RG 48 tables
Disability	INPS tables by age and gender
Retirement age	100% of requirements met
% of frequency of advances	From 1% to 4%
Revenues	From 1% to 8%

(1) The discounting process used the annual rate deriving from the *iBoxx Euro Corporate Bond index with “A” rating with duration 10+* as per the previous financial year, since it is considered most representative of the reality in which the ASTM Group operates. If the Group Companies had used the *iBoxx Euro Corporate Bond index with “AA” rating*, the payable for the “employee benefits” would be lower than around EUR 0.2 million, with an effect on the Shareholders’ equity (Group and minority interests) equal to around EUR 0.1 million net of the related tax effect.



Through its American subsidiaries and associated companies operating in the construction sector, the Group contributes to Multi-Employer Pension Plans that use the aggregate of the assets contributed to the plan in order to provide benefits to the employees of the various entities, determining the levels of contributions and benefits independently of the identity of the entity that employs the employees. As envisaged by IAS 19, the Group accounts for these plans in the same way as the defined contribution plans.

Note 14 – Trade payables (non-current)

The item “non-current trade payables”, for EUR 304 thousand (EUR 40 thousand as at 31 December 2020) includes medium/long-term trade payables.

Note 15 – Other payables and contractual liabilities (non-current)

These consist of:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
To ANAS – Central Insurance Fund	453,537	108,645
Deferred income related to discounting the payable to ANAS – Central Insurance Fund	501,117	43,541
Payables for concession fees	396,806	-
To others	134,629	35,991
Total	1,486,089	188,177

The change in the payables “to ANAS – Central Insurance Fund” and “deferred income related to discounting the payable to ANAS – Central Insurance Fund” compared to the previous year is reported below:

	31/12/2020	Changes		31/12/2021
		Delta area	Other changes	
To ANAS – Central Insurance Fund	108,645	354,202	(9,310)	453,537
Deferred income related to discounting the payable to ANAS – Central Insurance Fund	43,541	465,346	(7,770)	501,117
Total	152,186	819,548	(17,080)	954,654

The item payable “to ANAS - Central Insurance Fund” refers to operations undertaken by the parties in question in favour of the licensees SALT p.A. (A15 Stretch), SAV S.p.A and SITAF 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 2021 and their developments until fully repaid is as follows (in millions of EUR):

	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045
SAV	56.8	43.8	29.9	15.2																					
SALT-A15	59.6	62.7	66.1	69.7	73.5	74.0	26.4																		
SITAF	365.9	376.3	387.3	395.9	402.6	411.5	421.1	430.9	445.3	424.1	394.5	361.8	329.0	292.9	266.1	249.5	237.1	228.1	218.5	204.9	186.7	162.8	132.7	95.1	48.7
TOTAL	482.3⁽¹⁾	482.8	483.3	480.8	476.1	485.5	447.5	430.9	445.3	424.1	394.5	361.8	329.0	292.9	266.1	249.5	237.1	228.1	218.5	204.9	186.7	162.8	132.7	95.1	48.7

⁽¹⁾ of which EUR 453.6 million as the non-current portion and EUR 28.7 million as the current portion (Note 21)

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 expenses”. The change in the item “deferred income related to discounting the payable to ANAS – Central Insurance Fund” is mainly attributable to the aforementioned change in the scope of consolidation.



The item “*Payables for concession fees*” refers to the non-current portion of payables to the Brazilian authorities arising from the consolidation of the EcoRodovias Group as detailed below (in millions of EUR):

Concessionária Ecovias do Araguaia	170.0 ^(*)
Eco135 Concessionária de Rodovias	241.9
Other	0.9
Payables for concession fees	412.8
current (Note 21)	16.0
non-current	396.8

^(*) The item “*financial receivables due from the granting body*” includes for an amount of EUR 170 million, the escrow account created by the concessionary Concessionária Ecovias do Araguaia as part of the obligations set out in the concession tender procedure for the management of the BR-153/414/080/TO/GO motorway (see Note no. 3c), the function of which is to guarantee the economic and financial sustainability of the concession.

The item payables “*to others*” of EUR 134.6 million (EUR 35.9 million at 31 December 2020) includes – for EUR 40.9 million – advances on works, from clients in accordance with the law and to be recovered on the issue of interim payment certificates in proportion to the percentage of the work order carried out, after 31 December 2022. The change in the item is attributable to (i) the recognition of the payable for the purchase option of the residual 20% of Halmar International LLC (EUR 62.6 million), (ii) other payables arising from the consolidation of the EcoRodovias Group (EUR 30.8 million) and (iii) the higher advances on works from clients following new orders in the EPC sector.

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

<i>in thousands of EUR</i>	Between one and five	Beyond five years	Total
Payables to ANAS – Central Insurance Fund	119,371	334,166	453,537
Deferred income related to discounting the payable to ANAS – Central Insurance Fund	34,876	466,241	501,117
Payables for concession fees – Long term	238,130	158,676	396,806
Other payables	134,629	-	134,629
Total	527,006	959,083	1,486,089



Note 16 – Bank debt (non-current)

Bank debt amounted to EUR 1,380,834 thousand (EUR 1,015,355 thousand at 31 December 2020); the change compared to the previous year is detailed below (in thousands of EUR):

31/12/2020	Changes					31/12/2021
	Delta Area	Disbursements	Reimbursements	Transfers to current portion	Exchange differences and other changes	
1,015,355	490,569	491,567	(487,256)	(119,450)	(9,951)	1,380,834

The tables below show bank debt as at 31 December 2021, indicating the related balance due (current and non-current portion) and summarising the principal conditions applied to each liability.

		31 December 2021							
Company	Lending bank	Maturity	Initial amount (*)	Interest rate	Currency	Balance as at	Within 1 year	1 to 5 years	Beyond 5 years
About ASTM	CAIXA	02/05/2022	50,000	Variable	EUR	50,000	50,000	-	-
About ASTM	Unicredit Intesa Cariparma pool	15/12/2033	137,000	Variable/IRS	EUR	137,000	-	26,852	110,148
About ASTM	Unicredit Intesa Cariparma pool Mediobanca, UniCredit and UBI (EIB funding)	15/12/2024	12,250	Variable	EUR	10,500	3,500	7,000	-
About ASTM	Mediobanca, UniCredit and UBI	15/12/2024	71,750	Variable/IRS	EUR	61,500	20,500	41,000	-
About ASTM	Mediobanca	30/06/2026	50,000	Variable	EUR	47,000	6,000	41,000	-
About ASTM	Mediobanca	31/12/2026	50,000	Variable	EUR	50,000	-	50,000	-
About ASTM	EIB	15/12/2024	38,500	Variable	EUR	33,000	11,000	22,000	-
About ASTM	CDP	31/12/2026	350,000	Variable	EUR	350,000	70,000	280,000	-
About ASTM	Banca Intesa	06/03/2023	150,000	Variable	EUR	150,000	-	150,000	-
Eco050	BDMG	15/12/2038	98,940	Variable	BRL	14,963	514	2,250	12,199
Eco050	BNDES	15/12/2038	251,213	Variable	BRL	43,607	1,400	6,237	35,970
Eco050	CAIXA	10/04/2036	164,899	Fixed	BRL	21,532	1,808	5,844	13,880
Eco050	CAIXA	15/12/2038	288,574	Variable	BRL	43,858	1,515	6,595	35,748
Eco101	BNDES	15/12/2028	188,658	Variable	BRL	23,233	2,537	12,470	8,226
Eco101	BNDES	15/06/2030	241,049	Variable	BRL	33,796	2,838	13,806	17,152
Eco135	BNDES	15/06/2043	195,633	Variable	BRL	34,071	408	3,578	30,085
Eco135	Banco Santander	15/07/2026	3,070	Variable	BRL	520	33	487	-
Eco135	Banco Santander	15/09/2026	87	Variable	BRL	14	-	14	-
Eco135	Banco Santander	15/07/2026	5,246	Variable	BRL	846	15	831	-
Eco135	Banco Santander	15/12/2026	2,359	Variable	BRL	375	1	374	-
Ecolnra	Bradesco	30/03/2022	1,110,000	Variable	BRL	199,652	199,652	-	-
Ecopistas	BNDES	15/06/2023	27,999	Variable	BRL	731	488	243	-
Ecopistas	BNDES	16/06/2025	33,719	Variable	BRL	2,052	591	1,461	-
Ecopistas	BNDES	15/07/2025	9,169	Variable	BRL	1,010	282	728	-
Ecopistas	BNDES	17/07/2023	21,769	Variable	BRL	1,379	716	663	-
Ecoponte	BNDES	15/08/2032	84,075	Variable	BRL	9,256	589	2,760	5,907
Ecoponte	BNDES	15/12/2032	125,941	Variable	BRL	19,272	1,173	5,484	12,615
Ecoponte	BNDES	15/06/2034	61,929	Variable	BRL	9,550	481	2,222	6,847
Ecoponte	BNDES	15/12/2032	1,764	Variable	BRL	260	19	82	159
HALMAR	M&T	02/08/2029	5,900	Variable	USD	4,600	260	2,170	2,170
HALMAR	M&T	14/04/2022	5,000	Variable	USD	1,177	883	294	-
HALMAR	M&T	Various	3,102	Variable	USD	1,732	533	1,199	-
HALMAR	M&T	Various	2,949	Variable	USD	956	442	514	-
Itinera	BPER	31/12/2025	30,000	Variable	EUR	29,971	7,500	22,471	-
Itinera	BPM	31/12/2024	30,000	Variable	EUR	29,970	-	29,970	-
Itinera	UBI BANCA	23/12/2022	30,000	Variable	EUR	14,983	7,500	7,483	-
Itinera	MPS	31/12/2023	30,000	Variable	EUR	19,957	10,000	9,957	-
Itinera	BPM	02/02/2023	20,000	Variable	EUR	20,000	-	20,000	-
Itinera	PASSADORE	30/12/2022	10,000	Variable	EUR	2,015	2,015	-	-
SATAP	Banca Intesa Sanpaolo (formerly OPI)	15/06/2024	75,000	Variable/IRS	EUR	12,097	4,839	7,258	-
SATAP	Mediobanca (EIB funding)	31/12/2022	15,000	Variable/IRS	EUR	600	600	-	-
SATAP	Mediobanca	15/06/2024	59,450	Variable/IRS	EUR	9,588	3,835	5,753	-
SEA	Banca Regionale Europea	10/04/2022	8,000	Variable	EUR	446	446	-	-
SITAF	Cassa Depositi e Prestiti	15/06/2033	98,000	Variable/IRS	EUR	87,866	5,821	32,183	49,862
SITAF	Cassa Depositi e Prestiti	15/06/2033	80,000	Variable/IRS	EUR	71,728	4,752	26,272	40,704
SITAF	EIB	15/06/2033	98,000	Variable/IRS	EUR	87,866	5,821	32,183	49,862
Sitalfa	Credem	03/09/2025	1,000	Fixed	EUR	836	220	616	-
Tecnositaf	Creval	31/12/2022	360	Variable	EUR	50	50	-	-
Tecnositaf	Unicredit	30/11/2022	600	Fixed	EUR	182	182	-	-
Tecnositaf	Credem	22/07/2025	1,000	Fixed	EUR	837	228	609	-
Tubosider	Popolare di Spoleto	10/05/2022	300	Fixed	EUR	20	20	-	-
Total						1,821,454	432,007	897,613	491,834
Net accruals and deferrals						(9,166)	(553)	(6,561)	(2,052)
Total bank debt						1,812,288	431,454	891,052	489,782
of which:									
current						431,454			
non-current						1,380,834			

(*) Initial amount in local currency



Almost all the medium- and long-term loan contracts in place as at 31 December 2021 entered into by the Italian companies require compliance with certain economic and financial parameters (covenants) that are normal for loans of this type. These parameters, up to 31 December 2021, were met.

The interest on the loans is essentially tied to the EURIBOR for 85% and to fixed rate/IRS for 15%.

The *average weighted spread* is 1.735% for an average residual duration of the payable of approximately 3 years and 11 months¹.

The table below shows the average spread of the fixed-rate loans (IRS parameter for the period) and variable-rate loans (Euribor parameter for the period).

	Average spread
Fixed-rate loan	2.041%
Variable-rate loan	1.680%

Within the financial structure that envisages the centralisation of Group funding by the parent company ASTM S.p.A., the debt contracted by ASTM S.p.A., and subsequently transferred to the subsidiary companies, may in some cases be supported by a *special security*, based on the pledging or collateral assignment of receivables from intercompany loans, intended exclusively to guarantee ASTM S.p.A.'s creditors direct access to the financed operating companies in the event of certain pathological events, and to prevent, where existing, any structural subordination between the financial creditors of ASTM S.p.A. and the financial creditors of its subsidiaries.

The note "Other information – Financial risk management" contains the description of the financial risks of the Group and the management policies for them.

31 December 2020									
Company	Lending bank	Maturity	Initial amount (*)	Interest rate	Balance as at 31 December 2020	Within 1 year	1 to 5 years	Beyond 5 years	
About ASTM	Pool Unicredit, BNL, Caixa, Credit Agricole, BBVA, BPM	30/06/2024	234,099	Variable	234,099	53,843	180,256	-	
About ASTM	BPM	14/11/2024	100,000	Variable	100,000	-	100,000	-	
About ASTM	Pool Unicredit, Crédit Agricole, BNL, BPM	09/10/2025	230,000	Variable	230,000	23,000	207,000	-	
About ASTM	BPM	30/04/2021	30,000	Variable	30,000	30,000	-	-	
About ASTM	BPM	30/04/2021	20,000	Variable	20,000	20,000	-	-	
About ASTM	UBI	14/05/2021	50,000	Variable	50,000	50,000	-	-	
About ASTM	BNL	03/11/2021	50,000	Variable	50,000	50,000	-	-	
About ASTM	CAIXA	02/05/2022	50,000	Variable	50,000	-	50,000	-	
About ASTM	Unicredit Intesa Cariparma pool	15/12/2033	180,000	Variable/IRS	180,000	-	21,960	158,040	
About ASTM	Mediobanca, UniCredit and UBI (EIB funding)	15/12/2024	24,500	Variable	14,000	3,500	10,500	-	
About ASTM	Mediobanca, UniCredit and UBI	15/12/2024	143,500	Variable/IRS	82,000	20,500	61,500	-	
About ASTM	EIB	15/12/2024	77,000	Variable	44,000	11,000	33,000	-	
About ASTM	Banca Intesa	06/03/2023	150,000	Variable	150,000	-	150,000	-	
HALMAR	M&T	Miscellaneous	2,002	Variable	1,631	409	1,055	167	
HALMAR	M&T	Miscellaneous	1,322	Variable	1,077	579	495	4	
HALMAR	M&T	02/08/2029	5,900	Variable	4,488	240	721	3,526	
HALMAR	M&T	14/04/2022	7,350	Variable	5,990	3,963	2,027	-	
HALMAR	M&T	02/04/2023	5,000	Variable	1,901	815	1,086	-	
ITINERA	Banca Passadore	30/12/2022	10,000	Variable	4,022	2,007	2,015	-	
ITINERA	Banca Bper	15/12/2021	30,000	Variable	7,500	7,500	-	-	
ITINERA	Banca UBI	23/12/2022	30,000	Variable	22,500	7,500	15,000	-	
ITINERA	Banca BPM	31/01/2021	20,000	Variable	20,000	20,000	-	-	
SEA	Banca Regionale Europea	10/04/2022	8,000	Variable	1,321	876	445	-	
Tubosider	Popolare di Spoleto	10/05/2022	300	Variable	66	47	19	-	
SATAP	Banca Intesa Sanpaolo (formerly OPI)	15/06/2024	75,000	Variable/IRS	16,936	4,839	12,097	-	
SATAP	Mediobanca (EIB funding)	31/12/2022	15,000	Variable/IRS	1,800	1,200	600	-	
SATAP	Mediobanca (EIB funding)	15/06/2024	59,450	Variable/IRS	13,423	3,835	9,588	-	
SATAP	Mediobanca	15/12/2021	400,000	Variable/IRS	80,000	80,000	-	-	
SATAP	Mediobanca	31/12/2021	180,000	Variable/IRS	54,000	54,000	-	-	
					Total	1,470,754	449,653	859,364	161,737
					Net accruals and deferrals	(5,540)	206	(4,829)	(917)
					Total	1,465,214	449,859	854,535	160,820
					of which:				
					current	449,859			
					non-current	1,015,355			

(*) Initial amount in local currency

¹ The average duration of the borrowing, also taking account of bond loans, is 7 years.



Note 17 – Hedging derivatives (non-current)

This item amounts to EUR 29,776 thousand (EUR 17,065 thousand as at 31 December 2020) and refers to the fair value as at 31 December 2021 of the Interest Rate Swap contracts concluded by Group companies in order to prevent the risk deriving from changes in interest rates. Please refer to section “Other information – Derivatives” for more detailed information.

Note 18 – Other financial liabilities (non-current)

This item amounts to EUR 4,869,323 thousand (EUR 1,087,462 thousand at 31 December 2020).

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
ASTM bonds	4,008,202	1,041,629
EcoRodovias bonds	830,165	-
Other payables - leasing	30,956	45,833
Total	4,869,323	1,087,462

See below for the changes to the items “ASTM bonds” and “EcoRodovias bonds” compared to the previous year:

<i>in thousands of EUR</i>	31/12/2020	Changes					31/12/2021
		Delta area	Emissions	Reimbursements	Transfers to current portion	Exchange differences and other changes	
ASTM bonds	1,041,629	-	2,964,717	-	-	1,856	4,008,202
EcoRodovias bonds	-	851,209	-	-	(9,456)	(11,588)	830,165
Non-current bonds	1,041,629	851,209	2,964,717	-	(9,456)	(9,732)	4,838,367

With reference to the issues that took place during the year, in November 2021 ASTM S.p.A. issued *three Sustainability-Linked Bonds (SLBs)* for a total of EUR 3 billion. The three tranches of “senior unsecured” bond issues were placed exclusively with institutional investors with the following characteristics:

- EUR 750 million with duration of 5 years and maturity at 25 November 2026, coupon of 1.00% and spread of 115 basis points compared to the mid-swap benchmark rate;
- EUR 1,250 million with duration of 8 years and maturity at 25 January 2030, coupon of 1.50% and spread of 160 base points compared to the mid-swap benchmark rate;
- EUR 1,000 million with duration of 12 years and maturity at 25 November 2033, coupon of 2.375% and spread of 215 base points compared to the mid-swap benchmark rate.

These bonds are governed by English law and traded at the Irish Stock Exchange.

The income arising from these issues was used – among other things – to repay existing loans, including the loan raised by the incorporated company NAF 2 S.p.A. as part of the OPA on ASTM shares.



The following table contains the details of the ASTM Bonds (in thousands of EUR):

Company	Issue date	Maturity date	Rate	Currency	Nominal value	Repayment method	value as at 31/12/2021
About ASTM	13/02/2014	13/02/2024	3.375%	EUR	500,000	bullet at maturity	513,631
About ASTM	08/02/2018	08/02/2028	1.625%	EUR	550,000	bullet at maturity	552,327
About ASTM	25/11/2021	25/11/2026	1.000%	EUR	750,000	bullet at maturity	745,862
About ASTM	25/11/2021	25/01/2030	1.500%	EUR	1,250,000	bullet at maturity	1,229,910
About ASTM	25/11/2021	25/11/2033	2.375%	EUR	1,000,000	bullet at maturity	994,435
							4,036,165
							<u>of which</u>
							current 27,963
							non-current 4,008,202

These bonds, governed by English law, have a minimum unit of EUR 100 thousand and are traded on the Irish stock exchange.

The following table contains the details of the EcoRodovias bonds (in thousands of Reais):

Company	Issue date	Maturity date	Rate	Currency	Nominal value	Repayment method	value as at 31/12/2021
Ecopistas	15/01/2011	Jan-23	IPC-A + 8.25% a.a.	BRL	92,500	Annual	64,017
Ecopistas	15/01/2011	Apr-22	IPC-A + 8.25% a.a.	BRL	92,500	Annual	21,358
Ecopistas	15/01/2011	Jul-22	IPC-A + 8.25% a.a.	BRL	92,500	Annual	20,923
Ecopistas	15/01/2011	Oct-22	IPC-A + 8.25% a.a.	BRL	92,500	Annual	20,495
Ecovias dos Imigrantes	15/04/2013	Apr-24	IPC-A + 4.28% a.a.	BRL	681,000	Annual	1,162,935
Ecovias dos Imigrantes	06/05/2021	May-22	CDI 1.05% a.a.	BRL	600,000	Annual	606,935
Ecoponte	19/11/2019	Oct-34	IPC-A + 4.4% a.a.	BRL	230,000	Annual	257,708
Eco050	02/03/2018	Dec-29	IPC-A + 9% a.a.	BRL	90,000	Annual	100,897
EcoRodovias Concessões	15/10/2012	Oct-22	IPC-A + 5.35% a.a.	BRL	400,000	Annual	232,708
EcoRodovias Concessões	14/12/2017	Nov-22	110.25% of CDI	BRL	300,000	Annual	379,376
EcoRodovias Concessões	14/12/2017	Nov-24	IPC-A + 6.0% a.a.	BRL	30,000	Annual	37,676
EcoRodovias Concessões	04/07/2018	Jun-25	IPC-A + 7.4438% a.a.	BRL	350,000	Annual	441,944
EcoRodovias Concessões	22/05/2019	Apr-24	CDI + 1.30% a.a.	BRL	833,675	bullet at maturity	847,532
EcoRodovias Concessões	22/05/2019	Apr-26	IPC-A + 5.50% a.a.	BRL	66,325	Annual	80,550
EcoRodovias Concessões	14/07/2020	Jul-23	CDI + 3.50% a.a.	BRL	1,000,000	bullet at maturity	1,039,287
Ecosul	02/06/2021	May-24	CDI + 1.65% a.a.	BRL	370,000	Annual	371,942
Holding do Araguaia	28/10/2021	Oct-36	IPC-A + 6.6647%	BRL	1,400,000	Half-yearly	1,390,070
							7,076,353
							EUR 1,121,434
							<u>of which</u>
							current 1,837,936
							EUR 291,269
							non-current 5,238,418
							EUR 830,165

In compliance with IFRS, this item was posted net of the cost incurred for the issue/listing and of the issue discounts.

The item "other payables" can mainly be attributed to the non-current portion of payables relative to leasing contracts recognised in compliance with IFRS 16. The change is the result of new contracts signed during the period, the reclassification to current of the portion coming due in the next twelve months and the changes in the scope of consolidation.



Note 19 – Deferred tax liabilities

This item totalled EUR 134,103 thousand (EUR 4,762 thousand as at 31 December 2020). For the breakdown of this item, please refer to Note 38 – Income taxes. The change in the item includes the deferred taxes on the amount of the “concessions” deriving from the consolidation of the SITAF Group (Note 1.c).

Note 20 – Trade payables (current)

Trade payables totalled EUR 715,975 thousand (EUR 582,047 thousand as at 31 December 2020). The change compared to the previous year is mainly attributable to the change in the scope of consolidation (EUR 92.4 million).

Note 21 – Other payables and contract liabilities (current)

These consist of:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
Advances/Advance payments	132,961	129,254
Payables to welfare organisations	20,702	18,609
Payables due to employees	48,023	31,363
Payables for concession fees	42,580	19,434
Payables to ANAS – Central Insurance Fund	28,734	16,640
Payables for cross charges from consortium companies	90,232	85,656
Payables to Autostrada dei Fiori shareholders for option	10,341	10,341
Deferred income	11,564	9,298
Provision for restoration or replacement	20,997	-
Other payables	87,141	45,102
Total	493,275	365,697

The item “*advances/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 for concession fees*” represents for an amount of EUR 26.6 million, the payable of the Italian concession companies related to the concession fees to be paid to ANAS and to the Ministry of Economy and Finance, calculated on the motorway tolls and on the *royalties* received from service area operators. This item also includes EUR 16 million related to the current portion of payables due to the Brazilian authorities arising from the consolidation of the EcoRodovias Group.

The item “*payables to ANAS – Central Insurance Fund*” represents the portion of the payable maturing in the next accounting period.

“*Payable for cross charges from consortium companies*” refers to the cross charge made by the consortium companies of the EPC sector and is posted net of the invoiced advance payments.

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 p.A. granted a put option to some shareholders of Autostrada dei Fiori S.p.A. on 1,988,585 shares (equal to 2.45% 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 “*deferred income*” includes easement payments, grants received by SATAP S.p.A. from TAV S.p.A. and RFI S.p.A., and grants received by SAV S.p.A. from RAV S.p.A. and the Autonomous Region Valle d’Aosta.



In relation to the item “*other payables*”, the change in the year is mainly attributable to the change in the scope of consolidation.

Note 22 – Bank debt (current)

These consist of:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
Current account overdrafts and advances	236,367	204,806
Short-term loans	10,773	1,387
Maturing portion of medium- and long-term loans	431,469	449,859
Total	678,609	656,052

The change in the item “*short-term loans*” is attributable (i) for EUR 10.7 million to the change in the scope of consolidation and (ii) for EUR 1.3 million to the repayment of loans of the company Halmar International LLC.

The “*maturing portion of medium- and long-term loans*” amounted to EUR 431,469 thousand as at 31 December 2021 (EUR 449,859 thousand as at 31 December 2020). The changes compared to the previous financial year are shown below:

31/12/2020	Changes					31/12/2021	
	Delta Area	Merger NAF 2	Disbursements	Reimbursements	Transfers from non-current portion		Exchange differences and other changes
449,859	227,511	1,922,032	467,144	(2,751,127)	119,450	(3,400)	431,469

Note 23 – Hedging derivatives (current)

This item was equal to zero as at 31 December 2020 (EUR 8,318 thousand as at 31 December 2020); on 11 January 2021, the *cash settlement* took place of the *Non-Deliverable Forward derivatives*, subscribed in the previous year to hedge the cash flows associated with the agreement intended for the capitalisation of EcoRodovias.



Note 24 – Other financial liabilities (current)

These consist of:

<i>in thousands of EUR</i>	31 December 2021	31 December 2020
ASTM bonds	27,963	22,902
EcoRodovias bonds	291,269	-
Payables to connected companies	10,865	8,972
Payables for financial lease contracts	22,821	20,871
Other payables	16,464	23,721
Total	369,382	76,466

See below for the changes to the current portion of the items “ASTM bonds” and “EcoRodovias bonds” compared to the previous year:

	31/12/2020	Changes					31/12/2021
		Delta area	Disbursements	Reimbursements	Transfers from non-current portion	Exchange differences and other changes	
ASTM bonds	22,902	-	-	-	-	5,061	27,963
EcoRodovias bonds	-	317,319	-	(36,717)	9,456	1,211	291,269
Current bonds	22,902	317,319	-	(36,717)	9,456	6,272	319,232

For more information please see Note 18.

The item “*payables to connected companies*” refers to payables to connected companies not belonging to the Group for tolls collected on behalf of Group licensees, which had not yet been allocated by the end of the period.

The item “*other payables*” mainly refers to (i) the payable related to the higher contribution received by the subsidiary Autostrada dei Fiori S.p.A. (A6 Turin-Savona stretch) related to Law 662/96 for investments in non-compensated revertible assets (EUR 14.1 million). The change compared to the previous year is attributable to the lack of the payable of the subsidiary Itinera S.p.A. related to the portion of the non-interest-bearing loan disbursed by the minority shareholders to JO Arge H51 (EUR -8 million).

Note 25 – Current tax liabilities

Current tax liabilities totalled EUR 129,603 thousand (EUR 40,926 thousand as at 31 December 2020) and refer to liabilities for corporate income tax (IRES), regional production tax (IRAP), VAT and personal income tax (IRPEF) withholding agent, substitute taxes and direct overseas taxes related mainly to Halmar International LLC and its subsidiaries and EcoRodovias Group. The change in this item is mainly attributable to higher IRES and IRAP payables (EUR +73.4 million) and higher foreign taxes (EUR +13.8 million).



Explanatory Notes – Information on the income statement

In the comparative analysis between the data related to FY 2021 and those related to FY 2020, it is necessary to take into account that as of 1 April and 1 December 2021 respectively, the data of the SITAF Group and the EcoRodovias Group were consolidated on a “line-by-line basis”, having previously been consolidated with the “equity method”.

Additionally, in FY 2020 the data related to the Tubosider Group had been consolidated from the second half of the year.

In order to allow the effects of these changes to be assessed, when these are significant specific notes have been added below.

Note 26 – Revenue

26.1 – Motorway sector revenue – operating activities

This item breaks down as follows:

<i>in thousands of EUR</i>	2021	2020
Net toll revenue	1,302,062	949,028
Fee/additional fee payable to ANAS	93,357	76,142
Gross toll revenue	1,395,419	1,025,170
Other accessory revenues	30,546	20,430
Total motorway sector revenue	1,425,965	1,045,600

The increase in “*net toll revenues*” – equal to EUR 353 million (+37.2%) – is attributable (i) for EUR 194.6 million to the growth in traffic volumes, (ii) for EUR 114.7 million to the consolidation as of 1 April 2021 of the toll revenues of SITAF S.p.A., (iii) for EUR 41.8 million to the consolidated as of 1 December 2021 of the toll revenues of the EcoRodovias Group and (iv) for EUR 1.9 million to the recognition as of 1 January 2021 of the tariff adjustment granted to the subsidiary Autovia Padana S.p.A.

The change seen in the item “*fee/additional fee payable to ANAS*” (EUR +17.2 million) is the result of (i) the increase in traffic on the stretches managed by other concession holder companies (+15 million) and (ii) the fee/additional fee to be paid to ANAS by the concession holder SITAF S.p.A. (EUR +2.2 million). Based on the fact that the fees had been collected on behalf of ANAS, this increase is recognised for the same amount as a contra-entry in the “*operating costs*”.

The “*other accessory revenues*” mainly refer to rental income on the service areas; the increase in the item in question is attributable for EUR 1.1 million to the consolidation of the income statement figures of SITAF S.p.A. and for the remainder, reflects the increase in consumption at the service areas and consequent *royalties*.

26.2 – Motorway sector revenue – planning and construction activities

This item totalled EUR 608,078 thousand (EUR 392,213 thousand in 2020) and refers to the “planning and construction” activity of non-compensated revertible assets that – according to IFRIC 12 – are booked among revenue with regards to both the portion obtained by Group companies and that of Third Parties. A similar amount of costs was booked against these revenues under the item “*Other costs for services*”.



26.3 – EPC sector revenue

This revenue breaks down as follows:

<i>in thousands of EUR</i>	2021	2020
Revenue for works and planning and changes in contract work in progress	970,927	924,570
Other revenues	32,794	26,975
Total	1,003,721	951,545

The change to the item “*revenue for works and planning and changes in contract work in progress*” is mainly attributable to the growth in volumes of activities carried out in Italy and overseas by the Itinera Group. In particular, in 2021 the overseas production of the EPC sector was equal to EUR 813.2 million (EUR 812.2 million in 2020), of which EUR 351 million in the United States (through the American subsidiaries of the Halmar Group), EUR 251.1 million in Europe, EUR 186.1 million in the Middle East, EUR 13.8 million in Africa and EUR 11.2 million in Brazil.

This amount was posted net of the intercompany “production” related to maintenance and expansion services performed on the motorway network by the EPC sector companies for the Group motorway companies.

26.4 – EPC sector revenue – planning and construction activities

This item totalled EUR 1,826 thousand (EUR 9,306 thousand in 2020) and refers to the “planning and construction activities” of the Taranto port platform (infrastructure node of the Port of Taranto – Logistics Platform) that – according to IFRIC 12 – is recognised among revenues with regards to both the portion implemented internally and that implemented by Third Parties. A similar amount of costs was booked against these revenues.

26.5 – Technology sector revenue

This revenue breaks down as follows:

<i>in thousands of EUR</i>	2021	2020
Revenues and change in contract work in progress, work in progress, semi-finished products, finished goods and other	20,668	16,177
Other revenues	1,377	210
Total	22,045	16,387

This is the total amount of “production” carried out for third parties by the subsidiaries operating in the sector, of which approximately EUR 0.5 million carried out overseas. The above-mentioned amounts are recognised net of intergroup “production” related to maintenance and enhancement activities for the motorway network, which were carried out by the Companies in the technology sector in favour of the Group’s motorway companies.

The increase in the item “technology sector revenue” compared to the same period in the previous year is mainly attributable to the greater amount of works carried out for third parties by the subsidiary Sinelec S.p.A.



26.6 – Other revenues

This revenue breaks down as follows:

<i>in thousands of EUR</i>	2021	2020
Claims for damages	7,830	15,372
Recovery of expenses and other income	118,547	34,059
Share of income resulting from the discounting of the payable due to the Central Guarantee Fund and ANAS	31,769	8,013
Works on behalf of third parties and cost reversal	10,982	8,082
Operating grants	1,234	1,744
Total	170,362	67,270

The item “*claims for damages*” includes the refunds – by insurance companies – of the costs incurred by the motorway companies for repair to the motorway network following accidents and other damages, as well as the requests made by the construction companies with reference to existing contracts.

The item “*recovery of expenses and other income*” includes the recovery of collection costs, the recovery of exceptional transit costs, capital gains from disposals and contingent assets; the change is attributable (i) for EUR 44.1 million to the change in the scope of consolidation, (ii) for EUR 32.3 million to the revenue accrued once the Cross Financing came into effect, as a difference between the revenues, related costs and remuneration of invested capital, (iii) for EUR 19.8 million to the income related to the expiry of the concession for the A10 Savona-Ventimiglia section, (iv) for EUR 6 million to the lack of the obligation to repay the loan disbursed during the epidemic granted to the subsidiary Halmar International LLC by the United States government as a contribution towards the Covid-19 emergency and, for the remaining part, to higher contingent assets and other minor effects.

The item “*share of income resulting from the discounting of the payable due to the Central Guarantee Fund and ANAS*” refers to the share related to the difference – which was previously deferred – between the original amount of the payable and its present value. The change compared to the previous year is attributable to the consolidation of SITAF S.p.A.

The increase in the item “*works on behalf of third parties*” is mainly due to higher revenues from consortium companies recorded by motorway licensee companies.

Note 27 – Payroll costs

This item can be broken down as follows:

<i>in thousands of EUR</i>	2021	2020
Salaries and wages	360,888	315,081
Social security contributions	84,089	76,444
Allocations to payroll provisions	40,970	40,168
Other costs	24,217	10,406
Total	510,164	442,099

The overall increase in the “*payroll costs*” is attributable (i) for EUR 37.7 million to the change in the scope of consolidation (SITAF Group and EcoRodovias Group) and (ii) for EUR 30.4 million to the increase in the number of employees in the business sectors where the Group operates and the fact that in the previous year, the Group companies had benefited from subsidies linked to the Covid-19 epidemic.



Average employee staffing breaks down by category as follows:

	31/12/2020	Change in the scope of consolidation (*)	Other changes	31/12/2021
Executives	188	13	(25)	176
Middle managers	320	39	36	395
Office workers	3,406	521	48	3,975
Manual workers	1,975	236	577	2,788
Total	5,889	809	636	7,334

(*) Measured on the basis of the date of acquisition of control.

Note 28 – Costs for services

This expense item breaks down as follows:

<i>in thousands of EUR</i>	2021	2020
Maintenance of non-compensated revertible assets	57,254	49,267
Other costs related to non-compensated revertible assets	28,403	21,015
Subcontracting	450,517	392,134
Overhead on consortium costs	101,273	73,141
Works on behalf of third parties	112,133	91,944
Technical design activities	59,292	47,097
Seconded personnel and contract workers	18,967	25,385
Other payroll costs	22,472	14,592
Transport	16,605	13,180
Insurance	27,828	19,789
Utilities	27,862	22,446
Costs for construction activities carried out by third parties non-compensated revertible assets (IFRIC 12)	310,306	205,577
Other costs for services	163,364	132,299
Total	1,396,276	1,107,866

The change seen in “costs for services” with respect to the previous year is mainly due (i) to greater costs paid by companies in the EPC sector due to the increase in related production, (ii) greater costs for construction activity for non-compensated revertible assets (IFRIC 12) and (iii) consolidation of the income statement figures of the SITAF Group as from 1 April 2020, the EcoRodovias Group as from 1 December 2021 and the Tubosider Group (not present in the first half of 2020).

Note 29 – Costs for raw materials

This expense item breaks down as follows:

<i>in thousands of EUR</i>	2021	2020
Raw materials	197,202	159,092
Consumables	108,709	75,586
Changes in inventories of raw materials, consumables and merchandise	(4,810)	(2,848)
Total	301,101	231,830

This item refers to production materials, ancillary materials and consumables and mainly relates to the subsidiaries forming part of the EPC and Technology sectors. The increase compared to the previous year is related to the higher volumes of production in the aforementioned sectors and to the change in the scope of consolidation (EUR +27.7 million).



Note 30 – Other costs

This expense item breaks down as follows:

<i>in thousands of EUR</i>	2021	2020
Concession fee pursuant to Article 1, para. 1020 of Italian Law No. 296/06	28,869	23,049
Fee pursuant to Article 19, para. 9-bis of Italian Law Decree no. 78/09	93,357	76,142
Sub-concession fee	5,211	4,049
Leases and rental expenses	34,414	21,575
Other operating expenses	49,821	29,201
Total	211,672	154,016

The item “concession fee pursuant to Article 1, paragraph 1020 of Italian Law No. 296/06” was calculated as 2.4% of the “net toll revenues” of the Italian motorway companies; the change in this item is attributable for EUR 1 million to the consolidation of SITAF S.p.A. and for the remainder (EUR 4.8 million) to the increase in toll revenues.

The item “fee pursuant to Article 19, paragraph 9 bis of Italian Law Decree no. 78/09” is calculated according to EUR 0.0060 vehicle/km for light vehicles and EUR 0.0180 vehicle/km for heavy vehicles; the change in this item is attributable for EUR 2.2 million to the consolidation of SITAF S.p.A. and for the remainder to the increase in traffic on the stretches managed by the Group’s concession companies.

The change in the “sub-concession fee” – calculated on the *royalties* received from service areas – is substantially attributable to the increase in *royalty income*.

Following the application of IFRS 16 (Lease), the “leases and rental expenses” only refer to contracts with a duration of less than 12 months or to contracts for which the underlying assets are configured as low-value assets. The change compared to the previous year is due to the change in the scope of consolidation (EUR +3.1 million) and to the new short-term rental contracts signed mainly by the subsidiaries operating in the EPC sectors (EUR +9 million).

The change in “other operating expenses” compared to the previous year is attributable (i) for EUR 14 million to the change in the scope of consolidation, (ii) for EUR 7.9 million to higher other operating expenses and capital losses from disposal of assets offset (iii) for EUR 1.3 million by lower contingent liabilities.

Note 31 – Capitalised costs on fixed assets

This item, amounting to EUR 564 thousand (EUR 1,274 thousand in 2020), refers to internal works carried out within the Group and capitalised as an increase to tangible assets.



Note 32 – Amortisation, depreciation and write-downs

This item breaks down as follows:

<i>in thousands of EUR</i>	2021	2020
Intangible assets:		
▪ Other intangible assets	3,464	3,684
▪ Non-compensated revertible assets	239,131	184,493
Tangible assets:		
▪ Buildings	4,281	3,297
▪ Plant and machinery	6,264	3,875
▪ Industrial and commercial equipment	6,106	5,865
▪ Other assets	3,803	2,956
▪ Rights of use	23,788	19,848
Total amortisation and depreciation	286,837	224,018
Write-down of goodwill and other write-downs	1,062	3,161
Total amortisation, depreciation and write-downs	287,899	227,179

Depreciation of non-compensation revertible assets is associated with the expected development in traffic on managed stretches. The change in the item compared to 2020 is attributable for EUR 49.7 million to the change in the scope of consolidation.

The item “*write-down of goodwill and other write-downs*” substantially refers to the write-down of receivables made by companies operating in the EPC sector.

Note 33 – Adjustment of the provision for restoration/replacement of non-compensated revertible assets

The adjustment of the provision for restoration/replacement of non-compensated revertible assets is detailed as follows:

<i>in thousands of EUR</i>	2021	2020
Drawdown of provision for restoration/replacement of non-compensated revertible assets	(150,285)	(101,481)
Allocation to provision for restoration/replacement of non-compensated revertible assets	132,731	98,530
Net adjustment of the provision for restoration and replacement of non-compensated revertible assets	(17,554)	(2,951)

Drawdown of the provision for restoration, replacement or maintenance of non-compensated revertible assets represents all maintenance costs incurred during the period by motorway licensees whose concessions have not yet expired. 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 infrastructures.

The net adjustment of the provision for restoration and replacement of non-compensated revertible assets reflects, among other things, the change in the maintenance work programme. In 2021, this item includes allocations and drawdowns for EUR 27 million related to the licensee SITAF S.p.A.

Note 34 – Other provisions for risks and charges

The provisions for risks and charges in the 2021 financial year totalled approximately EUR 82.8 million (EUR 30.2 million in 2020); for an amount equal to EUR 78 million, this item refers to the provisions made during the year for the “concession risk”, which refers to the risk related to lawsuits in process or that might arise with the Granting Body including with reference to the management of motorway stretches that has expired for the period between the expiry date of the individual concessions and the reporting date. To



that end, as already indicated in previous sections of these financial statements, as at 31 December 2021, in the wake of the identification of a new licensee and at the request of the Granting Body, the licensees SATAP S.p.A. (A21 Stretch), SALT p.A. (A12 section) and ATIVA S.p.A. (Tangenziale di Torino, Torino-Quincinetto, Ivrea-Santhià and Torino-Pinerolo), Autostrada dei Fiori S.p.A. (A10 section) continue to manage the sections whose license has expired (continuing to apply the concession agreements). For the remaining part, equal to approximately EUR 4.8 million, this item refers to provisions made by companies operating in the EPC and technology sectors.

Note 35 – Financial income

This item breaks down as follows:

<i>in thousands of EUR</i>	2021	2020
Income from equity investments:		
▪ dividends from other businesses	751	807
▪ capital gain on sale of investments	5,133	-
Total	5,884	807
Interest income and other financial income		
▪ from credit institutions	377	765
▪ from financial assets	17,558	12,053
▪ from interest rate swap agreements	-	-
▪ Exchange differences	8,779	1,348
▪ other	9,085	3,757
Total	35,799	17,923
Total financial income	41,683	18,730

The item “*dividends from other businesses*” mainly refers to the dividends collected from Assicurazioni Generali S.p.A. (EUR 0.5 million) and Mediobanca S.p.A. (EUR 0.2 million).

The item “*capital gains on sale of investments*” refers to the capital gain arising from the sale of the equity investment held in Tubosider UK Ltd.

The item interest income “*from credit institutions*” refers to interest income accrued on the cash holdings at credit institutions.

The item “*interest and income from financial assets*” includes income from insurance policies for EUR 2.4 million (EUR 3 million in 2020), interest income on loans granted to investee companies for EUR 8.8 million (EUR 8.4 million in 2020), interest income on Brazilian Bank Deposit Certificates subscribed by the subsidiary IGLI S.p.A. for EUR 3.2 million (EUR 0.5 million in 2020) and interest from financial assets due to changes in the scope of consolidation for EUR 2.9 million.

The item “*exchange differences*” includes EUR 2.3 million referring to forex gains made following the disposal of part of the Brazilian deposit certificates.

The change in the item “*other*” is substantially attributable to the change in the scope of consolidation.



Note 36 – Financial expenses

This item breaks down as follows:

<i>in thousands of EUR</i>	2021	2020
Interest expense to credit institutions		
▪ on loans	59,537	13,092
▪ on current account overdrafts	1,430	1,022
Miscellaneous interest expense:		
▪ from interest rate swap agreements	6,427	12,749
▪ from financial discounting	35,082	8,275
▪ from bond loans	45,989	46,373
▪ change in <i>fair value</i> of hedging derivatives reclassified from statement of other comprehensive income	(57)	-
▪ from rights of use contracts and other contracts	309	1,200
▪ capitalised financial expenses ⁽¹⁾	(35,850)	(16,425)
Total interest expense	112,867	66,286
▪ Exchange differences	5,404	8,006
▪ other financial expenses	25,157	12,852
▪ <i>change of control</i>	113,870	-
Total other financial expenses	144,431	20,858
Total interest expense and other financial expenses	257,298	87,144

“Interest expense on loans” showed an increase of EUR 46.5 million. The 2021 balance includes both the higher interest related to the consolidation of SITAF S.p.A. and EcoRodovias Infraestrutura e Logistica S.A. (EUR 18 million), and the interest accrued on the loan taken out by NAF 2 S.p.A. in the context of the OPA launched on ASTM shares (EUR 22.6 million).

Interest expense related to “financial discounting” of non-current liabilities refers for EUR 31.7 million to payables to the Central Insurance Fund and ANAS, and for the remaining part to the “financial component” of the provision for employee benefits. The change in the item is mainly attributable to the change in the scope of consolidation (EUR +27.2 million).

The “interest expense from bond loans” is broken down as follows:

<i>in thousands of EUR</i>	2021	2020
<i>from 2010-2020 bond loan</i>	-	19,151
<i>from 2014-2024 bond loan</i>	17,432	17,424
<i>from 2018-2028 bond loan</i>	9,808	9,798
<i>from 2021-2026 bond loan</i>	859	-
<i>from 2021-2030 bond loan</i>	2,162	-
<i>from 2021-2033 bond loan</i>	2,467	-
Interest expense from ASTM bonds	32,728	46,373
Interest expense from EcoRodovias bonds	13,261	-
Interest from bond loans	45,989	46,373

The change in “capitalised financial expenses” is related to both the performance of the investments made and the consolidation of SITAF S.p.A. (€ 7.7 million) and EcoRodovias Infraestrutura e Logistica S.A. (€ 9.9 million).

The item “exchange differences” is due (i) for EUR 4 million to exchange losses realised after the disposal of Brazilian Bank Deposit Certificates and (ii) for EUR 1.4 million the losses realised by the EPC sector.

The item “other financial expenses” includes EUR 10.5 million related to the write-down of receivables for loans to investee companies (EUR 7 million in 2020), EUR 9.7 million related to the expenses incurred as part of the OPA on ASTM shares and EUR 2.9 million related to the expenses arising from the change in the scope of consolidation.



“Change of control”, equal to EUR -113.9 million, refers to the *fair value* measurement (at the date control was acquired) of the ownership interests previously held in SITAF S.p.A. (EUR -1.2 million) and in EcoRodovias Infraestrutura e Logística S.A. (EUR -112.7 million). The latter also includes the transfer to the income statement of the exchange differences accrued on the Brazilian investments previously suspended in shareholders’ equity.

Note 37 – Profit (loss) of companies accounted for by the equity method

The details of this item are as follows:

<i>in thousands of EUR</i>	2021	2020
Autostrada Nogare Mare Adriatico S.c.p.A. in liquidation	(35)	-
SITRASB S.p.A.	(499)	(467)
S.A.BRO.M - Autostrada Broni Mortara S.p.A.	(74)	(211)
Società Italiana Traforo Autostradale del Frejus S.p.A. - S.I.T.A.F. S.p.A.	3,119	14,200
Tangenziali Esterne Milano S.p.A.	(4,983)	(5,682)
Tangenziale Esterna S.p.A.	(5,038)	(5,706)
ROAD LINK HOLDINGS Ltd.	868	814
Monotrilho Linha 18 Bronze	(139)	-
Europa S.c.ar.l. in liquidation	-	(1)
Lissone S.c.ar.l. in liquidation	-	(5)
Federici Stirling Batco LLC	(2,631)	(9,157)
Mill Basin Bridge Constructors	(545)	(548)
Tuborus LLC	441	149
Asci Logistik GMBH	(31)	(5)
Cis Beton GMBH	68	37
ASTA S.p.A. in liquidation	-	(1,296)
Rivalta Terminal Europa S.p.A.	(161)	(144)
Interporto di Vado I.O. S.p.A.	(113)	(101)
ATIVA Immobiliare S.p.A.	17	48
Primav Infraestrutura S.A.	-	(44,932)
EcoRodovias Infraestrutura e Logística S.A.	7,361	(3,081)
Confederazione Autostrade S.p.A. in liquidation	-	(200)
CONSEPI S.p.A. (Consusa S.r.l.)	(130)	-
Other	(89)	-
Total	(2,594)	(56,288)

This item includes, for the relevant share, the profit/(loss) of the jointly controlled entities and associated companies. The change compared to the previous year is the result of the higher contribution from (i) the Brazilian investee companies (relative to the first eleven months of the year), (ii) the investee companies belonging to the EPC sector and (iii) Tangenziale Esterna di Milano S.p.A., and Tangenziale Esterna S.p.A., partially offset by the lower contribution of the SITAF Group companies following their consolidation on a line-by-line basis as of 1 April 2021.



Note 38 – Taxes

This item can be broken down as follows:

<i>in thousands of EUR</i>	2021	2020
Current taxes:		
▪ Corporate income tax (IRES)	136,437	63,220
▪ Regional production tax (IRAP)	26,513	14,720
▪ International taxes	5,264	2,154
	168,214	80,094
Taxes (prepaid)/deferred:		
▪ Corporate income tax (IRES)	312	(51,972)
▪ Regional production tax (IRAP)	1,602	(5,478)
▪ International taxes	1,429	2,120
	3,343	(55,330)
Taxes related to prior years		
▪ Corporate income tax (IRES)	(2,655)	848
▪ Regional production tax (IRAP)	(983)	(688)
	(3,638)	160
Total	167,919	24,924
of which		
Total current taxes	164,576	80,254
Total deferred taxes	3,343	(55,330)

With reference to “*income taxes*”, note that this amount includes additional 3.5% corporate income tax (IRES) deriving from activities carried out on the basis of the motorway concessions, established under Italian Law no.160 of 27.12.2019. Note also that the 2020 figure included an amount of EUR 7.7 million attributable to the substitute tax for the realignment of differences between tax values and statutory values resulting from merger and/or contribution transactions of previous years. These realignments – made pursuant to Article 110, paragraph 7 of Decree-Law no.104 of 14 August 2020 – had allowed the recognition in FY 2020 of deferred tax credits/release of deferred tax provisions previously allocated for a total of EUR 72.5 million. In this regard, note that the changes made by the 2022 Finance Act (Law no. 234 of 30 December 2021) to the regulation on revaluation and realignment, and in particular to the methods of tax deduction of amortisation of some assets, led a Group company to decide to revoke the decision made in the previous year with consequent reversal of the substitute tax quantified as EUR 2.2 million and the clearance of deferred tax assets previously recognised in the consolidated financial statements for EUR 21.7 million.

During the period, with “shareholders’ equity” as contra-item, “deferred taxes” were credited for approximately EUR 5.6 million related to the fair value measurement of both “financial assets” and “interest rate swaps”, as well as the actuarial components related to the Employee Severance Indemnity and foreign exchange adjustment.



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 2021 and 2020.

<i>in thousands of EUR</i>	2021		2020	
Period income before taxes	242,002		168,646	
Effective income taxes	143,442	59.27%	15,522	9.20%
Lower taxes (compared to the theoretical rate):				
▪ lower taxes on dividends	171	0.07%	184	0.11%
▪ lower taxes on capital gains from sales of equity investments by <i>participation exemption</i>	1,232	0.51%	-	-
▪ other changes (realignments resulting from the application of Article 110 para.7 of Legislative Decree NO. 104 of 14 August 2020)	-	-	64,811	38.43%
▪ net effect of international taxes	6,693	2.77%	4,274	2.53%
Higher taxes (compared to the theoretical rate):				
▪ taxes on intercompany dividends, non-deductible write-downs and other changes	(356)	-0.15%	(1,608)	-0.95%
▪ effect of increased concession rate	(17,549)	-7.25%	(8,877)	-5.26%
▪ adjustment of investments accounted for by the equity method	(623)	-0.26%	(13,564)	-8.04%
▪ non-deductible write-downs and other changes	(47,887)	-19.79%	(20,266)	-12.02%
▪ change of control effect	(27,042)	-11.17%	-	-
Theoretical income taxes	58,080	24.00%	40,476	24.00%

Reconciliation between "effective" and "theoretical" rates (regional production tax (IRAP)):

<i>in thousands of EUR</i>	2021		2020	
Value added (Regional production tax taxable base - IRAP)	460,211		293,348	
Effective income taxes	28,115	6.11%	9,242	3.15%
Higher/Lower taxes (compared to the theoretical rate):				
▪ Net miscellaneous deductible expenses/(income)	(10,167)	-2.21%	2,199	0.75%
Theoretical income taxes	17,948	3.90%	11,441	3.90%

The table below shows the total amount of deferred tax income and expenses (posted to the income statement and statement of comprehensive income) and the total deferred tax credits and liabilities (posted to the statement of financial position).

<i>in thousands of EUR</i>	31 December 2020	Changes entered in the income statement (*)	Changes entered in the statement of comprehensive income	Difference in scope and other changes	31 December 2021
Deferred tax credits related to: (**)					
intangible assets not capitalised in accordance with IAS/IFRS	-	152	-	1,410	1,562
provisions to tax deferral reserves	49,898	26,287	-	6,173	82,358
maintenance costs exceeding deductible share	4,114	(769)	-	-	3,345
fair value measurement of financial assets - IRS	4,409	-	(5,917)	9,986	8,478
effect of the recalculation of amortisation of non-compensated revertible assets (IFRIC 12)	43,392	(7,186)	-	-	36,206
maintenance costs restoration provision (IRES)	39,600	(2,206)	-	9,683	47,076
maintenance costs restoration provision (regional production tax - IRAP)	8,000	-	-	-	8,000
actuarial appraisal of the Employee Severance Indemnities Reserve	941	(31)	106	292	1,308
leased assets (IFRS 16)	122	32	-	303	457
other	61,625	(16,882)	-	26,746	71,490
Total deferred tax assets (Note 4)	212,101	(604)	(5,811)	54,594	260,280
Deferred tax liabilities related to: (**)					
leased assets (IFRS 16)	(961)	(847)	-	(310)	(2,118)
valuation of work in progress	(1,170)	71	-	-	(1,099)
valuation of financial assets at fair value	(23)	(13)	36	-	-
actuarial appraisal of the Employee Severance Indemnities Reserve	(697)	25	168	(145)	(649)
effect of the recalculation of amortisation of non-compensated revertible assets (IFRIC 12)	(704)	2,813	-	(3,258)	(1,149)
other	(1,207)	(4,788)	-	(123,092)	(129,087)
Total deferred tax liabilities (Note 19)	(4,762)	(2,739)	204	(126,805)	(134,103)
Total		(3,343)			

(*) 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 are accounted for based on tax rates in effect at the time that their “repayment” is expected.



Note 39 – Information on the cash flow statement

Change in the scope of consolidation

in millions of EUR

EcoRodovias Group	382.3
Sitaf Group	33.3
Total change in the scope of consolidation	415.6

Note 40 – Significant non-recurring events and transactions

Without prejudice to the effects deriving from the Covid-19 pandemic, the acquisition of control and consequent consolidation of the SITAF and EcoRodovias Groups, as well as the reverse merger of NAF2 S.p.A., outlined in the Management Report, 2021 was not affected by significant non-recurring events and transactions.

Note 41 – Atypical and/or unusual transactions

There were no significant positions or transactions deriving from atypical and/or unusual operations during FY 2021.



Other information

Information is shown below with regard to (i) the commitments undertaken by the Group Companies, (ii) the “fair value” measurement, (iii) financial risk management, (iv) ESMA financial indebtedness, (v) related-party transactions, (vi) EcoRodovias Infraestructura e Logística S.A. and (vii) public disbursement transparency disclosure. For information about the Group, “**Significant subsequent events**”, the “**Business outlook**” and the “**Allocation of profits proposal**”, please see the “Management Report”.

(i) Commitments undertaken by the Group Companies

In this regard, please note the following:

Operating guarantees

- Le fideiussioni (*performance bond*), pari complessivamente a 142,5 milioni di euro, rilasciate da taluni istituti bancari e compagnie assicurative nell’interesse delle società concessionarie autostradali italiane a favore del Ministero delle Infrastrutture e della Mobilità Sostenibili a garanzia della buona esecuzione della gestione operativa delle concessioni, così come previsto dalle vigenti Convenzioni Uniche. The amount of these performance bonds, amounting, as the case may be, to 3% or 10% of the amount (calculated, as the case may be, as whole life or only with reference to the current regulatory period) of the monetary operating costs envisaged in the financial plans attached to the mentioned agreements, is released annually for the amount relative to the pro-rata share attributable to each year of the concession.
- Performance bonds, equal to EUR 74.4 million, issued by several banks and insurance companies in the interest of Italian motorway companies in favour of the Ministry of Sustainable Infrastructure and Mobility and other counterparties to guarantee the proper execution of the works.
- The performance bond, equal to EUR 1.1 million, issued by several insurance companies on behalf of SALT p.A. (A15 Stretch) in favour of the Ministry of Sustainable Infrastructure and Mobility to guarantee the proper execution of the final design under the Standard Agreement of 3/03/2010.
- Performance bonds amounting to EUR 1.2 million issued by SATAP S.p.A. in favour of Concessioni Autostradali Lombarde in the interest of Aurea S.c.ar.l., to guarantee the operational commitments undertaken by it.
- The corporate 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 – pro-rata and non-solidary – the commitments undertaken by the associated company S.A.Bro.M. S.p.A. against the issue by SACE BT Credit & Surety of the guarantee of proper execution of the works (*performance bond*) pursuant to the agreement relative to the Broni-Mortara motorway stretch signed on 16 September 2010.
- The *performance bond*, amounting to EUR 0.1 million, issued in favour of the Municipality of Pero by an insurance company on behalf of SATAP S.p.A. as a guarantee for the environmental reclamation and safety measures of areas subject to expropriation.
- The *performance bond*, amounting to EUR 1.6 million, issued in favour of the Piedmont Region by an insurance company on behalf of SATAP S.p.A. as a guarantee for the work of filling in and environmental restoration of the Cerano quarry.
- The performance bond, amounting to EUR 1.5 million, issued by an insurance company on behalf of Sitalfa S.p.A., in favour of the Ministry for the Environment, Land and Sea Protection for registration in category 8 of the Environmental Operator Register.
- The *performance bonds*, amounting EUR 42.2 million in total, issued by several banks and insurance companies in the interest of Sinelec S.p.A., Euroimpianti S.p.A., Argo Costruzioni Infrastrutture S.c.p.a., Tecnositaf S.p.A., RO.S.S. S.r.l., Sina S.p.A., Consorzio



Sintec S.c.ar.l. and Siteco Informatica S.r.l., in favour of the Ministry of Sustainable Infrastructure and Mobility as a guarantee for the proper execution of the works.

- The performance bond issued by an insurance company on behalf of the company SAV S.p.A. in favour of the Autonomous Region of Valle d'Aosta in accordance with the concession 168/2010 – for the permanent occupation of areas in the public domain for EUR 0.1 million.
- The performance guarantee issued by ASTM S.p.A. as the *ultimate parent company*, on behalf of the subsidiary Itinera S.p.A. and in favour of the Danish client The Danish Road Directorate for works for the construction of the Storstrøm Bridge for a residual amount as at 31 December 2021, on the basis of the works progress, equal to DKK 111.8 million (approximately EUR 15 million converted at the exchange rate of 7.4364 as at 31 December 2021). This guarantee, issued for the good execution of the works, is reduced according to the progress of the works, subject to achievement of the milestones defined within the contract.
- The Itinera Group issued, through credit and insurance institutions, commercial guarantees (*trade finance*) for a residual value as at 31 December 2021 of EUR 532.3 million, in favour of clients and as guarantee of the proper execution of works (*performance bonds*), contract advances (*advance bonds*), release of guarantee withholdings (*retention bonds*) and participation in tenders (*bid bonds*) as part of its ordinary business operations and sales activities.
- Itinera S.p.A. and ASTM S.p.A., the latter in its capacity as *ultimate parent company*, have both assumed an obligation to indemnify and have jointly acted as guarantors for the US insurance companies supporting Halmar International LLC in the issue of commercial bonds (*bid bonds*, *performance bonds*, etc.), in relation to the *latter's operating performance*. In particular, Itinera S.p.A. has signed specific "*Indemnity Agreements*" for a total of USD 2,800 million (EUR 2,472 million at the exchange rate of 1.1326 as at 31 December 2021) as at 31 December 2021. The bonds issued on portfolio work still to be carried out amount, as at 31 December 2021, to USD 1,359 million (EUR 1,200 million at the exchange rate of 1.1326 as at 31 December 2021). ASTM in its capacity as *ultimate parent company* and only as an alternative to Itinera S.p.A. also signed part of such Indemnity Agreements limited to USD 2,200 million (EUR 1,942 million at the exchange rate of 1.1326 as at 31 December 2021) in total, corresponding as at 31 December 2021, to bonds issued on a portion of the above works equal to USD 1,190 million (EUR 1,051 million at the exchange rate of 1.1326 as at 31 December 2021).
- Within the framework of the tender procedure for the concession of management activities of the A21 and A5 motorway sections and of the "Sistema Autostradale Tangenziale Torinese", as well as safety enhancement works on the existing infrastructure, planning, construction and management of the same, a bid bond was issued on behalf of the group comprising, among others, SALT p.A., Itinera S.p.A., Euroimpianti S.p.A. and Sinelec S.p.A., pursuant to Art. 93, paragraph 1 of Legislative Decree 50/2016, in favour of the Ministry of Sustainable Infrastructure and Mobility, amounting to EUR 12 million.
- As part of the tender procedure for the concession of the management of the A12, A11/A12, A15 and A10 motorway sections, as well as the design, construction and management of the safety measures for the existing infrastructure, a bid bond was issued on behalf of Itinera S.p.A., pursuant to Art. 93, paragraph 1 of Legislative Decree 50/2016, in favour of the Ministry of Sustainable Infrastructure and Mobility, amounting to EUR 15.6 million as at 31 December 2021.



Other commitments and guarantees

- Following the agreements for investments in the Sistema Tangenziale Esterna, the subsidiaries ASTM S.p.A. and SATAP S.p.A. issued to the benefit of Tangenziale Esterna S.p.A., in the form of autonomous first demand performance bonds, EUR 33.5 million to guarantee their commitments pursuant to the Equity Contribution Agreement, including the increase in equity reserve guarantees.
- Considering the actual use and net of the liabilities already expressed in the financial statements, as at 31 December 2021 the Itinera Group issued in favour of financial institutions, pro-rata and non-solidary corporate guarantees for credit lines and other guarantees in the interest of investee companies for an amount of EUR 78.7 million.

Commitments undertaken with the Revenue Office regarding payment of Group VAT

ASTM S.p.A. provided guarantees to the Revenue Office—for a total amount of EUR 49.4 million—related to the excess credit recognised as a result of the Group's VAT payment in 2018 with regard to Società di Progetto Autovia Padana S.p.A.

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” stretch – over time ASTM S.p.A. would maintain shareholding control of SATAP S.p.A. and would assume a guarantee towards ANAS S.p.A. equal to EUR 75.1 million, which corresponds to the value of the assets in the ASTM cash funds 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”.

The agreement for the sale in 2017 of the equity investment held by Euroimpianti S.p.A. in Aton S.r.l. includes - as per industry practices - the possibility for the purchaser to resell the equity investment to Euroimpianti S.p.A. in the five years following the purchase, if the feed in tariff from GSE based on an ongoing agreement, is permanently withdrawn due to causes attributable to the previous operator.



(ii) Assessing the fair value: additional information

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

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
- equity investments in other businesses: 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

* * *

The Group companies issued bond loans posted at the nominal value net of issue charges. As this involves listed financial instruments, shown below is a comparison between their market value and the corresponding values posted to the financial statements:

<i>in millions of currency</i>	issue date	31/12/2021 ⁽¹⁾	31/12/2020 ⁽¹⁾
2014-2024 bond loan			
• value posted to the financial statements		EUR 514	EUR 513
• official market listing	13 February 2014	EUR 533	EUR 544
2018-2028 bond loan			
• value posted to the financial statements		EUR 552	EUR 551
• official market listing	8 February 2018	EUR 501	EUR 571
2021-2026 bond loan			
• value posted to the financial statements		EUR 746	
• official market listing	25 November 2021	EUR 753	
2021-2030 bond loan			
• value posted to the financial statements		EUR 1,230	
• official market listing	25 November 2021	EUR 1,231	
2021-2033 bond loan			
• value posted to the financial statements		EUR 994	
• official market listing	25 November 2021	EUR 996	
Bond loans – Brazil			
• value posted to the financial statements		BRL 7,076	
• official market listing		BRL 6,293	

⁽¹⁾ amount inclusive of the payable and interest accruals



Derivatives

Hedging derivative - IRS-based hedge

As at 31 December 2021, hedging transactions were in place (IRS-based). These contracts, signed by the subsidiaries SATAP S.p.A., Società di Progetto Autovia Padana S.p.A. and SITAF 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 2021 and the related fair value are summarised below:

(€ thousands)

Company	Type	Purpose of hedge	Counterparties	Currency	Duration of the derivative contract		Notional reference	31/12/2021	Hedged financial liability			
					From	To		Fair Value	Description	Nominal amount	Maturity	
AUTOVIA PADANA	Interest rate swap	Interest rate risk	Credit Agricole	EUR	22/01/2020	15/12/2033	15,070	(118)	Intercompany loan	15,070	15/12/2033	
AUTOVIA PADANA	Interest rate swap	Interest rate risk	Banca Intesa	EUR	22/01/2020	15/12/2033	52,000	(370)	Intercompany loan	52,000	15/12/2033	
AUTOVIA PADANA	Interest rate swap	Interest rate risk	Unicredit	EUR	22/01/2020	15/12/2033	69,930	(535)	Intercompany loan	69,930	15/12/2033	
SATAP	Interest rate swap	Interest rate risk	Morgan Stanley	EUR	15/06/2009	15/06/2024	9,589	(531)	Loan	9,589	15/06/2024	
SATAP	Interest rate swap	Interest rate risk	Morgan Stanley	EUR	15/09/2009	15/03/2022	600	(6)	Loan	600	15/03/2022	
SATAP	Interest rate swap	Interest rate risk	Morgan Stanley	EUR	15/06/2009	15/06/2024	12,097	(693)	Loan	12,097	15/06/2024	
SATAP	Interest rate swap	Interest rate risk	Mediobanca	EUR	07/05/2012	15/12/2024	9,000	(345)	Loan	9,000	15/12/2024	
SATAP	Interest rate swap	Interest rate risk	Unicredit	EUR	11/05/2012	15/12/2024	9,000	(336)	Loan	9,000	15/12/2024	
SATAP	Interest rate swap	Interest rate risk	Soge	EUR	05/07/2012	15/12/2024	6,000	(213)	Loan	6,000	15/12/2024	
SATAP	Interest rate swap	Interest rate risk	Nomura	EUR	18/10/2012	15/12/2024	6,000	(195)	Loan	6,000	15/12/2024	
SATAP	Interest rate swap	Interest rate risk	BNP Paribas	EUR	15/12/2014	15/12/2024	16,500	(305)	Loan	16,500	15/12/2024	
SITAF	Interest rate swap	Interest rate risk	Mediobanca	EUR	10/03/2014	15/06/2031	29,982	(3,984)	Loan	29,982	15/06/2031	
SITAF	Interest rate swap	Interest rate risk	Mediobanca	EUR	10/03/2014	15/06/2031	29,982	(3,984)	Loan	29,982	15/06/2031	
SITAF	Interest rate swap	Interest rate risk	Mediobanca	EUR	10/03/2014	15/06/2031	29,982	(3,984)	Loan	29,982	15/06/2031	
SITAF	Interest rate swap	Interest rate risk	Mediobanca	EUR	10/03/2014	15/06/2031	29,982	(3,984)	Loan	29,982	15/06/2031	
SITAF	Interest rate swap	Interest rate risk	Mediobanca	EUR	10/03/2014	15/06/2031	29,982	(3,984)	Loan	29,982	15/06/2031	
SITAF	Interest rate swap	Interest rate risk	UBI - INTESA	EUR	10/03/2014	15/06/2031	9,468	(1,241)	Loan	29,982	15/06/2031	
SITAF	Interest rate swap	Interest rate risk	UBI - INTESA	EUR	10/03/2014	15/06/2031	9,468	(1,241)	Loan	29,982	15/06/2031	
SITAF	Interest rate swap	Interest rate risk	UBI - INTESA	EUR	10/03/2014	15/06/2031	9,468	(1,241)	Loan	29,982	15/06/2031	
SITAF	Interest rate swap	Interest rate risk	UBI - INTESA	EUR	10/03/2014	15/06/2031	9,468	(1,241)	Loan	29,982	15/06/2031	
SITAF	Interest rate swap	Interest rate risk	UBI - INTESA	EUR	10/03/2014	15/06/2031	9,468	(1,241)	Loan	29,982	15/06/2031	
SITAF	Interest rate swap	Interest rate risk	UBI - INTESA	EUR	10/03/2014	15/06/2031	9,468	(1,241)	Loan	29,982	15/06/2031	
								Total	(29,776)			

Derivative Instruments - Non Deliverable Forward

As at 31 December 2020, there were non-deliverable forward transactions underwritten by the subsidiary Igli S.p.A., in order to prevent the risk arising from changes in exchange rates. These contracts were classified as hedging instruments because the relationship between the derivative and the subject of the coverage (maturity, rates) is formally documented.



This item was equal to zero as at 31 December 2020 (EUR 8,318 thousand as at 31 December 2020); on 11 January 2021, the *cash settlement* took place of the *Non-Deliverable Forward derivatives*, subscribed in the previous year to hedge the cash flows associated with the agreement intended for the capitalisation of EcoRodovias.

(iii) Financial risk management

In compliance with IFRS 7, we specify that in the normal conduct of its business operations, the ASTM Group is potentially exposed to the following financial risks:

- "market risk" mainly from exposure to interest rate fluctuations and to the changes in foreign exchange rates;
- "credit risk" deriving from the exposure to potential losses arising from the failure of the counterparty to meet its obligations;
- "liquidity risk" from a lack of financial resources suitable for business operations and repayment of liabilities assumed in the past.

The risks cited above are broken down below:

Market risk – Fluctuation of interest rates

With regard to the risks connected with the *fluctuation of interest rates*, the strategy pursued by the ASTM Group is aimed at containing this risk, mainly through carefully monitoring the trends related to interest rates, entering into specific "hedging contracts" if considered opportune.

We can note also that in September 2021 - in order to limit the risk of oscillating interest rates - the Parent Company signed specific Forward Starting Interest Rate Swap hedging contracts with a Mandatory Early Termination clause to hedge the risk of oscillating interest rates in view of highly probable bond issues in the context of the programme to refinance part of its debt exposure. In particular, 3 derivative contracts were signed for a total of EUR 1,752 million with a notional value of less than the presumed amount of the bond loans and maturity dates substantially aligned with that of the expected duration of the aforesaid loans, so that changes in the cash flows expected from these contracts are balanced by corresponding changes in the expected cash flows of the underlying position.

The swaps were closed as planned (cash settlement) against the three bond issues made in November 2021 for a total of EUR 3 billion.

With reference to bank loans, the risk of fluctuation of interest rates has been greatly limited with the signing of "hedging contracts": as of today, in fact, more than 61% of the Group's medium/long-term debt is at "fixed rate/hedged".

With regard to the above, the "sensitivity analysis" concerning the changes in interest rates is not significant.

Market risk – Counterparty creditworthiness risk for hedging agreements

As reported above, the Group licensees 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.



Market risk – Fluctuation of exchange rates

The Group is exposed to foreign exchange risk arising from various factors including (i) cash inflows and outflows in currencies other than the functional currency (economic foreign exchange risk); (ii) net invested capital in investees whose functional currency is not the Euro (translation exchange rate risk); (iii) deposit and/or financing transactions in currencies other than the functional currency (transaction exchange rate risk).

The Group implements a hedging policy against exchange rates fluctuations by making use of the financial instruments available on the market.

During the year, the foreign exchange hedging transactions (*Non-Deliverable Forwards*) in connected with the corporate reorganisation of the Brazilian equity investments in Primav Infraestrutura S.A. and EcoRodovias Infraestrutura e Logística S.A. were closed.

Credit risk

Credit risk is the Group's exposure to potential losses arising from the failure of the counterparty to meet its obligations.

This risk can derive both from factors of a strictly technical-commercial or administrative-legal nature and from factors of a typically financial nature, i.e. the "credit standing" of the counterparty. In particular, the type of clients in the EPC sector essentially includes public entities, which are creditworthy by nature, and public and private clients with a high credit standing. This leads to the consideration that default risk is unlikely, whereas cases of extension to collection times beyond the contractual terms and requests for dilution of debt are more likely and in practice, much more frequent. Also note that for the construction companies the credit risk exposure analysis based on the overdue payments is scarcely significant since the receivables are measured jointly with the other working capital items that represent the net exposure to clients in relation to all ongoing works (inventories of works in progress, advance payments, any advances, etc.) and in particular to the payables due to sub-contractors and suppliers in general as a result of which, as part of the management of the operating leverage, the maturities were aligned as much as possible with collection from the clients.

Nevertheless, all companies forming part of the Group constantly monitor the trade receivables and write down positions for which partial or total default is identified. The amount of the write-downs takes account of an estimate of the recoverable cash flows and the related collection date, future expenses and costs for recovery and the value of guarantees and deposits received from customers. For a breakdown of the provision for write-downs of trade receivables, refer to Note 6. Unfortunately, it should be noted that in recent years, the number of financial defaults and related collective procedures involving companies operating in the construction sector and the related supply chain has increased considerably, including companies of primary credit standing.

Unfortunately, this has affected a number of companies operating in partnerships with the subsidiary Itinera S.p.A. on a number of works contracts, with inevitable negative consequences in operating terms, as well as economic and financial terms considering the many commercial relationships and the related accounting entries of receivables and liabilities that arise in particular with regard to the consortium companies in Italy and the JVs overseas, which are typical operating instruments used for the joint execution of works. Credit risk arising from open positions in financial derivative transactions can be considered marginal as the counterparties used are primary credit institutions.

Individual write-downs are instead made for credit positions which are individually significant and show objective status of partial or complete uncollectibility.



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 table below show the breakdown of financial liabilities in place as at 31 December 2021 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).

Company	Total financial flows		Maturity					
			Within 1 year		1 to 5 years		Beyond 5 years	
	Capital	Interest	Capital	Interest	Capital	Interest	Capital	Interest
About ASTM	50,000	94	50,000	94	-	-	-	-
About ASTM	137,000	29,866	-	2,682	26,852	13,360	110,148	13,824
About ASTM	75,000	16,822	-	1,844	14,700	7,411	60,300	7,567
About ASTM	10,500	363	3,500	170	7,000	193	-	-
About ASTM	61,500	1,429	20,500	630	41,000	799	-	-
About ASTM	47,000	1,150	6,000	144	41,000	1,006	-	-
About ASTM	50,000	2,702	-	286	50,000	2,416	-	-
About ASTM	33,000	982	11,000	451	22,000	531	-	-
About ASTM	350,000	12,207	70,000	3,966	280,000	8,241	-	-
About ASTM	150,000	255	-	177	150,000	78	-	-
Eco050	14,963	44	514	44	2,250	-	12,199	-
Eco050	43,607	120	1,400	120	6,237	-	35,970	-
Eco050	21,532	347	1,808	347	5,844	-	13,880	-
Eco050	43,858	137	1,515	137	6,595	-	35,748	-
Eco101	23,233	85	2,537	85	12,470	-	8,226	-
Eco101	33,796	123	2,838	123	13,806	-	17,152	-
Eco135	34,071	83	408	83	3,578	-	30,085	-
Eco135	520	33	33	33	487	-	-	-
Eco135	14	-	-	-	14	-	-	-
Eco135	846	15	15	15	831	-	-	-
Eco135	375	1	1	1	374	-	-	-
Ecolnra	199,652	23,743	199,652	23,743	-	-	-	-
Ecopistas	731	2	488	2	243	-	-	-
Ecopistas	2,052	7	591	7	1,461	-	-	-
Ecopistas	1,010	39	282	39	728	-	-	-
Ecopistas	1,379	52	716	52	663	-	-	-
Ecoponte	9,256	32	589	32	2,760	-	5,907	-
Ecoponte	19,272	68	1,173	68	5,484	-	12,615	-
Ecoponte	9,550	34	481	34	2,222	-	6,847	-
Ecoponte	260	1	19	1	82	-	159	-
HALMAR	4,600	-	260	-	2,170	-	2,170	-
HALMAR	1,177	-	883	-	294	-	-	-
HALMAR	1,732	-	533	-	1,199	-	-	-
HALMAR	956	-	442	-	514	-	-	-
Itinera	29,971	-	7,500	-	22,471	-	-	-
Itinera	29,970	-	-	-	29,970	-	-	-
Itinera	14,983	-	7,500	-	7,483	-	-	-
Itinera	19,957	-	10,000	-	9,957	-	-	-
Itinera	20,000	-	-	-	20,000	-	-	-
Itinera	2,015	-	2,015	-	-	-	-	-
SATAP	12,097	736	4,839	446	7,258	290	-	-
SATAP	600	5	600	5	-	-	-	-
SATAP	9,588	566	3,835	343	5,753	223	-	-
SEA	446	3	446	3	-	-	-	-
SITAF	87,866	20,085	5,821	3,422	32,183	10,965	49,862	5,698
SITAF	71,728	15,976	4,752	2,722	26,272	8,722	40,704	4,532
SITAF	87,866	17,222	5,821	2,733	32,183	9,534	49,862	4,955
Sitalfa	836	16	220	8	616	8	-	-
Tecnositaf	50	1	50	1	-	-	-	-
Tecnositaf	182	3	182	3	-	-	-	-
Tecnositaf	837	16	228	7	609	9	-	-
Tubosider	20	-	20	-	-	-	-	-
Total	1,821,454	145,465	432,007	45,103	897,613	63,786	491,834	36,576
ASTM bonds 2014-2024	500,000	50,625	-	16,875	500,000	33,750	-	-
ASTM bonds 2018-2028	550,000	62,563	-	8,938	-	35,750	550,000	17,875
ASTM bonds 2021-2026	750,000	37,500	-	7,500	750,000	30,000	-	-
ASTM bonds 2021-2030	1,250,000	153,134	-	-	-	78,134	1,250,000	75,000
ASTM bonds 2021-2033	1,000,000	285,000	-	23,750	-	95,000	1,000,000	166,250
EcoRodovias bonds	1,121,434	-	291,269	-	830,165	-	-	-
Total	5,171,434	588,822	291,269	57,063	2,080,165	272,634	2,800,000	259,125
Payables for IFRS 16 Leases loans	53,117	7,218	22,821	4,234	25,873	1,986	4,423	997
Total	53,117	7,218	22,821	4,234	25,873	1,986	4,423	997

(*) 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 2021 amounts to EUR 983.4 million. The discounted value of said payable totals EUR 482.3 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 15 – Other payables for liabilities (non-current):

in millions of EUR	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045
SAV	65.9	49.3	32.8	16.2																					
SALT A15 Stretch	86.3	85.8	85.3	84.8	84.3	80.2	28.0																		
SITAF	831.2	818.8	806.4	790.9	772.9	756.8	740.7	724.2	711.8	662.9	606.8	549.6	494.2	437.7	392.6	359.4	331.5	307.7	283.9	256.7	225.7	190.2	150.0	104.1	51.7
TOTAL	983.4	953.9	924.5	891.9	857.2	837.0	768.7	724.2	711.8	662.9	606.8	549.6	494.2	437.7	392.6	359.4	331.5	307.7	283.9	256.7	225.7	190.2	150.0	104.1	51.7

The **credit lines** of the ASTM Group companies can essentially be broken down as follows:

5. Bond loans issued as part of the EMTN Programme;
6. Medium- and long-term loans used as investment support;
7. Uncommitted credit lines referring to current account overdraft/receivables conversion facilities to support working capital needs;
8. Committed credit lines to cover the operating needs of the companies.

With reference to the bond loans issued as part of the EMTN Programme, reference should be made to the description in *Note 18 – Other financial liabilities (non-current)* and *Note 24 – Other financial liabilities (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., Intesa SanPaolo S.p.A. and Credit Agricole S.p.A.;
- a loan granted to ASTM S.p.A. by Caixa Bank S.A.;
- a loan granted to ASTM S.p.A. by Mediobanca S.p.A., Unicredit S.p.A. and Ubi Banca S.p.A.;

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 2021.

Medium/long-term financing (amounts in thousands of euro)			
Company	Loan amount	Amount used	Amount available
ASTM S.p.A.	1,272,000	964,000	308,000
EcoRodovias Group	459,976	459,976	-
Halmar International LLC	8,465	8,465	-
Itinera S.p.A.	116,896	116,896	-
SATAP S.p.A.	22,285	22,285	-
Sea Segnaletica Stradale S.p.A.	446	446	-
SITAF S.p.A.	247,460	247,460	-
Sitalfa S.p.A.	836	836	-
Tecnositaf S.p.A.	1,069	1,069	-
Tubosider S.p.A.	20	20	-
Total	2,129,454	1,821,454	308,000



For each ASTM Group company, the following table illustrates the total of uncommitted credit lines – set up mainly for revolving current account overdrafts – with an indication of (i) the amount used (book value) and (ii) the amount available as at 31 December 2021.

Uncommitted credit lines (amounts in thousands of euro)			
Company	Assigned	Amount used	Amount available
ASTM S.p.A.	85,000	-	85,000
Autostrada Asti Cuneo S.p.A.	30,000	-	30,000
ATIVA S.p.A.	13,000	-	13,000
Autostrada dei Fiori S.p.A.	25,500	-	25,500
Società di Progetto Autovia Padana S.p.A.	10,000	10,000	-
Diga Alto Cedrino S.c.ar.l.	100	-	100
Euroimpianti S.p.A.	2,355	-	2,355
Halmar International LLC	44,227	34,955	9,272
Società Autostrada Ligure Toscana p.A.	25,000	-	25,000
Itinera S.p.A.	188,762	104,713	84,049
Marcallo S.c.ar.l.	75	-	75
Musinet Engineering S.p.A.	1,000	868	132
RO.S.S. S.p.A.	1,725	1,498	227
SATAP S.p.A.	15,100	-	15,100
SAV S.p.A.	40,000	15,000	25,000
Sea Segnaletica Stradale S.p.A.	7,500	-	7,500
Sina S.p.A.	1,400	-	1,400
SITAF S.p.A.	30,000	30,000	-
Sitalfa S.p.A.	10,700	10,700	-
Siteco Informativa S.r.l. unipersonale	100	-	100
Società Autostrada Ligure Toscana p.A.	18,000	-	18,000
Storstrøm Bridge JV	35,172	32,780	2,392
Tecnositaf S.p.A.	4,300	3,018	1,282
Torre d'Isola S.c.ar.l.	1,500	1,404	96
Tubosider S.p.A.	19,950	-	19,950
Urbantech S.p.A. with single shareholder	2,000	2,000	-
Total "uncommitted" credit lines on current account overdrafts and advances	612,466	246,936	365,530

Moreover, the table below shows the detail for each company of the ASTM Group of the total amount of "uncommitted" credit lines, consisting exclusively of lines on lease contracts, with an indication of (i) the amount used (the balance is included in other financial liabilities) and (ii) the amount available, still to be paid as at 31 December 2021:

Uncommitted credit lines (amounts in thousands of euro)			
Company	Assigned	Amount used	Amount available
Halmar International LLC	1,026	1,026	-
Itinera S.p.A.	8,000	3,191	4,809
Halmar International Trucking	279	279	-
HINNS	78	78	-
Storstrøm Bridge JV	13,448	12,680	768
Total uncommitted credit lines on leasing contracts	22,831	17,254	5,577



(iv) Financial indebtedness (ESMA)

The financial indebtedness of the ASTM Group prepared in accordance with the Guidelines of the European Securities and Markets Authority (ESMA) – March 2021, is broken down as follows:

<i>in thousands of EUR</i>	31/12/2021	31/12/2020
A Cash	1,343,680	879,003
B Cash and cash equivalents	39,872	4,469
C Other current financial assets	1,739,433	1,128,783
D Liquidity (A + B + C)	<u>3,122,985</u>	<u>2,012,255</u>
E Current financial debt	(616,522)	(290,977)
F Current portion of non-current financial debt	(431,469)	(449,859)
G Current financial indebtedness (E + F)	<u>(1,047,991)</u>	<u>(740,836)</u>
H Net current financial indebtedness (G + D)	<u>2,074,994</u>	<u>1,271,419</u>
I Non-current financial debt	(1,411,790)	(1,061,242)
J Debt instruments	(4,868,143)	(1,058,694)
K Non-current trade and other payables	(746,255)	(125,325)
L Net non-current financial indebtedness (I + J + K)	<u>(7,026,188)</u>	<u>(2,245,261)</u>
M Total financial indebtedness (H + L)	<u>(4,951,194)</u>	<u>(973,842)</u>

This financial debt presented in compliance with the ESMA Guidelines differs from the “net financial debt” presented in the Interim Management Report owing to inclusion in the item “Non-current trade and other payables” (i) of the discounted payable to ANAS-Fondo Centrale di Garanzia (Central Guarantee Fund) of EUR 453.5 million (EUR 125.3 million at 31 December 2020) (ii) of the portion of concession fees payable to the Brazilian authorities not guaranteed by escrow accounts (EUR 226.8 million), (iii) of the payable for the option to purchase the remaining 20% of Halmar International Llc (EUR 62.6 million) and (iv) other payables (EUR 3.4 million).

(v) Related-party transactions

The main transactions of the Company with related parties, identified according to criteria defined by IAS 24, are described below.

The approval of related-party transactions carried out by ASTM S.p.A., directly or through Subsidiaries, is governed by a specific procedure of the Company.

The table below shows the commercial and financial income statement figures arising from related-party transactions.



BALANCE SHEET

<i>in thousands of EUR</i>	31 December 2021	Parent companies	Subsidiaries of parent companies	Jointly controlled and associated companies	Other related parties ⁽¹⁾	TOTAL RELATED PARTIES	% IMPACT OF FINANCIAL STATEMENT ITEMS
Assets							
Non-current assets							
Intangible assets							
goodwill	592,425	-	-	-	-	-	0.0%
other intangible assets	17,624	-	-	-	-	-	0.0%
concessions – non-compensated reversible assets	6,570,871	-	-	-	-	-	0.0%
Total intangible assets	7,180,920						
Tangible assets							
property, plant, machinery and other assets	216,156	-	-	-	-	-	0.0%
rights of use	57,755	1,233	3,287	3,936	-	8,456	14.6%
Total tangible assets	273,911						
Non-current financial assets							
equity accounted investments	200,842	-	-	-	-	-	0.0%
other equity investments	38,095	-	-	-	-	-	0.0%
other non-current financial assets	677,450	-	-	150,265	-	150,265	22.2%
Total non-current financial assets	916,387						
Deferred tax assets	260,280	-	-	-	-	-	0.0%
Total non-current assets	8,631,498						
Current assets							
Inventories and contract assets	432,871	-	137	24,702	-	24,839	5.7%
Trade receivables	339,038	252	6,508	46,873	1,309	54,942	16.2%
Current tax assets	51,594	-	-	-	-	-	0.0%
Other receivables	147,891	9,220	215	38,606	-	48,041	32.5%
Current financial assets	1,610,772	-	-	502	-	502	0.0%
Cash and cash equivalents	1,343,680	-	-	-	-	-	0.0%
Total current assets	3,925,846						
Total assets	12,557,344						
Equity and liabilities							
Shareholders' equity							
Equity attributable to the Group							
share capital	31,417	-	-	-	-	-	0.0%
reserves and earnings	735,690	-	-	-	-	-	0.0%
Equity attributable to the Group	767,107						
Equity attributable to minorities	863,134	-	-	-	-	-	0.0%
Total Equity	1,630,241						
Liabilities							
Non-current Liabilities							
Provisions for risks and charges	594,067	-	-	-	5,266	5,266	0.9%
Employee benefits	45,763	-	-	-	-	-	0.0%
Trade payables	304	-	-	-	-	-	0.0%
Other payables and contract liabilities	1,486,089	-	-	-	-	-	0.0%
Bank debt	1,380,834	-	-	-	-	-	0.0%
Non-current derivatives with a negative fair value	29,776	-	-	-	-	-	0.0%
Other financial liabilities	4,869,323	787	2,856	3,559	-	7,202	0.1%
Deferred tax liabilities	134,103	-	-	-	-	-	0.0%
Total non-current liabilities	8,540,259						
Current liabilities							
Trade payables	715,975	318	8,746	31,822	14	40,900	5.7%
Other payables and contract liabilities	493,275	-	9,432	89,626	325	99,383	20.1%
Bank debt	678,609	-	-	-	-	-	0.0%
Other financial liabilities	369,382	504	510	488	-	1,502	0.4%
Current tax liabilities	129,603	-	-	-	-	-	0.0%
Total current liabilities	2,386,844						
Total liabilities	10,927,103						
Total Equity and liabilities	12,557,344						

⁽¹⁾ Amounts include relations with Directors, Statutory Auditors and other key management personnel of the Group



The main relationships with related parties, arranged by items in the financial statements, are the following:

- right of use recognised of property relating to the parent company Aurelia S.r.l. for EUR 1.2 million, towards companies subject to the control of the parent company for EUR 3.3 million (mainly towards Appia S.r.l. for EUR 1.6 million, Codelfa S.p.A. for EUR 1.2 million and Argo Finanziaria S.p.A. for EUR 0.3 million) and relating to the associated company Ativa Immobiliare S.p.A. for EUR 4 million;
- receivables recognised as non-current financial assets from jointly controlled and associated companies for EUR 150.3 million; in particular from Tangenziale Esterna S.p.A. for EUR 123.9 million against loans granted by ASTM S.p.A. and SATAP S.p.A., from Frasso S.c.ar.l. for EUR 10 million, from Federici Stirling Batco LLC for EUR 4.9 million, from Tunnel Frejus S.c.ar.l. for EUR 3.3 million and from Colmeto S.c.ar.l. for EUR 0.9 million against loans granted by Itinera S.p.A. and from SABROM S.p.A. against loans granted by the Group companies for an overall EUR 5.4 million;
- inventories and contract assets for EUR 24.8 million, of which EUR 24.7 million to joint ventures and associates, in particular Consorzio Cannello-Frasso Telesino for EUR 19.3 million and Consorzio Telese S.c. a. r.l. for EUR 2.6 million;
- trade receivables for EUR 54.9 million, specifically:
 - for services provided by Itinera S.p.A. to companies controlled by parent companies for EUR 2.6 million of which EUR 1.7 million from Baglietto S.p.A. and EUR 0.7 million from Codelfa S.p.A.;
 - trade receivables for services provided by Sinelec S.p.A. to companies controlled by parent companies for EUR 3.5 million in particular from Truck Rail Container S.p.A. for EUR 1.4 million, from ASG S.c.ar.l. for EUR 1 million and from Autosped G S.p.A. for EUR 0.7 million;
 - trade receivables for services provided by Itinera S.p.A. to jointly controlled companies and associated companies of EUR 29.5 million, of which EUR 7.6 million from Letimbro S.c.ar.l., EUR 7.6 million from Aurea S.c.ar.l., EUR 4.3 million from Consorzio Costruttori TEEM S.c.ar.l., EUR 2 million from Federici Stirling Batco LLC, EUR 2 million from Cervit S.c.ar.l., EUR 1 million from SP01 S.c.ar.l. and EUR 1 million from Ponte Nord S.p.A.;
 - trade receivables for services to SATAP S.p.A. from the associated companies, in particular Aurea S.c.ar.l. for EUR 6.2 million;
 - trade receivables for services provided by Lambro S.c.ar.l. to Consorzio Costruttori TEEM for EUR 4.3 million;
 - trade receivables for services provided by Euroimpianti S.p.A. to Consorzio Costruttori TEEM for EUR 1.3 million;
 - trade receivables for services provided by Sinelec S.p.A. to Smart Mobility Systems S.c.a r.l. for EUR 1.3 million;
 - trade receivables for services provided by Itinera S.p.A. to other related parties for EUR 1.3 million referring to Sviluppo Cotorossi S.p.A.;
- other receivables for EUR 48 million, specifically:
 - receivables from the parent company Nuova Argo Finanziaria S.p.A. for EUR 9.1 million following the sale by Finanziaria di Partecipazione e Investimenti S.p.A. of the shares held in Nuova Codelfa S.p.A.;
 - other receivables to Itinera S.p.A. from the associated company Letimbro S.c. a r.l. for EUR 18.4 million;
 - receivables for loan granted by Autostrada dei Fiori S.p.A. to Rivalta Terminal Europa S.p.A. for EUR 17 million and Vado Intermodal Operator S.p.A. for EUR 1.4 million;
- other financial liabilities attributable to the application of the IFRS 16 accounting standard to the leasing contracts existing with the parent company Aurelia S.r.l. (EUR 0.8 million long-term portion and EUR 0.5 million for the short-term portion) and with the companies subject to the control of the parent companies for an overall EUR 3.4 million (EUR 2.9 million long term and EUR 0.5 million short term), as well as with jointly controlled and associated companies for a total of EUR 4 million (EUR 3.6 million long term and EUR 0.4 million short term);
- trade payables for a total of EUR 40.9 million related to:
 - services provided by the company subject to the control of the parent companies Autosped G S.p.A. to ASTM Group companies totalling EUR 5.1 million;



- services provided to Itinera S.p.A. by other companies controlled by parent companies for EUR 2 million, of which EUR 1.6 million from Gale S.r.l.;
- services provided to Itinera S.p.A. by jointly controlled and associated companies for EUR 21.3 million, of which EUR 15.9 million from Consorzio Canello-Frasso Telesino and EUR 3.3 million from Tunnel Frejus S.c.ar.l.;
- payables posted by Società Attività Marittime S.p.A. to the associated company Darsene Nord Civitavecchia S.c.ar.l. for EUR 3.9 million;
- payables posted by SATAP S.p.A. for EUR 5.7 million to the associated company Aurea S.c. a r.l.;
- services provided by the jointly controlled company Consorzio Costruttori TEEM to the associated company Lambro S.c.ar.l. for EUR 1.5 million;
- other payables and contract liabilities for EUR 99.4 million, of which:
 - EUR 9.3 million related to debt positions of Itinera S.p.A. towards the company subject to the control of the parent company Argo Finanziaria S.p.A. for the acquisition of the equity investment in Tubosider S.p.A.;
 - EUR 78.2 million related to payables of Itinera S.p.A. to jointly controlled and associated companies (EUR 20 million to CMC Itinera JV S.c.p.A., EUR 18.3 million to Letimbro S.c.ar.l., EUR 7.6 million to Cervit S.c.ar.l., EUR 5.7 million to Aurea S.c.ar.l., EUR 5.5 million to Consorzio Canello-Frasso Telesino, EUR 5.2 million to Consorzio Costruttori TEEM, EUR 3.4 million to SP01 S.c.ar.l., EUR 3 million to Malco S.c.ar.l., EUR 2.5 million to Consorzio Teleso S.c.a. r.l., EUR 2.2 million to Frasso S.c.ar.l. and EUR 2 million to Grugliasco S.c.ar.l.);
 - EUR 4.5 million related to payables of Società Attività Marittime S.p.A. to the associated companies (in particular to Mose Bocca di Chioggia for EUR 2.9 million and Mose Treporti for EUR 1.2 million);
 - EUR 6.1 million related to payables of Euroimpianti S.p.A. to jointly controlled and associated companies, in particular EUR 5.4 million to Galeazzi S.c.ar.l.



INCOME STATEMENT

<i>in thousands of EUR</i>	FY 2021	Parent companies	Subsidiaries of parent companies	Jointly controlled and associated companies	Other related parties ⁽¹⁾	TOTAL RELATED PARTIES	% IMPACT OF FINANCIAL STATEMENT ITEMS
Revenue							
motorway sector – operating activities	1,425,965	-	-	-	-	-	0.0%
motorway sector – planning and construction activities	608,078	-	-	-	-	-	0.0%
EPC sector	1,003,721	46	1,831	64,591	980	67,448	6.7%
EPC sector – planning and construction activities	1,826	-	-	-	-	-	0.0%
Technology sector	22,045	-	1,649	1,779	-	3,428	15.6%
other	170,362	3	279	13,095	15	13,392	7.9%
Total Revenues	3,231,997						
Payroll costs	(510,164)	-	-	-	(1,474)	(1,474)	0.3%
Costs for services	(1,396,276)	(2)	(9,538)	(104,355)	(7,747)	(121,642)	8.7%
Costs for raw materials and consumables	(301,101)	-	(8,664)	(115)	(52)	(8,831)	2.9%
Other Costs	(211,672)	(11)	(106)	(207)	-	(324)	0.2%
Capitalised costs on fixed assets	564	-	-	-	-	-	0.0%
Amortisation, depreciation and write-downs	(287,899)	(491)	(552)	(447)	-	(1,490)	0.5%
Adjustment of the provision for restoration/replacement of non-compensated revertible assets	17,554	-	-	-	-	-	0.0%
Other provisions for risks and charges	(82,792)	-	-	-	-	-	0.0%
Financial income:							
from unconsolidated investments	5,884	-	-	-	-	-	0.0%
other	35,799	-	-	8,881	-	8,881	24.8%
Financial expenses:							
interest expense	(112,867)	(43)	(186)	(285)	-	(514)	0.5%
other	(144,431)	-	-	(10,533)	-	(10,533)	7.3%
Profit (loss) of companies accounted for with the equity method	(2,594)	-	-	-	-	-	0.0%
Profit (loss) before taxes	242,002						
Taxes	(167,919)	-	-	-	-	-	0.0%
Profit (loss) for the period	74,083						

(1) Amounts inclusive of the relationships and fees related to the Directors, Auditors and other key management personnel of the Group as described in the “Report on Remuneration”.

More specifically, the main relationships with related parties, arranged by items in the financial statements, are the following:

- EPC sector services provided by the Group totalling EUR 67.4 million, including:
 - to companies subject to the control of the parent companies for EUR 1.8 million, provided by Itinera S.p.A., in particular to Codelfa S.p.A. (for EUR 1.7 million);
 - to jointly controlled and associated companies for EUR 52.1 million provided by Itinera S.p.A., in particular to Consorzio Canello-Frasso Telesino for EUR 27.6 million, to Aurea S.c.ar.l. for EUR 12.4 million, to Consorzio Telese S.c.ar.l. for EUR 3.1 million, to Colmeto S.c.ar.l. for EUR 3 million, to Cervit S.c.a r.l. for EUR 2.5 million and to SP01 S.c.ar.l. for EUR 2.1 million;
 - to jointly controlled and associated companies for EUR 5.8 million provided by Itinera Construções LTDA (in particular to Concessionaria Ecovias dos Imigrantes S.A. for EUR 3 million, to Eco135 Concessionaria de Rodovias S.A. for EUR 1.9 million and to Eco050 - Concessionaria de Rodovias S.A. for EUR 0.7 million) in the period prior to the date of acquisition of control;
 - to joint ventures and associates for EUR 5.5 million provided by Euroimpianti S.p.A., in particular to Cervit S.c.a r.l. for EUR 2.4 million, to Galeazzi S.c.ar.l. for EUR 1.6 million and to IGEA Romagna S.c. a r.l. for EUR 1.2 million;
 - to other related parties for EUR 1 million provided by Itinera S.p.A. to Sviluppato Cotorossi S.p.A.;
- IT support services provided by Sinelec S.p.A. for EUR 3.3 million, of which EUR 0.9 million to ASG S.c.ar.l. and EUR 0.8 million to Smart Mobility Systems S.c.ar.l.;
- other services totalling EUR 13.4 million, of which:
 - EUR 6.6 million related to services provided by SATAP S.p.A. to the associated company Aurea S.c.ar.l.;
 - EUR 6.3 million related to services provided by Group companies or cross charges from jointly controlled and associates (CMC Itinera JV S.c.p.A. for EUR 3.5 million, EcoRodovias Infraestrutura e Logística S.A. and Ecorodovias Concessoes e Serviços S.A. for EUR 1 million, Cervit S.c.ar.l. for EUR 1 million);
- costs for services for EUR 121.6 million mainly related to:



- provision of services provided by the companies controlled by the parent company for EUR 9.5 million, of which EUR 6.5 million from Autosped G S.p.A.;
- services from jointly controlled and associated companies totalling EUR 104.4 million, in particular from Consorzio Cancellotto-Frasso Telesino (EUR 27.1 million), Cervit S.c.ar.l (EUR 16.9 million), Aurea S.c.ar.l. (EUR 5.8 million), from SP01 S.c.ar.l. (EUR 5.4 million), from CMC Itinera JV (EUR 3.6 million), from Frasso S.c.ar.l. (EUR 5.6 million), from Consorzio Teleso S.c.a.r.l. (EUR 2.4 million), from Grugliasco S.c.ar.l. (EUR 1.9 million) and from Malco S.c.ar.l. (EUR 1.1 million) in favour of Itinera S.p.A.; from Aurea S.c.ar.l. in favour of SATAP S.p.A. for EUR 5.7 million; from Galeazzi Impianti S.c.ar.l. (EUR 20.3 million) in favour of Euroimpianti S.p.A.; Smart Mobility Systems S.c.ar.l. (EUR 1.7 million) in favour of Sinelec S.p.A.
- costs incurred for the purchase of raw materials from companies subject to the control of the parent companies (EUR 8.7 million) for purchases by group companies mainly from Autosped G S.p.A. (EUR 4.5 million) and Gale S.r.l. (EUR 4.2 million);
- financial income from related parties for a total of EUR 8.9 million of which EUR 8.2 million from Tangenziale Esterna S.p.A.;
- financial expenses from related parties for a total EUR 11 million, of which EUR 10.5 million referring to the expected losses related to the financial receivable from Federici Stirling Batco LLC.

In addition to the above, note that costs for services includes expenses incurred by the ASTM Group for insurance premiums brokered by the related company PCA. S.p.A. totalling EUR 27.1 million.

Other related-party transactions

- Finanziaria di Partecipazione e Investimenti S.p.A. sold, to Nuova Argo Finanziaria S.p.A., 82,115 shares of Nuova Codelfa S.p.A. (equal to 16.423% of the share capital), for a countervalue of EUR 9.1 million.

It is also noted that the subsidiaries SINA S.p.A. and ATIVA S.p.A. held 2,149,408 and 21,500 shares respectively of the parent company ASTM S.p.A. as at 31 December 2021.

In addition to what is shown above, there are relationships between the businesses of the Group 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, note that – on the basis of the *corporate governance laws* – related party transactions (carried out directly, or through subsidiaries) are carried out on the basis of rules which ensure transparency, as well as substantial and procedural correctness.



(vi) EcoRodovias Infraestrutura e Logística S.A.

(a) Ecovia – Ecocataratas | State of Paraná

Leniency agreement with the MPF-PR

Following the police investigation No. 5002963-9.2015.404.7013 conducted by the Federal Prosecutor's Office of the State of Paraná ("MPF-PR"), which merged into the criminal proceeding No. 5003165-06.2019.4.04.7000 before the 23rd Federal Court of Curitiba concerning unlawful conduct committed prior to ASTM Group's entry into the share capital of the Brazilian investee by certain former managers and executives of EcoRodovias and its subsidiaries Ecovia Caminho do Mar ("Ecovia") and Rodovia das Cataratas - Ecocataratas ("Ecocataratas"), on 12 August 2019, the Brazilian investee, Ecovia and Ecocataratas signed a leniency agreement ("*acordo de leniência*") with the MPF-PR, the terms of which have already been described in ASTM Group's 2018 and 2019 Financial Statements (to which reference should be made for details).

With the publication of the results for the year ended 31 December 2021, EcoRodovias informed the market and its shareholders that the obligations deriving from the leniency agreement had been strictly complied with and that on 13 January 2021, in a judgement rendered within Case No. 5072227-36.2019.4.04.7000, the 1st Federal Court of Curitiba had ratified the agreement. There having been no objections, the decision became definitive on 22 June 2021.

Proceedings initiated following the leniency agreement with the MPF-PR

As reported in the past in the 2019 and 2020 financial statements of ASTM Group, following the signing of the leniency agreement with the MPF-PR, on 31 October 2019, EcoRodovias received a notification from the office of the Comptroller General of the State of Paraná ("GCE-PR") informing it of the commencement of administrative proceedings against it aimed at establishing the liability of the Brazilian investee for unlawful acts committed against the public administration; equal notifications were then received by Ecovia on 1 November 2019 and by Ecocataratas on 4 November 2019. As already reported, in particular, in ASTM's 2019 Financial Statements, following these notifications, (i) EcoRodovias and its subsidiaries filed their preliminary defences; (ii) the MPF-PR received a letter from the GCE-PR requesting it to share the annexes of the leniency agreement; (iii) the MPF-PR, in response to this letter, argued that it was impossible to use the information contained in the leniency agreement to impose sanctions - or in any case other penalties that could have a collateral effect on the companies' employees - to an extent greater than that already identified in the agreement itself, and therefore requested the State of Paraná to confirm in its entirety the terms and conditions of the leniency agreement. With the publication of the results for the year ended 31 December 2020, EcoRodovias reported that, in relation to this proceeding, the companies were informed about the decision of the Accountability Process Committee which, in summary, decided to (i) request the Comptroller General to extend the deadlines for the conclusion of the proceeding; (ii) close the evidence gathering phase so as to be able to formally formulate the charges against the companies involved; (iii) bring legal proceedings against the companies so as to learn about the technical analysis prepared on the defences. On 22 June 2020, a motion was filed to object to the closing of the evidence collection phase without the GCE-PR specifying what unlawful conduct was attributable to the companies, let alone indicating the amount of the government's alleged losses. EcoRodovias and its subsidiaries reiterated that the allegations made by the GCE-PR are general and based on facts admitted by other licensee companies and, for this reason, they will continue to defend themselves in the administrative proceedings.

With the publication of the results for the year ended 31 December 2021, EcoRodovias informed the market and its shareholders that on 10 August 2021, through GCE Resolution no. 45/21, the GCE-PR had published its decision to (i) impose a fine equal to BRL



38,600,100.00¹ on Ecocatataras and another equal to BRL 27,570,180.00² on Ecovia, (ii) jointly convict the subsidiary EcoRodovias Concessões e Serviços S.A. (“ECS”), (iii) impose on the three companies (i.e. Ecocatataras, Ecovia and ECS) the disqualifying penalty of suspension for two years from the right to participate in tenders and sign contracts with the public administrations of the State of Paraná and (iv) recommend to the *Departamento de Estradas de Rodagem* of the State of Paraná (“DER-PR”) that it begin its own autonomous administrative proceeding to assess any damage deriving from possible contractual breaches. On 20 August 2021, the three subsidiaries of EcoRodovias filed an appeal supported by formal and substantial grounds. Following this, the General Inspector published a decision that included the possibility for the EcoRodovias subsidiaries to replace the payment of the fines with the obligation to carry out the operation and maintenance of the motorways, without charging a toll, for one year. Again with the publication of the results for the year ended 31 December 2021, EcoRodovias highlighted that an appeal was also filed against this decision, to suspend said decision.

As already reported in ASTM Group’s 2019 Financial Statements, although the administrative proceedings just described are ongoing, EcoRodovias and its subsidiary ECS informed the market on 7 January 2020 (i) that they had become aware of the publication of GCE Resolution No. 67/19, issued by the GCE-PR, by which the temporary suspension of the rights of Ecovia and Ecocatataras to participate in new tenders and to enter into contracts with the public administrations of the State of Paraná was ordered; and that (ii) Ecovia and Ecocatataras therefore filed a preliminary injunction to counter GCE Resolution No. 67/19, in view of the impossibility of applying sanctions without the prior conduct of an administrative process that guaranteed the full rights of defence and cross-examination. In relation to this decision of the GCE-PR, with the publication of the results for the year ended 31 December 2020, EcoRodovias announced that the preliminary injunction of Ecovia and Ecocatataras was rejected by the competent judge on the basis that (i) the arguments in support of GCE Resolution No. 67/19 are not imprecise and generic, (ii) the companies involved - in signing the leniency agreement with the MPF-PR - have acknowledged that they have committed illegal acts and (iii) the allegations are based on a criminal investigation conducted by the MPF-PR during which evidence of criminally relevant conduct was collected, thus considering the prerequisites for the GCE-PR's decision to be present. Also with the publication of the results for the year ended 31 December 2020, the Brazilian investee informed the market that, on the one hand, Ecovia and Ecocatataras would appeal the judge's decision and, on the other hand, on 11 December 2020, GCE Resolution No. 78/20 was published in the Official Diary of the State of Paraná, by which GCE Resolution No. 67/19 revoked, imposing a temporary suspension of the rights of Ecovia and Ecocatataras to enter into contracts with the State of Paraná. As observed previously, with the publication of the results for the year ended 31 December 2021, EcoRodovias informed the market of GCE Resolution no. 45/21, which, against the three EcoRodovias subsidiaries, also imposed the disqualifying penalty of suspension of the right to participate in tenders and sign contracts with the public administrations of the State of Paraná for two years, but this resolution is currently suspended due to the appeal filed by EcoRodovias.

Still in the financial statements for the year ended 31 December 2020 and those for the year ended 31 December 2021, again in relation to developments following the signing of the leniency agreement with the MPF-PR, EcoRodovias disclosed that in August 2020 an ordinary action – this is, specifically, No. 5040685-63.2020.4.04.7000 before the Federal Court of Curitiba – was brought by Ecovia and Ecocatataras in order to challenge the methodology used by the DER-PR in the adoption of “tax assessment notices”, based on Resolution No. 003/2019, in order to regulate concession agreements Nos. 076/07 and 073/97. Given the urgent nature of the request from Ecovia and Ecocatataras, a preliminary injunction against the DER-PR was obtained, which prevented any sanction from being issued against the concession holders as a result of the notices of tax assessment issued, based on the fact that there is no doubt as to the unreasonable nature of the changes to the inspection criteria that did not allow the concession holders the necessary time to rectify any nonconformities. The preliminary injunction also provides that the concession holders could postpone the depositing of the penalties that had already been imposed by the authority until the issuing of the injunction order, and that such

¹ EUR 6.1 million at the exchange rate on 31 December 2021: 6.3101.

² EUR 4.4 million at the exchange rate on 31 December 2021: 6.3101.



deposit could be replaced by an insurance guarantee. The DER-PR filed a pre-trial appeal against the injunction in favour of the concession holders, but the request was rejected. The DER-PR and the State of Paraná then filed an appeal.

Also in relation to the context of the contractual regulation of Ecovia and Ecocataratas, in September 2020 two further actions were initiated – specifically no. 5044213-08.2020.4.04.7000 involving Ecovia and no. 5044220-97.2020.4.04.7000 involving Ecocataratas, both pending before the Federal Court of Curitiba – in order to rebalance the losses on tariffs resulting from the suspension of collection in relation to the suspended axles, in consideration of the fact that Brazilian law no. 13103/2015 (known as the *Truckers Law*) was amended in May 2018 in order to establish new tariff exemptions. Article 17 of that law exempts “freight transport vehicles travelling empty [...] from the toll on axles that remain suspended”, explicitly providing that this measure “covers federal, state, district and municipal roads”. Ecovia and Ecocataratas initiated two actions in consideration of the fact that there had been a superseding and unforeseeable change, with direct and immediate effects on the concession agreements issued to them.

Again in relation to the same factual context, in the financial statements for the year ended 31 December 2020, EcoRodovias also disclosed that on 10 November 2020, the Regulatory Agency for Public Delegated Infrastructure Services of Paraná (“AGEPAR”) published two decisions in two administrative proceedings, one concerning Ecovia and the other Ecocataratas. With these decisions, the AGEPAR affirmed that the current tariff values had been surpassed and decided (i) to suspend future adjustments; (ii) cancel the most recent contractual amendments; (iii) that it was necessary for the DER-PR to carry out studies aimed at reducing the tariffs; (iv) to inform the other state authorities and control bodies. Ecovia and Ecocataratas brought proceedings against AGEPAR in order to overturn the two decisions, alleging (i) the existence of violations in the administrative procedure; (ii) lack of respect for due process of law; (iii) disregard for opponents and failure to comply with the duty to assess administrative decisions; (iv) AGEPAR's lack of jurisdiction to annul contractual rules and the existence of legal obstacles to questioning acts that have already been perfected; (v) the existence of *res iudicata* in several actions that already exist between the parties; (vi) the prescription of the action; (vii) the prohibition of contradictory conduct; (viii) errors in the assessment of the merits of the matter, since the revision envisaged by AGEPAR is based on unreasonable assumptions, which do not take into account the Internal Rate of Return, the contractual provisions and the legal and constitutional provisions related to the intangibility of the economic-financial equation. In the opinion of the licensee companies, the Authority's reasoning is also vitiated by serious technical and accounting flaws, which have already been pointed out in various opinions but have not been taken into account by AGEPAR.

Specifically, in the case initiated by Ecocataratas against the AGEPAR (and the State of Paraná) – namely proceedings no. 5057801-82.2020.4.04.7000 pending before the Federal Court of Curitiba – the concession holder obtained the urgent suspension of the decision and all acts that could arise from it. In summary, all effects of the decision taken by internal reviews are suspended, including those relating to the need to calculate a new toll base, the request for suspension of toll adjustments and the request for suspension of contractual adjustments. With the publication of the financial statements for the year ended 31 December 2021, EcoRodovias reported that the AGEPAR had appealed the preliminary decision.

In the case initiated by Ecovia against the AGEPAR (and the State of Paraná) – namely proceedings no. 5057980-16.2020.4.04.7000 pending before the Federal Court of Curitiba – the concession holder obtained the urgent suspension of part of the decision is self-protection of the authority. Specifically, Ecovia managed to prevent the reduction of the current tariffs for the motorways subject to concession – on the basis of the same legal arguments that supported the obtaining of the injunction by Ecocataratas – but not the suspension of the annual tariff adjustment since the increase in those amounts would generate effects that would directly affect motorway users and increase any tariff “surplus”. With the publication of the financial statements for the year ended 31 December 2021, EcoRodovias reported that both Ecovia and the AGEPAR had appealed the preliminary decision.

Again with the publication of the financial statements for the year ended 31 December 2021, EcoRodovias also communicated that on the basis of the administrative proceedings of the AGEPAR, the Deputato Soldado Fruet filed a claim before the *Tribunal de Contas do Estado* (“TCE”) against Ecovia, Ecocataratas and other concession companies operating in the Integration Ring of the State of



Paraná. Following the claim, an injunction was then granted by the *Rapporteur* which declared the inadequacy of the concession companies and prohibited them from entering into contracts with the State of Paraná until a decision was made on the matter. The concession companies filed their defences, and on 2 March 2022 the *State Management Coordination* filed its own *instruction* disputing the elements presented in the claim and suggesting the revocation of the injunction and the preventive measure, in addition to the suspension of the process until the completion of the work of the *Special Committee* set up by the TCE in order to monitor and analyse the completion of the construction. Subsequently, the TCE also filed an *opinion* that it agreed with the *instruction*. EcoRodovias reported that it was awaiting the decision of the *Reporting Councillor* regarding the suggestions of the *instruction*.

Again with the publication of the financial statements for the year ended 31 December 2021, EcoRodovias informed the market and its shareholders that, as soon as the concession agreements 073 and 076/97 ended, the DER-PR had began civil action against Ecovia and Ecocataratas requesting that they (i) implement a traffic channelling system at the tollbooths as a result of the demobilisation and expiration of the concessions, (ii) establish a joint programme with the DER-PR for the handover of the revertible assets within 60 days from the end of the concessions. EcoRodovias reported that both concession companies had complied with the request and had already completed the delivery of the revertible assets to the Authority.

Civil action by the State of Paraná

In the same press release published on 12 August 2019 in which the Brazilian investee informed the market and its shareholders of the signing of the leniency agreement with the MPF-PR, EcoRodovias reported that it had learned of the existence of a civil action initiated on 11 July 2019 by the State of Paraná – through the *Procuradoria General do Estado* (“PGE”) – and the State Department of Highways of Paraná against EcoRodovias, Ecovia, ECS, Primav Infraestrutura S.A., Primav Construções e Comércio S.A., C.R. Almeida S/A Engenharia e Construções, Participare – Administração e Participações LTDA and the *Associação Brasileira de Concessionárias de Rodovias*.

As stated previously in the ASTM Group’s 2019 and 2020 financial statements (which should be referred to for all details), in this civil case the State of Paraná contests a series of illegal acts allegedly committed before the entry of the ASTM Group into the share capital of EcoRodovias, largely overlapping with those of the leniency agreement signed by EcoRodovias with the MPF-PR, and formulates the following requests: (a) nullity of (i) the process of assigning the concessions that took place in 1997; (ii) concession agreement no. 076/97 of Ecovia; and (iii) all amendments to the same made thereafter; (b) revision of the contracts due to an excessive expense that motorway users had to bear, through the payment of damages; (c) reimbursement of the damages deriving from the failure to comply with the contractual obligations; (d) joint and several conviction of the companies against which legal action was brought, deriving from the failure to comply with the contractual obligations; and (e) payment of non-material damage.

Specifically, the state authorities identified the total sums of BRL 4,945,904,000.00¹—as an estimate of the material damages allegedly caused by the illegal conduct, which, according to the line of reasoning of the plaintiff authorities, would correspond to the total revenues made by Ecovia throughout the entire concession—and of BRL 500,000,000.00²—as non-material damage—that the companies summoned to court would be required to pay jointly and severally where the Federal Court of Curitiba ruled the accusations made by the State of Paraná as proven. Injunctive measures were also requested against all companies summoned in order to guarantee the future payment of the sums.

In relation to these emergency precautionary requests, EcoRodovias disclosed with the publication of its results for the year ended 31 December 2020 that the MPF-PR intervened in the civil proceedings by filing a memorandum in which it argued that, although the leniency agreement signed with EcoRodovias could not extinguish the civil lawsuit, in any case the information and evidence emerging

¹ EUR 783.8 million at the exchange rate on 31 December 2021: 6.3101.

² EUR 79.2 million at the exchange rate on 31 December 2021: 6.3101.



from the same could not be used against the Brazilian investee and its subsidiaries and that the leniency agreement must prevent unnecessary repressive actions by other authorities. Consequently, the MPF-PF objected to the pre-trial request relating to the companies involved and emphasised the need to potentially subtract the value of the leniency agreement in the event of that they lose the court case in the future. Following this, the judge hearing the case also rejected the request for injunctive measures made by the state authorities, endorsing the arguments made by Ecovia (and the other companies involved) and the MPF-PR. In particular, the judge denied the injunctive requests on the basis that the leniency agreement signed by EcoRodovias, its subsidiaries and the MPF-PR, together with the collaborative approach adopted by the licensee companies, must be taken into account.

With the publication of the financial statements for the year ended 31 December 2021, EcoRodovias reported that the appeal filed by the State of Paraná against this decision was also rejected. Pending the appeal, Ecovia and the other companies involved filed their defence and a conciliation hearing was conducted without reaching an agreement.

To date, therefore, the proceedings are still pending.

As already reported in ASTM Group's 2019 and 2020 financial statements, it should be noted that when assessing the details of the disputes and the best defensive strategy to take, EcoRodovias appointed two different leading Brazilian law firms to formulate preliminary opinions in relation to the accusations: both opinions received by the Brazilian investee company showed various inconsistencies and clear gaps in the claims of the state authorities and, in particular, one opinion argued that the risk for the companies to pay a part equal to BRL 4,736,699,580.00¹ of the total of the aforementioned possible material damage and for all non-material damage requested by the state authorities was "remote". The same lawyers then argued that the risk of payment of the remainder of the non-material damage was "possible".

(b) Ecovias | State of São Paulo

With reference to the civil *non-prosecution agreement* ("*acordo de não persecução cível*") signed on 6 April 2020 by EcoRodovias, the indirect subsidiary ECS and the subsidiary Concessionária Ecovias Dos Imigrantes S.A. ("Ecovias") with the *3rd Prosecution Office of Public and Social Assets* of the State of São Paulo (details of which can be found in the 2020 Financial Statements of ASTM Group), in addition to the amendment of the agreement on 1 July 2021 (described in the 2021 interim report of ASTM Group), with two distinct *Material Facts* published on 22 September 2021 and 23 September 2021, EcoRodovias informed its shareholders and the market that, with a decision on 31 August 2021, the *Superior Council* ("*Conselho Superior*") of the *Ministério Público do Estado de São Paulo* did not ratify the *non-prosecution agreement* with the consequence of suspending its legal effect for the moment. As specified in the *Material Fact* published by EcoRodovias on 23 September 2021, in particular, in the opinion of one of the bodies responsible for ratifying the agreement, (i) the facts under investigation are to be considered prescribed and have not in any case been proven; (ii) the *non-prosecution agreement* would grant an illegitimate extension of the contractual period of the concession in order to allow for compliance with the obligations envisaged by it; and (iii) the *non-prosecution agreement* would no longer pursue a public interest including due to the execution of the amendment of concession agreement no. 18/2021 and the decision of the Court of Appeal of the State of São Paulo in the case relating to the amendment of concession agreement no. 10/2006.

With publication of the financial statements for the year ended 31 December 2021, EcoRodovias informed that market that, following this decision by the *Superior Council*, during the closure of the third quarter of 2021 (30 September 2021), it cancelled the reserve for the payment of the penalty previously allocated in the financial statements for an amount of BRL 49,979,000².

Again with the publication of the 2021 financial statements, EcoRodovias informed the market and its shareholders that,

¹ EUR 750.7 million at the exchange rate on 31 December 2021: 6.3101.

² EUR 7.9 million at the exchange rate on 31 December 2021: 6.3101.



nevertheless, the *São Paulo Public and Social Heritage Prosecutor's Office* had appealed, through a *motion for clarification* (“*embargos de clarification*”), the decision of the *Superior Council* in order to obtain a complete reform of the decision. On 7 September 2021 – as also reported by a *Material Fact* published on the EcoRodovias website on 8 December 2021 – the *Superior Council*, reconsidering its previous decision, partially accepted the request of the appellant public ministries, resolving on the *partial ratification of the non-prosecution agreement* (with the particular exclusion of the obligation for the company to construct *Boulevard Anchieta*).

Due to the partial acceptance of their requests, the appellant public ministries filed a *second motion for clarification* on 11 January 2022, intended for the approval by the *Superior Council* of the original terms of the *non-prosecution agreement*.

On the basis of a *report presented* by the public ministry that signed the *motion for clarification*, in which it stated that it had received indication from the *Superior Council* regarding the possible approval of all provisions of the *non-prosecution agreement*, the Administration, supported by its legal consultants, understands that the initial scenario could prevail and that, therefore, the *Superior Council* could accept the *new motion for clarification* presented in order to ratify the original terms of the agreement. A causa di questo sviluppo, il *management* di EcoRodovias ha già provveduto a stanziare nuovamente la riserva nel bilancio relativo all'esercizio chiuso in data 31 dicembre 2021 per una somma pari a R\$ 57.349.000¹ (di cui R\$ 50.000.000² come *principal* e R\$ 7.349.000³ come *monetary restatement* ai sensi delle tabelle di calcolo del *Tribunal de Justicia* dello Stato di São Paulo).

Lastly, with a *Material Fact* published on its website on 15 March 2022, EcoRodovias informed the market and its shareholders of the fact that the *Superior Council* had approved the *original terms of the non-prosecution agreement*.

The agreement will therefore now be submitted to the competent Court, in order to achieve its ratification, too.

(c) Eco 101 | State of Espírito Santo

As mentioned in ASTM Group's 2019 Financial Statements, with the *Material Fact* of 12 April 2019 EcoRodovias had informed the market in relation to the criminal investigations currently involving its subsidiary Eco101 Concessionaire de Rodovias S.A. (“Eco101”) in the State of Espírito Santo. In particular, the investigations conducted by the Brazilian federal police with the support of the Federal Court of Auditors focus on potential irregularities of the technical reports sent by Eco101 in relation to the motorway stretches within its remit.

With the communication to the market on 12 April 2019, EcoRodovias already reported that (i) it had promptly offered its collaboration with the authorities by sending all requested information and (ii) it had immediately launched its own internal audit to verify the facts under investigation.

In the financial statements for the year ended 31 December 2019, the Brazilian investee company then informed the market and its shareholders of the decision to launch an internal investigation in relation to the events under investigation and that said work would be carried out with the assistance of independent external consultants. In particular, their forensic report, prepared by the external professionals appointed, highlighted that (i) no documents were found in support of the investigation assumption that the employees of the *Agência Nacional de Transportes Terrestres* (“ANTT”) had known about the stated amendments that Eco101 had allegedly made to the technical reports sent by Eco 101 to the ANTT; (ii) no documents had been found that confirmed the stated illegal relationships between Eco101 and ANTT representatives; and (iii) no proof had been found in relation to the supposed use of those technical reports to obtain loans from the Brazilian Development Bank (“BNDES”).

¹ EUR 9.1 million at the exchange rate on 31 December 2021: 6.3101.

² EUR 7.9 million at the exchange rate on 31 December 2021: 6.3101.

³ EUR 1.2 million at the exchange rate on 31 December 2021: 6.3101.



Lastly, in the financial statements for the years ended 31 December 2020 and 31 December 2021, EcoRodovias disclosed that it had analysed and assessed, with the support of leading Brazilian legal and financial advisors, the situation and that, even in the scenario in which the alleged irregularities in the technical reports were proven, the best estimate of the liability in relation to applicable penalties relating to toll discounts was BRL 72,614,000¹.

In consideration of the fact that the federal police investigation is still under way and that it is not possible to make accurate guesses as to its conclusion, the Brazilian investee is assessing the possibility of negotiating with the office of the competent Public Prosecutor (and other competent authorities) so as to be able to close the case on a definitive basis.

¹ EUR 11.5 million at the exchange rate on 31 December 2021: 6.3101



(vii) Public Disbursement Transparency Disclosure

Pursuant to article 1, paragraphs 125-129 of Law 124/2017, as amended by the “Security” Decree Law 113/2018 and the “Simplification” Decree Law 135/2018, we provide the Disclosure on “subsidies, contributions, paid positions and economic advantages of any nature” provided to the Group in 2021 by public administrations or by a series of entities similar to the same¹ with which it has economic relationships:

<i>Disbursing entity</i>	<i>Description</i>	<i>Amount collected in thousands of EUR</i>
Autorità di Sistema Portuale del Mar Ionio - Port of Taranto Trade Port	Grant for the completion of the Taranto port platform	3,712
EBINAT	Additional CIG contribution (earnings supplement fund)	39
Fondimpresa	Training courses	48
Autonomous Region Valle d’Aosta	Experimental procedure intended to optimise vehicle movement affecting the municipalities of the “Aosta plain” for the purposes of greater fluidity and safety of the traffic and containment of the environmental impact	182
GSE	Photovoltaic grant	50
Customs Agency	Refund of excise duty on diesel fuel (Carbon Tax)	60
Total ASTM Group		4,091

Following the Covid 19 epidemic, the Italian Revenue Agency granted non-refundable contributions to the Group as a “tax credit” for the adjustment of workplaces, the sanitation of premises and the purchase of protective equipment for EUR 154 thousand, which will be partly offset in FY 2022.

The Group also has the right to a “tax credit” for investments in new tangible and intangible capital goods envisaged by Article 1, paragraphs 1051 through 1063, Law no. 178/2020 equal to EUR 395 thousand which will contribute to the Group’s income statement on the basis of the useful life of the investment.

¹ The parties identified as a source of the payments that require disclosure are:

- public administrations and parties under Article 2-bis of Italian Legislative Decree No. 33 of 14 March 2013;
- subsidiaries, de facto or de jure, directly or indirectly, of public administrations, including companies with shares listed in regulated markets and their investee companies;
- state-controlled companies, including those that issue shares listed in regulated markets and their investee companies



Certification of the Consolidated Financial Statements pursuant to Article 154-bis Legislative Decree 58/98



Certification of the Consolidated Financial Statements pursuant to Art. 154-*bis* of Italian Legislative Decree 58/98

- The undersigned Umberto Tosoni as Chief Executive Officer and Alberto Gargioni as Manager in charge of drawing up the corporate accounting documentation of ASTM S.p.A. —Parent Company—also taking into account the provisions of article 154-*bis*, paragraphs 3 and 4 of Italian Legislative Decree no. 58 of 24 February 1998, hereby certify:
 - the adequacy with regard to the characteristics of the business and
 - the actual implementation,of the administrative and accounting procedures for preparing the consolidated financial statements for 2021.

- Furthermore, it is attested that:
 - the Consolidated Financial Statements as at 31 December 2021:
 - d) 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;
 - e) correspond to the books and accounting entries;
 - f) 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 contains a reliable analysis of management performance and results of the Company and of all the companies included in the consolidation together with a description of the main risks and uncertainties to which they are exposed.

Tortona, 25 March 2022

Chief Executive Officer

Umberto Tosoni

The Manager in charge of drawing up
the corporate accounting documentation

Alberto Gargioni



Report of the Independent Auditors



**INDEPENDENT AUDITOR'S REPORT IN ACCORDANCE
WITH ARTICLE 14 OF LEGISLATIVE DECREE NO. 39
OF 27 JANUARY 2010 AND ARTICLE 10 OF REGULATION
(EU) NO. 537/2014**

ASTM GROUP

**CONSOLIDATED FINANCIAL STATEMENTS AS OF 31
DECEMBER 2021**



Independent auditor's report

in accordance with article 14 of Legislative Decree No. 39 of 27 January 2010 and article 10 of Regulation (EU) No. 537/2014

To the Shareholders of
ASTM SpA

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of ASTM SpA and its subsidiaries (the “ASTM Group”), which comprise the balance sheet as of 31 December 2021, the income statement, the statement of comprehensive income, the cash flow statement, the statement of changes in shareholders’ equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the ASTM Group as of 31 December 2021, and of the result of its operations and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/05.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of this report. We are independent of ASTM SpA (the “Company”) pursuant to the regulations and standards on ethics and independence applicable to audits of financial statements under Italian law. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

PricewaterhouseCoopers SpA

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Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters

Auditing procedures performed in response to key audit matters

Evaluation of the recoverability of goodwill and intangible assets referring to concessions (non-compensated revertible assets)

"Valuation criteria", paragraph "Impairment test" and note 1 - "Intangible assets"

Among the intangible assets of the consolidated financial statements as at 31 December 2021, the ASTM Group recognizes non-compensated revertible assets related to the concessions of the motorway sector, equal to Euro 6,527.0 million, plus Euro 545.7 million of goodwill allocated to them, which together represent approximately 56% of total consolidated assets.

Within the ASTM Group, each motorway concession company is an autonomous cash-generating unit, which the business plans of each motorway refer to.

The valuation of these intangible assets, and in particular the analysis of their recoverability through the performance of the impairment test, is the result of a process that is significantly affected by the estimates made by management, in particular with reference to expected traffic flows, future investments and to the elements composing the discounting rate.

In accordance with the accounting principles and with the impairment procedure approved by the Board of Directors autonomously and in advance

We have obtained the valuation models and documentation used by management to identify any impairment loss in accordance with the Procedure and, also through the support of experts belonging to the PwC network, we have carried out the following main auditing procedures:

- analysis of the Procedure and verification of the consistency of its contents with the provisions of IAS 36, as well as of its consistent application;
 - verification of the mathematical accuracy of the models;
 - evaluation, also through discussions with management, of the reasonableness of the main assumptions underlying the determination of the data included in the models, with particular reference to operating revenues and costs, discount rates, traffic data, tariffs, investments, used to determine the value in use;
 - verification of the correct determination of the balance sheet carrying amounts of the assets and liabilities attributable to each Cash Generating Unit, including
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with respect to the date of approval of the financial statements (the “Procedure”), the aforementioned intangible assets have been tested for impairment at the balance sheet date in order to ascertain the possible presence of an impairment loss.

We considered the valuation of the recoverability of non-compensated revertible assets and goodwill as a key audit matter, taking into account the significance of their values and the high degree of judgment necessary for the determination of the main assumptions used in the determination of the recoverable amount.

goodwill allocated to them, used as a comparison with the recoverable amount;

- verification of sensitivity analysis.

Finally, our audit procedures included the analysis of the explanatory notes to the financial statements to verify the accuracy and completeness of the disclosure.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/05 and, in the terms prescribed by law, for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Management is responsible for assessing the ASTM Group’s ability to continue as a going concern and, in preparing the consolidated financial statements, for the appropriate application of the going concern basis of accounting, and for disclosing matters related to going concern. In preparing the consolidated financial statements, management uses the going concern basis of accounting unless management either intends to liquidate ASTM SpA or to cease operations, or has no realistic alternative but to do so.

The Board of Statutory Auditors (“Collegio Sindacale”) is responsible for overseeing, in the terms prescribed by law, the ASTM Group’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors’ report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could



reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

As part of an audit conducted in accordance with International Standards on Auditing (ISA Italia), we exercised professional judgement and maintained professional scepticism throughout the audit. Furthermore:

- We identified and assessed the risks of material misstatement of the consolidated financial statements, whether due to fraud or error; we designed and performed audit procedures responsive to those risks; we obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- We obtained an understanding of internal control relevant to the audit 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 ASTM Group's internal control;
- We evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- We concluded on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ASTM Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the ASTM Group to cease to continue as a going concern;
- We evaluated the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We obtained sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the ASTM Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion on the consolidated financial statements.



We communicated with those charged with governance, identified at an appropriate level as required by ISA Italia regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provided those charged with governance with a statement that we complied with the regulations and standards on ethics and independence applicable under Italian law and communicated with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We described these matters in our auditor's report.

Additional Disclosures required by Article 10 of Regulation (EU) No 537/2014

On 28 April 2017, the Shareholders' meeting of ASTM SpA engaged us to perform the statutory audit of the Company's separate and consolidated financial statements for the years ending 31 December 2017 to 31 December 2025.

We declare that we did not provide any prohibited non-audit services referred to in article 5, paragraph 1, of Regulation (EU) No. 537/2014 and that we remained independent of the Company in conducting the statutory audit.

We confirm that the opinion on the consolidated financial statements expressed in this report is consistent with the additional report to those charged with governance, in their capacity as audit committee, prepared pursuant to article 11 of the aforementioned Regulation.

Report on Compliance with other Laws and Regulations

Opinion in accordance with Article 14, paragraph 2, letter e), of Legislative Decree No. 39/10 and Article 123-bis, paragraph 4, of Legislative Decree No. 58/98

Management of ASTM SpA is responsible for preparing a report on operations and a report on the corporate governance and ownership structure of the ASTM Group as of 31 December 2021, including their consistency with the relevant consolidated financial statements and their compliance with the law.



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