# FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS

## AS AT 31 DECEMBER 2012

***The Financial Statements have been translated into English solely for the convenience of the international reader. In the event of conflict or inconsintency between the terms used in the Italian version of the reports and the English version, the Italian version shall prevail, as the Italian version constitutes the official***

| | |
|---|---|
| **ASTM** | Società per Azioni (public limited company)<br>Share capital EUR 44,000,000 fully paid-up<br>Tax code and registration number at the<br>Register of Companies of Turin: 00488270018<br>Registered Office in Turin - Corso Regina Margherita 165<br>Website: http://www.astm.it<br>e-mail: astm@astm.it<br>Management and coordination: Argo Finanziaria S.p.A. Unipersonale |
| **MEMBERS OF THE BOARD OF DIRECTORS** | *Chairman*<br>Gian Maria Gros-Pietro<br><br>*Vice-Chairmen*<br>Daniela Gavio<br>Marcello Gavio<br><br>*Managing Director*<br>Alberto Sacchi<br><br>*Directors*<br>Enrico Arona<br>Luigi Bomarsi<br>Alfredo Cammara<br>Sergio Duca (2)(3)<br>Nanni Fabris (1)(2)<br>Cesare Ferrero (1)(2)<br>Giuseppe Garofano (1)<br>Luigi Roth<br>Alvaro Spizzica<br>Agostino Spoglianti<br>Stefano Viviano<br><br>*Secretary*<br>Cristina Volpe |
| **BOARD OF STATUTORY AUDITORS** | *Chairman*<br>Marco Fazzini<br><br>*Standing Auditors*<br>Ernesto Ramojno<br>Lionello Jona Celesia (3)<br><br>*Substitute Auditors*<br>Massimo Berni<br>Roberto Coda<br><br>(1) Member of the “Remuneration Committee”<br>(2) Member of the “Internal Audit Committee”<br>(3) Member of the “Supervisory Body” |
| **DIRECTION** | *General Manager*<br>Graziano Settime |
| **INDEPENDENT AUDITORS** | Deloitte & Touche S.p.A. |

**TERM OF OFFICE**

The Board of Directors was appointed for three financial years by the Shareholders’ Meeting on 28 April 2010 and its term of office will expire with the Shareholders’ Meeting that will be held for the approval of the 2012 Financial Statements.

The Board of Statutory Auditors was appointed for three financial years by the Shareholders’ Meeting on 29 April 2011 and its term of office will expire with the Shareholders’ Meeting that will be held for the approval of the 2013 Financial Statements.

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

**POWERS OF COMPANY OFFICERS**

The Chairman, who was appointed on 20 April 2012 by the Shareholders’ Meeting, exercises the powers granted to him by the Board on 2 August 2012.

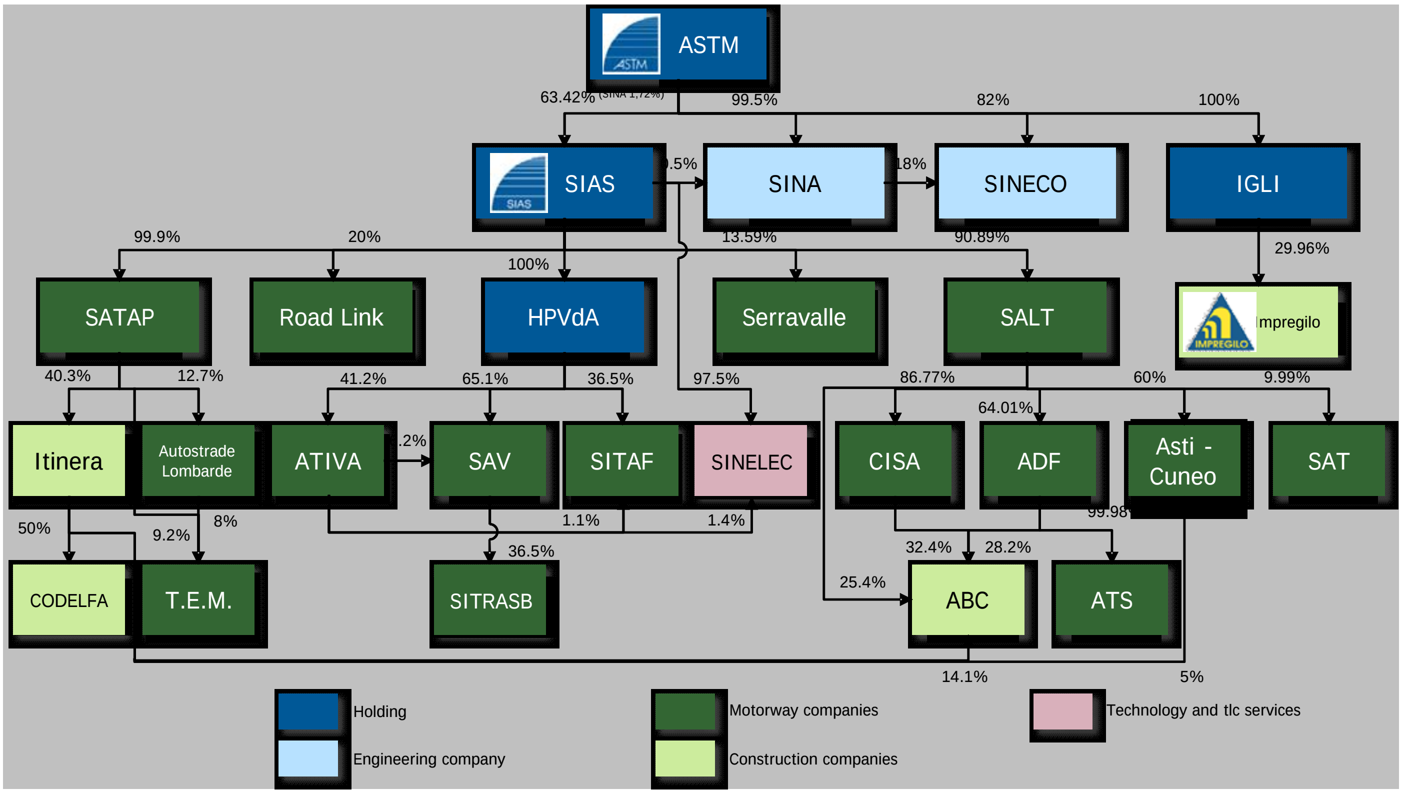
The Vice-Chairmen – who were appointed by the Board of Directors on 13 May 2010 – were granted management powers to be exercised in case of absence or impediment of the Chairman, by means of resolution dated 9 November 2012.

The Managing Director was appointed by means of Board’s resolution dated 22 June 2012 and exercises the management powers granted to him by law and the Articles of Association.

## GROUP STRUCTURE AND BUSINESS SEGMENTS

The ASTM Group operates through its investee companies in the sectors of licensed motorway operation, technology, engineering and construction.

The current structure of the Group – only with regard to the main investee companies – is detailed below[(1)]:




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

# Management Report

# MANAGEMENT REPORT

*Shareholders,*

*The general economic trend in FY 2012 led, among other things, to a decrease in traffic volumes equal to 7.48%: the reduction in "motorway sector revenue" only amounts to EUR 7 million, due to the toll increases as from 1 January 2012.*
*The decrease in the activities carried out by the companies operating in the "construction/planning" and "technology" sectors was only partially reflected on the amount of "operating costs", having taken into account the higher costs incurred by the "motorway sector" (mainly due to winter services and other costs related to non-compensated revertible assets) and by holding-related services. Therefore, the "**gross operating margin**" decreased by approximately EUR 17.9 million (about **EUR 567 million** in 2012). The assessment of insurance refunds agreed upon with the Insurance Companies for the flooding events occurred in November 2011 (equal to approximately EUR 12 million) brings the operating profitability in line with the corresponding value for 2011 (the "adjusted gross operating margin" amounts to approximately EUR 579 million in 2012).*

*The **"profit for the period - Group share"** amounting to **EUR 377.7 million** (+EUR 274 million), benefits from both the pro-rata (equal to EUR 240.6 million) relating to the capital gain resulting from the disposal of the equity investment held in Autostrade Sud America S.r.l. and the update accounted for "by the equity method" of the ordinary shares held in Impregilo S.p.A. (EUR 76.1 million), which are offset by the write-downs equal to EUR 42.5 million mainly due to the equity investments held in Milano Serravalle-Milano Tangenziali S.p.A. (EUR 23.3 million), Banca Ca.Ri.Ge. S.p.A. (EUR 9.8 million) and Alitalia – Compagnia Aerea Italiana S.p.A. (EUR 9.2 million).*

*The "**net financial indebtedness"** increased by EUR 129 million (EUR 1,727 million as at 31 December 2012) and was influenced, among other things, by the significant changes in the investment portfolio. The collection of the amount resulting from the disposal of the equity investment held in Autostrade Sud America S.r.l. (EUR 565.2 million) is offset by the acquisition of both IGLI S.p.A./Impregilo S.p.A. (EUR 415 million) and Autostrada Torino Savona S.p.A. (EUR 173 million, Group share).*
*Thanks to this latter acquisition - that was carried out in November 2012 - the ASTM Group could both strengthen its leadership in the north-western area of Italy (with approximately **1,300 km** of **managed motorway network**) and increase the average residual life of its concessions (from 11 to 13 years).*

# MANAGEMENT OF EQUITY INVESTMENTS

**IGLI S.p.A./Impregilo S.p.A.**

As already mentioned in the previous reports, on 8 March 2012 the parent company - based on the resolution adopted by the Board of Directors on 5 March 2012 - acquired the whole share capital of IGLI S.p.A., a company that holds approximately 29.96% of the ordinary share capital of **Impregilo S.p.A.**, a company listed on the Electronic Stock Market and leading company in the construction and concession sectors, both in Italy and abroad.

The amount paid for the said acquisition was EUR 237 million (plus an indebtedness of EUR 178 million concerning IGLI S.p.A.). The implicit average value for each share of Impregilo S.p.A. is equal to EUR 3.43.

In order to face short-term financial needs linked to this acquisition, on 8 March 2012 a bridge-to-equity loan of EUR 200 million, expiring on 28 February 2013, was taken out.[1]

With reference to the collection of the financial resources needed to fund, among other things, the acquisition of the whole share capital of IGLI S.p.A., on 20 April 2012, the Shareholders' Meeting of ASTM S.p.A., based on a Board's proposal made on 5 March 2012, approved to grant a delegation to the Board of Directors pursuant to art. 2443 of the Italian Civil Code (to be exercised within 24 months from the date of the resolution) to increase the share capital against payment, in one or more tranches and for a maximum amount of EUR 500 million (including any share premium). As part of this delegation, the Company gave a mandate to Mediobanca - Banca di Credito Finanziario S.p.A., UniCredit Bank AG, Banca IMI S.p.A. and Nomura International plc until 20 April 2014, in order to receive assistance for the promotion of a guarantee consortium for a possible share capital increase until a maximum of EUR 200 million (including any share premium).

Following the results of the Shareholders' Meeting dated 17 July 2012, according to which a Board of Impregilo S.p.A. representing the Shareholder Salini S.p.A. was appointed, the ASTM Group could not apply its strategy for this equity investment, by holding a firm, resolute position aimed at safeguarding its investment, as well as the one of all other stakeholders of Impregilo S.p.A..

On 6 February 2013, Salini S.p.A. notified the market that it intends to promote a voluntary take-over bid for all ordinary shares of Impregilo S.p.A., at a price of EUR 4.00 per share.

On 13 February 2013, the Board of Directors of ASTM S.p.A. appointed Nomura International PLC as financial advisor for the decisions to be taken with regard to the said take-over bid (the subsidiary IGLI S.p.A. entrusted Mediobanca – Banca di Credito Finanziario S.p.A. and Unicredit S.p.A. with similar appointments).

On 18 March 2013 the subscription period of the take-over bid began and will close on 12 April 2013, except in case the period is extended (the amount will be paid on 17 April 2013).

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[1] This loan, which decreased to EUR 160 million following the partial repayment in September 2012, was fully replaced on 11 February 2013 by a loan taken out with a primary credit institution for the same amount.

On 8 April 2013, the Board of Directors of ASTM S.p.A. decided to take part (through its subsidiary IGLI S.p.A.) to the voluntary public tender offer tendering n. 112.576.293 ordinary shares.

The Board of Directors, after having analyzed the fairness opinion of the advisors appointed (Nomura International Plc for ASTM S.p.A. and Mediobanca S.p.A/Unicredit S.p.A. for IGLI S.p.A.), and even underlying that the offer price is in the low part of the valuation range set by the advisors (from EUR 3.82 to EUR 4.71 per share), stated that there are not anymore the strategic reasons underpinning the investment in Impregilo S.p.A. in March 2012 (including growth and development opportunities based on the synergies achievable between the concession management and the construction activities, in line with the main European players) and decided to keep, as pure financial investment, n. 8 million ordinary Impregilo S.p.A. shares corresponding to 1.99% of the ordinary shares capital.

The cash-in from the offer will be approximately EUR 450 million, above the total remaining debt related to the acquisition of IGLI S.p.A./Impregilo S.p.A. (EUR328m at 31 of December 2012); the capital gain booked in ASTM consolidated profit and loss (related to the valuation of Impregilo S.p.A. stake consolidated at equity) tops EUR76.1 million (equal to an economic ‘net gain’ of EUR68m at Holding level).

* * *

With regard to the summons served in December 2012 by Salini S.p.A. to ASTM S.p.A. and to the subsidiary IGLI S.p.A., reference is made to the information included in the following sections "Risk factors and uncertainties" and "Other information" of the consolidated financial statements.

<u>Autostrade Sud America S.r.l.</u>

On 28 June 2012, the subsidiary SIAS S.p.A. sold to Autostrade per l'Italia S.p.A. the whole stake held in **Autostrade Sud America S.r.l.** (representing 45.765% of the share capital), for a total amount of EUR 565.2 million.

As a result of this transaction, an amount of EUR 565.2 million was collected and (i) the guarantees issued with regard to Chilean investee companies have been settled (for an amount of approximately EUR 180 million); and (ii) capital gains amounting to EUR 379.5 million were recorded.

<u>Autostrada Torino Savona S.p.A.</u>

On 15 November 2012, the subsidiary Autostrada dei Fiori S.p.A. acquired the equity investment, which was held by Autostrade per l’Italia S.p.A., in **Autostrada Torino Savona S.p.A.** (equal to 99.98% of the share capital), for a total amount of EUR 223 million, in line with the results of a specific appraisal made by an independent expert.

The company Autostrada Torino Savona S.p.A. holds a concession for about 130 km expiring in 2038. The motorway section that has been granted under concession is a strategic link along the North-South route, as part of the network managed by the Group. More specifically, by creating a network with the sections managed by the subsidiaries Autostrada dei Fiori S.p.A., Autostrada Asti-Cuneo S.p.A., ATIVA S.p.A. and SATAP S.p.A., it is possible for the Group to further strengthen its presence in the north-western area of the country.

With regard to the collection of financial resources for the purchase of the said equity investment, on 23 October 2012, the Board of Directors of **Autostrada dei Fiori S.p.A.** approved to exercise the delegation pursuant to Art. 2443 of the Italian Civil Code (the delegation was given by the Extraordinary Shareholders' Meeting on 28 September 2012), thus increasing the share capital for an amount of EUR 162.5 million (surcharge included).

Following the said share capital increase and the stock option exercise by the subsidiary SALT S.p.A. for unexercised shares, the Group's shareholding increased from 60.77% to 64.01% of the share capital of Autostrada dei Fiori S.p.A..

<u>SALT S.p.A.</u>

On 25 October 2012, the Board of Directors of the subsidiary SALT S.p.A. approved to exercise the delegation given by the Extraordinary Shareholders' Meeting on 27 September 2012, thus increasing the share capital for an amount of EUR 161.2 million (surcharge included).

On 20 December 2012, the Parent Company acquired 1,000,000 shares of the subsidiary SALT S.p.A. (equal to 0.625% of the share capital) sold by the provincial authority of La Spezia, for an amount of EUR 4.5 million.

Following the share capital increase, the stock option exercise by the parent company for unexercised shares and the said acquisition of the shares sold by the provincial authority of La Spezia, the Group's shareholding in the subsidiary SALT S.p.A. increased from 87.57% to 90.89% of the share capital.

<u>Autocamionale della Cisa S.p.A.</u>

On 17 October 2012, the Board of Directors of the subsidiary Autocamionale della Cisa S.p.A. approved to exercise the delegation given by the Extraordinary Shareholders' Meeting on 27 September 2012, thus increasing the share capital for an amount of EUR 16 million (surcharge included).

Following the said share capital increase and the stock option exercise by the subsidiary SALT S.p.A. for unexercised shares, the Group's shareholding increased from 84.62% to 86.77% of the share capital of Autocamionale della Cisa S.p.A..

<u>Tangenziali Esterne di Milano S.p.A. (TEM S.p.A.)</u>

On 29 February 2012, the subsidiary SATAP S.p.A. underwrote 724,638 unexercised shares of TEM S.p.A. resulting from the share capital increase, for a total amount of EUR 1 million. As a result of the said acquisition, the shareholding in the company increased from 8.54% to 9.23% of the share capital.

On 25 September 2012, the Extraordinary Shareholders' Meeting of TEM S.p.A. approved a share capital increase (from EUR 53.6 million to EUR 126 million). In 2013, SATAP S.p.A. underwrote its share and, having taken into account the share capital that has not been underwritten and is unopted, as of today the company holds 12.642% of the share capital.

<u>Autostrade Lombarde S.p.A.</u>

In February 2012, the Board of Directors of Autostrade Lombarde S.p.A. called-up 50% of the share capital increase (from EUR 178 million to EUR 500 million, i.e. equal to 50% of EUR 322 million) approved by the Extraordinary Shareholders' Meeting held on 4 May 2011. As part of this transaction, the subsidiary SATAP S.p.A. paid its share (equal to EUR 11.1 million) and underwrote 25,000,000 unexercised shares with a par value of EUR 1.00 each, for which an amount of EUR 18.7 million - representing 75% of the related par value - was paid during FY 2012. With regard to the above, the shareholding in the company Autostrade Lombarde S.p.A. increased from 6.905% to 12.75% of the share capital.
Moreover, it is noted that in January 2013 SATAP S.p.A. paid the remaining 25% of the share capital increase (equal to EUR 11.8 million).

<u>Albenga Garessio Ceva S.p.A.</u>

In November 2012, the subsidiary SATAP S.p.A. exercised the pre-emption right on the 35,072 shares of Autostrada Albenga Garessio Ceva sold by the provincial authority of Cuneo, for a total amount of EUR 0.4 million, pursuant to art. 7 of the Articles of Association. The current shareholding amounts to 32.227% of the share capital.

<u>Holding Piemonte e Valle d’Aosta S.p.A. (single member company)</u>

In order to optimise the structure of the Group, the possibility to carry out a merger by acquisition of the subsidiary Holding Piemonte e Valle d’Aosta S.p.A. into SIAS S.p.A during FY 2013 was underlined.

# OPERATING ACTIVITIES

## *RELATIONSHIPS WITH THE GRANTING BODY*

### Tolls

With regard to FY **2012**, the tariff increases due for the managed motorway sections have been fully acknowledged starting from 1 January 2012. More specifically:

| | **INCREASE %** |
|---|---|
| **Satap S.p.A. – A4 Section**<br>**- Turin-East Novara**<br>**- East Novara-Milan** | <br>**6.32**<br>**6.80** |
| **Satap S.p.A. – A21 Section** | **9.70** |
| **Ativa S.p.A.** | **6.66** |
| **Autocamionale della Cisa S.p.A.** | **8.17** |
| **Autostrada Asti-Cuneo S.p.A.** | **-** |
| **Autostrada dei Fiori S.p.A.** | **5.22** |
| **SALT S.p.A.** | **5.68** |
| **SAV S.p.A.** | **11.75** |

With regard to the **toll adjustments for 2013**, it is noted that – on 31 December 2012 - the Italian Ministry for Infrastructure and Transport and the Ministry of Economics and Finance signed inter-ministerial decrees according to which motorway tolls have been acknowledged, contrary to the proposals made by the Struttura di Vigilanza sulle Concessioni Autostradali - SVCA (Supervisory Body for Motorway Companies). As part of the Ministry for Infrastructure and Transport, SVCA is responsible, among other things, for carrying out the preliminary inquiry concerning the toll adjustment requests submitted by each single Licensee.

More specifically, with regard to the licensees, among which the subsidiary **SATAP S.p.A.** whose tariff is based on the "rebalancing" of the economic-financial plan and for which the first regulatory period expired on 31 December 2012, the decision to **suspend toll increases for 2013** was based (i) on the fact that the five-year updating procedure of the economic-financial plan was not carried out according to the provisions of the CIPE resolution no. 39/07, and (ii) on the possibility to acknowledge the 2013 toll adjustment - subject to the said five-year updating procedure - by recalculating the value of the "X" parameter[1]. It is noted that failure to acknowledge the adjustment involved both the value of the X parameter (if applicable) and the value (that was not questioned with regard to if it was due and to which extent) of the investments carried out in 2012 and to be paid in 2013 pursuant to the law, as well as the predetermined values of inflation and the quality parameter.

With regard to the above and to SATAP S.p.A., the 2013 toll increase that was requested in compliance with the current agreements was fully suspended (+10.83% for the A4 section and +9.92% for the A21 section).

[1] The inter-ministerial decree for SATAP S.p.A. (A4 and A21 Stretches) reads as follows: "*Following the five-year updating procedure of the economic-financial plan, the tariff adjustment due for the same year can be acknowledged starting from 1 January 2013, taking into account the value of the X parameter that has been recalculated upon updating*".

With reference to the motorway sections whose tariffs include remuneration of new investments that are subject to validation plans in accordance to the Cipe Resolution no. 39/07 (among which the subsidiary **ATIVA S.p.A.**), the tariff suspension (due to the fact that the updating procedure of the five-year plan has not been carried out) only concerned the K parameter for investments carried out in 2012. Therefore, the inter-ministerial decrees set out that the tariff increase for the K parameter (that was temporarily denied) can be determined (starting from 1 January 2013) only if the five-year updating has been applied[1]. Consequently, a tariff increase of 0.82% has been approved for ATIVA S.p.A. (as opposed to a tariff increase due equal to 7.85%).

With reference to the suspension of tariff increases set out by the competent Ministries, it is noted that the Group companies involved duly complied with the obligations set out in the agreements with regard to both the updating process of the economic-financial plans and the request of tariff increases for the investments made.

More specifically, with reference to the procedure for the 2013 annual tariff adjustment, it is specified that, on 29 October 2012 and in compliance with the provisions contained in the agreements, SATAP S.p.A and ATIVA S.p.A. sent to the SVCA (Supervisory Body for Motorway Companies, following the transfer of the IVCA to the Ministry of Infrastructure and Transport) the 2013 tariff adjustment requests for the motorway sections under concession.

Therefore, SVCA carried out its inquiry activities and, on 29 November 2012, the minutes "to determine the K factor for 2013" were signed for both Companies, according to which the tariff increase requests made by the companies for their investments were confirmed.

With reference to the above, it should be noted that the activities of the Group Companies subject to suspension of tariff increases are fully compliant with the agreement provisions. Therefore, the tariff suspension made by the competent Ministries is fully unjustified, also due to the fact that the Granting Body did not notify any non-compliance.

With regard to the above, the subsidiaries SATAP S.p.A. and ATIVA S.p.A. - in order to protect its own legitimate interests - lodged an appeal with the Regional Administrative Court of Lazio and Piedmont, respectively, for the annulment of tariff suspension decrees and for requests of compensation for any related damage. In this context, both the subsidiary SIAS S.p.A. and AISCAT (Italian association of motorway and tunnel licensees) lodged separate appeals in support of this issue.

In the meantime the discussions with the relevant Ministers are going ahead in order to find a solution to the above mentioned issues.

With reference to the other Group licensees, the tariff increases due were fully acknowledged.

Considering the above mentioned issues, the following table describes the current situation of the 2013 tariff increases:

[1] The inter-ministerial decree for ATIVA S.p.A. reads as follow: "upon five-year updating" of the economic-financial plan, the tariff increase for the K parameter that has not been acknowledged according to this decree can be determined starting from 1 January 2013".

| | INCREASE DUE % | INCREASE ACKNOWLEDGED % |
|---|---|---|
| **SATAP S.p.A. – A4 Section** | 10.83 | **SUSPENDED** |
| **SATAP S.p.A. – A21 Section** | 9.92 | **SUSPENDED** |
| **ATIVA S.p.A.** | 7.85 | **0.82** (1) |
| **Autocamionale della Cisa S.p.A.** | 7.39 | **7.39** |
| **Autostrada Asti-Cuneo S.p.A.** | 7.20 | **7.20** |
| **Autostrada dei Fiori S.p.A.** | 3.70 | **3.70** |
| **SALT S.p.A.** | 3.93 | **3.93** |
| **SAV S.p.A.** | 11.55 | **11.55** |
| **Autostrada Torino-Savona S.p.A.** | 2.24 | **2.24** |

(1) The share of tariff increase related to the "K component" has been temporarily suspended.

### *TRAFFIC PERFORMANCE*

The following table shows the traffic performance for each single Licensee[1]:

| *(millions vehicle/km)* | **1/1-31/12/2012** | | | **1/1-31/12/2011** | | | **Changes** | | |
|---|---|---|---|---|---|---|---|---|---|
| **Company** | **Light vehicles** | **Heavy vehicles** | **Total** | **Light vehicles** | **Heavy vehicles** | **Total** | **Light vehicles** | **Heavy vehicles** | **Total** |
| SATAP S.p.A. – A4 Section | 1,657 | 535 | 2,192 | 1,763 | 567 | 2,330 | -6.04% | -5.60% | -5.93% |
| SATAP S.p.A. – A21 Section | 1,302 | 605 | 1,907 | 1,426 | 657 | 2,083 | -8.67% | -8.02% | -8.47% |
| SAV S.p.A. | 276 | 78 | 354 | 303 | 82 | 385 | -8.90% | -5.45% | -8.16% |
| ATIVA S.p.A. | 1,500 | 314 | 1,814 | 1,628 | 338 | 1,966 | -7.85% | -6.95% | -7.70% |
| Autostrada dei Fiori S.p.A. | 943 | 256 | 1,199 | 1,021 | 277 | 1,298 | -7.67% | -7.53% | -7.64% |
| SALT S.p.A. | 1,449 | 365 | 1,814 | 1,589 | 398 | 1,987 | -8.80% | -8.44% | -8.72% |
| Autocamionale della Cisa S.p.A. | 598 | 190 | 788 | 655 | 207 | 862 | -8.70% | -8.17% | -8.58% |
| Autostrada Asti-Cuneo S.p.A. | 85 | 26 | 111 | 68 | 23 | 91 | +25.66% | +14.40% | +22.79% |
| **Total** | **7,810** | **2,369** | **10,179** | **8,453** | **2,549** | **11,002** | **-7.60%** | **-7.08%** | **-7.48%** |

With regard to traffic performance on the section operated by the company **Autostrada Asti-Cuneo S.p.A.**, it is noted that figures recorded in 2012 benefited from the opening to traffic of the Sant'Albano – Barriera Castelletto Stura motorway section on 20 February 2012.

[1] For the sake of completeness, the data concerning traffic performance for the Autostrada Torino-Savona is detailed below:

| | **1/1-31/12/2012** | | | **1/1-31/12/2011** | | | **Variazioni** | | |
|---|---|---|---|---|---|---|---|---|---|
| *(millions vehicle/km)* | **Light vehicles** | **Heavy vehicles** | **Total** | **Light vehicles** | **Heavy vehicles** | **Total** | **Light vehicles** | **Heavy vehicles** | **Total** |
| Autostrada Torino Savona | 732 | 150 | 882 | 795 | 167 | 962 | -7.90% | -10.25% | -8.31% |

The general traffic performance for each single quarter of 2012, as compared to the same periods in 2011, is detailed below:

| *(millions vehicle/km)* | **2012** | | | **2011** | | | **Change** | | |
|---|---|---|---|---|---|---|---|---|---|
| | **Light vehicles** | **Heavy vehicles** | **Total** | **Light vehicles** | **Heavy vehicles** | **Total** | **Light vehicles** | **Heavy vehicles** | **Total** |
| $Q_1$: 1/1 – 31/3 | 1,685 | 577 | 2,262 | 1,827 | 613 | 2,440 | -7.78% | -5.99% | -7.33% |
| $Q_2$: 1/4 – 30/6 | 2,011 | 626 | 2,637 | 2,204 | 688 | 2,892 | -8.73% | -9.01% | -8.80% |
| $Q_3$: 1/7 – 30/9 | 2,348 | 592 | 2,940 | 2,525 | 640 | 3,165 | -6.98% | -7.48% | -7.08% |
| $Q_4$: 1/10 – 31/12 | 1,766 | 574 | 2,340 | 1,897 | 608 | 2,505 | -6.95% | -5.56% | -6.61% |
| **FY:1/1 – 31/12** | **7,810** | **2,369** | **10,179** | **8,453** | **2,549** | **11,002** | **-7.60%** | **-7.08%** | **-7.48%** |

Traffic performance was uniform throughout the quarters.

## *INVESTMENTS*

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

| *(amounts in millions of EUR)* | **2012** | **2011** |
|---|---|---|
| **SATAP S.p.A.** | 113.3 | 71.8 |
| **ATIVA S.p.A.**[(1)] | 6.9 | 6.8 |
| **Autocamionale della Cisa S.p.A.** | 25.7 | 29.1 |
| **Autostrada Asti-Cuneo S.p.A.** | 63.6 | 116.2 |
| **Autostrada dei Fiori S.p.A.** | 16.6 | 15.9 |
| **SALT S.p.A.** | 32.9 | 31.9 |
| **SAV S.p.A.** | 12.6 | 9.4 |
| **TOTAL** | **271.6** | **281.1** |

[(1)] Pro-rata share of investments (equal to a total of EUR 16.7 million) included in the consolidated financial statements (the Company is consolidated using the "proportional method" for a 41.17% share).

# ECONOMIC, EQUITY AND FINANCIAL DATA

## *GROUP ECONOMIC FIGURES*

The main **revenue and expenditure items** of 2012(1) (with the corresponding figures for 2011) may be summarised as follows:

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Motorway sector revenue – operating activities (2) | 853,210 | 860,263 | (7,053) |
| Motorway sector revenue – planning and construction activities (3) | 271,639 | 281,186 | (9,547) |
| Construction sector revenue | 3,765 | 4,352 | (587) |
| Engineering sector revenue | 24,988 | 22,925 | 2,063 |
| Technology sector revenue | 13,973 | 24,209 | (10,236) |
| Other revenues | 43,950 | 49,504 | (5,554) |
| Operating costs (2) | (644,935) | (657,905) | 12,970 |
| **Gross operating margin** | **566,590** | **584,534** | **(17,944)** |
| Non-recurring items: insurance refunds | 12,100 | - | 12,100 |
| **“Adjusted” gross operating margin** | **578,690** | **584,534** | **(5,844)** |
| Net amortisation/depreciation and provisions | (258,253) | (245,396) | (12,857) |
| Write-down of goodwill | (11,371) | (3,311) | (8,060) |
| **Operating income** | **309,066** | **335,827** | **(26,761)** |
| Financial income: | | | |
| - Autostrade Sud America S.r.l. capital gains | 379,474 | - | 379,474 |
| - other income | 38,290 | 27,104 | 11,186 |
| Financial charges | (126,913) | (107,770) | (19,143) |
| Capitalised financial charges | 13,919 | 10,072 | 3,847 |
| Write-down of equity investments | (42,477) | (12,494) | (29,983) |
| Profit (loss) of companies accounted for by the equity method | 88,378 | 31,134 | 57,244 |
| **Net financial income** | **350,671** | **(51,954)** | **402,625** |
| **Profit before tax** | **659,737** | **283,873** | **375,864** |
| Income taxes (current and deferred) | (86,689) | (95,745) | 9,056 |
| **Profit (loss) for the period** | **573,048** | **188,128** | **384,920** |
| ▪ Profit assigned to minority interests | 195,339 | 84,499 | 110,840 |
| ▪ **Profit assigned to the Parent Company's Shareholders** | **377,709** | **103,629** | **274,080** |

(1) The acquisition of Autostrada Torino-Savona S.p.A. occurred at the end of 2012: the revenue and expenditure items of this company have not been included in the consolidated financial statements of the ASTM Group as at 31 December 2012.

(2) Amounts net of the fee/additional fee payable to ANAS (EUR 70.4 million in 2012 and EUR 76 million in 2011).

(3) These are revenues for “construction activities” of non-compensated revertible assets. Pursuant to IFRIC 12, a similar amount is included under "operating costs".

The item *“motorway sector revenue”* totalled EUR 853.2 million (EUR 860.3 million in FY 2011) and breaks down as follows:

| | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Net toll revenues | 814,780 | 819,658 | (4,878) |
| Rental income – Royalties from service areas | 38,430 | 40,605 | (2,175) |
| Total motorway sector revenue | 853,210 | 860,263 | (7,053) |

The decrease in “*net toll revenues*”, equal to EUR 4.9 million (-0.59%), was due to the decrease in traffic volumes (-EUR 59.9 million) that was partially offset by the growth (+EUR 55 million) resulting from the increase in toll rates as of 1 January 2012.

“*Other accessory revenues*” mainly refer to rental income on service areas. The reduction (-5.35%) is linked to the decrease in consumption in service areas.

The *“construction/planning and engineering”* and *“technology”* sectors show a decrease in the activities, which led to a reduction in "operating costs".

The change in the item “*other revenues*” was mainly due to the non-payment of insurance refunds acknowledged in the previous financial year for the expenses incurred for the flooding events occurred in October 2011 and which affected the sections managed by the subsidiaries SALT S.p.A. and Autocamionale della Cisa S.p.A.. Therefore, the other insurance refunds paid in 2012 for the damages incurred by motorway infrastructures (under item "non-current assets") are recorded under the item "non-recurring items".

The decrease of approximately EUR 13 million in “*operating costs*” is due to **(a)** the increase in motorway sector costs for a total amount of EUR 6.2 million, due to (i) payroll costs for the renewal of the national collective agreement of the “motorway sector” (+EUR 1.4 million), (ii) the costs for "winter services" (+EUR 4.1 million) and (iii) higher costs for services, purchase of raw materials and other costs (+EUR 0.7 million); **(b)** the increase in the costs incurred by holding companies, equal to approximately EUR 3.8 million (consolidation of IGLI S.p.A. and ASTM S.p.A.); and (**c**) the decrease in "operating costs" (equal to approximately EUR 23.1 million) due to the decrease in the activities carried out by the companies operating in the "construction/planning and engineering" and "technology" sectors.

With regard to the above, the *“gross operating margin”* decreased by EUR 17.9 million and reflected the changes in the Group’s operating sectors. More specifically:

| *(amounts in millions of EUR)* | FY 2012 | FY 2011 | Change |
|---|---|---|---|
| • Motorway Sector | 533.2 | 547.4 | (14.2) |
| • Construction/engineering sector | 22.7 | 24.6 | (1.9) |
| • Technology Sector | 20.0 | 18.0 | 2.0 |
| • Holding companies | (9.3) | (5.5) | (3.8) |
| | 566.6 | 584.5 | (17.9) |

As stated above, the item “*non-recurring items*” refers to the insurance refunds recorded (following their assessment in 2012 with the Insurance Companies) for the damages incurred by the motorway infrastructures for the 2011 flooding event.

The item "*net amortisation/depreciation and provisions*" totalled EUR 258.3 million. The increase in this item (equal to approximately EUR 13 million) was due to higher amortisation of non-compensated revertible assets (+EUR 17.9 million) and to the change in both the “provision for restoration and replacement” of the said assets and the item “other provisions” (whose balance positively accounted for approximately EUR 4.9 million).

The item “*write-down of goodwill”* referred to the impairment loss concerning the goodwill entered for the companies SALT S.p.A. and ATIVA S.p.A.. These write-downs, despite the positive performance of the companies, are related to the approaching expiry of the related concessions.

The item “*financial income*” includes an amount of EUR 379.5 million concerning the capital gain resulting from the disposal of Autostrade Sud America S.r.l.. The increase in "other income" was mainly due to the return on the investment of liquidity resulting from the said disposal.

The item "*financial charges*" - including the charges for interest rate swap contracts – increased by EUR 19.2 million due to higher charges resulting from the financial discounting of the employee severance indemnity for approximately EUR 5.5 million (the reference rate decreased by about 1.75% in 2012) and, for the residual part, to the indebtedness resulting from the acquisition of IGLI S.p.A..

The item "*write-down of equity investments*" refers to the write-down of the investments held in Milano Serravalle-Milano Tangenziali S.p.A. (EUR 23.3 million), Banca Ca.Ri.Ge. S.p.A. (EUR 9.8 million) and Alitalia – Compagnia Aerea Italiana S.p.A. (EUR 9.2 million).

With regard to the item "*profit from companies accounted for by the equity method*", the absence of the contribution from Autostrade Sud America S.r.l. (which was disposed of in Q1 2012) is offset by the adjustment made with regard to the equity investment held in Impregilo S.p.A. (including the significant capital gain in Q4 2012 resulting from the disposal of Brazilian assets). More specifically, this item reflects the profit posted by SITAF S.p.A. (EUR 6.9 million), by ITINERA S.p.A. (EUR 1.9 million), by Road Link Holding Ltd. (EUR 1.2 million) and by Autostrade Sud America S.r.l. (EUR 2.9 million for the period 1 January-31 March 2012), as well as the updating of the value of the equity investment held in Impregilo S.p.A. (EUR 77.2 million, including the pro-rata related to savings shares), which are offset by the loss relating to the equity investment held in Baglietto S.p.A. (EUR 1.7 million).

With regard to the above, the "***profit assigned to the Parent Company's Shareholders***" amounted to EUR 377.7 million. This item - net of the pro-rata of the capital gain resulting from the disposal of the equity investment held in Autostrade Sud America S.r.l. (and its lower contribution), the net "surplus value" relating to the equity investment held in Impregilo S.p.A. and the "non-recurring" write-downs made for the equity investments - would amount to EUR 102 million (mainly in line with the corresponding figures for 2011).

***EQUITY AND FINANCIAL DATA***

The main items of the consolidated financial position as at 31 December 2012, compared with the corresponding figures of the previous year, may be summarised as follows:

| *(values in thousands of EUR)* | **31/12/2012** | **31/12/2011** | **Changes** |
|---|---|---|---|
| Net fixed assets | 3,504,081 | 3,237,474 | 266,607 |
| Equity investments | 950,200 | 643,226 | 306,974 |
| Working capital | (18,798) | (119,270) | 100,472 |
| **Invested capital** | **4,435,483** | **3,761,430** | **674,053** |
| Provision for restoration, replacement and maintenance of non-compensated revertible assets | (171,485) | (143,032) | (28,453) |
| Employee severance indemnity and other provisions | (63,323) | (52,135) | (11,188) |
| **Invested capital less provisions for medium- and long-term risks and charges** | **4,200,675** | **3,566,263** | **634,412** |
| Shareholders' equity and profit (loss) (including minority interests) | 2,341,348 | 1,818,067 | 523,281 |
| "Adjusted" net financial indebtedness | 1,726,943 | 1,598,232 | 128,711 |
| Other long-term payables – Deferred income of the payable due to Central Insurance Fund | 132,384 | 149,964 | (17,580) |
| **Equity and minority interests** | **4,200,675** | **3,566,263** | **634,412** |

The change in "*net fixed assets*" includes an amount of EUR 284 million due to the "non-compensated revertible assets" of Autostrada Torino-Savona S.p.A..

The change in the item "*Equity investments*" is mainly due to the disposal of the equity investment held in Autostrade Sud America S.r.l. (equal to EUR 193 million) and, for EUR 491 million, to the acquisition and updating according to the equity method of Impregilo S.p.A. (ordinary shares + savings shares).

The main items related to the *financial income* as at 31 December 2012, compared with those as at 31 December 2011, may be summarised as follows:

| *(values in thousands of EUR)* | **31/12/2012** | **31/12/2011** | **Changes** |
|---|---|---|---|
| A) Cash and cash equivalents | 960,135 | 621,939 | 338,196 |
| B) Securities held for trading | 34,512 | 19,602 | 14,910 |
| **C) Liquidity (A) + (B)** | **994,647** | **641,541** | **353,106** |
| **D) Financial receivables** | **266,354** | **240,962** | **25,392** |
| E) Bank short-term borrowings | (284,883) | (138,933) | (145,950) |
| F) Current portion of medium/long-term borrowings | (378,018) | (140,764) | (237,254) |
| G) Other financial liabilities (*) | (18,989) | (18,906) | (83) |
| **H) Short-term borrowings (E) + (F) + (G)** | **(681,890)** | **(298,603)** | **(383,287)** |
| **I) Current net cash (C) + (D) + (H)** | **579,111** | **583,900** | **(4,789)** |
| J) Bank long-term borrowings | (1,219,357) | (1,042,050) | (177,307) |
| K) Hedging derivatives | (139,290) | (94,155) | (45,135) |
| L) Bonds issued (*) | (709,011) | (705,072) | (3,939) |
| M) Other long-term payables | (2,125) | (2,278) | 153 |
| **N) Long-term borrowings (J) + (K) + (L) + (M)** | **(2,069,783)** | **(1,843,555)** | **(226,228)** |
| **O) Net financial indebtedness(**) (I) + (N)** | **(1,490,672)** | **(1,259,655)** | **(231,017)** |
| P) Non-current financial receivables | 76,489 | - | 76,489 |
| Q) Discounted value of the payable due to ANAS-Central Insurance Fund | (312,760) | (338,577) | 25,817 |
| **R) "Adjusted" net financial indebtedness (O) + (P) + (Q)** | **(1,726,943)** | **(1,598,232)** | **(128,711)** |

*(*) Net of the "SIAS 2.625% 2005-2017" bonds held by the Parent Company ASTM (equal to approximately EUR 98 million).*

*(**) Pursuant to CESR Recommendation*

The "*adjusted net financial indebtedness*" increased by about EUR 129 million. As shown in the "consolidated cash flow statement", this change is mainly due to the liquidity from both "operating activities" (EUR 345 million) and the disposal of the equity investment held in Autostrade Sud America S.r.l. (EUR 565.2 million), which are offset by the payments for investments in motorway infrastructures (EUR 272 million), the payment of dividends by both the Parent Company (EUR 22 million) and subsidiaries to Third Party Shareholders (EUR 52 million), the purchase of the equity investment in Autostrada Torino-Savona S.p.A. (EUR 173 million, Group's share) and the acquisition of the whole equity investment in IGLI S.p.A. (equal to EUR 415 million with regard to the ordinary share capital and approximately EUR 8 million relating to savings shares).

The "net financial position" has been adjusted for EUR 45 million, representing the negative difference accrued in 2012 with regard to the fair value of IRS contracts.

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

- the change in the item "*cash and cash equivalents*" reflects the residual pro-rata share of the collection resulting from the above-mentioned disposal of Autostrade Sud America S.r.l.;
- the item "*bank short-term borrowings*" includes an amount of approximately EUR 160 million related to the bridge-to-equity loan granted on 8 March 2012 by Mediobanca S.p.A., UniCredit S.p.A. and Banca Infrastrutture Innovazione e Sviluppo S.p.A. (Intesa Sanpaolo Banking Group), based on the short-term financial needs linked to the acquisition of the equity investment in IGLI S.p.A.;

- the increase in the item “*current portion of medium/long-term borrowings*” is due to the said inclusion in the scope of consolidation of IGLI S.p.A. for an amount of EUR 166 million (EUR 178 million as at the date of acquisition of the equity investment);
- the increase in the item “*bank long-term borrowings*” is due to: (i) the payment of the first three tranches of EIB loans (for a total amount of EUR 185 million), (ii) the taking out of further loans (for a total amount of EUR 110 million), (iii) the change in the scope of consolidation (consolidation of bank long-term borrowings relating to Autostrada Torino-Savona S.p.A. – equal to EUR 27.8 million) and (iv) the reclassification under item “*current portion of medium/long-term borrowings*”, of the medium/long-term loans maturing in the next twelve months (approximately EUR 145 million);
- "*hedging derivatives*" amount to EUR 139.3 million, due to the implementation of the negative difference concerning the fair value of Interest Rate Swap contracts. At present, approximately 77% of the consolidated medium/long-term indebtedness is at *"fixed rate"/"hedged"*. The all-in **weighted average rate** related to the total Group indebtedness is equal to **3.74%**;
- the change in the item “*non-current financial receivables*” is due to the temporary investment of excessive liquidity carried out by the subsidiary SIAS S.p.A.. More specifically, these are capitalisation policies due after 12 months;
- the decrease in the “*discounted value of the payable due to ANAS – Central Insurance Fund*”, equal to EUR 25.8 million, is due to the payment of the instalments falling due (EUR 43.4 million) and the charges for discounting/restructuring the payable (equal to EUR 17.6 million).

## FINANCIAL INCOME

**Financial structure**

With regard to the financial structure concerning the motorway companies' sector (according to which, as is well known, the funding activities will be concentrated within the subsidiary SIAS S.p.A., with the subsequent transfer of liquidity to operating companies, by means of specific intercompany loans), it is noted that, with reference to the loan agreements signed with the EIB during 2011 for a total amount of EUR 500 million, (i) on 1 February 2012 an amount of EUR 50 million was paid in order to fund the investments of the subsidiaries Autostrada dei Fiori S.p.A., SALT S.p.A. and SAV S.p.A., for EUR 15 million, EUR 20 million and EUR 15 million, respectively; (ii) on 26 April 2012 a further amount of EUR 100 million was paid in order to fund the investments of the subsidiary SATAP S.p.A.; and (iii) on 10 December 2012 an amount of EUR 35 million was paid to fund the investments of the subsidiaries SALT S.p.A. and SAV S.p.A. for EUR 25 million and EUR 10 million, respectively.

During FY 2012, the subsidiary SIAS S.p.A. opened two credit lines with Banca Ca.Ri.Ge. S.p.A. for EUR 60 million and EUR 50 million expiring on 31 December 2020 and 31 August 2016, respectively. With regard to these credit lines, the following is noted: (i) on 12 November 2012 an intercompany loan was granted to the subsidiary ADF S.p.A. for an amount of EUR 60 million in order to fund a part of the acquisition of the company Autostrada Torino-Savona S.p.A.; and (ii) on 13 December 2012 an intercompany loan was granted to the subsidiary ATIVA S.p.A. for an amount of EUR 7.5 million in order to fund the investments.

As part of the said financial structure, the subsidiary SIAS S.p.A. signed three loan agreements of EUR 50 million each, with Société Générale S.A., BBVA S.A. and Barclays Bank Plc, respectively, in order to fund the investment plans of the subsidiary Autostrada Asti-Cuneo S.p.A. and repay pre-existing loans falling due.
With regard to these credit lines, the amounts signed with Société Générale S.A., BBVA S.A. and Barclays Bank Plc have been granted by means of specific intercompany loans on 3 April 2012, 12 October 2012 and 25 January 2013, respectively.

* * *

With reference to the **rating of the SIAS Group**, it is noted that, as part of the periodic review, in July 2012 Moody’s Ltd **confirmed** the **rating** assigned to the **SIAS Group (Baa2)** - despite the downgrading of Italy's sovereign debt and the debt of some Italian industrial groups - by exclusively changing the outlook (from “stable” to “negative”).

**ANALYSIS OF 2012 RESULTS OF THE PARENT COMPANY AND THE MAIN INVESTEE COMPANIES**

## ASTM S.p.A.

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

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Income from equity investments | 85,886 | 52,798 | 33,088 |
| Other financial income | 6,388 | 6,203 | 185 |
| Interest and other financial charges | (6,440) | (239) | (6,201) |
| **Financial income and charges** | **85,834** | **58,762** | **27,072** |
| **Value (adjustments) reversals of financial assets** | **(4,504)** | **(9,127)** | **4,623** |
| **Other operating income** | **5,989** | **5,853** | **136** |
| **Other operating expenses** | **(7,998)** | **(6,660)** | **(1,338)** |
| **Pre-tax profit** | **79,321** | **48,828** | **30,493** |
| Income taxes | (45) | (786) | 741 |
| **Profit for the period** | **79,276** | **48,042** | **31,234** |

The Parent Company's income statement reflects the industrial holding activity carried out by it. More specifically, the item *"income from equity investments"* was due to both the dividends and the interim dividends which were mainly collected during 2012 from SIAS S.p.A. (EUR 77.2 million), SINA S.p.A. (EUR 5.2 million) and Sineco S.p.A. (EUR 1.6 million) and the capital gain from the disposal of the equity investment held in Gemina S.p.A. (EUR 1.6 million). The increase compared to the previous financial year mainly reflects the growth in the dividends distributed by the subsidiary SIAS S.p.A. (+EUR 32.3 million).

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

The increase in the item "*interest and other financial charges*" is mainly due to the charges related to the bridge-to-equity loan signed by the company in order to face short-term financial needs for the acquisition of IGLI S.p.A..

*"Value adjustments of financial assets"* mainly reflect the fair value update of the "option component" related to SIAS convertible bonds held by the Parent Company (EUR 2.8 million), as well as the write-down carried out with regard to the equity investments held in Baglietto S.p.A. (EUR 1.7 million).

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

* * *

The main items related to the *financial income* as at 31 December 2012, compared with those as at 31 December 2011, may be summarised as follows:

| **Description** | **31/12/2012** | **31/12/2011** | **Changes** |
|---|---|---|---|
| A) Cash and cash equivalents | 13,542 | 51,890 | (38,348) |

| | | | |
|---|---|---|---|
| B) Securities held for trading | - | - | - |
| **C) Liquidity (A) + (B)** | **13,542** | **51,890** | **(38,348)** |
| **D) Financial receivables** | - | - | - |
| E) Bank short-term borrowings | (159,923) | - | (159,923) |
| F) Current portion of medium/long-term borrowings | - | - | - |
| G) Other financial liabilities | - | - | - |
| **H) Short-term borrowings (E) + (F) + (G)** | **(159,923)** | **-** | **(159,923)** |
| **I) Current net cash (C) + (D) + (H)** | **(146,381)** | **51,890** | **(198,271)** |
| J) Bank long-term borrowings | - | - | - |
| K) Hedging derivatives | - | - | - |
| L) Bonds issued | - | - | - |
| M) Other long-term payables | - | - | - |
| **N) Long-term borrowings (J) + (K) + (L) + (M)** | - | - | - |
| **O) Net financial indebtedness (I) + (N)** | **(146,381)** | **51,890** | **(198,271)** |

As at 31 December 2012, the *"net financial indebtedness"* totalled EUR 146.4 million (net liquid funds amounting to EUR 51.9 million as at 31 December 2011).
The liquidity generated from the collection of dividends (equal to approximately EUR 84.2 million) and the disposal of the equity investment held in Gemina S.p.A. (equal to EUR 3.3 million) only partially funded the acquisition of IGLI S.p.A. (EUR 237 million), the capital payments in its favour (EUR 15 million) and in favour of the associated company Baglietto S.p.A. (EUR 8.6 million), as well as the payment of dividends (EUR 22 million).

The item *"bank short-term borrowings"* relates to the residual amount of the bridge-to-equity loan signed in order to acquire IGLI S.p.A..

*The level of indebtedness due to the acquisition of the equity investment in IGLI S.p.A./Impregilo S.p.A. is detailed below:*

| *(amounts in millions of EUR)* | *ASTM S.p.A.* | *IGLI S.p.A.* | *Total* |
|---|---|---|---|
| *Bridge-to-equity loan* | *200* | *-* | *200* |
| *IGLI indebtedness* | *-* | *178* | *178* |
| *Repayments made in 2012* | *(40)* | *(10)* | *(50)* |
| *Financial indebtedness as at 31 December 2012* | *160* | *168* | ***328*** |

* * *

*It is worth highlighting that (i) SIAS S.p.A. Board of Directors met on the 8th of March 2013 proposed to the General Meeting (called for the 11th of April 2013) the distribution of a final dividend of EUR0.90 per share, for a total amount of EUR204.8 million (equal, on a pro-quota basis, to approximately EUR126 million and (ii) ASTM S.p.A. Board of Directors along with IGLI S.p.A. – as above mentioned – decided to tender the whole stake held in Impregilo S.p.A. in the offer launched by Salini S.p.A.: the cash-in from such a deal will be approximately EUR 450 million.*

The "Reconciliation statement between the Shareholders' equity, the profit (loss) for the period of ASTM

S.p.A. and the corresponding amounts of the ASTM Group", as required by the CONSOB Communication no. DEM/6064293 of 28 July 2006, is included among the "Consolidated Financial Statements".

**Società Iniziative Autostradali e Servizi S.p.A.**

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

| *(values in thousands of EUR)* | 2012 | 2011 | Changes |
|---|---|---|---|
| Income from equity investments | | | |
| - Dividends | 53,538 | 159,096 | (105,558) |
| - ASA capital gains | 434,830 | - | 434,830 |
| Other financial income | 45,515 | 31,696 | 13,819 |
| Interest and other financial charges | (44,969) | (39,289) | (5,680) |
| **Financial income and charges** | **488,914** | **151,503** | **337,411** |
| **Value adjustments of financial assets** | **(30,687)** | **(34,707)** | **4,020** |
| **Other operating income** | **134** | **81** | **53** |
| **Other operating expenses** | **(4,849)** | **(4,348)** | **(501)** |
| **Amortisation/depreciation and provisions** | **(1,313)** | **(3,917)** | **2,604** |
| **Pre-tax profit** | **452,199** | **108,612** | **343,587** |
| Income taxes | (5,949) | 806 | (6,755) |
| **Profit for the period** | **446,250** | **109,418** | **336,832** |

The items contained in the income statement of the subsidiary SIAS S.p.A. reflect the industrial holding activity carried out by it. More specifically, the item *"income from equity investments"* (amounting to EUR 488.4 million) was mainly due to the capital gains resulting from the disposal of the equity investment held in Autostrade Sud America S.r.l. (EUR 434.8 million) and, for an amount of EUR 53.5 million, to the dividends collected during the financial year from SATAP S.p.A. (EUR 31.6 million), SALT S.p.A. (EUR 14.7 million), SINELEC S.p.A. (EUR 4.5 million), Road Link Holdings Ltd (EUR 1.2 million), Milano Serravalle-Milano Tangenziali S.p.A. (EUR 1.4 million), Assicurazioni Generali S.p.A. and SINA S.p.A. for a total amount of EUR 0.1 million. In the previous financial year, the item *"dividends"* included the distribution of reserves carried out by SATAP S.p.A. (EUR 59.3 million), as well as interim dividends collected by the subsidiaries SATAP S.p.A. and SALT S.p.A. (for a total amount of EUR 47 million).

The change in the item *"other financial income"* was due (i) for EUR 6.7 million, to the interests paid by the subsidiaries SALT S.p.A., SATAP S.p.A., Autostrada dei Fiori S.p.A., Autostrada Asti-Cuneo S.p.A. and ATIVA S.p.A., for the "new" intercompany loans granted to them during this financial year and (ii) for EUR 7.1 million, to the income resulting from the investment of liquidity from the disposal of the equity investment held in Autostrade Sud America S.r.l..

Higher income related to intercompany loans is offset by the change in financial charges, due to the increase in the financial funding by SIAS S.p.A..

The item "*value adjustments of financial assets*" is mainly due to the write-down of the equity investment held in Milano Serravalle-Milano Tangenziale S.p.A.. This write-down adjusts the value of the equity investment to its fair value.

"*Amortisation/depreciation and provisions*" refer to the allocation to the tax "risks provision", which was prudentially made following the changes in the tax regulations concerning the deductibility of interest expense calculated on the "liability component" of the "SIAS 2.625% 2005-2017" convertible bond loan.

The item "*income taxes*" - which includes an amount of approximately EUR 6 million related to the capital gain resulting from the disposal of the company Autostrade Sud America S.r.l. according to the so-called participation exemption system - reflects the peculiarity of the activities carried out by the company and includes any "income" related to the so-called "tax consolidation".

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The main items related to the financial income as at 31 December 2012, compared with those as at 31 December 2011, may be summarised as follows:

| *(values in thousands of EUR)* | **31/12/2012** | **31/12/2011** | **Changes** |
|---|---|---|---|
| A) Cash and cash equivalents | 434,258 | 223,998 | 210,260 |
| B) Securities held for trading | 19,323 | - | 19,323 |
| **C) Liquidity (A) + (B)** | **453,581** | **223,998** | **229,583** |
| **D) Financial receivables** | **12,881** | **5,249** | **7,632** |
| E) Bank short-term borrowings | - | (360) | 360 |
| F) Current portion of medium/long-term borrowings | (120,989) | (62,904) | (58,085) |
| G) Other financial liabilities | (53) | (25,013) | 24,960 |
| **H) Short-term borrowings (E) + (F) + (G)** | **(121,042)** | **(88,277)** | **(32,765)** |
| **I) Current net cash (C) + (D) + (H)** | **345,420** | **140,970** | **204,450** |
| J) Bank long-term borrowings | (291,794) | (50,000) | (241,794) |
| K) Hedging derivatives | - | - | - |
| L) Bonds issued | (804,728) | (799,386) | (5,342) |
| M) Other long-term payables | - | - | - |
| **N) Long-term borrowings (J) + (K) + (L) + (M)** | **(1,096,522)** | **(849,386)** | **(247,136)** |
| **O) Net financial indebtedness(*) (I) + (N)** | **(751,102)** | **(708,416)** | **(42,686)** |
| **P) Non-current financial receivables** | **76,489** | **-** | **76,489** |
| **Q) "Adjusted" net financial indebtedness (O) + (P) + (Q)** | **(674,613)** | **(708,416)** | **33,803** |

*(*) Pursuant to CESR Recommendation*

The "*net financial indebtedness*" as at 31 December 2012 showed a balance of EUR 674.6 million (EUR 708.4 million as at 31 December 2011). This amount does not include receivables for "intercompany loans" granted, as part of the financial structure at holding level, to the subsidiaries SALT S.p.A., SATAP S.p.A., SAV S.p.A., Autostrada dei Fiori S.p.A., Autostrada Asti-Cuneo S.p.A. and ATIVA S.p.A., amounting to EUR 889 million (EUR 597 million as at 31 December 2011).

The liquidity generated from the collection of dividends (equal to approximately EUR 53.5 million) and from the disposal of the equity investment held in Autostrade Sud America S.r.l. (equal to EUR 565.2 million) was partially used to both pay the dividends for a total amount of EUR 125.1 million (EUR 56.9 million for 2011 and EUR 68.2 million as interim dividend for 2012) and to purchase shares of the subsidiary SALT S.p.A. and to sign its share capital increase for a total of EUR 163 million.

During the financial year under review, the Company also paid an amount of EUR 302 million as an intercompany loan to its subsidiaries.

The significant change in the item "*liquidity*" reflects the residual amount resulting from the disposal of the equity investment held in ASA S.r.l..

The item *"current portion of medium/long-term borrowings"* refers to the interests accrued on the "2005-2017 convertible bond loan" and on the "2010-2020 bond loan" for EUR 12.9 million and to the portion of the loans received from Societé Generale S.A., Baclays Bank Plc. and Ca.Ri.Ge. S.p.A. maturing by the end of the financial year for EUR 108 million.

*"Other financial liabilities"* decreased following repayment of the intercompany loan outstanding with the subsidiary HPVdA S.p.A. during the financial year.

The increase in the item "*bank long-term borrowings*" is due to: (i) the payment of the first three tranches of EIB loans (for a total amount of EUR 185 million), (ii) the taking out of further loans (for a total amount of EUR 110 million), (iii) the reclassification under item "*current portion of medium/long-term borrowings*", of the medium/long-term loans maturing in the next twelve months.

The item *"bonds issued"* refers to the "2005-2017 convertible bond loan" and to the "2010-2020 bond loan". The change was mainly due to the recognition, with regard to the amount pertaining to the financial year, of the difference – that has been calculated upon issue – between the actual interest rate and the market interest rate of the convertible bond loan.

***MOTORWAY SECTOR***

The following table shows the extension of the **motorway network** that is **managed by the ASTM Group** as at 31 December 2012:

| | KM OF MANAGED NETWORK | |
|---|---|---|
| • AUTOSTRADA TORINO SAVONA S.P.A. | 130.9 | |
| • SOCIETÀ AUTOSTRADA TORINO ALESSANDRIA PIACENZA P.A. (A4 SECTION TURIN-MILAN) | 130.3 | |
| • SOCIETÀ AUTOSTRADA TORINO ALESSANDRIA PIACENZA P.A. (A21 SECTION TURIN-PIACENZA) | 167.7 | |
| • SOCIETÀ AUTOSTRADA LIGURE TOSCANA P.A. | 154.9 | |
| • AUTOCAMIONALE DELLA CISA S.P.A. | 182.0 | (1) |
| • SOCIETÀ AUTOSTRADE VALDOSTANE S.P.A. | 59.5 | |
| • AUTOSTRADA DEI FIORI S.P.A. | 113.2 | |
| • SOCIETÀ AUTOSTRADA ASTI-CUNEO S.P.A. | 90.0 | (2) |
| • AUTOSTRADA TORINO-IVREA-VALLE D'AOSTA S.P.A. | 155.8 | |
| *TOTAL AMOUNT MANAGED BY SUBSIDIARIES* (A) | 1,184.3 | |
| • SITAF S.P.A. | 94.0 | |
| • SITRASB S.P.A. | 12.8 | |
| • ROAD LINK (A69) LTD | 84.0 | |
| *TOTAL AMOUNT MANAGED BY ASSOCIATED COMPANIES* (B) | 190.8 | |
| TOTAL (A+B) | 1,375.1 | |

(1) Including the 81 km-long road link between Parma and Nogarole Rocca (not yet built)
(2) Of which 53 km already in use and 37 km under construction

***MOTORWAY SECTOR - ITALY***

At present, the ASTM Group controls the following motorway companies:

- **ATS**: Autostrada Torino Savona S.p.A., with 99.98% of the share capital;
- **SATAP**: Società Autostrada Torino-Alessandria-Piacenza S.p.A., with 99.87% of the share capital;
- **SALT**: Società Ligure Toscana p.A., with 90.89% of the share capital;
- **CISA**: Autocamionale della Cisa S.p.A., with 86.78% of the share capital;
- **SAV**: Società Autostrade Valdostane S.p.A., with 67.63% of the share capital;
- **ADF**: Autostrada dei Fiori S.p.A., with 64.01% of the share capital;
- **Asti-Cuneo**: Società Autostrada Asti-Cuneo S.p.A., with 60% of the share capital;
- **ATIVA**: Autostrada Torino-Ivrea-Valle d'Aosta S.p.A., with 41.17% of the share capital (the company is consolidated using the "proportional method", since it is jointly controlled with another entity based on a specific agreement).

In addition to the above-mentioned controlling shareholdings, reference should be made to the relevant equity investments held in Società Italiana per il Traforo Autostradale del Frejus - S.I.T.A.F. S.p.A. (36.98%), in Società Italiana per il Traforo del Gran San Bernardo - SITRASB S.p.A. (36.50%), in Milano Serravalle – Milano Tangenziali S.p.A. (13.59%), in Autostrade Lombarde S.p.A. (12.75%), in TEM – Tangenziali Esterne Milano S.p.A. (12.642%) and in Autostrada Tirrenica S.p.A. (9.99%).

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

The Company manages the motorway sections Turin-Milan (A4) and Turin-Alessandria-Piacenza (A21). As at 31 December 2012, the stake held by the Group is equal to 99.874% of the share capital.

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

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Motorway sector revenue (1)(2) | 336,077 | 335,193 | 884 |
| Other revenues | 12,415 | 10,853 | 1,562 |
| **Turnover (A)** | **348,492** | **346,046** | **2,446** |
| Operating costs (1)(2) (B) | (128,225) | (125,835) | (2,390) |
| **Gross operating margin (A-B)** | **220,267** | **220,211** | **56** |

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 33.2 million in 2012 and EUR 35.7 million in 2011).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 113.3 million for FY 2012 and EUR 71.8 million for FY 2011, respectively).

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

**Turin – Piacenza (A21 Stretch)**

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Motorway sector revenue | 147,946 | 147,041 | 905 |
| Other revenues | 6,404 | 6,595 | (191) |
| **Turnover (A)** | **154,350** | **153,636** | **714** |
| Operating costs (B) | (60,836) | (59,647) | (1,189) |
| **Gross operating margin (A-B)** | **93,514** | **93,989** | **(475)** |

Motorway sector revenue amounted to EUR 147.9 million (EUR 147 million in the previous financial year) and breaks down as follows:

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Net toll revenues | 140,236 | 139,030 | 1,206 |
| Other accessory revenues | 7,710 | 8,011 | (301) |
| Total motorway sector revenue | **147,946** | **147,041** | **905** |

The increase in *"net toll revenues"* equal to EUR 1.2 million (+0.87%) was due to the growth resulting from the increase in toll rates (EUR 12.8 million), which was offset by the decrease in traffic volumes (-EUR 11.6 million).

The decrease in "*other accessory revenues"* (-3.75%) is linked to the reduction in consumption in service areas.

The increase of approximately EUR 1.2 million in "*operating costs*" is due to (i) the growth in "winter services" (+EUR 1.7 million) and in the costs for services and other costs (+EUR 0.6 million) and (ii) the decrease (EUR 1.1 million) because of the fact that the figures for the previous financial year included an allocation that was prudentially made with regard to a dispute with the Granting Body for the requests of higher sub-concession fees for previous financial years.

With regard to the above, the "gross operating margin" totalled EUR 93.5 million (EUR 94 million in 2011).

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**Turin – Milan (A4 Stretch)**

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Motorway sector revenue | 188,131 | 188,152 | (21) |
| Other revenues | 6,012 | 4,258 | 1,754 |
| **Turnover (A)** | **194,143** | **192,410** | **1,733** |
| Operating costs (B) | (67,390) | (66,188) | (1,202) |
| **Gross operating margin (A-B)** | **126,753** | **126,222** | **531** |

Motorway sector revenue - in line with the corresponding figures for the previous financial year - amounted to EUR 188.1 million and breaks down as follows:

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Net toll revenues | 179,148 | 178,524 | 624 |
| Other accessory revenues | 8,983 | 9,628 | (645) |
| Total motorway sector revenue | 188,131 | 188,152 | (21) |

The increase in *"net toll revenues"* equal to EUR 0.6 million (+0.35%) was due to the growth resulting from the increase in toll rates (EUR 11.1 million), which was offset by the decrease in traffic volumes (-EUR 10.5 million).

The decrease in "*other accessory revenues"* (-6.70%) is linked to the reduction in consumption in service areas.

The increase in the item "*other revenues*" was mainly due to higher refunds – by insurance companies – for the costs incurred for repair to the motorway network in case of accidents or other damages, as well as to the recognition of higher revenues for re-debiting of works and services to third parties.

The increase of approximately EUR 1.2 million in "*operating costs*" is due to (i) the growth in "winter services" (+EUR 1.3 million), (ii) in "maintenance and other costs related to revertible assets" (+EUR 1 million) and (iii) in other costs (+EUR 0.8 million), and (iv) the decrease (-EUR 1.9 million) due to the fact that the figures for the previous financial year included an allocation that was prudentially made with regard to a dispute with the Granting Body for the requests of higher sub-concession fees for previous financial years.

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The main items related to the *financial income* as at 31 December 2012, compared with those as at 31 December 2011, may be summarised as follows:

| Description | 31/12/2012 | 31/12/2011 | Changes |
|---|---|---|---|
| A) Cash and cash equivalents | 115,611 | 63,699 | 51,912 |
| B) Securities held for trading | - | 9,801 | (9,801) |
| **C) Liquidity (A) + (B)** | **115,611** | **73,500** | **42,111** |
| **D) Financial receivables** | **117,693** | **122,848** | **(5,155)** |
| E) Bank short-term borrowings | - | - | - |
| F) Current portion of medium/long-term borrowings | (35,749) | (31,392) | (4,357) |
| G) Other financial liabilities | (2,402) | (1,580) | (822) |
| **H) Short-term borrowings (E) + (F) + (G)** | **(38,151)** | **(32,972)** | **(5,179)** |
| **I) Current net cash (C) + (D) + (H)** | **195,153** | **163,376** | **31,777** |
| J) Bank long-term borrowings | (692,529) | (726,327) | 33,798 |
| K) Hedging derivatives | (125,984) | (82,538) | (43,446) |
| L) Bonds issued | (3) | (3) | - |
| M) Other long-term payables | (148,331) | (49,689) | (98,642) |
| **N) Long-term borrowings (J) + (K) + (L) + (M)** | **(966,847)** | **(858,557)** | **(108,290)** |
| **O) Net financial indebtedness (I) + (N)** | **(771,694)** | **(695,181)** | **(76,513)** |
| P) Discounted value of the payable due to ANAS-Central Insurance Fund | (18,425) | (21,609) | 3,184 |
| **Q) "Adjusted" net financial indebtedness (O) + (P)** | **(790,119)** | **(716,790)** | **(73,329)** |

As at 31 December 2012, the *"adjusted net financial indebtedness"* totalled EUR 790.1 million (EUR 716.8 million as at 31 December 2011).

The flows generated by the management (equal to approximately EUR 126 million) were used to carry out investments in revertible assets for about EUR 113.3 million and to acquire equity investments and securities (net of disposals) for approximately EUR 26.3 million. Moreover, dividends for an amount of EUR 31.7 million were paid.

It is noted that on 26 April 2012 SIAS S.p.A. granted a loan (with regard to the EIB funding) equal to EUR 100 million. This loan, aimed at funding the investment programme, led to the increase in the item "*other long-term payables*" and positively affected the item "*cash and cash equivalents*".

The item *"securities held for trading"* zeroed following the monetisation of Multi-year Treasury Bonds (BTP) purchased during the previous financial year as a cash investment (this disposal led to a capital gain of EUR 0.3 million).

The changes in the items *"current portion of medium/long-term borrowings"* and "*bank long-term borrowings*" reflect the repayment plans of each single loan.

The change in the item "*hedging derivatives*" is due to the implementation of the fair value difference with regard to interest rate swap agreements signed by the Company for a total nominal value of EUR 791 million as at 31 December 2012 (which guarantee an all-in weighted average rate of 4.43% for maturities between 2021 and 2024).

With regard to the *"discounted value of the payable due to ANAS – Central insurance fund"*, it is noted that during 2012, (i) the instalment due was paid (equal to EUR 4.2 million); and (ii) the charges for payable discounting were assessed (EUR 1.1 million).

Moreover, it is noted that the above-mentioned *"adjusted net financial position"* does not include a credit link note bond for a total amount of EUR 10 million expiring in March 2014, which was acquired by the Company in order to invest cash.

## Società Autostrada Ligure Toscana p.A.

The Company manages the motorway sections Sestri Levante-Livorno, Viareggio-Lucca and Fornola-La Spezia. As at 31 December 2012, the stake held by the Group is equal to 90.89% of the share capital.

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

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Motorway sector revenue [(1)(2)] | 171,499 | 177,755 | (6,256) |
| Other revenues | 7,364 | 10,311 | (2,947) |
| **Turnover (A)** | **178,863** | **188,066** | **(9,203)** |
| Operating costs [(1)(2)] (B) | (67,301) | (69,275) | 1,974 |
| **Gross operating margin (A-B)** | **111,562** | **118,791** | **(7,229)** |
| Non-recurring items: insurance refunds | 9,100 | - | 9,100 |
| **Adjusted gross operating margin** | **120,662** | **118,791** | **1,871** |

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 13.3 million in 2012 and EUR 14.5 million in 2011).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 32.9 million for FY 2012 and EUR 32 million for FY 2011, respectively).

Motorway sector revenue amounted to EUR 171.5 million (EUR 177.8 million in the previous financial year) and breaks down as follows:

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Net toll revenues | 164,036 | 169,797 | (5,761) |
| Other accessory revenues | 7,463 | 7,958 | (495) |
| Total motorway sector revenue | 171,499 | 177,755 | (6,256) |

The decrease in *"net toll revenues"* equal to EUR 5.8 million (-3.39%) was due to the decrease in traffic volumes (-EUR 14.8 million), which was partially offset by the growth generated by the increase in toll rates (+EUR 9 million).

The decrease in "*other accessory revenues"* (-6.22%) is linked to the reduction in consumption in service areas.

The change in the item "*other revenues*" was mainly due to the non-payment of insurance refunds acknowledged in the previous financial year for the expenses incurred for the flooding events occurred in October 2011 and which affected the managed section. The other insurance refunds paid in 2012 for the damages incurred by motorway infrastructures (under item "non-current assets") are recorded under the item "non-recurring items".

The decrease in *"operating costs"* (equal to EUR 2 million) was due to (i) higher costs for raw materials and costs for services (EUR 0.6 million), (ii) higher payroll costs (EUR 0.3 million) and (iii) the decrease in "maintenance of non-compensated revertible assets" (EUR 3 million).

With regard to the above, the "*gross operating margin*" totalled EUR 111.6 million (EUR 118.8 million in 2011).

As stated above, the item "*significant non-recurring items*" refers to the insurance refunds recorded (following their assessment in 2012 with the Insurance Companies) for the damages incurred by the motorway infrastructures for the 2011 flooding event.

* * *

The main items related to the *financial income* as at 31 December 2012, compared with those as at 31 December 2011, may be summarised as follows:

| *(values in thousands of EUR)* | **31/12/2012** | **31/12/2011** | **Changes** |
|---|---|---|---|
| A) Cash and cash equivalents | 285,439 | 230,368 | 55,071 |
| B) Securities held for trading | 15,189 | 9,801 | 5,388 |
| **C) Liquidity (A) + (B)** | **300,628** | **240,169** | **60,459** |
| **D) Financial receivables** | **26,097** | **37,703** | **(11,606)** |
| E) Bank short-term borrowings | - | - | - |
| F) Current portion of medium/long-term borrowings | (16,191) | (16,202) | 11 |
| G) Other financial liabilities | (5,011) | (4,980) | (31) |
| **H) Short-term borrowings (E) + (F) + (G)** | **(21,202)** | **(21,182)** | **(20)** |
| **I) Current net cash (C) + (D) + (H)** | **305,523** | **256,690** | **48,833** |
| J) Bank long-term borrowings | (71,917) | (87,930) | 16,013 |
| K) Hedging derivatives | (7,706) | (6,638) | (1,068) |
| L) Bonds issued | - | - | - |
| M) Other long-term payables | (491,895) | (447,227) | (44,668) |
| **N) Long-term borrowings (J) + (K) + (L) + (M)** | (571,518) | (541,795) | (29,723) |
| **O) Net financial indebtedness (I) + (N)** | **(265,995)** | **(285,105)** | **19,110** |
| P) Discounted value of the payable due to ANAS-Central Insurance Fund | (62,289) | (68,840) | 6,551 |
| **Q) "Adjusted" net financial indebtedness (O) + (P)** | **(328,284)** | **(353,945)** | **25,661** |

As at 31 December 2012, the *"adjusted net financial indebtedness"* totalled EUR 328.3 million (EUR 353.9 million as at 31 December 2011).

Liquidity generated through operating activities, together with the share capital increase (EUR 161.2 million) were used to: (i) subscribe the share capital increase of the subsidiaries Autostrada dei Fiori S.p.A. and Autocamionale della Cisa S.p.A. (EUR 112.4 million and EUR 15.6 million, respectively), (ii) to purchase equity investments and to pay future share capital increase (EUR 6.4 million), (iii) to carry out enhancement works on the motorway infrastructure (up by approximately EUR 32.9 million), (iv) to pay the 2011 balance dividend (EUR 16.8 million).

The change in the item *"securities held for trading"* refers to the purchase of the Multi-year Treasury Bonds (BTP) as a cash investment.

The item *"hedging derivatives"* indicates the fair value as at 31 December of interest rate swap agreements signed in previous financial years, in order to prevent the risk from interest rate changes. As at 31 December 2012, these agreements amounted to EUR 89 million and are due in May 2018. The interest rate is equal to 3.90%.

The item *"other long-term payables"* increased due to the portion of intercompany loan granted by the parent company SIAS S.p.A. with regard to the EIB funds on 1 February 2012 and 10 December 2012.

With regard to the *"discounted value of the payable due to ANAS – Central insurance fund"*, it is noted that during 2012, (i) the instalment due was paid (equal to EUR 10 million); and (ii) the charges for payable discounting were assessed (EUR 3.4 million).

Moreover, it is noted that as at 31 December 2012 there is a “mezzanine” outstanding loan with the subsidiary Asti-Cuneo S.p.A. for an amount equal to EUR 40 million (at a fixed rate determined according to market conditions, having taken into account the duration and the “subordinated” repayment conditions).
Moreover, it is noted that the above-mentioned *“adjusted net financial position”* does not include a credit link note bond for a total amount of EUR 10 million expiring in March 2014, which was acquired by the Company in order to invest cash.

## Autocamionale della Cisa S.p.A.

The Company manages the motorway section La Spezia – Parma, which will be 182 kilometres long following the realisation of the 81 km-long road link (currently under construction) between Parma and the Brenner motorway.

As at 31 December 2012, the stake held by the Group is equal to 86.77% of the share capital.

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

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Motorway sector revenue [(1)(2)] | 86,817 | 87,965 | (1,148) |
| Other revenues | 6,863 | 5,039 | 1,824 |
| **Turnover (A)** | **93,680** | **93,004** | **676** |
| Operating costs[(1)(2)] (B) | (40,700) | (39,711) | (989) |
| **Gross operating margin (A-B)** | **52,980** | **53,293** | **(313)** |
| Non-recurring items: insurance refunds | 3,000 | - | 3,000 |
| **Adjusted gross operating margin** | **55,980** | **53,293** | **2,687** |

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 6.3 million in 2012 and EUR 6.8 million in 2011).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 25.7 million for FY 2012 and EUR 29.1 million for FY 2011, respectively).

Motorway sector revenue amounted to EUR 86.8 million (EUR 88 million in the previous financial year) and breaks down as follows:

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Net toll revenues | 80,627 | 81,333 | (706) |
| Other accessory revenues | 6,190 | 6,632 | (442) |
| Total motorway sector revenue | 86,817 | 87,965 | (1,148) |

The decrease in *"net toll revenues"* equal to EUR 0.7 million (-0.86%) was due to the decrease in traffic volumes (-EUR 6.9 million), which was partially offset by the growth generated by the increase in toll rates (+EUR 6.2 million).

The decrease in "*other accessory revenues"* (-6.66%) is linked to the reduction in consumption in service areas.

The change in the item "*other revenues*" was due to: (i) the contingent asset recorded during the financial year (equal to EUR 2.9 million), following the acquisition, as revertible asset, of buildings and installations in the service areas for which sub-concession agreements expired; and (ii) the non-payment of insurance refunds acknowledged in the previous financial year for the expenses incurred for the flooding events occurred in October 2011 and which affected the managed section. The other insurance refunds recorded in 2012 for the damages incurred by motorway infrastructures (under item "non-current assets") are recorded under the item "non-recurring items".

The increase in *"operating costs"* (equal to EUR 1 million) was due to (i) higher payroll costs (EUR 0.5 million) following renewal of the national collective agreement for the motorway sector signed on 4 August 2011, (ii) higher costs for services (EUR 0.5 million), (iii) higher costs for raw materials and other costs (EUR 0.9 million) and (iv) the decrease in "maintenance of non-compensated revertible assets" (EUR 0.9 million).

With regard to the above, the "*gross operating margin*" totalled EUR 53 million (EUR 53.3 million in 2011).

As stated above, the item "*significant non-recurring items*" refers to the insurance refunds recorded (following their assessment in 2012 with the Insurance Companies) for the damages incurred by the motorway infrastructures for the 2011 flooding event.

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The main items related to the *financial income* as at 31 December 2012, compared with those as at 31 December 2011, may be summarised as follows:

| *(values in thousands of EUR)* | **31/12/2012** | **31/12/2011** | **Changes** |
|---|---|---|---|
| A) Cash and cash equivalents | 7,619 | 2,358 | 5,261 |
| B) Securities held for trading | - | - | - |
| **C) Liquidity (A) + (B)** | **7,619** | **2,358** | **5,261** |
| **D) Financial receivables** | **13,534** | **17,465** | **(3,931)** |
| E) Bank short-term borrowings | - | - | - |
| F) Current portion of medium/long-term borrowings | (10,000) | (10,006) | 6 |
| G) Other financial liabilities | (2,990) | (2,606) | (384) |
| **H) Short-term borrowings (E) + (F) + (G)** | **(12,990)** | **(12,612)** | **(378)** |
| **I) Current net cash (C) + (D) + (H)** | **8,163** | **7,211** | **952** |
| J) Bank long-term borrowings | (45,000) | (55,000) | 10,000 |
| K) Hedging derivatives | (2,621) | (2,410) | (211) |
| L) Bonds issued | - | - | - |
| M) Other long-term payables | - | - | - |
| **N) Long-term borrowings (J) + (K) + (L) + (M)** | **(47,621)** | **(57,410)** | **9,789** |
| **O) Net financial indebtedness (I) + (N)** | **(39,458)** | **(50,199)** | **10,741** |
| P) Discounted value of the payable due to ANAS-Central Insurance Fund | (38,099) | (36,352) | (1,747) |
| **Q) "Adjusted" net financial indebtedness (O) + (P)** | **(77,557)** | **(86,551)** | **8,994** |

The "*adjusted net financial indebtedness*" as at 31 December 2012 – showing an improvement compared to 31 December 2011 – totalled approximately EUR 77.6 million.

Liquidity generated through operating activities, together with the share capital increase (equal to EUR 15.6 million) were used to carry out enhancement works on the motorway infrastructure (up by approximately EUR 25.7 million) and to pay the 2011 balance dividend (EUR 4.2 million).

The item *"hedging derivatives"* indicates the fair value as at 31 December of interest rate swap agreements signed in previous financial years with a major financial institution, in order to prevent the risk from interest rate changes. As at 31 December 2012, these agreements amount to EUR 26.5 million and are due in June 2018. The interest rate is equal to 4.52%.

With regard to the "*discounted value of the payable due to ANAS – Central insurance fund*", it is noted that during 2012, (i) the instalment due was paid (equal to EUR 0.5 million); and (ii) the charges for discounting/restructuring the payable were assessed (EUR 2.2 million).

## SAV – Società Autostrade Valdostane S.p.A.

The Company manages the Quincinetto – Aosta motorway section.

As at 31 December 2012, the stake held by the Group is equal to 67.63%.

The main 2012 revenue and expenditure items (with the corresponding 2011 figures for comparison) may be summarised as follows:

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Motorway sector revenue (1)(2) | 58,452 | 56,780 | 1,672 |
| Other revenues | 7,357 | 7,408 | (51) |
| **Turnover (A)** | **65,809** | **64,188** | **1,621** |
| Operating costs(1)(2) (B) | (27,632) | (26,951) | (681) |
| **Gross operating margin (A-B)** | **38,177** | **37,237** | **940** |

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 2.6 million in 2012 and EUR 2.9 million in 2011).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 12.6 million for FY 2012 and EUR 9.5 million for FY 2011, respectively).

Motorway sector revenue amounted to EUR 57.6 million (EUR 55.8 million in the previous financial year) and breaks down as follows:

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Net toll revenues | 57,572 | 55,822 | 1,750 |
| Other accessory revenues | 880 | 958 | (78) |
| Total motorway sector revenue | 58,452 | 56,780 | 1,672 |

The **increase** in *“**net toll revenues**”* equal to EUR 1.7 million (+3.13%) was due to the growth (+EUR 6.1 million) resulting from the increase in toll rates, which was partially offset by the decrease in traffic volumes (-EUR 4.4 million).

The decrease in "*other accessory revenues”* (-8.14%) is linked to the reduction in consumption in service areas.

The increase in *“operating costs”* (equal to EUR 0.7 million) was due to (i) lower "maintenance of non-compensated revertible assets" (EUR 0.2 million), (ii) higher costs for services (EUR 0.3 million) and (iii) higher costs for raw materials and other costs (EUR 0.6 million).

The *“gross operating margin”* (EBITDA) totalled EUR 38.2 million (EUR 37.2 million in 2011).

* * *

The main items related to the *financial income* as at 31 December 2012, compared with those as at 31 December 2011, may be summarised as follows:

| *(values in thousands of EUR)* | **31/12/2012** | **31/12/2011** | **Changes** |
|---|---|---|---|
| A) Cash and cash equivalents | 967 | 947 | 20 |
| B) Securities held for trading | - | - | - |
| **C) Liquidity (A) + (B)** | **967** | **947** | **20** |
| **D) Financial receivables** | **11,365** | **12,212** | **(847)** |
| E) Bank short-term borrowings | (39,726) | (58,280) | 18,554 |
| F) Current portion of medium/long-term borrowings | (4,220) | (4,225) | 5 |
| G) Other financial liabilities | (87) | (16) | (71) |
| **H) Short-term borrowings (E) + (F) + (G)** | **(44,033)** | **(62,521)** | **18,488** |
| **I) Short-term borrowings, net (C) + (D) + (H)** | **(31,701)** | **(49,362)** | **17,661** |
| J) Bank long-term borrowings | (24,973) | (29,136) | 4,163 |
| K) Hedging derivatives | (2,445) | (2,005) | (440) |
| L) Bonds issued | - | - | - |
| M) Other long-term payables | (24,679) | - | (24,679) |
| **N) Long-term borrowings (J) + (K) + (L) + (M)** | **(52,097)** | **(31,141)** | **(20,956)** |
| **O) Net financial indebtedness (I) + (N)** | **(83,798)** | **(80,503)** | **(3,295)** |
| P) Discounted value of the payable due to ANAS-Central Insurance Fund | (111,051) | (109,465) | (1,586) |
| **Q) "Adjusted" net financial indebtedness (O) + (P)** | **(194,849)** | **(189,968)** | **(4,881)** |

As at 31 December 2012, the *“adjusted net financial indebtedness”* totalled approximately EUR 194.8 million (EUR 190 million as at 31 December 2011).

Cash generated from operating activities was used to carry out enhancement works on the motorway infrastructure (up by approximately EUR 12.6 million) and to pay dividends for a total amount of EUR 5.5 million (EUR 3.1 million for the 2011 balance dividend and EUR 2.4 million as interim dividend for 2012).

The item *"hedging derivatives"* indicates the fair value as at 31 December of three interest rate swap agreements signed in order to prevent the risk from interest rate changes. As at 31 December 2012, these agreements amount to EUR 56.2 million and are due between December 2016 and December 2018. The interest rate is equal to 3.63%.

The item *"other long-term payables"* refers to the payable due to SIAS S.p.A. for the portion of intercompany loan paid on 1 February 2012 and 10 December 2012 with regard to the EIB funds.

With regard to the *“discounted value of the payable due to ANAS – Central insurance fund”*, it is noted that during 2012, (i) the instalment due was paid (equal to EUR 4.1 million); and (ii) the charges for payable discounting were assessed (EUR 5.7 million).

## Autostrada dei Fiori S.p.A.

The Company manages the Savona-Ventimiglia motorway section.

As at 31 December 2012, the stake held by the Group is equal to 64.01%.

The main 2012 revenue and expenditure items (with the corresponding 2011 figures for comparison) may be summarised as follows:

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Motorway sector revenue [(1)(2)] | 141,665 | 145,907 | (4,242) |
| Other revenues | 8,147 | 8,957 | (810) |
| **Turnover (A)** | **149,812** | **154,864** | **(5,052)** |
| Operating costs[(1)(2)] (B) | (67,355) | (66,058) | (1,297) |
| **Gross operating margin (A-B)** | **82,457** | **88,806** | **(6,349)** |

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 9 million in 2012 and EUR 9.8 million in 2011).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 16.6 million for FY 2012 and EUR 15.9 million for FY 2011, respectively).

Motorway sector revenue amounted to EUR 141.7 million (EUR 145.9 million in the previous financial year) and breaks down as follows:

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Net toll revenues | 134,562 | 138,137 | (3,575) |
| Other accessory revenues | 7,103 | 7,770 | (667) |
| Total motorway sector revenue | 141,665 | 145,907 | (4,242) |

The decrease in *"net toll revenues"* equal to EUR 3.6 million (-2.59%) was due to the decrease in traffic volumes (-EUR 10.5 million), which was partially offset by the growth generated by the increase in toll rates (+EUR 6.9 million).

The decrease in "*other accessory revenues"* (-8.58%) is linked to the reduction in consumption in service areas.

The increase in "*operating costs"* (EUR 1.3 million) was due to (i) lower "maintenance of non-compensated revertible assets" (EUR 1.1 million), (ii) higher costs for services and other costs (EUR 2.1 million) and (iii) higher payroll costs (EUR 0.3 million) following renewal of the national collective agreement for the motorway sector signed on 4 August 2011.

The *"gross operating margin"* (EBITDA) totalled EUR 82.5 million (EUR 88.8 million in 2012).

* * *

The main items related to the *financial income* as at 31 December 2012, compared with those as at 31 December 2011, may be summarised as follows:

| *(values in thousands of EUR)* | **31/12/2012** | **31/12/2011** | **Changes** |
|---|---|---|---|
| A) Cash and cash equivalents | 3,180 | 2,992 | 188 |
| B) Securities held for trading | - | - | - |
| **C) Liquidity (A) + (B)** | **3,180** | **2,992** | **188** |
| **D) Financial receivables** | **20,248** | **23,176** | **(2,928)** |
| E) Bank short-term borrowings | (32,918) | (37,150) | 4,232 |
| F) Current portion of medium/long-term borrowings | (20,000) | (20,441) | 441 |
| G) Other financial liabilities | (9,040) | (1,950) | (7,090) |
| **H) Short-term borrowings (E) + (F) + (G)** | **(61,958)** | **(59,541)** | **(2,417)** |
| **I) Short-term borrowings, net (C) + (D) + (H)** | **(38,530)** | **(33,373)** | **(5,157)** |
| J) Bank long-term borrowings | (49,895) | (69,865) | 19,970 |
| K) Hedging derivatives | - | - | - |
| L) Bonds issued | - | - | - |
| M) Other long-term payables | (66,566) | - | (66,566) |
| **N) Long-term borrowings (J) + (K) + (L) + (M)** | **(116,461)** | **(69,865)** | **(46,596)** |
| **O) Net financial indebtedness (I) + (N)** | **(154,991)** | **(103,238)** | **(51,753)** |
| P) Discounted value of the payable due to ANAS-Central Insurance Fund | (73,539) | (90,972) | 17,433 |
| **Q) "Adjusted" net financial indebtedness (O) + (P)** | **(228,530)** | **(194,210)** | **(34,320)** |

As at 31 December 2012, the *"adjusted net financial indebtedness"* totalled EUR 228.5 million (EUR 194.2 million as at 31 December 2011).

With reference to the structure of financial indebtedness, it is noted that on 12 November 2012 SIAS S.p.A. granted two loans for a total amount of EUR 75 million, which were recorded under item "*other long-term payables*" net of the costs incurred for their issue and of the short-term portion (equal to EUR 7.5 million) that was recorded under "*other financial liabilities*".

These loans, together with the liquidity generated through operating activities and the share capital increase (equal to EUR 162.5 million), were used in order to (i) purchase the equity investment in Autostrada Torino-Savona S.p.A. (EUR 223.2 million), (ii) carry out enhancement works on the motorway infrastructure (EUR 16.6 million), (iii) grant loans to investee companies (EUR 11.4 million) and (iv) pay the 2011 balance dividend (EUR 2 million).

With regard to the *"discounted value of the payable due to ANAS – Central insurance fund"*, it is noted that during 2012, (i) the instalment due was paid (equal to EUR 22 million); and (ii) the charges for payable discounting were assessed (EUR 4.6 million).

## Autostrada Asti-Cuneo S.p.A.

Società Autostrada
Asti-Cuneo S.p.A.

The Company manages the motorway section Asti-Cuneo for a total of 90 kilometres, of which 53 km already in use and 37 km under construction. As at 31 December 2012, the stake held by the Group is equal to 60%.

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

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Motorway sector revenue (1)(2) | 12,902 | 10,791 | 2,111 |
| Other revenues | 905 | 410 | 495 |
| **Turnover (A)** | **13,807** | **11,201** | **2,606** |
| Operating costs(1)(2) (B) | (13,090) | (10,958) | (2,132) |
| **Gross operating margin (A-B)** | **717** | **243** | **474** |

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 0.8 million in 2012 and EUR 0.7 million in 2011).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 63.6 million for FY 2012 and EUR 116.2 million for FY 2011, respectively).

Motorway sector revenue amounted to EUR 12.9 million (EUR 10.8 million in the previous financial year) and breaks down as follows:

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Net toll revenues | 12,896 | 10,789 | 2,107 |
| Other accessory revenues | 6 | 2 | 4 |
| **Total motorway sector revenue** | **12,902** | **10,791** | **2,111** |

Since no toll increase was awarded, the growth in *"net toll revenues"* equal to EUR 2.1 million was due to the increase in traffic volumes, also taking into account the opening to traffic of the Sant'Albano-Castelletto Stura section on 20 February 2012.

The change in "*operating costs*" (+EUR 2.1 million) is due to the increase in: (i) payroll costs (+EUR 0.2 million), (ii) "maintenance of non-compensated revertible assets" (+EUR 0.7 million), (iii) costs for services (+EUR 0.8 million) and (iv) the costs for raw materials and other costs (+EUR 0.4 million).

With regard to the above, the "*gross operating margin*" totalled EUR 0.9 million (EUR 0.2 million in 2011).

* * *

The main items related to the *financial income* as at 31 December 2012, compared with those as at 31 December 2011, may be summarised as follows:

| *(values in thousands of EUR)* | **31/12/2012** | **31/12/2011** | **Changes** |
|---|---|---|---|
| A) Cash and cash equivalents | 2,098 | 3,496 | (1,398) |
| B) Securities held for trading | - | - | - |
| **C) Liquidity (A) + (B)** | **2,098** | **3,496** | **(1,398)** |
| **D) Financial receivables** | **28,573** | **22,722** | **5,851** |
| E) Bank short-term borrowings | (3,272) | (33,310) | 30,038 |
| F) Current portion of medium/long-term borrowings | - | - | - |
| G) Other financial liabilities | (154,271) | (102,744) | (51,527) |
| **H) Short-term borrowings (E) + (F) + (G)** | **(157,543)** | **(136,054)** | **(21,489)** |
| **I) Short-term borrowings, net (C) + (D) + (H)** | **(126,872)** | **(109,836)** | **(17,036)** |
| J) Bank long-term borrowings | - | - | - |
| K) Hedging derivatives | - | - | - |
| L) Bonds issued | - | - | - |
| M) Other long-term payables | - | - | - |
| **N) Long-term borrowings (J) + (K) + (L) + (M)** | **-** | **-** | **-** |
| **O) Net financial indebtedness (I) + (N)** | **(126,872)** | **(109,836)** | **(17,036)** |
| P) Discounted value of the payable due to ANAS-Central Insurance Fund | - | - | - |
| **Q) "Adjusted" net financial indebtedness (O) + (P)** | **(126,872)** | **(109,836)** | **(17,036)** |

As at 31 December 2012, the *"adjusted net financial indebtedness"* totalled EUR 126.9 million (EUR 109.8 million as at 31 December 2011). The change from the previous financial year was due to both the costs incurred for operating activities and the investments carried out in the period.

In the financial year under review, the company reimbursed part of the short-term loans (EUR 30 million), thanks to the loans granted by SIAS S.p.A. (EUR 50 million).

Moreover, it is noted that the item "*other long-term payables*" of the said financial situation does not include an amount of EUR 40 million concerning the partial use of the "mezzanine" loan (subordinated loan to Shareholders equal to EUR 95 million) granted to the Company by SALT S.p.A..

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

The Company manages the Turin-Savona motorway section.

As at 31 December 2012, the stake held by the Group is equal to 99.979%.

The main 2012 revenue and expenditure items[1] (with the corresponding 2011 figures for comparison) may be summarised as follows:

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Motorway sector revenue (1)(2) | 60,345 | 65,100 | (4,755) |
| Other revenues | 2,871 | 2,741 | 130 |
| **Turnover (A)** | **63,216** | **67,841** | **(4,625)** |
| Operating costs(1)(2) (B) | (41,734) | (40,946) | (788) |
| **Gross operating margin (A-B)** | **21,482** | **26,895** | **(5,413)** |

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 6.1 million in 2012 and EUR 6.7 million in 2011).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 10.8 million for FY 2012 and EUR 25.5 million for FY 2011, respectively).

Motorway sector revenue amounted to EUR 60.3 million (EUR 65.1 million in the previous financial year) and breaks down as follows:

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Net toll revenues | 59,061 | 63,682 | (4,621) |
| Other accessory revenues | 1,284 | 1,418 | (134) |
| Total motorway sector revenue | 60,345 | 65,100 | (4,755) |

The decrease in *"net toll revenues"* equal to EUR 4.6 million (-7.26%) was due to the decrease in traffic volumes (-EUR 5.4 million), which was partially offset by the growth generated by the increase in toll rates (+EUR 0.8 million).

The decrease in "*other accessory revenues"* (-9.45%) is linked to the reduction in consumption in service areas.

The change in "operating costs" (+EUR 0.8 million) is mainly due to higher costs incurred for "winter services".

With regard to the above, the "gross operating margin" totalled EUR 21.5 million (EUR 26.9 million in 2011).

* * *

[1] Takeover of the company Autostrada Torino-Savona S.p.A. took place at the end of FY 2012. Therefore, the financial statements of the Company were consolidated for 2012 only with regard to the equity components.

The main items related to the *financial income* as at 31 December 2012, compared with those as at 31 December 2011, may be summarised as follows:

| *(values in thousands of EUR)* | **31/12/2012** | **31/12/2011** | **Changes** |
|---|---|---|---|
| A) Cash and cash equivalents | 726 | 1,568 | (842) |
| B) Securities held for trading | - | - | - |
| **C) Liquidity (A) + (B)** | **726** | **1,568** | **(842)** |
| **D) Financial receivables** | **40,209** | **59,601** | **(19,392)** |
| E) Bank short-term borrowings | (37,604) | - | (37,604) |
| F) Current portion of medium/long-term borrowings | (8,493) | (8,092) | (401) |
| G) Other financial liabilities | (240) | (37,181) | 36,941 |
| **H) Short-term borrowings (E) + (F) + (G)** | **(46,337)** | **(45,273)** | **(1,064)** |
| **I) Short-term borrowings, net (C) + (D) + (H)** | **(5,402)** | **15,896** | **(21,298)** |
| J) Bank long-term borrowings | (27,847) | (36,173) | 8,326 |
| K) Hedging derivatives | - | - | - |
| L) Bonds issued | - | - | - |
| M) Other long-term payables | - | - | - |
| **N) Long-term borrowings (J) + (K) + (L) + (M)** | **(27,847)** | **(36,173)** | **8,326** |
| **O) Net financial indebtedness (I) + (N)** | **(33,249)** | **(20,277)** | **(12,972)** |
| P) Discounted value of the payable due to ANAS-Central Insurance Fund | - | - | - |
| **Q) "Adjusted" net financial indebtedness (O) + (P)** | **(33,249)** | **(20,277)** | **(12,972)** |

As at 31 December 2012, the *"net financial indebtedness"* totalled EUR 33.2 million (EUR 20.3 million as at 31 December 2011).

With reference to the changes in financial indebtedness, it is noted that during the financial year the Company opened new credit lines in order to close the current account with Autostrade per l'Italia S.p.A., that was previously recorded under item "*other financial liabilities*".

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

The Company manages Turin's bypass network, its extension up to Quincinetto, the road link from Ivrea to Santhià and the Turin - Pinerolo section.

As at 31 December 2012, the stake held by the Group is equal to 41.17%. The Company is a subsidiary of the Group together with another entity and based on a specific agreement. This company and its related subsidiaries were consolidated according to the "proportion with the investment held" method.

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

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Motorway sector revenue (1)(2) | 119,153 | 121,763 | (2,610) |
| Other revenues | 4,740 | 4,880 | (140) |
| **Turnover (A)** | **123,893** | **126,643** | **(2,750)** |
| Operating costs(1)(2) (B) | (58,263) | (56,604) | (1,659) |
| **Gross operating margin (A-B)** | **65,630** | **70,039** | **(4,409)** |

(1) Amounts net of the fee/additional fee payable to ANAS (EUR 12.6 million in 2012 and EUR 13.7 million in 2011).

(2) Amounts net of revenues and capitalised costs for construction activities of non-compensated revertible assets (EUR 16.7 million for FY 2012 and EUR 16.6 million for FY 2011, respectively).

Motorway sector revenue amounted to EUR 119.2 million (EUR 121.8 million in the previous financial year) and breaks down as follows:

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Net toll revenues | 111,007 | 112,279 | (1,272) |
| Other accessory revenues | 8,146 | 9,484 | (1,338) |
| Total motorway sector revenue | 119,153 | 121,763 | (2,610) |

The decrease in *"net toll revenues"* equal to EUR 1.3 million (-1.13%) was due to the decrease in traffic volumes (-EUR 8.6 million), which was partially offset by the growth generated by the increase in toll rates (+EUR 7.3 million).

The decrease in "*other accessory revenues"* (-14.11%) is linked to the reduction in consumption in service areas.

The increase in *"operating costs"* (equal to EUR 1.7 million) was due to (i) higher costs incurred for "winter services" (EUR 1.4 million), (ii) higher costs for raw materials and other costs (EUR 0.5 million) and (iii) lower payroll costs and other costs (EUR 0.2 million).

The *"gross operating margin"* (EBITDA) totalled EUR 65.6 million (EUR 70 million in 2011).

* * *

The main items related to the *financial income* as at 31 December 2012, compared with those as at 31 December 2011, may be summarised as follows:

| *(values in thousands of EUR)* | **31/12/2012** | **31/12/2011** | **Changes** |
|---|---|---|---|
| A) Cash and cash equivalents | 1,712 | 1,959 | (247) |
| B) Securities held for trading | - | - | - |
| **C) Liquidity (A) + (B)** | **1,712** | **1,959** | **(247)** |
| **D) Financial receivables** | **21,346** | **24,912** | **(3,566)** |
| E) Bank short-term borrowings | (24,159) | (24,758) | 599 |
| F) Current portion of medium/long-term borrowings | (19,669) | (18,822) | (847) |
| G) Other financial liabilities | (1,920) | (2,770) | 850 |
| **H) Short-term borrowings (E) + (F) + (G)** | **(45,748)** | **(46,350)** | **602** |
| **I) Short-term borrowings, net (C) + (D) + (H)** | **(22,690)** | **(19,479)** | **(3,211)** |
| J) Bank long-term borrowings | (32,707) | (51,064) | 18,357 |
| K) Hedging derivatives | (1,296) | (1,370) | 74 |
| L) Bonds issued | - | - | - |
| M) Other long-term payables | (7,250) | - | (7,250) |
| **N) Long-term borrowings (J) + (K) + (L) + (M)** | **(41,253)** | **(52,434)** | **11,181** |
| **O) Net financial indebtedness (I) + (N)** | **(63,943)** | **(71,913)** | **7,970** |
| P) Discounted value of the payable due to ANAS-Central Insurance Fund | **(22,728)** | (27,543) | **4,815** |
| **Q) "Adjusted" net financial indebtedness (O) + (P)** | **(86,671)** | **(99,456)** | **12,785** |

The *"adjusted net financial indebtedness"* as at 31 December 2012 - showing an improvement compared to the previous financial year - totalled EUR 87.4 million (EUR 99.5 million as at 31 December 2011).

Cash flows generated by the management during the period were used to carry out enhancement works on the motorway infrastructure (EUR 16.7 million), as well as to pay both the balance dividend for 2011 (EUR 10.3 million) and the interim dividend for 2012 (EUR 10.3 million).

The item *"hedging derivatives"* indicates the fair value as at 31 December of the interest rate swap agreement signed in previous financial years with a major financial institution, in order to prevent the risk from interest rate changes. As at 31 December 2012, this agreement amounts to EUR 36.6 million and is due in June 2015. The interest rate is equal to 3.19%.

The item *"other long-term payables"* refers to the payable due to SIAS S.p.A. for the portion of intercompany loan paid on 13 December 2012.

With regard to the *"discounted value of the payable due to ANAS – Central insurance fund"*, it is noted that during 2012, (i) the instalment due was paid (equal to EUR 6.2 million); and (ii) the charges for payable discounting were assessed (EUR 1.4 million).

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

SITAF S.p.A. manages the Turin - Bardonecchia (A32) motorway section, as well as the international Frejus motorway tunnel (T4) and is an investee company of the Group (36.976%).
The consolidated financial statements as at 31 December 2012 show net toll revenues amounting to EUR 107.6 million, down by approximately EUR 3.1 million (-2.8%) compared to the previous financial year.
This change is due, for EUR 1.3 million, to the decrease in revenues in Q4 (resulting from the decrease in traffic volumes for heavy vehicles, -7.47%, and from the decrease in light vehicles, -3.80%, as well as from the increase in toll rates, +5.97%) and for EUR 1.8 million to the decrease in revenues for the A32 (resulting from the decrease in traffic volumes for both heavy vehicles, -7.23%, and light vehicles, -9.01%, as well as from the increase in toll rates, +5.62% at the Avigliana toll gate and +5.12% at the Salbertrand gate).
The "gross operating margin" totalled EUR 96.9 million (EUR 97.7 million in FY 2011) and the "profit for the period" amounted to EUR 18.7 million (EUR 21.1 million in FY 2011).

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

This Company manages the Gran San Bernardo international tunnel and is an investee company of the Group (36.5%).
"*Motorway sector revenue*" totalled EUR 9.6 million, in line with the previous financial year. Given the increase in both amortisation/depreciation and provisions, the Company posted a "*profit for the period*" of EUR 1.2 million (EUR 1.5 million in FY 2011).
The *"net financial position"* as at 31 December 2012 revealed net liquid funds equal to EUR 12.3 million (EUR 14.1 million as at 31 December 2011).

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**ROAD LINK (A69) – UK**

Road Link – which is an investee company (20% of the share capital) – manages the 84 km-long New Castle-Carlisle motorway section in the United Kingdom.
The concession will expire in 2026.
During the financial year, it contributed to the Group's profit with an amount of approximately EUR 1.2 million.

## *MOTORWAY SECTOR – NEW INITIATIVES*

**Autostrada Piacenza-Cremona-Brescia – Società Centro Padane S.p.A.**

As regards the tender called by ANAS for the "Concession of construction, management and maintenance activities of the Piacenza-Cremona-Brescia Motorway and the junction to Fiorenzuola d'Arda (88.6 km), including completion of all activities set out in the agreement signed on 7 November 2007 between ANAS and Società Autostrada Centro Padane S.p.A.", it is noted that - by 6 August 2012 - the subsidiary SATAP S.p.A. (together with the associated company Itinera S.p.A.) applied to take part in the said tender. This project has a significant strategic importance, considering that this motorway is the continuation of the Turin-Piacenza section, that was given under concession to SATAP S.p.A..

**S.A.Bro.M. – Società Autostrada Broni – Mortara S.p.A.**

This is an investee company of the subsidiaries SATAP S.p.A., SINA S.p.A. and SINECO S.p.A. (22% of the share capital).

In the light of the information provided in the management report to the 2011 financial statements, it is noted that the environmental impact assessment (V.I.A.) is currently under way. The works under review are subject to the result of the said environmental assessment request, the approval of the administrative bodies involved and the finalisation of the executive planning.

**Pedemontana Piemontese**

This project financing initiative involves the subsidiaries SATAP S.p.A. and ATIVA S.p.A. (for a total share of 42%).

During 2011, the Piedmont Region and the Commission for the environmental impact assessment expressed their positive opinion with regard to environmental compatibility. For this work, capital grants are planned for about EUR 200 million (EUR 80 million as set out by the so-called "stability law" and EUR 120 million from the "FAS funds" of the Piedmont Region). Moreover, it is possible to make use of the tax benefits concerning "tax exemption" that were introduced by art. 18 of Law 183/2011 and following amendments (for which the related guidelines were approved during the meeting of CIPE held on 18 February 2013).

**Tangenziali Esterne di Milano S.p.A.**

At the moment, this is an investee company of the subsidiary SATAP S.p.A. (12.642% of the share capital). It holds 57% of Tangenziale Esterna S.p.A.. The latter is the licensee company for the planning, construction and management of the new "Tangenziale Est Esterna di Milano - TEEM". According to the project, a 32 km-long motorway link between Agrate Brianza (interconnection with the A4 motorway) and Melegnano (interconnection with the A1 motorway) will be created, thus representing an important junction between the Bre.Be.Mi. motorway (under construction[1]) and the Milan city area. With regard to the state of progress of the works, it is noted that the motorway construction works began in June 2012.

Moreover, it should be underlined that in November 2012 the agreement with the credit institutions was signed for a bridge loan of EUR 120 million.

[1] The Group holds 12.75% of the share capital of Autostrade Lombarde S.p.A. which, in turn, holds 87% of the share capital of Bre.Be.Mi. S.p.A..

***ENGINEERING SECTOR***

## SINA S.p.A.

This Company operates in the study, planning and works management areas for railway and motorway works. As at 31 December 2012, the Group holds 100% of the share capital.

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

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Engineering sector revenue | 50,850 | 46,691 | 4,159 |
| Other revenues | 1,712 | 913 | 799 |
| Operating costs | (43,998) | (39,794) | (4,204) |
| **Gross operating margin** | **8,564** | **7,810** | **754** |

The *“turnover”* for FY 2012 - up by approximately EUR 4.2 million compared to the same period of 2011 - totalled EUR 50.8 million. This increase - that was mainly due to the advancement of planning and works management activities - led to an increase in "operating costs", which totalled EUR 44 million (EUR 39.8 million in FY 2011).

With regard to the above, the *“gross operating margin”* totalled EUR 8.6 million (EUR 7.8 million in 2011).

The “*net financial position*” as at 31 December 2012 showed liquid funds for EUR 8.3 million (EUR 6.4 million as at 31 December 2011) and is represented by the liquid funds available on the Company’s current accounts. During the year, the Company paid the 2011 balance dividend and the 2012 interim dividend for a total amount of EUR 5.3 million.

## SINECO S.p.A.

The Company carries out monitoring and control activities related to the state of preservation of transport infrastructures throughout the territory. As at 31 December 2012, the Group holds 100% of the share capital.

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

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Engineering sector revenue | 19,606 | 19,325 | 281 |
| Other revenues | 99 | 103 | (4) |
| Operating costs | (15,284) | (14,825) | (459) |
| **Gross operating margin** | **4,421** | **4,603** | **(182)** |

*“Engineering sector revenue”* totalled EUR 19.6 million, up by EUR 0.3 million compared to the previous year.

*“Operating costs”*, showing an upward trend compared to the previous year, amounted to EUR 15.3 million (EUR 14.8 million in 2011).

With regard to the above, the "*gross operating margin*" totalled EUR 4.4 million (EUR 4.6 million in 2011).

The "*net financial position*" as at 31 December 2012 amounted to EUR 2 million, in line with the previous financial year. During the year, the Company paid the 2011 balance dividend and the 2012 interim dividend for a total amount of EUR 2 million.

### Cisa Engineering S.p.A.

In 2012, the Company - which operates in the study and planning area for motorway works - posted a turnover equal to EUR 1.7 million (EUR 2.7 million in 2011), together with a gross operating margin of EUR 0.1 million (EUR 0.3 million in 2011).
The "*net financial position*" as at 31 December 2012 revealed net liquid funds equal to EUR 0.3 million (EUR 0.8 million as at 31 December 2011). During the year, the company paid the dividend for the 2011 profit (equal to approximately EUR 0.2 million).

### ATIVA Engineering S.p.A.

In 2012, the Company - which operates in the study and planning area for motorway works and as service provider for companies operating in the motorway sector - posted a turnover equal to EUR 4.6 million (EUR 5.2 million in 2011), together with a "*gross operating margin*" at a break-even point (EUR 0.2 million in 2011).
The "*net financial position*" as at 31 December 2012 revealed net liquid funds equal to EUR 0.9 million (EUR 0.7 million as at 31 December 2011).

## *CONSTRUCTION SECTOR*

### ABC Costruzioni S.p.A.

The Company carries out construction and maintenance activities for motorway assets; as at 31 December 2012, the Group held 85.921% of the Company's share capital.

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

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Construction sector revenue | 79,742 | 88,600 | (8,858) |
| Other revenues | 1,008 | 671 | 337 |
| Operating costs | (72,071) | (78,466) | 6,395 |
| **Gross operating margin** | **8,679** | **10,805** | **(2,126)** |

The Company carries out maintenance and enhancement activities for the motorway network on behalf of SALT S.p.A., Autostrada dei Fiori S.p.A. and Autocamionale della Cisa S.p.A..

In FY 2012, the "*value of production*" totalled EUR 79.7 million (EUR 88.6 million in the previous financial year). The decrease had an impact on "operating costs", down by approximately EUR 6.4 million. The *"gross operating margin"* totalled EUR 8.7 million (EUR 10.8 million in 2011).

The *"net financial position"* as at 31 December 2012 revealed liquid funds equal to EUR 11.5 million (EUR 7 million as at 31 December 2011). During the year, the company paid the dividend for the 2011 profit (equal to approximately EUR 5.3 million).

### IGLI S.p.A./Impregilo S.p.A.

In FY 2012, IGLI S.p.A. posted a "profit" of EUR 0.2 million, as a result of the dividend collected from the associated company Impregilo S.p.A. (approximately EUR 11 million), of operating costs (EUR 2.5 million) and of financial charges related to the outstanding loan (EUR 8.3 million).

The *"net financial position"* as at 31 December 2012 revealed borrowings of EUR 168.3 million.

With regard to Impregilo S.p.A., in which IGLI S.p.A. holds 29.96% of the ordinary share capital, the 2012 financial statements show "*revenues*" of EUR 2,281 million, up by approximately EUR 403 million compared to the previous year.

The "*consolidated operating income (EBIT)*" is negative for EUR 25 million (it was positive for EUR 128 million in FY 2011). The decrease in profitability compared to the previous year is due to the enhancement works of the Panama Canal, the problems encountered for some hydro-electric projects in Colombia and for some motorway projects in Italy, for which a review of the expected profitability was needed.

It is still quite difficult to understand, from the available documents, the performance of the "construction" sector; similar comment relates to the change in depreciations (and therefore to the EBIT) and the evolution of the disposal of the CDR (waste to energy) plants in Campania and the Messina Bridge project cancellation.

The "*financial income and the management of equity investments*" led to net charges amounting to EUR 29 million, showing an improvement compared to the previous financial year (net charges amounting to EUR 56 million).

The "*profit before tax and from discontinued operations*" is negative for EUR 55 million (it was positive for EUR 73 million in 2011).

"*Profit from discontinued operations*" is positive for EUR 717 million (it was positive for 120 million in FY 2011) and it almost entirely refers to the capital gain resulting from the disposal of 22.74% of the equity investment held in the Brazilian company Ecorodovias and the valuation referred to the residual equity investment held in it (6.50%) that was sold in January 2013.

With regard to the above, the "*Group's consolidated net profit*" amounted to EUR 603 million (EUR 177 million in FY 2011).

The "*net financial position*" as at 31 December 2012 shows net liquid funds amounting to EUR 567 million (net borrowings of EUR 527 million as at 31 December 2011). The change in the year is mainly due to the collection of EUR 751 million related to the sale of the first two tranches of the equity investment held in Ecorodovias, the deconsolidation of the debt related to the Brazilian investment (EUR 122 million as at 31 December 2011), as well as to the collection of indemnities for the Acerra waste-to-energy plant (EUR 356 million).

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**ITINERA S.p.A.**

This Company operates in the construction sector and its main activities are the construction and maintenance of road, motorway and railway infrastructures, building works, as well as works for the construction of tunnels and underground railways. As at 31 December 2012, it is an investee company of the Group (40.303% of the share capital).

In 2012, the company recorded a "*value of production*" equal to EUR 326 million (EUR 336 million in 2011), together with a "*profit for the period*" of EUR 4.7 million (EUR 8.4 million in 2011).

***TECHNOLOGY SECTOR***

## Sinelec S.p.A.

The Company operates in the lease sector of both fibre optics and sites for the positioning of transmission devices for companies operating in the mobile telephony sector, as well as in the sector of outsourcing management and supply of integrated IT systems for motorway companies. As at 31 December 2012, this Company is a subsidiary of the Group (98.094% of the share capital).

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

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Technology sector revenue | 51,262 | 49,085 | 2,177 |
| Other revenues | 405 | 688 | (283) |
| Operating costs | (37,794) | (35,864) | (1,930) |
| **Gross operating margin** | **13,873** | **13,909** | **(36)** |

During the year, the company posted a turnover of EUR 51.3 million, up by EUR 2.2 million compared to the previous financial year.

The “*operating costs*” incurred in 2012 amounted to EUR 38 million. The change from the previous year shows the growth in turnover.

The *“gross operating margin”* was equal to EUR 13.9 million, in line with previous year’s figures.

The *“net financial position”* as at 31 December 2012 revealed liquid funds equal to EUR 10.8 million (EUR 7.7 million as at 31 December 2011). During the year, the company paid the dividend for the 2011 profit (equal to approximately EUR 5.2 million).

## Euroimpianti Electronic S.p.A.

The Company operates in the area of planning and production of electrical, telephone and electronic systems for motorway companies. As at 31 December 2012, this Company is wholly-owned by the Group (100% of the share capital).

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

| *(values in thousands of EUR)* | **2012** | **2011** | **Changes** |
|---|---|---|---|
| Technology sector revenue | 26,027 | 25,498 | 529 |
| Other revenues | 120 | 29 | 91 |
| Operating costs | (20,447) | (21,491) | 1,044 |
| **Gross operating margin** | **5,700** | **4,036** | **1,664** |

During the year, the Company posted a *“turnover”* of approximately EUR 26 million (EUR 25.5 million in 2011), that was mainly achieved through the activities carried out for the Companies of the SIAS Group. The related operating costs totalled EUR 20.4 million (EUR 21.5 million in FY 2011). With regard to the above, the “gross operating margin” totalled EUR 5.7 million (EUR 4 million in 2011).

The *“net financial position”* as at 31 December 2012 revealed liquid funds for EUR 4.3 million (EUR 0.3 million as at 31 December 2011). During the year, the company distributed dividends for a total amount of EUR 1.2 million.

***OTHER SECTORS***

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

As at 31 December 2012, the Company was an investee company of the Group (which held 98.94% of its share capital).

In 2012, the company posted a "*loss*" of EUR 16.4 million (EUR 2.5 million in 2011). This loss was due to the write-down related to the investment portfolio, for a total amount of EUR 17.6 million. More specifically, the equity investments held in Banca Ca.Ri.Ge. (EUR 9.8 million) and Alitalia – Compagnia Aerea Italiana S.p.A. (EUR 7.8 million) were written down.

With regard to the impugnment by ANAS of the arbitral award dated 20 July 2005 - which awarded a compensation equal to EUR 23.5 million to the Company, to be paid by ANAS with regard to the management of the A24 and A25 motorways carried out for more than twenty years on behalf of the Granting Body - the litigation has been postponed to the hearing of 23 April 2013.

The *"net financial position"* as at 31 December 2012 revealed liquid funds for EUR 1.3 million (EUR 1 million as at 31 December 2011).

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## Baglietto S.p.A.

As at 31 December 2012, the Company was an investee company of the Group (which held 36% of its share capital).

As described in previous reports, in February 2012 the Company acquired full ownership of the production department of the Baglietto shipyard, trademark and logo and signed a concession agreement with the Port Authority of La Spezia in order to use the waterfront state areas on which the yard for ship construction is located. The duration of the concession is 32 years. This is the time needed in order to develop the company industrial plan.

With reference to the economic situation, it is noted that in FY 2012 a loss of approximately EUR 4.7 million was posted, as compared to a value of production of approximately EUR 6.6 million. This result is mainly due to the start-up of the shipyard activities.

The "*net financial position*" as at 31 December 2012, which benefits from the share capital increase made during the year, shows liquid funds equal to EUR 3.7 million (EUR 0.5 million as at 31 December 2011).

After the end of the financial year, the Shareholders' Meeting of Baglietto S.p.A. approved a share capital increase in kind, through the contribution of shares of Cerri Cantieri Navali S.p.A. made by the parent company Argo Finanziaria S.p.A. and other third-party shareholders. As a consequence of the said share capital increase, the percentage of share capital held by ASTM S.p.A. in Baglietto S.p.A. decreased from 36% to 31%.

## RISK FACTORS AND UNCERTAINTIES

The main risks[1] and uncertainties to which the Company is exposed are detailed below:

*Disputes with the Revenue Office*

As at 31 December 2012, some Group Companies were subject to tax investigations by the Italian Revenue Office and the Tax Police. During these investigations, no wilful misconduct, tax evasion/elusion or criminal-related facts were recorded. Therefore, the formal and substantial correctness of the activities carried out by the Companies was confirmed. If some observations were made with regard to different interpretations of tax provisions compared to those adopted by the Companies, these confirmed to have acted in compliance with the rules governing the preparation of the financial statements and in line with the reference accounting standards. In case such observations resulted in a subsequent tax assessment by the Revenue Office, the Companies lodged an appeal and reaffirmed the correctness of the procedures adopted. In some cases, if these were to the advantage of the Company, outstanding disputes were settled by adhering to the proposals made by the Office with regard to the instruments and procedures set out by the tax regulations.

*Summons*

With regard to the summons served on ASTM S.p.A. and the subsidiary IGLI S.p.A. by Salini S.p.A. in December 2012, concerning the request made by the Court of Milan (with reference to the equity investment in the share capital of Impregilo S.p.A. that was acquired by ASTM S.p.A. following the takeover of IGLI S.p.A. in March 2012) to ascertain that a take-over bid has not been launched with regard to the ordinary share capital of Impregilo S.p.A., the Company - based on the reference accounting standards - decided not to make any provisions in these financial statements. With regard to this issue, reference is made to the section "Other information" of the consolidated financial statements.

## SEGMENT INFORMATION

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

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

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

# OTHER SPECIFIC DISCLOSURES PURSUANT TO CURRENT LEGISLATION

## Information on Environment and Staff

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

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

With reference to **employee-related** information for the ASTM Group, it is noted that, also in 2012, the Group Companies carried out the enhancement policy for human resources, aimed at improving the organisational model, also in order to obtain higher operational flexibility. The following table shows the staff employed as at 31 December 2012, as compared to the figures as at 31 December 2011.

| | 31/12/2011 | ATS acquisition | Other changes | 31/12/2012 |
|---|---|---|---|---|
| Executives | 80 | 2 | 2 | 84 |
| Middle managers | 86 | 15 | - | 101 |
| Staff | 2,038 | 160 | 76 | 2,274 |
| Workers | 418 | 33 | (2) | 449 |
| **Total** | **2,622** | **210** | **76** | **2,908** |

## Treasury shares and shares or stakes of Parent Companies

During the financial year, the Company has neither purchased nor sold treasury shares.

As at 31 December 2012, ASTM S.p.A. held 3,344,226 treasury shares (par value of EUR 1,672,113), equal to 3.80% of the share capital, to which are added – with regard to the related pro-rata – 21,500 shares (par value of EUR 10,750) held by the subsidiary ATIVA S.p.A., equal to 0.02% of ASTM S.p.A. share capital. The changes to the said shares during the period are detailed in the paragraph "Shareholders' equity" of the explanatory notes.

To this date, the Parent Company and ATIVA S.p.A. hold 3,365,726 treasury shares.

**Branches**

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

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

The relationships with subsidiaries, associated companies, parent companies and companies subject to control of these latter companies have been explained in a dedicated section of the explanatory notes *"Other information – Information on related party transactions"* both in the financial statements and in the consolidated financial statements.

Moreover, it is noted that, as from 1 January 2011, the *"Procedure for transactions with related parties"* has been applied, as approved on 26 November 2010 by the Board of Directors and adopted in compliance with Consob Resolution no. 17221 of 12 March 2010, as amended by Consob Resolution no. 17389 of 23 June 2010.

**Report on Corporate Governance and ownership structure**

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

**Financial communications and investor relations**

The Company takes action so as to create and maintain a constant dialogue with its own Shareholders and with Institutional Investors.

More specifically:

- the website is constantly updated (www.astm.it) – both in Italian and in English – with regard to "financial information", so as to provide adequate and exhaustive information to both the Shareholders and the market. Moreover, it contains financial statements, half-yearly financial statements, intermediate management reports, press releases and reports concerning the issues discussed at the

Shareholders' Meetings;

- institutional meetings are organised with investors and analysts, both in Italy and abroad;
- intense contact activities are carried out - also by means of personal meetings - with financial analysts and institutional investors (in particular foreign experts, taking into account the presence of a percentage of foreign investors, especially Anglo-Saxons, in the Company's capital);
- detailed and timely information is provided through daily, periodical and financial press.

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

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

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

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

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

## SIGNIFICANT SUBSEQUENT EVENTS

In addition to the information provided above, we point out the following:

Change in corporate name

The Extraordinary Shareholders' Meeting held on 16 January 2013 approved, among other things, to change article 1 (Name) and article 3 (Subject).

As a matter of fact, taking into account the motorway network that is currently managed by the ASTM Group (equal to approximately 1,300 km, of which only 130 km are included in the "A4-Turin Milan" section), the specific reference to the "Autostrada Torino Milano" section was removed from the description contained in articles 1 and 3, with the subsequent change of the corporate name into "**ASTM S.p.A.**".

Provisions pursuant to article 2364, paragraph 2 of the Italian Civil Code

On 8 March 2013, the Board of Directors approved to make use of the possibility - set out in art. 2364, paragraph 2 of the Italian Civil Code and art. 11 of the Articles of Association - to convene the annual Shareholders' Meeting for the approval of the financial statements within 180 days from year end.

Since the Company has to prepare the consolidated financial statements, it was decided to make use of the said possibility in order to include in the accounts the result of the investee company Impregilo S.p.A.. The Board of Directors of the latter approved the 2012 draft financial statements on 25 March 2013. As described in these consolidated financial statements, this result was significantly influenced by the extraordinary component made up of the capital gain in 4Q 2012, following disposal of the Brazilian assets and, having taken into account its relevance, it was deemed necessary to include it in the consolidated financial statements of the ASTM Group as at 31 December 2012.

## BUSINESS OUTLOOK

With regard to the **ASTM Group**, the macroeconomic indicators still show critical elements that, for the "motorway sector" of the subsidiary SIAS S.p.A., indicate a further decrease in traffic volumes for 2013 that, together with the suspension of tariff increases due to the subsidiaries SATAP S.p.A. and ATIVA S.p.A., will have an impact on the income trend of the Group.

However, the fact that the European recession trend could dampen in the second half of 2013, together with the tariff increases that have been acknowledged for the other Group licensees, should allow to forecast a stabilisation of the economic and equity results of the Group for the current financial year.

With reference to the subsidiaries SATAP S.p.A. and ATIVA S.p.A., it should be underlined that, as described in the previous section "Relationships with the Granting Body – Tolls", (i) the suspension of tariff increases sets out the possibility of acknowledging the tariff adjustment due starting from 1 January 2013, and (ii) the subsidiary SATAP S.p.A. has the right to "rebalance" the financial plan of both managed sections. Therefore, hedging should be guaranteed on the basis of a proper remuneration, through toll revenues, the whole amount of costs/investments acknowledged on the basis of the agreements and any deficit situations that may arise as opposed to the original forecast set out in the financial plan.

As for ASTM S.p.A. holding, the cash-in of the dividend, if approved by SIAS S.p.A. General Meeting called for the 11$^{th}$ of April 2013 (equal to EUR 126 million on a pro-quota basis), and the cash-in – available at the subsidiary IGLI S.p.A. – deriving from the tender offer launched by Salini S.p.A. (equal to approximately EUR 450 million), will allow to fully reimburse the debt related to IGLI S.p.A./Impregilo S.p.A. acquisition (equal to approximately EUR 328 million as of 31 December 2012) and also to materially increase the liquidity available at holding level.

* * *

The **proposal for the allocation of the profit for the period** will be made by the Board of Directors during one of the next meetings, in any case after the conclusion of the transactions related to the take-over bid that is currently under way for the ordinary shares of Impregilo S.p.A. (it is worth mentioning that the consideration payment date is on the 17th of April 2013 for the shareholders tendering the shares).

Milan, 8 April 2013

for the Board of Directors

The Chairman

(Prof. Gian Maria Gros-Pietro)

## PROPOSAL FOR ALLOCATION OF THE NET PROFIT

Following the tender of n. 112.5 million shares (held by the fully controlled subsidiary IGLI S.p.A.) in the tender offer promoted on Impregilo S.p.A ordinary shares and the consideration payment (occurred on the 17th of April 2013 for a total amount of EUR 450,3 million) it has been possible, for such a subsidiary, to cancel the bank debt (equal to EUR 173 million) and to transfer to ASTM S.p.A. roughly EUR 276 million.

Such liquidity, along with the cash-in of the dividend paid by the subsidiary SIAS S.p.A., allowed ASTM S.p.A. to reimburse the remaining debt related to IGLI S.p.A. acquisition (equal to roughly EUR 147 million) and to distribute a dividend.

*** * ***

Shareholders,

the financial statements that we hereby present for your approval show a “profit for the period” equal to EUR 79,275,618.

We propose to allocate the “profit for the period” as follows:

| | EUR |
|---|---|
| • 2012 net profit | 79,275,618 |
| • a unit dividend of EUR 0.45 for each of the 84,655,774 shares in circulation, for a total amount of | 38,095,098 |
| • residual amount | 41,180,520 |

to be allocated to the item “Retained earnings”.

The dividend - in compliance with the regulations issued by Borsa Italiana S.p.A. and to allow a proper exercise of the withdrawal right related to the proposal to amend article 3 (Purpose) of the Articles of Association – may be paid from 26 September 2013 (in such event the shares shall be quoted ex-dividend from 23 September 2013, against detachment of the coupon no. 37). Authorisation to pay the above-cited dividend will be given on the basis of the accounts as per article 83-quater, paragraph 3, of Italian Legislative Decree no. 58 of 24.02.1998, relating to the end of the accounting day of 25 September 2013 (record date).

Tortona, 19 April 2013

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

# Financial Statements

# as at 31 December 2012

# Financial Statements of the Parent Company

# Balance Sheet

| *(amounts in thousands of EUR)* | **31 December 2012** | **31 December 2011** |
|---|---|---|
| **Assets** | | |
| **Non-current assets** | | |
| **1. Intangible assets (Note 1)** | **1** | **1** |
| **2. Tangible assets (Note 2)** | **7,516** | **7,740** |
| 3. Non-current financial assets (Note 3) | | |
| a. equity investments in subsidiaries | 1,676,313 | 1,423,533 |
| b. equity investments in associated companies | 7,314 | 402 |
| c. equity investment in other businesses - available for sale | 9,170 | 11,628 |
| d. receivables | - | - |
| e. other | 89,210 | 89,302 |
| **Total non-current financial assets** | **1,782,007** | **1,524,865** |
| 4. Deferred tax credits (Note 4) | 1,067 | 477 |
| Total non-current assets | **1,790,591** | **1,533,083** |
| **Current assets** | | |
| 5. Inventories | - | - |
| 6. Trade receivables (Note 5) | 59 | 58 |
| 7. Current tax credits (Note 6) | 320 | - |
| 8. Other receivables (Note 7) | 5,252 | 6,609 |
| 9. Assets held for trading | - | - |
| 10. Assets available for sale | - | - |
| 11. Financial receivables | - | - |
| **Total current assets** | **5,631** | **6,667** |
| 12. Cash and cash equivalents (Note 8) | 13,542 | 51,890 |
| Total current assets | **19,173** | **58,557** |
| Total assets | **1,809,764** | **1,591,640** |
| **Shareholders' equity and liabilities** | | |
| **Shareholders' equity** | | |
| 1. Shareholders' equity (Note 9) | | |
| a. share capital | 42,328 | 42,328 |
| b. reserves and retained earnings | 1,603,380 | 1,546,856 |
| **Total shareholders' equity** | **1,645,708** | **1,589,184** |
| **Liabilities** | | |
| **Non-current liabilities** | | |
| 2. Provisions for risks and charges and severance indemnities (Note 10) | 1,541 | 1,236 |
| 3. Trade payables | - | - |
| 4. Other payables | - | - |
| 5. Bank debt | - | - |
| 6. Hedging derivatives | - | - |
| 7. Other financial liabilities | - | - |
| 8. Deferred tax liabilities (Note 11) | 8 | 12 |
| **Total non-current liabilities** | **1,549** | **1,248** |
| **Current liabilities** | | |
| 9. Trade payables (Note 12) | 826 | 200 |
| 10. Other payables (Note 13) | 1,158 | 697 |
| 11. Bank debt (Note 14) | 159,923 | - |
| 12. Other financial liabilities | - | - |
| 13. Current tax liabilities (Note 15) | 600 | 311 |
| **Total current liabilities** | **162,507** | **1,208** |
| **Total liabilities** | **164,056** | **2,456** |
| **Total shareholders' equity and liabilities** | **1,809,764** | **1,591,640** |

## Income statement

| *(amounts in thousands of EUR)* | **2012** | **2011** |
|---|---|---|
| **Financial income and charges** (Note 16) | | |
| 1. Income from equity investments: | | |
| a. from subsidiaries | 84,095 | 52,211 |
| b. from associated companies | - | - |
| c. from other businesses | 1,791 | 587 |
| Total income from equity investments | 85,886 | 52,798 |
| 2 . Other financial income | 6,388 | 6,203 |
| 3 . Interest and other financial charges | (6,440) | (239) |
| **Total financial income and charges (A)** | **85,834** | **58,762** |
| **Value adjustments of financial assets (Note 17)** | | |
| 1. Revaluations | - | - |
| 2. Write-downs | (4,504) | (9,127) |
| **Total value adjustments of financial assets (B)** | **(4,504)** | **(9,127)** |
| **Other operating income (Note 18) (C)** (*) | **5,989** | **5,853** |
| **Other operating costs (Note 19)** | | |
| a. payroll costs | (2,932) | (2,915) |
| b. costs for services | (3,569) | (2,665) |
| c. costs for raw materials | (3) | (4) |
| d. other costs | (1,269) | (851) |
| e. amortisation, depreciation and write-downs | (225) | (225) |
| f. other provisions for risks and charges | - | - |
| **Total other operating costs (D)** | **(7,998)** | **(6,660)** |
| **Profit (loss) before taxes (A+B+C+D)** | **79,321** | **48,828** |
| Taxes (Note 20) | (45) | (786) |
| **Profit (loss) for the year** | **79,276** | **48,042** |

(*) The transactions with related parties amounted to EUR 5.9 million in 2012 and EUR 5.8 million in 2011.

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

## Comprehensive income statement

| *(amounts in thousands of EUR)* | **2012** | **2011** |
|---|---|---|
| **Profit for the period (a)** | **79,276** | **48,042** |
| Profit (loss) posted to “reserves for revaluation to fair value” (financial assets available for sale) | (741) | 1,057 |
| **Profit (loss) directly posted to shareholders’ equity (b)** | **(741)** | **1,057** |
| **Comprehensive income (a) + (b)** | **78,535** | **49,099** |

# Cash flow statement

| *(amounts in thousands of EUR)* | | **2012** | **2011** |
|---|---|---|---|
| **Beginning cash and cash equivalents (a)** | | **51,890** | **24,879** |
| **Operating activity:** | | | |
| **Profit (loss)** | | **79,276** | **48,042** |
| **Adjustments** | | | |
| Amortisation and depreciation | | 225 | 225 |
| Updating of Employee Severance Indemnities and other provisions | | 366 | 47 |
| Write-down (revaluations) of financial assets | | 1,730 | 4,204 |
| Write-down of the "option component" of the SIAS convertible bond loan | | 2,774 | 5,236 |
| Changes in the "credit component" of the SIAS convertible bond loan | | (2,682) | (2,524) |
| *Operating cash flow (I)* | | *81,689* | *55,230* |
| Net change in deferred tax credits and liabilities | | (594) | 419 |
| Change in net working capital (Note 21.1) | | 2,410 | (4,242) |
| Other changes from operating activity (Note 21.2) | | (61) | (101) |
| *Change in net working capital and other changes (II)* | | *1,755* | *(3,924)* |
| **Cash generated (absorbed) by operating activity (I + II) (b)** | | **83,444** | **51,306** |
| **Investment activity:** | | | |
| Investments in intangible assets | | (1) | - |
| Investments in property, plant, machinery and other assets | | - | (383) |
| Investments in non-current financial assets, of which: | | (261,406) | (2,765) |
| - *IGLI acquisition* | *(237,780)* | | - |
| - *Payments for future share capital increase - IGLI* | *(15,000)* | | - |
| - *Other investments* | *(8,626)* | | - |
| Net divestiture of property, plant, machinery and other assets | | - | - |
| Divestiture of non-current financial assets | | 1,703 | 3,310 |
| **Cash generated (absorbed) by investment activity (c)** | | **(259,704)** | **162** |
| **Financial activity:** | | | |
| Change in bank debt | | 159,923 | - |
| Change in assets available for sale | | - | 10,000 |
| Change in financial receivables | | - | 100 |
| Purchase of treasury shares | | - | (1,519) |
| Dividend distribution | | (22,011) | (33,038) |
| **Cash generated (absorbed) by financial activity (d)** | | **137,912** | **(24,457)** |
| **Ending cash and cash equivalents (a+b+c+d)** | | **13,542** | **51,890** |

Additional information:

| | | |
|---|---|---|
| Taxes paid during the period | 374 | 3,392 |
| Financial charges paid during the period | 6,101 | 95 |
| Dividends collected during the period | 84,246 | 52,513 |

# Statement of changes in shareholders' equity

| *Amounts in thousands of EUR* | **Share Capital** | **Share premium reserve** | **Revaluat. reserves** | **Legal reserve** | **Reserve for purchase of treasury shares** | **Purchased treasury shares** | **Reserves for revaluation on to fair value** | **Capital reserves** | **Retained earnings (losses)** | **Profit (loss) for the period** | **Total** |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **31 December 2010** | **42,409** | **25,861** | **9,325** | **10,538** | **35,368** | **(33,777)** | **365** | **34,059** | **1,406,301** | **44,192** | **1,574,641** |
| Allocation of 2010 profits | - | - | - | - | - | - | - | - | 23,852 | (23,852) | - |
| Distribution of 2010 balance dividend (EUR 0.24 per share) | - | - | - | - | - | - | - | - | - | (20,340) | (20,340) |
| Distribution of 2011 interim dividend (EUR 0.15 per share) | - | - | - | - | - | - | - | - | - | (12,698) | (12,698) |
| Creation of reserve for the purchase of treasury shares | - | - | - | - | 1,524 | - | - | - | (1,524) | - | - |
| Purchased treasury shares | (101) | - | - | - | - | (1,860) | - | - | - | - | (1,961) |
| Sold treasury shares | 20 | - | - | - | - | 417 | - | - | 6 | - | 443 |
| Total profit for the period | - | - | - | - | - | - | 1,057 | - | - | 48,042 | 49,099 |
| **31 December 2011** | **42,328** | **25,861** | **9,325** | **10,538** | **36,892** | **(35,220)** | **1,422** | **34,059** | **1,428,635** | **35,344** | **1,589,184** |
| Allocation of 2011 profits | - | - | - | - | - | - | - | - | 13,333 | (13,333) | - |
| Distribution of 2011 balance dividend (EUR 0.26 per share) | - | - | - | - | - | - | - | - | - | (22,011) | (22,011) |
| Total profit for the period | - | - | - | - | - | - | (741) | - | - | 79,276 | 78,535 |
| **31 December 2012** | **42,328** | **25,861** | **9,325** | **10,538** | **36,892** | **(35,220)** | **681** | **34,059** | **1,441,968** | **79,276** | **1,645,708** |

## General information

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

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

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

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

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

The Board of Directors examined and approved the financial statements on 8 April 2013.

**Preparation criteria and contents of the financial statements**

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

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

# Accounting principles and explanatory notes

## Valuation criteria

Intangible assets

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

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

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

Tangible assets

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

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

| Category | Rate |
|---|---|
| Land | Not depreciated |
| Non-industrial and industrial buildings | 3% |
| Office furniture and machines | 6% |
| Electromechanic and electronic machines | 20% |

Equity investments in subsidiaries and associated companies

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

Loans and Receivables

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

Financial assets held to maturity

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

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

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

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

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

Financial assets available for sale

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

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

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

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

Cash and cash equivalents

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

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

Loans and other liabilities

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

Provisions for risks and charges

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

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

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

*Employee benefits (Employee Severance Indemnity)*

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

As they come from changes in the actuarial assumptions used or changes in the plan conditions, actuarial gains and losses from these plans are posted to the income statement.

Treasury shares

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

Revenues

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

*Revenues for services*

Revenues for services are recognised based on the accrued payment.

Dividends

Dividends paid by investee companies are posted when the right to receive them is established, which corresponds to the date that the 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.

Financial charges

Financial charges are recorded, on an accrual basis, in the accounting periods in which they are borne.

Income taxes

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

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

In accordance with IAS 12, "deferred tax liabilities" and "advance tax payments" are calculated based on the temporal differences between the recognised value for tax purposes of an asset or a liability and its value on the balance sheet, when it is probable that these differences will cancel themselves out in the foreseeable future. The amount of the "deferred tax liabilities" or "advance tax payments" is determined based on tax rates that are expected to apply to the period in which the tax credit is 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 credits are posted when their recovery is likely.

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

Impairment test

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

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

With regards to the equity investment in the subsidiary SIAS S.p.A., in line with the provisions of IAS 36, the Company determines the "useful life" of each Cash Generating Unit managed by it. More specifically, for the motorway companies the useful life was obtained by discounting the future cash flows deriving from the motorway management activity. The calculation is based on the data included in the financial plans annexed to the current Standard Agreements that, despite they refer to a time frame that is, on average, higher than five financial years, they better represent the business carried out by the motorway companies. Moreover, since these concessions have a predefined useful life, the terminal value has not been calculated.

The figures contained in the said plans have been adjusted, where needed, to reflect the changes occurred after the preparation date of the financial plans (traffic volumes, toll rates, etc.). More specifically, considering the current economic situation, a 4% decrease in traffic has been forecast for 2013 compared to the figure for 2012, with a gradual recovery in traffic expected for the following years.

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

In order to calculate the discounting rate, the following parameters have been taken into account:

| |
|---|
| "Free-risk" rate equal to the return of the 10-year BTP (Pluriannual Treasury Bonds) benchmark – average of the last 48 months as of the assessment date |
| Risk premiums in line with the CIPE Resolution No. 38/2007 (basis to calculate the WACC of Standard Agreements) + 50 bp |
| Beta of the Italian motorway sector (SIAS/Atlantia) redetermined on the company's financial structure as of the assessment date |
| Cost of debt equal to the average of the last 48 months IRS 10 year + spread (250 bp) |
| Inflation rate equal to the real inflation component included in the 10-year IRS. |

The discounting rates (that have been specifically calculated for each licensee company in order to reflect the financial structure) fluctuate between 3.76% and 4.28%[1].

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

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

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

[1] With reference to the calculation of the fair value of the equity investment held in the licensee Milano Serravalle – Milano Tangenziali, the WACC is equal to 5.53% having taken into account a cost of debt equal to IRS 10 years + spread (350 bp).

**ESTIMATES AND VALUATIONS**

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

***

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

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

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**ACCOUNTING STANDARDS, NEWLY-ISSUED INTERPRETATIONS OR REVISIONS AND AMENDMENTS TO EXISTING STANDARDS**

The details of the new accounting standards and interpretations, or the amendments to the existing standards and interpretations regarded as relevant for the Company are provided in the Explanatory Notes to the “Consolidated Financial Statements”.

# Notes - Information on the balance sheet

## Note 1 – Intangible assets

This item totalled approximately EUR 1 thousand (EUR 1 thousand at 31 December 2011) and refers to expenses for software licenses.

## Note 2 – Tangible assets

### Property, plant, machinery and other assets

This item breaks down as follows:

| | Land and buildings | Other assets | Total |
|---|---|---|---|
| **Cost:** | | | |
| **as at 1 January 2011** | **9,410** | **852** | **10,262** |
| Investments | 378 | 5 | 383 |
| Restatements | - | - | - |
| Divestitures | - | - | - |
| **as at 31 December 2011** | **9,788** | **857** | **10,645** |
| **Accumulated depreciation:** | | | |
| **as at 1 January 2011** | **(1,833)** | **(848)** | **(2,681)** |
| 2011 depreciation | (220) | (4) | (224) |
| Restatements | - | - | - |
| Reversals | - | - | - |
| **as at 31 December 2011** | **(2,053)** | **(852)** | **(2,905)** |
| **Net book value:** | | | |
| **as at 1 January 2011** | **7,577** | **4** | **7,581** |
| **as at 31 December 2011** | **7,735** | **5** | **7,740** |

| | Land and buildings | Other assets | Total |
|---|---|---|---|
| **Cost:** | | | |
| **as at 1 January 2012** | **9,788** | **857** | **10,645** |
| Investments | - | - | - |
| Restatements | - | - | - |
| Divestitures | - | - | - |
| **as at 31 December 2012** | **9,788** | **857** | **10,645** |
| **Accumulated depreciation:** | | | |
| **as at 1 January 2012** | **(2,053)** | **(852)** | **(2,905)** |
| 2012 depreciation | (220) | (4) | (224) |
| Restatements | - | - | - |
| Reversals | - | - | - |
| **as at 31 December 2012** | **(2,273)** | **(856)** | **(3,129)** |
| **Net book value:** | | | |
| **as at 1 January 2012** | **7,735** | **5** | **7,740** |
| **as at 31 December 2012** | **7,515** | **1** | **7,516** |

The item "*land and buildings*" can be attributed, for EUR 5.6 million, to the property owned in Turin, which houses the Company's Registered Office, and, for EUR 1.9 million, to a building of high architectural value in the municipality of Tortona, which can be used as "representative office" after being adequately restored.

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

## Note 3 – Non-current financial assets

3.a – Equity investments in subsidiaries

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

| | **% owned at 31/12/2012** | **31/12/2011** | **Changes during the period** | | | | **31/12/2012** |
|---|---|---|---|---|---|---|---|
| | | | **Purchases** | **Sales** | **Write-downs** | **Other** | |
| **Equity investments:** | | | | | | | |
| SIAS | 61.704% | 1,402,911 | - | - | - | - | 1,402,911 |
| IGLI | 100.00% | - | 252,780 | - | - | - | 252,780 |
| SINECO | 82.000% | 13,056 | - | - | - | - | 13,056 |
| SINA | 99.500% | 7,443 | - | - | - | - | 7,443 |
| INPAR | 33.333% | 109 | - | - | - | - | 109 |
| Sistemi e Servizi (1) | 14.000% | 14 | - | - | - | - | 14 |
| **Total** | | **1,423,533** | **252,780** | **-** | **-** | **-** | **1,676,313** |

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

The value of *"equity investments in subsidiaries"* increased following the purchase, on 8 March 2012, of the whole share capital of IGLI S.p.A. (single member company), holding approximately 29.96% of the ordinary share capital of Impregilo S.p.A.. More specifically, an amount of EUR 15 million paid as future share capital increase is added to the price paid for the acquisition (equal to EUR 236.8 million).

The principal data concerning subsidiaries are shown below:

| **Investee company** | **Registered office** | **Share Capital** | **No. of shares** | **Shareholders' equity** | **Profit/(loss)** | **Financial statements data as at** |
|---|---|---|---|---|---|---|
| SIAS | Turin – Via Bonzanigo 22 | 113,751 | 227,501,117 | 2,157,686 | 446,250 | 31/12/2012 |
| IGLI (*) | Milan – Via Quintino Sella, 4 | 24,120 | 24,120,000 | 188,328 | 190 | 31/12/2012 |
| SINECO (*) | Milan – Via Felice Casati 1/A | 500 | 500,000 | 7,679 | 2,496 | 31/12/2012 |
| SINA (*) | Milan – Via Felice Casati 1/A | 10,141 | 4,056,250 | 58,902 | 8,359 | 31/12/2012 |
| Sistemi e Servizi (*) | Tortona (AL) S.S.211 Loc. San Guglielmo 3/13 | 100 | 100,000 | 100 | - | 31/12/2012 |
| INPAR (*) | Turin - Via M. Schina 5 | 6,197 | 120,000 | 512 | 188 | 31/12/2012 |

*(*) Financial statements prepared in compliance with national accounting standards.*

3.b – Equity investments in associated companies

The item *"equity investments in associated companies"*, equal to EUR 7,314 thousand as at 31 December 2012 (EUR 402 thousand as at 31 December 2011) is fully due to the value of the equity investment held in the company Baglietto S.p.A., equal to 36% of the share capital.

The increase (EUR 6.9 million) in the financial year is due to: (i) the subscription, for the related pro-rata portion (EUR 6.8 million), of the second and last tranche of the share capital increase of approximately EUR 19.9 million that was approved by the Extraordinary Shareholders' Meeting of the associated company on 10 October 2011, (ii) the subscription, for the related pro-rata portion (EUR 1.8 million), of the first tranche of the further share capital increase, for a total amount of approximately EUR 10 million, approved by the Extraordinary Shareholders' Meeting of the associated company on 31 January 2012 and (iii) the write-down (EUR 1.7 million) made in order to align the value of the equity investment with the pro-rata portion of the shareholders' equity as at 31 December 2012.

The main data concerning Baglietto S.p.A. is shown below:

| **Company** | **Registered office** | **Share Capital** | **No. of shares** | **Shareholders' equity** | **Profit/(loss)** | **Financial statements data as at** |
|---|---|---|---|---|---|---|
| Baglietto [(*)] | Tortona (AL) – S.S. 211 Loc. San Guglielmo 3/13 | 25,040 | 25,040,000 | 20,078 | -4,673 | 31/12/2012 |

[(*)] *Financial statements prepared in compliance with national accounting standards.*

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

Changes to equity investments in "*other businesses - available for sale*" during the period were as follows:

| | **%** | **31 December 2011** | | | **Changes in the year** | | | | **31 December 2012** | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | **Updates to fair value** | | | | |
| | | **Original value** | **Updates to fair value** | **Total** | **Purchases** | **Sales** | **Sh. Equity** | **Inc. stat.** | **Original value** | **Updates to fair value** | **Total** |
| Abertis Infaestructuras | 0.001 | 56 | 60 | 116 | - | - | 7 | - | 56 | 67 | 123 |
| Alerion Clean Power | 1.050 | 1,909 | - | 1,909 | - | - | (223) | - | 1,909 | (223) | 1,686 |
| Assicurazioni Generali | 0.016 | 2,907 | - | 2,907 | - | - | 528 | - | 2,907 | 528 | 3,435 |
| Brisa | 0.002 | 36 | (12) | 24 | - | - | 12 | (15) | 21 | - | 21 |
| Gemina | - | 1,702 | 1,066 | 2,768 | - | (1,702) | (1,066) | - | - | - | - |
| Mediobanca | 0.075 | 2,872 | - | 2,872 | - | - | 139 | - | 2,872 | 139 | 3,011 |
| **Total Level 1** | | **9,482** | **1,114** | **10,596** | **-** | **(1,702)** | **(603)** | **(15)** | **7,765** | **511** | **8,276** |
| Autostrada Alemagna | 6.520 | 20 | - | 20 | - | - | - | - | 20 | - | 20 |
| GEAC | 2.837 | 64 | - | 64 | - | - | - | - | 64 | - | 64 |
| Interporto di Rivalta Scrivia | 4.340 | 576 | - | 576 | - | - | - | - | 576 | - | 576 |
| Milano - Serravalle | 0.048 | 60 | 312 | 372 | - | - | (138) | - | 60 | 174 | 234 |
| **Total Level 3** | | **720** | **312** | **1,032** | **-** | **-** | **(138)** | **-** | **720** | **174** | **894** |
| **Total** | | **10,202** | **1,426** | **11,628** | **-** | **(1,702)** | **(741)** | **(15)** | **8,485** | **685** | **9,170** |

***Fair value measurement hierarchy***

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

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

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

The changes occurred during the year were due to:

- the disposal of the shares of Gemina S.p.A.; with this transaction, the company made a capital gain of approximately EUR 1.6 million;
- updates to fair value for 2012 (with contra-entry in the shareholders' equity);

- reversal of fair value reserves set aside in previous financial years.

As shown in the table above, the value of equity investments “available for sale” at 31 December 2012 included an amount of EUR 0.7 million bearing on the update to fair value of the investments.

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

| Investee company | Registered office | Share Capital | No. of shares | Shareholders' equity | Profit/(loss) | Financial statements data as at |
|---|---|---|---|---|---|---|
| Abertis Infraestructuras S.A. | Barcelona - Parc Logistic Avenue 12-20 B | 2,444,367 | 814,789,155 | 5,895,957 | 596,299 | 31/12/2012 |
| Alerion Clean Power S.p.A. | Via Durini 16/18 Milan | 161,822 | 440,112,675 | 210,896 | 3,500 | 31/12/2011 |
| Autostrada Alemagna S.p.A. (*) | Venice - San Marco | 312 | 1,200,000 | 304 | 1 | 31/12/2011 |
| Brisa Autoestrada de Portugals S.A. | São Domingos de Rana | 600,000 | 600,000,000 | 1,495,165 | -82,157 | 31/12/2011 |
| Interporto Rivalta Scrivia S.p.A. (*) | Rivalta Scrivia (AL) - Strada Savonesa 12/16 | 11,848 | 22,785,000 | 100,669 | 1,003 | 31/12/2011 |
| Mediobanca S.p.A. | Piazzetta Enrico Cuccia 1, Milan | 430,565 | 861,129,212 | 4,421,588 | -200,151 | 30/06/2012 |
| Milano Serravalle-Milano Tangenziali S.p.A. (*) | Assago Milanofiori (MI)-Via del Bosco Rinnovato 4/A | 93,600 | 180,000,000 | 366,351 | 17,028 | 31/12/2011 |

*(*) Financial statements prepared in compliance with national accounting standards.*

<u>3.d – Other</u>

| | **31 December 2012** | **31 December 2011** |
|---|---|---|
| SIAS convertible bond loan | | |
| - Credit component | 88,507 | 85,825 |
| - Option component | 703 | 3,477 |
| Total | **89,210** | **89,302** |

The change in the “*SIAS convertible bond loan*” item is made up by the increase in the “credit component” of the bond loan equal to EUR 2.7 million (resulting from the difference between the “market” and the “nominal” interest rate in the year) as well as the alignment of the “option component” to the fair value at the end of the year, which resulted in a write-down equal to EUR 2.8 million posted to the income statement.

## Note 4 – Deferred tax credits

This item totalled EUR 1,067 thousand (EUR 477 thousand at 31 December 2011). For the breakdown of this item, please refer to Note 20 – Income taxes.

## Note 5 – Trade receivables

This item totalled EUR 59 thousand (EUR 58 thousand as at 31 December 2011) and was essentially due to the administrative and corporate services and consulting provided by the Company.

## Note 6 – Current tax credits

This item, equal to EUR 320 thousand (EUR 0 as at 31 December 2011) refers to IRAP tax advances paid during the financial year.

## Note 7 – Other receivables

This item can be detailed as follows:

| | 31 December 2012 | 31 December 2011 |
|---|---:|---:|
| from parent companies | 114 | 1,599 |
| from subsidiaries | 4,264 | 4,319 |
| from associated companies | 24 | 25 |
| from others | 850 | 666 |
| **Total** | **5,252** | **6,609** |

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

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

*"Receivables from associated companies"* refer to receivables from SITAF S.p.A.

The item *"others"* mainly refers to prepaid expenses.

## Note 8 – Cash and cash equivalents

These consist of:

| | 31 December 2012 | 31 December 2011 |
|---|---:|---:|
| Bank and postal deposits | 13,540 | 51,888 |
| Cash and cash equivalents on hand | 2 | 2 |
| **Total** | **13,542** | **51,890** |

The decrease in cash compared to the previous financial year is mainly due to the acquisition of the whole share capital of IGLI S.p.A.. This amount was paid by using the cash available as at the date of the transaction (approximately EUR 37 million).

## Note 9 – Shareholders' equity

9.1 – Share capital

As at 31 December 2012, the share capital consisted of 88,000,000 ordinary shares at a nominal value of EUR 0.50 each, for a total value of EUR 44 million, entirely subscribed and paid in.

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

Pursuant to IAS 1, the value of treasury shares is posted as an adjustment to the share capital. The balance as at 31 December 2012 is provided below:

| | **No. of shares** | **Nominal value** (EUR) | **% on the share capital** | **Average unit value** (in EUR) | **Total countervalue** (thousands of EUR) |
|---|---|---|---|---|---|
| 31 December 2011 | 3,344,226 | 1,672,113 | 3.800% | 11.03 | 36,892 |
| Purchases | - | - | - | - | - |
| Sales | - | - | - | - | - |
| 31 December 2012 | 3,344,226 | 1,672,113 | 3.800% | 11.03 | 36,892 |

With regard to the above-mentioned aspects, the share capital as at 31 December 2012 is as follows (amounts in thousands of EUR):

| | |
|---|---|
| **Nominal Value of Share Capital** | **44,000** |
| Nominal value of treasury shares purchased | (1,672) |
| **Nominal Value of adjusted Share Capital** | **42,328** |

9.2 – Reserves

*9.2.1 – Share premium reserve*

This item totalled EUR 25,861 thousand (EUR 25,861 thousand as at 31 December 2011).

*9.2.2 – Revaluation reserves*

These totalled EUR 9,325 thousand (EUR 9,325 thousand as at 31 December 2011).

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

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

*9.2.3 – Legal reserve*

This item totalled EUR 10.538 thousand (EUR 10,538 thousand as at 31 December 2011) and has reached the limit amount set out in Art. 2430 of the Italian Civil Code.

*9.2.4 – Reserve for purchase of treasury shares*

This "unavailable" reserve was created to purchase treasury shares, in execution of the Shareholders' resolution of 28 April 2010. It totalled EUR 36,892 thousand (EUR 36,892 as at 31 December 2011). This reserve was created following the reclassification from the item "Retained earnings".

*9.2.5 – Purchased treasury shares*

This item represents the contra–item paid to purchase treasury shares. As illustrated in the "Valuation criteria", this amount, totalling EUR 35,220 thousand, adjusts the shareholders' equity reserves (net of the nominal value of treasury shares, amounting to EUR 1,672 thousand, which is deducted directly from the "share capital").

*9.2.6 – Reserves for revaluation to fair value*

This item was established and moves as a direct contra entry at fair value of the financial assets classified as "available for sale". As at 31 December 2012, this reserve was positive for EUR 681 thousand (negative by EUR 1,422 thousand as at 31 December 2011).

*9.2.7 – Capital reserves*

This item totalled EUR 34,059 thousand and is unchanged from 31 December 2011.

*9.2.8 – Retained earnings*

As at 31 December 2012, this item totalled EUR 1,441,968 thousand (EUR 1,428,635 thousand as at 31 December 2011) and also includes the amounts related to the differences in accounting handling that arose on the date of transition to IFRS (1 January 2005), which can be traced to the adjustments made to the financial statements that were prepared on that date in compliance with national accounting standards.
This reserve increased by EUR 13,333 thousand following the allocation of 2011 profits.

9.3 – Profit (loss) for the year

This item gathers the profits/losses for the period. It totalled EUR 79,276 thousand (EUR 48,042 thousand in 2011).
The table below shows a breakdown of the "type, possible use and distribution of the items of Shareholders' Equity" as at 31 December 2012, as well as any drawdowns made during the last three accounting periods.

| *(amounts in thousands of EUR)* | **Amount as at 31 December 2012** | **Possibility of use** | **Quota available** | **Drawdowns in the last three years** |
|---|---|---|---|---|
| **Share capital** | 42,328 (1) | | | |
| **Reserves** | | | | |
| - Share premium reserve | 25,861 | A, B, C | 25,861 | |
| - Revaluation reserves | 9,325 | A, B, C (2) | 9,325 | |
| - Legal reserve | 10,538 | B | 1,738 | |
| - Capital reserves | 34,059 | A, B, C | 34,059 | |
| - Reserve for purchase of treasury shares | 1,672 (3) | | | |
| - Retained earnings (losses) | 1,441,968 | A, B, C | 1,441,968 | 11,874 (4) |
| - Reserve for revaluation to fair value | 681 | B | | |
| **Total quota that can be distributed** | | | **1,512,951** | |

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

*(1) Net of the nominal value of the treasury shares in portfolio (EUR 1,672 thousand).*

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

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

*(4) This is the distribution of part of the "retained earnings" reserve resolved by the Ordinary Shareholders' Meeting of 17 November 2010.*

* * *

*The market capitalisation of the Company as at 31 December 2012 is lower than its accounting shareholders' equity at the same date. Moreover, based on the results of specific impairment tests, it was not necessary to carry out a write-down of corporate assets.*

## Note 10 – Provisions for risks and charges and Employee benefits (Employee Severance Indemnity)

10.1 – Employee benefits (Employee Severance Indemnity)

As at 31 December 2012, this item totalled EUR 1,541 thousand (EUR 1,192 thousand as at 31 December 2011). Changes during the period were as follows:

| **1 January 2012** | **1,192** |
|---|---|
| Period contributions | 368 |
| Indemnities advanced/liquidated during the period | (19) |
| **31 December 2012** | **1,541** |

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 | 2.50%[1] |
| Annual inflation rate | 2.00% |
| Annual rate of increase in severance pay | 3.00% |
| Annual rate of salary increases | From 1.00% to 2.50% |

| **Demographic assumptions** | |
|---|---|
| Mortality | RG 48 |
| Disability | INPS tables by age and sex |
| Retirement age | Requirements met |
| % of frequency of advances | 3.00% |
| Turnover | 2.50% |

(1) The rate used for discounting "employee benefits" decreased from 4.25% (2011) to 2.5% (2012). The effects related to this change are described in Note 16.3 “Interest and other financial charges”.
It is noted that, in line with the provisions set out by the Professional Board of Actuaries, the annual rate resulting from the Iboxx Eurozone Corporate Index – rating “A” was used in place of the Iboxx Eurozone Corporate Index – rating “AA” used in 2011, since it is considered as better representing the situation in which the Company carries out its activities. Moreover, it should be noted that, if the Company had used the Iboxx Eurozone Corporate Index – rating “AA”, the debt for “employee benefits” would have been higher of approximately EUR 50 thousand, with an effect on the shareholders' equity amounting to approximately EUR 36 thousand, net of the related tax effect.

<u>10.2 – Tax reserve</u>

This item, equal to EUR 2 thousand (EUR 44 thousand as at 31 December 2011), mainly decreased following the payment of an ICI tax assessment for FY 2007, that was set aside in the previous financial year.

## Note 11 – Deferred tax liabilities

This item totalled EUR 8 thousand (EUR 12 thousand as at 31 December 2011). For the breakdown of this item, please refer to Note 20 – Income taxes.

## Note 12 – Trade payables (current)

This item totalled EUR 826 thousand (EUR 200 thousand as at 31 December 2011). The increase compared to the previous financial year is due to the allocation made to invoices to be received for services received and not yet paid at the end of the financial year.

## Note 13 – Other payables (current)

These consist of:

| | **31 December 2012** | **31 December 2011** |
|---|---|---|
| Payables to subsidiaries | 21 | 22 |
| Payables to parent companies | 361 | - |
| Payables to associated companies | - | 3 |
| Payables to welfare organisations | 159 | 135 |
| Other payables | 617 | 537 |
| **Total** | **1,158** | **697** |

"*Payables to parent companies*" mainly refer to the payables to the parent company Aurelia S.r.l. as part of the tax consolidation.

## Note 14 – Bank debt (current)

This item amounts to EUR 159,923 thousand (EUR 0 as at 31 December 2011) and refers to the bridge-to-equity loan (originally amounting to EUR 200 million) granted on 8 March 2012 by Mediobanca S.p.A. and UniCredit S.p.A., based on the short-term financial needs linked to the acquisition of the equity investment in IGLI S.p.A..

## Note 15 – Current tax liabilities

Current tax liabilities totalled EUR 600 thousand (EUR 311 thousand as at 31 December 2011). They mainly refer to IRPEF withheld and VAT payables.

# NOTES - INFORMATION ON THE INCOME STATEMENT

## Note 16 – Financial income and charges

16.1 – Financial income

This item breaks down as follows:

| | 2012 | 2011 |
|---|---|---|
| **Income from equity investments:** | | |
| - income from subsidiaries | 84,095 | 52,211 |
| - other income from equity investments | 1,791 | 587 |
| **Total** | **85,886** | **52,798** |

"*Income from subsidiaries*" refers to dividends and interim dividends collected from the Company during the financial year (EUR 77.2 million paid by SIAS S.p.A., EUR 5.2 million by SINA S.p.A. and EUR 1.6 million by SINECO S.p.A.). The change in this item was essentially due to the increased dividends paid by the subsidiary SIAS S.p.A. (+ EUR 32.3 million).

The item *"other income from equity investments"* refers to both dividends paid by some investee companies for a total amount of EUR 0.2 million and to the capital gain from the sale of Gemina shares (EUR 1.6 million).

16.2 – Other financial income

| | 2012 | 2011 |
|---|---|---|
| **Interest income and other financial income** | | |
| - from credit institutions | 1,006 | 920 |
| - from financial assets | 5,382 | 5,283 |
| **Total** | **6,388** | **6,203** |

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

The item "*income from financial assets*" refers almost entirely to the interest accrued on the "credit component" – recalculated on the basis of the market interest rate – of the convertible bonds related to the convertible loan issued by SIAS S.p.A..

16.3 – Interest and other financial charges

This item breaks down as follows:

| | 2012 | 2011 |
|---|---|---|
| **Miscellaneous interest expense:** | | |
| - on loans | 6,048 | - |
| - from financial discounting | 293 | 55 |
| **Other financial charges:** | | |
| - other financial charges | 99 | 184 |
| **Total** | **6,440** | **239** |

Interest expense *"on loans"* refers to the bridge-to-equity loan that the company signed in order to meet short-term financial needs related to the acquisition of IGLI S.p.A..

Interest expense from *"financial discounting"* refers to the "financial component" of the provisions to the Employee Severance Indemnity. This latter amount includes a "non-recurring cost" due to the change in the rate used in order to calculate the discounting of the employee severance indemnity. This rate decreased from 4.25% (this rate was used for the preparation of the financial statements as at 31 December 2011) to 2.5% and led to higher discounting charges equal to EUR 241 thousand.

## Note 17 – Value adjustments of financial assets

The item "write-downs", equal to EUR 4,504 thousand (EUR 9,127 thousand in the previous financial year), is due, for EUR 2.8 million, to the write-down of the "option component" related to the SIAS convertible bonds held by the Company and, for EUR 1.7 million, to the write-down of the equity investment held in Baglietto S.p.A., in order to align its value to the pro-rata portion of the shareholders' equity as at 31 December 2012.

## Note 18 – Other operating income

This income breaks down as follows:

| | **2012** | **2011** |
|---|---:|---:|
| Revenue from sales and services | 5,045 | 4,897 |
| Rental income | 674 | 659 |
| Re-debiting of costs and other income | 270 | 297 |
| **Total** | **5,989** | **5,853** |

The item *"revenues from sales and services"* refers to the financial, accounting and corporate service activity provided to companies belonging to the ASTM and SIAS Groups.

## Note 19 – Other operating costs

<u>Payroll costs</u>

This item can be detailed as follows:

| | **2012** | **2011** |
|---|---:|---:|
| Salaries and wages | 2,130 | 2,157 |
| Social security contributions | 623 | 646 |
| Actuarial updating of Employee Severance Indemnity | 136 | 24 |
| Other costs | 43 | 88 |
| **Total** | **2,932** | **2,915** |

Average staffing breaks down by category as follows:

| | 2012 | 2011 |
|---|---|---|
| Executives | 3 | 3 |
| Middle managers | 4 | 3 |
| Staff | 30 | 31 |
| **Total** | **37** | **37** |

Costs for services

This expense item breaks down as follows:

| | 2012 | 2011 |
|---|---|---|
| Consulting | 506 | 211 |
| Compensation and reimbursements for Directors and Statutory Auditors | 1,879 | 1,287 |
| Other payroll costs | 63 | 149 |
| IT services | 359 | 355 |
| Expenses incurred on behalf of third parties | 48 | 82 |
| Other costs for services | 714 | 581 |
| **Total** | **3,569** | **2,665** |

Costs for raw materials

This item totalled EUR 3 thousand (EUR 4 thousand in 2011). It refers essentially to costs for the purchase of stationery, printed material and low-value equipment.

Other costs

This expense item breaks down as follows:

| | 2012 | 2011 |
|---|---|---|
| Lease and rental expenses | 414 | 406 |
| Other operating expenses | 855 | 445 |
| **Total** | **1,269** | **851** |

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

The associated contracts for these assets contain clauses for both redemption upon maturity at market prices for the contracted asset and renewal options upon maturity. The lease payments increase annually based on the ISTAT index.

<u>Amortisation and depreciation</u>

This item breaks down as follows:

| | 2012 | 2011 |
|---|---|---|
| Intangible assets: | | |
| - Other intangible assets | 1 | 1 |
| Tangible assets: | | |
| - Buildings | 220 | 220 |
| - Other assets | 4 | 4 |
| **Total amortisation and depreciation** | **225** | **225** |

## Note 20 – Income taxes

This item can be detailed as follows:

| | 2012 | 2011 |
|---|---|---|
| **Current taxes:** | | |
| - IRES | 734 | 15 |
| - IRAP | - | 321 |
| **Total** | **734** | **336** |
| **Taxes (prepaid)/deferred:** | | |
| - IRES | (590) | 421 |
| - IRAP | (2) | (2) |
| **Total** | **(592)** | **419** |
| **Taxes related to prior years** | **(97)** | **31** |
| **Total** | **45** | **786** |

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 2012 and 2011.

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

| | | 2012 | | 2011 |
|---|---|---|---|---|
| **Period income before taxes** | | **79,321** | | **48,828** |
| **Effective income taxes (from financial statements)** | **144** | **0,18%** | **436** | **0,89%** |
| **Lower taxes (compared to the theoretical rate):** | | | | |
| - partially tax-exempt dividends | 22,009 | 27.75% | 13,719 | 28.10% |
| - other | 575 | 0.72% | 240 | 0.49% |
| **Higher taxes (compared to the theoretical rate):** | | | | |
| - non-deductible expenses | (915) | (1.15%) | (966) | (1.98%) |
| **Theoretical income taxes** | **21,813** | **27.50%** | **13,429** | **27.50%** |

With regards to the reconciliation of the theoretical **IRAP** rate with the effective one, in 2012 and 2011 the said rates were essentially aligned.

* * *

With regard to the period under review and 2011, the tables below show the total deferred tax income and expenses (posted to the income statement) and the total deferred tax credits and liabilities (posted to the balance sheet).

| | 2012 | 2011 |
|---|---|---|
| **Deferred tax income** related to: (*) | | |
| • advance taxes on SIAS convertible bond loan | 763 | - |
| • valuation of financial assets at fair value | - | 216 |
| • other | 46 | 4 |
| **Total (A)** | **809** | **220** |
| **Deferred tax expenses** related to: (*) | | |
| - transfer of advance taxes on SIAS convertible bond loan | - | 617 |
| - valuation of financial assets at fair value | 216 | |
| - other | 1 | 22 |
| **Total (B)** | **217** | **639** |
| **Taxes (prepaid)/deferred (B) – (A)** | **(592)** | **419** |

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

| | 31 December 2012 | 31 December 2011 |
|---|---|---|
| **Deferred tax credits** related to: (*) | | |
| - costs deductible for cash and other changes | 123 | 79 |
| - advance taxes on SIAS convertible bond loan | 944 | 182 |
| - valuation of financial assets at fair value | - | 216 |
| **Total** | **1,067** | **477** |
| | | |
| **Deferred tax liabilities** related to: (*) | | |
| - valuation of financial assets at fair value | (3) | (5) |
| - other | (5) | (7) |
| **Total** | **(8)** | **(12)** |

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

## Note 21 – Information on the cash flow statement

21.1 – Change in net working capital

| | 2012 | 2011 |
|---|---|---|
| Trade accounts | (4) | (27) |
| Current tax credits | (320) | 98 |
| Receivables from others | 1,357 | (2,200) |
| Current trade payables | 626 | (108) |
| Other current payables | 462 | (2,064) |
| Current tax liabilities | 289 | 59 |
| **Total** | **2,410** | **(4,242)** |

The change in the item "*receivables from others*" and "*other current payables*" was mainly due to the recognition of receivables from/payables to the parent company Aurelia S.r.l. accrued as part of the so-called "tax consolidation".

21.2 – Other changes from operating activity

| | 2012 | 2011 |
|---|---|---|
| Drawdown on Employee Severance Indemnity | (19) | (89) |
| Drawdown on other provisions | (42) | (12) |
| **Total** | **(61)** | **(101)** |

## Other information

Information is shown below with regard to (i) the commitments undertaken by the Company, (ii) the determination of the fair value, (iii) financial risk management, (iv) compensation for the Independent Auditors and (v) related party transactions. With regard to the summons served on ASTM S.p.A., reference is made to the information provided in the related section of the Notes to the financial statements (par. v). For information about the Company, "**events after the closing date**" and the "**business outlook**", please see the "Management Report".

### (i) <u>Commitments undertaken by the Company</u>

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

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

The company is providing a guarantee to ANAS S.p.A., which arose from the signing of the above-mentioned "additional agreement". This guarantee (equal to EUR 75.1 million) corresponds to the value of ASTM assets that are not included in the business segment being allocated, exceeding 10% of the shareholders' equity of ASTM as stated in the financial statements as at 31 December 2003.

### (ii) <u>Calculation of the fair value: additional information</u>

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

***Assets***

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

***Liabilities***

| | |
|---|---|
| - trade payables: | the value posted to the financial statements represents their fair value |

As indicated in the valuation criteria, the SIAS convertible bonds have been split between (i) the credit component, corresponding to the present value of net cash (principal + interest) related to the security, discounted at the market interest rate, and (ii) the "option component", corresponding to the difference between the present value of net cash and the purchase price. Shown below is a comparison between the market value of the bond and the corresponding book values in the financial statements:

| SIAS convertible bonds: *(amounts in millions of EUR)* | 31 December 2012 | 31 December 2011 |
|---|---|---|
| - book value in the financial statements ("credit component" + "option component") | 89 | 89 |
| - official market listing as at 31 December | 99 | 85 |

## (iii) Financial risk management

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

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

The risks cited above are broken down in detail below:

*Market risk*

With regard to the risks associated with *interest rate fluctuations*, the strategy of ASTM S.p.A. is aimed at containing such risk by means of a careful monitoring of the performance of financial markets and, where possible, through an adequate division between fixed-rate and variable-rate loans. To this end, as at 31 December 2012 there is only one variable-rate loan outstanding (equal to EUR 160 million) granted on 8 March 2012 by Mediobanca S.p.A. and UniCredit S.p.A., based on the short-term financial needs linked to the acquisition of the equity investment in IGLI S.p.A.. This loan was repaid on 11 February 2013.

*Liquidity risk*

The "liquidity risk" is the risk that financial resources available may be insufficient to cover maturing obligations. ASTM S.p.A. believes that the dividend flow from investee companies, together with the diversification of financing sources and the available cash, guarantee being able to satisfy the financial requirements in existence as at 31 December 2012.

## (iv) Fees paid to the Independent Auditors

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

| *(amounts in thousands of EUR)* | | |
|---|---|---|
| **Type of services** | **Parent company** | **Subsidiaries** |
| | | |
| **Auditing services** | | |
| Accounting audit of the financial statements | 9 | 169 |
| Accounting audit of the consolidated financial statements | 8 | 22 |
| Limited accounting audit of the half-yearly report as at 30 June | 5 | 28 |
| Assessment of regular bookkeeping | 3 | 51 |
| | | |
| **Miscellaneous services other than certification audit** | | |
| Opinion on the distribution of interim dividends | - | 42 |
| Opinion on "pro-forma" consolidated statements | 22(1) | 20(2) |
| | | |
| **Other services** | | |
| Agreed auditing procedures for the quarterly reports at 31 March and 30 September | 2 | 21 |
| Agreed inspection procedures | - | 77 (3)(4) |
| | | |
| **Total** | **49** | **430** |

(1) Opinion on "pro-forma" consolidated statements - acquisition of IGLI/Impregilo.

(2) Opinion on "pro-forma" consolidated statements - disposal of ASA S.r.l.

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

(4) Agreed inspection procedure on the “financial soundness indicator” of the motorway companies and to assess the contributions for European projects.

## (v) Related-party transactions

As required by CONSOB Notices No. 98015375 of 27 February 1998 and No. DEM/6064293 of 28 July 2006, and by IAS 24, information on related party transactions during the period in question is summarized below (amounts in millions of EUR):

| | **Related-party transactions (A)** | **Financial Statements (B)** | **Impact (A) / (B)%** |
|---|---|---|---|
| Financial income | 89.5 | 92.3 | 97.0% |
| Revenues | 5.9 | 6.0 | 98.3% |
| Operating costs | 0.7 | 8.0 | 8.8% |
| Non-current financial assets | 88.5 | 88.5 | 100.0% |
| Trade receivables and other receivables (current) | 4.6 | 5.3 | 86.8% |
| Trade payables and other payables (current) | 0.4 | 2.0 | 20.0% |

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

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

- dividends paid by SIAS S.p.A., SINA S.p.A. and SINECO S.p.A. for EUR 84.1 million;
- interest income related to the “credit component” of the “SIAS 2005-2017” convertible bond loan for

EUR 5.4 million;

- income from services referring to the accounting, corporate and financial consulting provided to the subsidiary SATAP S.p.A. and income from property leases and service provided totalling EUR 4.5 million;
- revenues from managerial assistance and services rendered to Autocamionale della Cisa S.p.A., Autostrada dei Fiori S.p.A., SALT S.p.A., SAV S.p.A., SIAS S.p.A., SINELEC S.p.A., Energia e Territorio S.p.A. and SITAF S.p.A. totalling EUR 1.3 million;
- managerial assistance and services provided by the parent company Argo Finanziaria S.p.A. totalling EUR 0.2 million;
- lease payments paid to Appia S.r.l.., for EUR 0.01 million;
- lease payments and payments for services provided to SATAP S.p.A. totalling EUR 0.4 million approximately;
- service activity of IT systems carried out by SINELEC S.p.A. amounting to a total of EUR 0.1 million;
- insurance services provided by the broker PCA totalling EUR 0.1 million;
- human resources management services and other costs debited by the associated company Sistemi e Servizi s.c.a r.l. for EUR 0.03 million;
- "credit component" of the "SIAS 2005-2017" convertible bond loans for EUR 88.5 million;
- EUR 2.7 million receivables for interest accrued on the "SIAS 2005-2017" convertible bond loan;
- receivable amounting to EUR 0.1 million due from the parent company Aurelia S.r.l related to the adhesion to the tax consolidation and the IRES repayment request concerning the IRAP share relating to costs for employees that was not deducted in the period 2008/2011;
- EUR 1.2 million receivables for services rendered to SATAP S.p.A.;
- EUR 0.3 million payable to the parent company Aurelia S.r.l. in connection with the joining of the tax consolidation;
- EUR 0.1 million payable to the parent company Aurelia S.p.A. for services received.

Pursuant to Article 2497 of the Italian Civil Code, because of the "Management and Coordination" activity performed by Argo Finanziaria S.p.A., the cited relationships with Argo Finanziaria S.p.A. itself and SIAS S.p.A. are also reported for purposes of providing the information required by Article 2497-bis, Paragraph 5 of the Italian Civil Code.

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

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

**Related-party transactions - Information documents**

With reference to related-party transactions carried out during the year, it is noted that, on 12 March 2012, the Company published an Information Document prepared pursuant to art. 5 of the Regulation approved by Consob by means of resolution no. 17221 of 12 March 2010 and subsequent amendments, concerning:

- the purchase by Argo Finanziaria S.p.A. of 33.33% of the share capital of IGLI S.p.A.;
- the purchase by Immobiliare Fondiaria-SAI S.r.l. and Immobiliare Milano Assicurazioni S.r.l. of 33.33% of the share capital of IGLI S.p.A.;
- the purchase by Autostrade per l'Italia S.p.A. of 33.33% of the share capital of IGLI S.p.A..

This document is available on the Company's website (www.autostradatomi.it) and on the website of Borsa Italiana.

## (vi) <u>Information on management and coordination of the Company</u>

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

Pursuant to Article 2497-bis, Paragraph 4 of the Italian Civil Code, the statement shown below summarises the essential data from the latest company financial statements of the company cited above (as at 31 December 2011).

For an adequate and complete understanding of the balance sheet, financial situation and income statement of Argo Finanziaria S.p.A. for the period ending on 31 December 2011, please see the financial statements which are available, supplemented by the report of the independent auditors, in the forms and manner required by law.

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

## Financial Statements(*) as at 31 December 2011 of Argo Finanziaria SpA, parent company that exercises "Management and Coordination"

**BALANCE SHEET**

***ASSETS***

| ***Amounts in EUR*** | | **31/12/2011** |
|---|---|---|
| A | Subscribed capital unpaid | - |
| B | Fixed assets | 427,941,886 |
| C | Current assets | 117,546,130 |
| D | Accrued income and prepaid expenses | 644,216 |
| **TOTAL ASSETS** | | **546,132,232** |

***LIABILITIES***

| ***Amounts in EUR*** | | **31/12/2011** |
|---|---|---|
| A | Shareholders' equity | |
| | Share capital | 30,000,000 |
| | Reserves | 321,226,806 |
| | Income (loss) for the year | 6,651,381 |
| B | Provisions for risks and charges | 218,969 |
| C | Employee Severance Indemnity | 494,414 |
| D | Payables | 187,539,006 |
| E | Accrued liabilities and deferred income | 1,656 |
| **TOTAL LIABILITIES** | | **546,132,232** |

***Contingent liabilities and guarantees***

| ***Amounts in EUR*** | **31/12/2011** |
|---|---|
| Guarantees issued | 85,823,542 |
| Commitments to purchase and sell | 5,750,000 |
| Other commitments | 539,260 |
| **TOTAL** | **92,112,802** |

**INCOME STATEMENT**

| ***Amounts in EUR*** | | **2011** |
|---|---|---|
| A | Value of production | 4,646,238 |
| B | Production cost | (8,822,330) |
| C | Financial income and charges | 20,842,429 |
| D | Value adjustments of financial assets | (14,338,825) |
| E | Extraordinary income and expenses | 171,494 |
| | Income taxes | 4,152,375 |
| | **Profit (loss) for the year** | **6,651,381** |

(*) Financial statements prepared in compliance with national accounting standards.

# Certification of the Financial Statements pursuant to art. 154-bis of Legislative Decree No. 58/98

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

- The undersigned Alberto Sacchi as Managing Director and Graziano Settime as *Manager in charge of drawing up the corporate accounting documents* of ASTM S.p.A., taking into account the provisions of Article 154-bis, Paragraphs 3 and 4 of Legislative Decree No. 58 of 24 February 1998, do attest:
  - its adequacy with regard to the characteristics of the business and
  - the actual implementation

  of the administrative and accounting procedures for preparing the company financial statements for 2012.

- Furthermore, we attest that the financial statements as at 31 December 2012:
  a) were prepared in compliance with the international accounting standards approved by the European Community pursuant to Regulation (EC) no. 1606/2002 of the European Parliament and the Council dated 19 July 2002;
  b) correspond to the books and accounting entries;
  c) provide a true and correct representation of the equity, economic and financial position of ASTM S.p.A..

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

Milan, 8 April 2013

| the Managing Director | the Manager in charge of drawing up the corporate accounting documents |
|---|---|
| *Alberto Sacchi* | *Graziano Settime* |

# Report of the Board of Statutory Auditors

**REPORT OF THE BOARD OF STATUTORY AUDITORS TO THE SHAREHOLDERS' MEETING OF ASTM S.P.A. PURSUANT TO ARTICLE 153 OF LEGISLATIVE DECREE NO. 58/98 AND TO ARTICLE 2429(2) OF THE ITALIAN CIVIL CODE**

Shareholders,

During 2012 we carried out the supervisory activity required by current legislation.

We ascertained that the financial statements were prepared in compliance with the provisions of Article 4(1) of Legislative Decree no. 38 of 28 February 2005, in accordance with the IFRS international accounting standards issued by the International Accounting Standard Board (IASB) and approved by the European Commission.

The Board of Statutory Auditors took part in the meetings of the Shareholders and of the Board of Directors and obtained information from the Directors on the activities carried out, including through the subsidiaries, as well as on the most significant economic and financial transactions, establishing that the actions approved and implemented were compliant with the law and the Articles of Association, were not in conflict with resolutions passed by the Shareholders' Meeting or in potential conflict of interest and were inspired by principles of sound administration.

The main transactions with subsidiaries, associates, parent companies and enterprises subject to the latter's control concern:

- Dividends paid by SIAS S.p.A., SINA S.p.A. and SINECO S.p.A. for EUR 84.1 million;
- Interest income relating to the "credit component" of the "SIAS 2005-2017" convertible bond loan for EUR 5.4 million;
- Revenues from services referring to the accounting, corporate and financial consulting provided to the subsidiary SATAP S.p.A. and revenues from property leases and services provided totalling EUR 4.5 million;
- Revenues from managerial assistance and services provided to the companies Autocamionale della Cisa S.p.A., Autostrada dei Fiori S.p.A., SALT S.p.A., SAV S.p.A., SIAS S.p.A., SINELEC S.p.A., Energia e Territorio S.p.A. and SITAF S.p.A. totalling EUR 1.3 million;
- Managerial assistance and services provided by the parent company Argo Finanziaria S.p.A. totalling approximately EUR 0.2 million;
- Lease payments paid to Appia S.r.l., for EUR 0.01 million;
- Lease payments and payments for services provided, to SATAP S.p.A. for approximately EUR 0.4 million;
- Service activity for IT systems carried out by SINELEC S.p.A. totalling EUR 0.1 million;

- Insurance services provided by the broker PCA for an amount equal to EUR 0.1 million;
- Human resources management services and other costs charged by the subsidiary Sistemi e Servizi s.c.ar.l. for EUR 0.03 million;
- “Credit component” of the “SIAS 2005-2017” convertible bond loan for EUR 88.5 million;
- Receivables of EUR 2.7 million for interest accrued on the “SIAS 2005-2017” convertible bond loan;
- Receivable of EUR 0.1 million due from the parent company Aurelia S.r.l. associated with adhesion to its “tax consolidation” system and concerning the request for refund of IRES relating to the IRAP portion on subordinate personnel costs not deducted in the 2008-2011 period;
- Receivables of EUR 1.2 million for services provided in favour of SATAP S.p.A.;
- Payable of EUR 0.3 million due to the parent company Aurelia S.r.l. associated with adhesion to its “tax consolidation” system;
- Payable of EUR 0.1 million due to the parent company Argo Finanziaria S.p.A. for services received.

As the “Management and Coordination” activity is performed – pursuant to Article 2497 of the Italian Civil Code - by Argo Finanziaria S.p.A., the aforementioned transactions with Argo Finanziaria S.p.A. and with SIAS S.p.A. are also reported for the purpose of providing the information required by Article 2497-bis(5) of the Italian Civil Code.

The transactions indicated above were carried out at arm’s length conditions.

Pursuant to Article 2391-bis of the Italian Civil Code, it is specified that based on the general principles indicated by CONSOB and on the rules of corporate governance contained in the “Code of Conduct” adopted by the Company, the transactions with related parties (executed directly or through subsidiaries) were performed in accordance with rules that assure their transparency, as well as their substantial and procedural correctness.

Lastly, we confirm that no other transactions with related parties were recorded other than those specified above.

- The statutory audit was carried out by the Independent Auditors Deloitte & Touche S.p.A., who issued the reports required by law on the separate financial statements and on the consolidated financial statements, providing an unqualified opinion;
- Participation in the meetings of the Audit and Risk Committee allowed the Board to coordinate its tasks as “Internal Audit and Accounting Audit Committee”, undertaken pursuant to Article 19 of Legislative Decree no. 39/2010, with the Committee’s activities, and in particular to monitor:
  - The financial reporting process;
  - The effectiveness of the internal control, internal audit and risk management systems;

- The statutory audit of the annual and consolidated accounts;
- The aspects concerning the independence of the independent auditors, focusing in particular on the services provided by them to the audited company, in addition to auditing of the accounts.

- No complaints were received pursuant to Article 2408 of the Italian Civil Code, nor were complaints submitted by third parties;
- The Independent Auditors Deloitte & Touche S.p.A., commissioned to conduct the audit of the financial statements of ASTM S.p.A. and the consolidated financial statements of the ASTM Group as at 31 December 2012, pursuant to Article 159 of Legislative Decree no. 58/1998, performed the following assignments, as specified by them:

| *(amounts in thousands of EUR)* | | |
|---|---|---|
| **Type of services** | **Parent company** | **Subsidiaries** |
| | | |
| **Auditing services** | | |
| Accounting audit of the financial statements | 9 | 169 |
| Accounting audit of the consolidated financial statements | 8 | 22 |
| Limited accounting audit of the half-year report at 30 June | 5 | 28 |
| Assessment of regular bookkeeping | 3 | 51 |
| | | |
| **Services other than certification audit** | | |
| Opinion on the distribution of interim dividends | - | 42 |
| Opinions on "Pro-forma" consolidated prospectuses | 22 (1) | 20 (2) |
| | | |
| **Other services** | | |
| Agreed auditing procedures for the quarterly reports at 31 March and 30 September | 2 | 21 |
| Agreed inspection procedures | - | 77 (3) (4) |
| | | |
| **Total** | **49** | **430** |

(1) Opinion on "Pro-forma" consolidated prospectuses acquisition IGLI/Impregilo.
(2) Opinion on "Pro-forma" consolidated prospectuses sale ASA S.r.l.
(3) Agreed inspection procedures ("Comfort letter") concerning the documentation required for drawing up the EMTN Programme.
(4) Agreed inspection procedures on the "financial soundness indicator" of the motorway concession companies and for inspections relating to contributions for European projects.

- The Board of Statutory Auditors met 9 times, attending 10 meetings of the Board of Directors held in 2012. The Audit and Risk Committee met 14 times; the Supervisory Body met 5 times; the Remuneration Committee met twice;
- We acknowledge that, during the annual audit, the Board of Directors, having accepted the statements made by the persons concerned and taking into account the information available, believes that all directors who declared they were independent upon appointment still meet the independence requirements pursuant to application criterion 3.C.1 of the Code of Conduct;
- We also acknowledge that the members of the Board of Statutory Auditors meet the independence requirements set out by the aforesaid application criterion;
- We can affirm that the company's organisational structure is adequate, that principles of sound administration have been observed and that the instructions given by the company to the subsidiaries, pursuant to Article 114(2) of Legislative Decree no. 58/98, are also adequate. By

analysing corporate documents, collecting information from the heads of departments, analysing the results of the work performed by the Independent Auditors and those obtained during the meetings with them, we monitored the adequacy of the internal audit system and the administration-accounting system, ensuring that they can provide a true and fair view of management events;

- Pursuant to Article 150 of Legislative Decree no. 58/98, during regular meetings held by the Board of Statutory Auditors with the representatives of the Independent Auditors no significant aspects worthy of mention in this report emerged;
- The company adopted the “Reference principles for the adoption and implementation of organisation, management and control models, pursuant to Legislative Decree no. 231/2001” and the “Code of Ethics and Code of Conduct”;
- With regard to Corporate Governance, the company complies with the Code of Conduct, having almost entirely assimilated the document issued by the special committee coordinated by Borsa Italiana S.p.A. In this context, the Remuneration Committee and the Internal Audit and Risk Committee exercise the functions assigned to them. Pursuant to Article 123-bis of Legislative Decree 58/98, the Board of Directors drew up the “Report on corporate governance and ownership structure”, which provides a suitable description of the methods for implementing the aforesaid Code.

The Board of Directors drew up the report on the first half year, as well as the interim management reports for the first and third quarter of 2012 and published them within the limits and according to the procedures established by applicable legislation.

The financial statements as at 31 December 2012 report a profit of EUR 79.3 million and were notified to the Board of Statutory Auditors within the time limits established by law. The Board of Statutory Auditors, having acknowledged the positive opinion expressed in the report of the Independent Auditors Deloitte & Touche S.p.A., believes that the financial statements as at 31 December 2012 may be subject to your approval, together with the proposal of the Board of Directors concerning allocation of the net profit.

Turin, 29 April 2013

THE AUDITORS

Marco Fazzini

Lionello Jona Celesia

Ernesto Ramojno

# Report of the

# Independent Auditors

Deloitte.

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

**To the Shareholders of**
**ASTM S.p.A. (formerly AUTOSTRADA TORINO-MILANO S.p.A.)**

1. We have audited the separate financial statements of ASTM S.p.A. (formerly Autostrada Torino-Milano S.p.A.), which comprise the balance sheet as of December 31, 2012 and the income statement, the statement of comprehensive income, the cash flow statement and the statement of changes in shareholders' equity for the year then ended, and the related explanatory notes. These financial statements, prepared in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n. 38/2005, are the responsibility of the Company's Directors. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with the Auditing Standards recommended by CONSOB, the Italian Commission for listed Companies and the Stock Exchange. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

   For the opinion on the prior year's financial statements, whose data are presented for comparative purposes, reference should be made to our auditors' report issued on March 22, 2012.

3. In our opinion, the separate financial statements give a true and fair view of the financial position of the ASTM S.p.A. as of December 31, 2012, and of the results of its operations and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n. 38/2005.

4. The Directors of ASTM S.p.A. are responsible for the preparation of the management report and the report on corporate governance and ownership structure in accordance with the applicable laws and regulations. Our responsibility is to express an opinion on the consistency of the management report and of the information reported in compliance with art. 123-bis of Italian Legislative Decree n. 58/1998, paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) in the report on corporate governance and ownership structure, with the financial statements, as required by law. For this purpose, we have performed the procedures required under Auditing Standard n. 001 issued by the Italian Accounting Profession (CNDCEC) and recommended by CONSOB. In our opinion, the management report and the information reported in compliance with art. 123-bis of Italian Legislative Decree n. 58/1998 paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) included in the report on corporate governance and ownership structure are consistent with the financial statements of ASTM S.p.A. as of December 31, 2012.

DELOITTE & TOUCHE S.p.A.

Signed by
Santo Rizzo
Partner

Turin, Italy
April 29, 2013

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

# Consolidated Financial Statements

# as at 31 December 2012

# Consolidated

# Financial Statements

# Balance Sheet

| *(amounts in thousands of EUR)* | **31 December 2012** | **31 December 2011** |
|---|---|---|
| **Assets** | | |
| **Non-current assets** | | |
| 1. Intangible assets (Note 1) | | |
| a. intangible assets | 66,484 | 70,154 |
| b. concessions – non-compensated revertible assets | 3,360,372 | 3,097,026 |
| **Total intangible assets** | **3,426,856** | **3,167,180** |
| 2. Tangible assets (Note 2) | | |
| a. property, plant, machinery and other assets | 73,660 | 66,283 |
| b. financial lease assets | 3,565 | 4,011 |
| **Total tangible assets** | **77,225** | **70,294** |
| 3. Non-current financial assets (Note 3) | | |
| a. equity investments accounted for by the equity method | 685,258 | 371,250 |
| b. unconsolidated investments - available for sale | 187,404 | 215,742 |
| c. receivables | 50,600 | 36,049 |
| d. other | 129,287 | 46,161 |
| **Total non-current financial assets** | **1,052,549** | **669,202** |
| 4. Deferred tax credits (Note 4) | 144,490 | 103,143 |
| **Total non-current assets** | **4,701,120** | **4,009,819** |
| **Current assets** | | |
| 5. Inventories (Note 5) | 54,763 | 61,479 |
| 6. Trade receivables (Note 6) | 30,490 | 31,853 |
| 7. Current tax credits (Note 7) | 34,881 | 8,052 |
| 8. Other receivables (Note 8) | 65,628 | 54,558 |
| 9. Assets held for trading (Note 9) | 34,512 | 19,602 |
| 10. Assets available for sale (Note 10) | - | 5 |
| 11. Financial receivables (Note 11) | 240,494 | 214,986 |
| **Total** | **460,768** | **390,535** |
| 12. Cash and cash equivalents (Note 12) | 960,135 | 621,939 |
| **Total current assets** | **1,420,903** | **1,012,474** |
| **Total assets** | **6,122,023** | **5,022,293** |

| | | |
|---|---|---|
| **Shareholders' equity and liabilities** | | |
| **Shareholders' equity** (Note 13) | | |
| 1. Group shareholders' equity | | |
| a. share capital | 42,324 | 42,324 |
| b. reserves and retained earnings | 1,393,370 | 1,057,278 |
| **Total** | **1,435,694** | **1,099,602** |
| 2. Minority interests | 905,654 | 718,465 |
| **Total shareholders' equity** | **2,341,348** | **1,818,067** |
| **Liabilities** | | |
| **Non-current liabilities** | | |
| 3. Provisions for risks and charges and severance indemnities (Note 14) | 234,808 | 195,167 |
| 4. Trade payables | 13 | 17 |
| 5. Other payables (Note 15) | 395,131 | 449,530 |
| 6. Bank debt (Note 16) | 1,219,357 | 1,042,050 |
| 7. Hedging derivatives (Note 17) | 139,290 | 94,155 |
| 8. Other financial liabilities (Note 18) | 711,136 | 707,350 |
| 9. Deferred tax liabilities (Note 19) | 43,694 | 34,946 |
| **Total non-current liabilities** | **2,743,429** | **2,523,215** |
| **Current liabilities** | | |
| 10. Trade payables (Note 20) | 155,393 | 154,805 |
| 11. Other payables (Note 21) | 181,901 | 198,790 |
| 12. Bank debt (Note 22) | 662,901 | 279,697 |
| 13. Other financial liabilities (Note 23) | 18,989 | 18,906 |
| 14. Current tax liabilities (Note 24) | 18,062 | 28,813 |
| **Total current liabilities** | **1,037,246** | **681,011** |
| **Total liabilities** | **3,780,675** | **3,204,226** |
| **Total shareholders' equity and liabilities** | **6,122,023** | **5,022,293** |

## Income statement

| *(amounts in thousands of EUR)* | **2012** | **2011** |
|---|---|---|
| **Revenues (Note 25)** | | |
| 1. motorway sector revenue – operating activities (Note 25.1) | 923,614 | 936,246 |
| 2. motorway sector revenue – planning and construction activities (Note 25.2) | 271,639 | 281,186 |
| 3. Construction sector revenue (Note 25.3) | 3,765 | 4,352 |
| 4. Engineering sector revenue (Note 25.4) | 24,988 | 22,925 |
| 5. Technology sector revenue (Note 25.5) | 13,973 | 24,209 |
| 6. Other (Note 25.6) | 56,050 | 49,504 |
| **Total Revenues** | **1,294,029** | **1,318,422** |
| 7. Payroll costs (Note 26) | (166,516) | (161,883) |
| 8. Costs for services (Note 27) | (387,692) | (401,365) |
| 9. Costs for raw materials (Note 28) | (48,022) | (52,367) |
| 10. Other costs (Note 29) | (114,793) | (121,251) |
| 11. Capitalised costs on fixed assets (Note 30) | 1,684 | 2,978 |
| 12. Amortisation, depreciation and write-downs (Note 31) | (264,990) | (240,836) |
| 13. Update of the provision for restoration, replacement and maintenance of non-compensated revertible assets (Note 32) | (1,069) | (3,226) |
| 14. Other provisions for risks and charges (Note 33) | (3,565) | (4,645) |
| 15. Financial income: (Note 34) | | |
| a. from unconsolidated investments | 383,954 | 4,754 |
| b. other | 33,810 | 22,350 |
| 16. Financial charges: (Note 34) | | |
| a. interest expense | (109,102) | (93,125) |
| b. other | (3,892) | (4,573) |
| c. write-down of equity investments | (42,477) | (12,494) |
| 17. Profit (loss) of companies accounted for by the equity method (Note 35) | 88,378 | 31,134 |
| **Profit (loss) before taxes** | **659,737** | **283,873** |
| 18. Taxes (Note 36) | | |
| a. Current taxes | (104,054) | (118,272) |
| b. Deferred taxes | 17,365 | 22,527 |
| **Profit (loss) for the year** | **573,048** | **188,128** |
| • minority interests' share | 195,339 | 84,499 |
| • **Group share** | **377,709** | **103,629** |
| | | |
| **Earnings per share (Note 37)** | | |
| Profit (euro per share) | 4.462 | 1.224 |

## Comprehensive income statement

| *(amounts in thousands of EUR)* | **2012** | **2011** |
|---|---|---|
| **Profit for the period (a)** | **573,048** | **188,128** |
| Profit (loss) posted to "reserves for revaluation to fair value" (financial assets available for sale) | (12,478) | (39,853) |
| Profit (loss) posted to "reserve for cash flow hedge" (interest rate swap) | (33,383) | (33,472) |
| Profit (loss) posted to "reserve for foreign exchange translations" (valuation of shareholders' equity of associated companies) | (7,898) | (11,288) |
| **Profit (loss) directly posted to shareholders' equity (b)** | **(53,759)** | **(84,613)** |
| **Comprehensive income (a) + (b)** | **519,289** | **103,515** |
| • minority interests' share | 178,021 | 50,235 |
| • **Group share** | **341,268** | **53,280** |

# Cash flow statement

| *(amounts in thousands of EUR)* | **2012** | **2011** |
|---|---|---|
| **Beginning cash and cash equivalents** | **621,939** | **500,379** |
| Change in the scope of consolidation (Autostrada Torino-Savona S.p.A.)[1] | 726[1] | - |
| **Beginning cash and cash equivalents, adjusted (a)** | **622,665** | **500,379** |
| | | |
| **Profit (loss) net of the capital gain resulting from the disposal of ASA** | **193,573** | **188,128** |
| **Adjustments** | | |
| Amortisation and depreciation | 264,698 | 238,711 |
| Update of the provision for restoration, replacement and maintenance of non-compensated revertible assets | 1,069 | 3,226 |
| Update provisions for severance indemnities | 7,754 | 2,935 |
| Provisions for risks | 3,056 | 7,778 |
| Profit (loss) of companies accounted for by the equity method (net of dividends collected) | (72,610) | (27,552) |
| (Revaluations) write-downs of financial assets | 42,477 | 12,496 |
| Capitalisation of financial charges | (13,919) | (10,072) |
| *Operating cash flow (I)* | *426,098* | *415,650* |
| | | |
| Net change in deferred tax credits and liabilities | (17,872) | (22,846) |
| Change in net working capital (Note 38.1) | (59,487) | 27,850 |
| Other changes from operating activity (Note 38.2) | (3,876) | (5,854) |
| *Change in net working capital and other changes (II)* | *(81,235)* | *(850)* |
| | | |
| **Cash generated (absorbed) by operating activity** (I + II) **(b)** | **344,863** | **414,800** |
| | | |
| Investments in revertible assets | (271,565) | (281,191) |
| Divestiture of revertible assets | 131 | 9 |
| Grants related to revertible assets | 60,371 | 46,326 |
| *Net investments in revertible assets (III)* | *(211,063)* | *(234,856)* |
| | | |
| Investments in property, plant, machinery and other assets | (5,792) | (9,920) |
| Investments in intangible assets | (1,202) | (2,071) |
| Net divestiture of property, plant, machinery and other assets | 460 | 1,141 |
| Net divestiture of intangible assets | 92 | 861 |
| *Net investments in intangible and tangible assets (IV)* | *(6,442)* | *(9,989)* |
| | | |
| Investments in non-current financial assets | (52,754) | (39,258) |
| Divestiture of non-current financial assets | 1,793 | 9,953 |
| *Net investments in non-current financial assets (V)* | *(50,961)* | *(29,305)* |
| | | |
| Disposal of Autostrade Sud America S.r.l. *(VI)* | 565,197 | - |
| Purchase of equity investment in Autostrada Torino-Savona S.p.A. *(VII)* | (173,082)[2] | - |
| Purchase of equity investment in IGLI S.p.A. - Impregilo S.p.A. *(VIII)* | (415,580)[3] | - |
| **Cash generated (absorbed) by investment activity** (III+IV+V+VI+VII+VIII) **(c)** | **(291,931)** | **(274,150)** |
| | | |
| Net change in bank debt | 486,567 | (51,851) |
| Change in financial assets | (75,444) | 149,201 |
| Change in other financial liabilities (including Central Insurance Fund) | (50,530) | (36,928) |
| Changes in shareholders' equity, minority interest | (2,051) | (349) |
| Changes in shareholders' equity, Group share | - | - |
| Changes in Shareholders' equity, Group share – purchase and sale of treasury shares | - | (1,518) |
| Dividends (and interim dividends) distributed by the Parent Company | (22,011) | (33,038) |
| Dividends (and interim dividends) distributed by Subsidiaries to Minority Shareholders | (51,993) | (44,607) |
| **Cash generated (absorbed) by financial activity (d)** | **284,538** | **(19,090)** |
| | | |
| **Ending cash and cash equivalents (a+b+c+d)** | **960,135** | **621,939** |

(1) This is the liquidity of Autostrada Torino-Savona S.p.A. as at 31 December 2012. The single items of the cash flow statement are posted net of the changes due to the acquisition of Autostrada Torino-Savona S.p.A., whose effects are included under item "Purchase of equity investment in Autostrada Torino-Savona S.p.A.".

| | | |
|---|---|---|
| (2) | Value of the acquisition of the equity investment in ATS S.p.A. | 223,148 |
| | AUCAP pro-rata paid by Minority Shareholders | (50,066) |
| | ATS acquisition, net | 173,082 |
| (3) | Value of the acquisition of equity investment in IGLI S.p.A. - Impregilo S.p.A. | 237,780 |
| | Debt of IGLI S.p.A. as at the date of the acquisition | 177,800 |
| | Total acquisition of IGLI S.p.A. - Impregilo S.p.A. | 415,580 |

Additional information:

| | 2012 | 2011 |
|---|---|---|
| • Taxes paid during the period | 134,664 | 113,953 |
| • Financial charges paid during the period | 101,595 | 97,282 |
| • Operating cash flow | | |
| Operating cash flow | 426,098 | 415,650 |
| Change in net working capital and other changes | (81,235) | (850) |
| Net investments in revertible assets | (211,063) | (234,856) |
| *Operating cash flow* | *133,800* | *179,944* |

The Group's "net financial position" is provided in the appropriate paragraph in the Management Report.

# Statement of changes in shareholders' equity

| *Amounts in thousands of EUR* | Share capital | Share premium reserve | Revaluat. reserves | Legal reserve | Reserve for purchase of treasury shares | Purchased treasury shares | Reserve for valuation to fair value (1) | Reserve for cash flow hedge | Provis. for foreign exchange differ. | Retained earnings (losses) | Profit (loss) for the period | Total | Minority interests | Total shareholders' equity |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **31 December 2010** | **42,405** | **25,861** | **9,325** | **10,538** | **35,368** | **(33,777)** | **35,085** | **(21,857)** | **12,760** | **856,254** | **104,435** | **1,076,397** | **719,513** | **1,795,910** |
| Creation of reserve for the purchase of treasury shares | | | | | 1,524 | | | | | (1,524) | | - | - | - |
| Purchase of treasury shares | (101) | | | | | (1,860) | | | | | | (1,961) | - | (1,961) |
| Sale of Treasury Shares | 20 | | | | | 417 | | | | 6 | | 443 | | 443 |
| Allocation of 2010 profits | | | | | | | | | | 84,095 | (84,095) | - | - | - |
| Distribution of 2010 dividend (EUR 0.24 per share) | | | | | | | | | | | (20,340) | (20,340) | (19,895) | (40,235) |
| Distribution of 2011 interim dividend (EUR 0.15 per share) | | | | | | | | | | | (12,698) | (12,698) | (24,712) | (37,410) |
| Other changes | | | | | | | | | | 4,481 (3) | | 4,481 | (6,676) | (2,195) |
| Comprehensive income (2) | | | | | | | (22,226) | (20,965) | (7,158) | | 103,629 | 53,280 | 50,235 (4) | 103,515 |
| **31 December 2011** | **42,324** | **25,861** | **9,325** | **10,538** | **36,892** | **(35,220)** | **12,859** | **(42,822)** | **5,602** | **943,312** | **90,931** | **1,099,602** | **718,465** | **1,818,067** |
| Allocation of 2011 profits | | | | | | | | | | 68,920 | (68,920) | | | |
| Distribution of 2011 dividend (EUR 0.26 per share) | | | | | | | | | | | (22,011) | (22,011) | (26,252) | (48,263) |
| Distribution of 2012 interim dividend | | | | | | | | | | | | | (25,701) | (25,701) |
| Other changes – Put option for Asti Cuneo | | | | | | | | | | 14,785 (3) | | 14,785 | 28,761 (3) | 43,546 |
| Other changes – share capital increase for subsidiaries (subscribed by Third parties) | | | | | | | | | | | | | 52,775 | 52,775 |
| Other changes – acquisition of minorities and unexercised shares | | | | | | | | | | 789 (4) | | 789 | (5,635) (5) | (4,846) |
| Other changes – Put option on ADF S.p.A. shares | | | | | | | | | | 1,261 (6) | | 1,261 | (14,825) (6) | (13,564) |
| Change in the scope of consolidation | | | | | | | | | | | | | 45 | 45 |
| Comprehensive income (2) | | | | | | | (10,408) | (21,024) | (5,009) | | 377,709 | 341,268 | 178,021 (7) | 519,289 |
| **31 December 2012** | **42,324** | **25,861** | **9,325** | **10,538** | **36,892** | **(35,220)** | **2,451** | **(63,846)** | **593** | **1,029,067** | **377,709** | **1,435,694** | **905,654** | **2,341,348** |

**Notes** *(amounts in thousands of EUR)*:

(1) Reserve for updates to fair value of investments available for sale.

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

(3) Amount related to the accounting effects resulting from the fact that ANAS did not exercise the put option for the shares of Autostrada Asti-Cuneo held by it within the period set out in the agreement (reversal of the debt that was previously allocated with shareholders' equity as a contra-item).

(4) Amount related to the badwill/(goodwill) resulting from the purchase of minorities and from the subscription of unopted shares of the share capital increase approved by the Shareholders' Meetings of the subsidiaries SALT S.p.A., ADF S.p.A. and CISA S.p.A.

(5) Effect on Third Parties resulting from the purchase of minorities and unexercised shares

(6) Amount related to the accounting effects of the put option granted to minority shareholders on the shares signed by them upon the share capital increase of Autostrada dei Fiori S.p.A..

(7)

| | |
|---|---|
| Minority interests' profit | 195,339 |
| Update to fair value, pro-rata | (2,070) |
| Update to "IRS", pro-rata | (12,359) |
| Provisions for foreign exchange differences, pro-rata | (2,889) |
| **"Comprehensive" minority interests' profit** | **178,021** |

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

| *(amounts in millions of EUR)* | **Shareholders' equity[(1)]** | **Profit/(loss)** |
|---|---|---|
| **ASTM S.p.A. as at 31 December 2011** | **1,589.2** | **48.0** |
| Shareholders' equity and profit of the consolidated companies | 933.8 | 107.8 |
| Book value of the consolidated companies | (1,423.4) | - |
| Reversal of dividends collected from the subsidiaries and associated companies | | (52.2) |
| **ASTM Group as at 31 December 2011** | **1,099.6** | **103.6** |

| *(amounts in millions of EUR)* | **Shareholders' equity[(1)]** | **Profit/(loss)** |
|---|---|---|
| **ASTM S.p.A. as at 31 December 2012** | **1,645.7** | **79.3** |
| Shareholders' equity and profit of the consolidated companies | 1,466.2 | 382.5 |
| Book value of the consolidated companies | (1,676.2) | - |
| Reversal of dividends collected from the subsidiaries and associated companies | | (84.1) |
| **ASTM Group as at 31 December 2012** | **1,435.7** | **377.7** |

(1) The equity investments included in the Corporate Reorganisation implemented in 2007 were entered in the financial statements of ASTM S.p.A. on the basis of current values (resulting from the appraisals prepared by the Court-appointed expert) while the capital gains arising from the contribution/transfer of investments were fully accounted for in the shareholders' equity. Conversely, in the consolidated financial statements, intercompany capital gains were reversed recognising in the consolidated shareholders' equity only the portion obtained from Minority Shareholders. Therefore, the shareholders' equity of the holding company is higher than the Group one.

## General information

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

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

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

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

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

The Board of Directors of the ASTM S.p.A. examined and recommended the consolidated financial statements of the ASTM Group on 8 April 2013.

**Preparation criteria and contents of the consolidated financial statements**

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

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

# Principles of consolidation, valuation criteria and explanatory notes

## Principles of consolidation and valuation criteria

In addition to the financial statements of the parent company – ASTM S.p.A., these consolidated financial statements include the financial statements of the Companies over which it exercises control (these financial statements have been approved by the related Boards of Directors and have been suitably adjusted/restated to make them uniform with the Parent Company's and the IAS/IFRS international accounting standards for preparing financial statements). Control exists when the parent company holds 50% of the voting rights directly or indirectly, that is, it has the power to determine the financial and operational policies of the company. The financial statements of subsidiaries are included in the consolidated accounts starting from the date upon which control is assumed until the moment when control ceases to exist.

Companies over which control is held jointly with minority shareholders, based on agreements with them, are consolidated with the proportional method.

Companies over which "significant influence" is exercised on the subject of financial and operational policies, are valuated with the equity method.

Furthermore, we specify that the subsidiaries Rites s.c.a.r.l., INPAR S.p.A. (in liquidation) and Sistemi e Servizi s.c.ar.l. were evaluated with the equity method, because they are small. Consolidating them would not have produced any significant effect on the consolidated financial statements.

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

* * *

*Consolidation by the line-by-line method*

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

The principal consolidation adjustments made were the following:

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

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

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. Furthermore, profits and losses from transactions between these businesses and related to securities included in the balance sheet and the income statement are also eliminated, if significant. 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.

*Consolidation by the proportional method*

In brief, the proportional method of consolidation involves aggregating, line by line, the parent company portion of each asset, liability, income and expense of the investee company in the respective items of the consolidated financial statements.

With the proportional method of consolidation, we see only that part of the value of the investee company that belongs to the Group, and not its total value. Furthermore, as a contra entry to the value of the investments, only that part of shareholders' equity belonging to the Group is eliminated, and the items "Shareholders' equity, minority interest" and "Minority interest" (in the income statement) do not appear, because these items are automatically excluded.

Furthermore, intercompany profits and losses are eliminated proportionally and all other consolidation adjustments are also made in a similar manner.

*Valuation of investments with the equity method*

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

**Valuation criteria**

The valuation criteria applied to the preparation of the consolidated financial statements as at 31 December 2012 are the same as those used to draw up the financial statements as at 31 December 2011.

Intangible assets

*Goodwill*

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

*Concessions – non-compensated revertible assets*

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

These assets are amortised based on the expected development of toll revenues (“*revenue based unit of production method*” - *traffic volumes that are "calibrated" on the acquired tariff*) for the duration of each single concession; this method reflects the conditions at which it is assumed that the future economic benefits of the asset will be used by the Operator. In determining the amortisation of revertible assets of ATIVA S.p.A. and SALT S.p.A., Item 2 of Article 5 of the current Agreement provides that the outgoing operator is entitled to indemnification by the incoming operator for the terminal value, that is, that part of new works that have been realised but not yet amortised to the expiration of the concession.

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

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

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

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

*Other intangible assets*

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

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

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

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

Tangible assets

*Property, plant, machinery and other assets*

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

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

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

*Leased assets – Financial lease contracts*

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

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

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

*Leased assets – Operating lease contracts*

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

Inventories

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

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

*Contracted work in process*

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

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

Financial assets held for trading

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

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

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

Financial assets held to maturity

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

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

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

Loans and Receivables

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

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

Financial assets available for sale

Included in this category are the financial assets not included in the items "Financial assets held for trading", "Financial assets held to maturity" or "Loans and Receivables". More specifically, this item includes the shares not held and not eligible as control, connection or joint control.

These are recorded at fair value as at the settlement date of the transaction. Profits and losses from later changes in fair value are accounted for by the equity method as the contra entry until the asset is sold and the income is posted to the income statement. In determining the fair value as at the date of the report, the following was taken into account: i) the security listing on active markets or the listing of similar securities; ii) variables other than listings on active markets that can be observed on the market, either directly (listings) or indirectly (listing derivatives); iii) the values that can be inferred from recent appraisals or transactions (these values are not always based on market values that can be observed). If the fair value cannot be reliably established, the financial asset is valued at cost.

Every year or at the closing of an interim period, the presence of significant/accumulated impairment losses is assessed. If impairment is detected, the related loss is entered into the income statement at market prices, for listed securities, or, for non-listed, at the current value of the estimated future financial flows discounted at the actual interest rate. Specifically, with regards to listed securities, the impairment parameters are represented by a reduction in the fair value which is approximately one third greater or prolonged for more than 18 months compared to the value posted originally. In any case, the accounting of an accumulated impairment in the income statement is dependent on a valuation of each investment that takes into account, among other things, of particularly volatile or unusual market trends. If, subsequently, the reasons for the impairment cease to exist, a write-back is posted into the shareholders' equity.

Financial receivables

"Financial receivables" include:

- receivables from connected companies for tolls collected on behalf of licensees of the Group, which had not yet been allocated by the end of the period (so-called cash in transit);
- repurchase agreements;
- term current accounts;
- receivables from ANAS for capital grants which are recognised as financial assets, in accordance with the provisions of the IFRIC 12 interpretation.

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

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

Cash and cash equivalents

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

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

Loans and other liabilities

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

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

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

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

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

Payables to ANAS and the Central Insurance Fund

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

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

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

Provisions for risks and charges

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

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

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

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

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

*Employee benefits (Employee Severance Indemnity)*

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

As they come from changes in the actuarial assumptions used or changes in the plan conditions, actuarial gains and losses from these plans are posted to the income statement.

Treasury shares

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

Revenues

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

*Proceeds from tolls*

These are posted based on the related transits.

*Rental income and royalties*

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

*Revenues from product sales*

Revenues from product sales are recognised when the risks are transferred to the buyer, a moment that usually coincides with shipping/delivery.

*Revenues for services*

Revenues for services are recognised based on the accrued payment.

*Revenues for work and planning*

Revenues accruing during the period related to contracted work in process are posted based on the agreed payments as a function of the state of progress of the work, according to the percentage of completion method.

Dividends

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

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

Grants

Grants are recognised when there exists a reasonable certainty that they will be received and that all the conditions for their disbursement will be met. Capital grants are posted to the balance sheet as an adjustment entry to the book value of the asset to which they refer. Operating grants are imputed as income and systematically allocated to the cost related to them using the matching principle.

Financial charges

Financial charges are recorded, on an accrual basis, as a cost in the accounting period in which they are incurred except for those which are directly imputable to the construction of non-compensated revertible assets and other assets, which are capitalised as an additional part of the cost of production. Capitalisation of financial charges begins when activities are under way to prepare the asset for use, and it ends when these activities are essentially completed.

Income taxes

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

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

In accordance with IAS 12, "deferred tax liabilities" and "advance tax payments" are calculated based on the temporal differences between the recognized value for tax purposes of an asset or a liability and its value on the balance sheet, when it is probable that these differences will cancel themselves out in the foreseeable future. The amount of the “deferred tax liabilities” or “advance tax payments” is determined based on tax rates that are expected to apply to the period in which the tax credit is 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 credits are posted when their recovery is likely.

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

Furthermore, tax effects have been considered, deriving from the adjustments made to the financial statements of consolidated businesses while applying uniform Group valuation criteria.

Derivatives

Derivatives are assets and liabilities recognized at fair value.

Derivatives are classified as hedging instruments when the relationship between the derivative and the subject of the coverage is formally documented and the coverage is highly effective, which is verified periodically. When hedging derivatives cover the risk of changes to the fair value of the instruments being covered (a “fair value hedge”, for example, covering the variability of the fair value of assets/liabilities at a fixed rate), the derivatives are recognised at fair value and their effects are imputed to the income statement. At the same time, the instruments subject to coverage are updated to reflect the changes to their fair value associated with the covered risk. When derivatives cover the risk of changes in net cash from the instruments being covered (cash flow hedge, for example, covering the variability of cash flows from assets/liabilities at a fixed rate), changes to fair value of the derivatives are initially posted to shareholders’ equity and later imputed to the income statement along with the economic effects produced by the covered transaction. Changes to the fair value of derivatives that do not satisfy the conditions to be classified as hedges are posted to the income statement.

Impairment test

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

*Intangible assets with indefinite useful life (goodwill)* are assessed every year and whenever there is an indication of potential impairment, in order to ascertain if such impairment effectively exists.

With regards to goodwill related to motorway companies, in line with the provisions of IAS 36, the Company determined the “useful life” of each Cash Generating Unit by discounting the future cash flows deriving from the motorway management activity. The calculation is based on the data included in the financial plans annexed to the current Standard Agreements that, despite they refer to a time frame that is, on average, higher than five financial years, they better represent the business carried out by the motorway companies. Moreover, since these concessions have a predefined useful life, the terminal value has not been calculated.

The figures contained in the said plans have been adjusted, where needed, to reflect the changes occurred after the preparation date of the financial plans (traffic volumes, toll rates, etc.). More specifically, considering the current economic situation, a 4% decrease in traffic has been forecast for 2013 compared to the figure for 2012, with a gradual recovery in traffic expected for the following years.

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

In order to calculate the discounting rate, the following parameters have been taken into account:

| |
|---|
| "Free-risk" rate equal to the return of the 10-year BTP (Pluriannual Treasury Bonds) benchmark – average of the last 48 months as of the assessment date |
| Risk premiums in line with the CIPE Resolution No. 38/2007 (basis to calculate the WACC of Standard Agreements) + 50 bp |
| Beta of the Italian motorway sector (SIAS/Atlantia) redetermined on the company's financial structure as of the assessment date |
| Cost of debt equal to the average of the last 48 months IRS 10 year + spread (250 bp) |
| Inflation rate equal to the real inflation component included in the 10-year IRS. |

The discounting rates (that have been specifically calculated for each licensee company in order to reflect the financial structure) fluctuate between 3.76% and 4.28%[1].

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

With regards to goodwill related to non-licensees, the useful life was calculated on the basis of recent transactions/appraisals.

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

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

The losses posted in the income statement are written back in case of changes in the valuation criteria used to determine the recoverable value. A value write-back is recorded in the income statement by aligning the book value of the assets to its recoverable value. The latter cannot exceed the value that would have been determined, net of depreciation and amortisation expense, if impairment had not been posted in the previous years.

**Estimates and valuations**

The preparation of these consolidated financial statements and the related notes required estimates and assumptions that had an effect on the values of the assets and liabilities in the report and on the information related to potential assets and liabilities as at the date of the report. Actual results achieved may differ from these estimates. Among other things, the valuation used fair value to appraise assets

[1] With reference to the calculation of the fair value of the equity investment held in the licensee Milano Serravalle – Milano Tangenziali, the WACC is equal to 5.53% having taken into account a cost of debt equal to IRS 10 years + spread (350 bp).

available for sale, and to record amortisation/depreciation, write-downs of assets and provisions for risks. The estimates and assumptions are reviewed periodically and the effects of any changes are reflected immediately in the income statement.

***

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

It is pointed out that some items from the financial statements of the previous year were reclassified in order to make them comparable with the amounts posted in the current year. Evidence of these reclassifications is been given to the individual notes.

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

**ACCOUNTING STANDARDS, NEWLY-ISSUED INTERPRETATIONS OR REVISIONS AND AMENDMENTS TO EXISTING STANDARDS**

Below are the new accounting standards and interpretations, or the amendments to the standards and to existing interpretations considered relevant for the Group.

## Accounting standards, amendments and interpretations applied as from 1 January 2012

On 6 June 2012, Regulation no. 475/2012 was published in the Official Journal of the European Union, which adopts the amendments to IAS 1 - *Presentation of Financial Statements - Presentation of Items of Other Comprehensive Income* and to IAS 19 - *Employee Benefits*.
The objective of the amendments to IAS 1 is to make the presentation of the increasing number of items of other comprehensive income clearer, and to assist the users of financial statements in distinguishing between the items of other comprehensive income that can be reclassified subsequently to profit or loss, and those that will never be reclassified to profit or loss.
As to the amendments to IAS 19, the possibility to defer actuarial gains and losses according to the corridor method is deleted, by requiring to show in the equity and financial position the fund deficit or surplus and to record in the income statement the cost components linked to the service rendered and the net financial charges, as well as to record actuarial gains and losses resulting from the recalculation of assets and liabilities in the statement of comprehensive income.
Amendments to IAS 1 and IAS 19 are effective as from the financial statements for annual periods beginning on or after 1 July 2012 and 1 January 2013, respectively.

On 29 December 2012, Regulation no. 1254/2012 was published in the Official Journal of the European Union, aimed at endorsing IFRS 10 - *Consolidated Financial Statements*, IFRS 11 - *Joint Arrangements*, IFRS 12 - *Disclosure of Interests in Other Entities*, as well as IAS 27 - *Consolidated and Separate Financial Statements* and IAS 28 - *Investments in Associates and Joint Ventures*, as amended. Following this endorsement process, the said standards are applicable at the latest as from 1 January 2014.
More specifically, IFRS 10 - *Consolidated Financial Statements* replaces SIC-12 *Consolidation – Special purpose entities (vehicle companies)* and parts of IAS 27 – *Consolidated and separate financial statements*, which has been renamed *Separate financial statements* and governs the accounting treatment of equity investments in the separate financial statements. The new standard is based on the existing standards, identifying “control” as the determining factor for the consolidation of a company into the consolidated financial statements of the parent company. It also provides a guide to determine the existence of control where it is difficult to ascertain it.
IFRS 11 - *Joint arrangements* replaces IAS 31 – *Interests in Joint Ventures* and SIC-13 – *Jointly Controlled Entities - Non-Monetary Contributions by Venturers*. The new standard provides some criteria to identify joint arrangements based on rights and obligations deriving from arrangements rather than on their legal form, and establishes the equity method as the only method to account for equity investments in jointly controlled entities in the consolidated financial statements. Following the issue of the standard, IAS 28 – *Investments in associates* was amended to include investments in joint ventures within its application scope, starting from the effective date of the standard.

IFRS 12 – *Disclosure of interest in other entities* is a new complete standard on the disclosure to be supplied on every type of interest, including that in subsidiaries, joint arrangements, associated companies, special purpose entities and other unconsolidated vehicle companies.

* * *

In December 2012, IASB published the *Exposure Draft ED/2012/5 "Clarification of acceptable methods of depreciation and amortisation (proposed amendments to IAS 16 and IAS 38)"*. This document proposes to amend IAS 16 (Property, Plant and Equipment) and IAS 38 (Intangible Assets) and states that an amortisation/depreciation method based on the expected development of revenues is "<u>not appropriate</u>".
It is possible to send comments/proposals for amendments to the said E.D. by 2 April 2013.

# Notes - Scope of consolidation

The list of subsidiary companies included in the scope of consolidation is shown below.

Parent company

| Name | Registered office |
|---|---|
| ASTM S.p.A. | Turin - Corso Regina Margherita 165 |

## Subsidiaries – consolidated with the line-by-line method

| Name | Registered office | Share capital | Group % | Directly-held % |
|---|---|---|---|---|
| Cisa Engineering S.p.A. | Ponte Taro (PR) – Via Camboara 26/A | 1,000,000 | 100.000 | |
| Consorzio SINA | Milan – Via F. Casati 1/A | 50,000 | 100.000 | |
| Euroimpianti Electronic S.p.A. | Tortona (AL) – Via Balustra 15 | 120,000 | 100.000 | |
| Fiori Real Estate s.r.l. | Imperia - Piazza della Repubblica 46A | 110,000 | 100.000 | |
| Holding Piemonte e Valle d'Aosta S.p.A. | Turin - Via Bonzanigo 22 | 350,000,000 | 100.000 | |
| Logistica Tirrenica S.p.A. | Lido di Camaiore (LU) – Via Don Tazzoli 9 | 12,000,000 | 100.000 | |
| IGLI S.p.A. | Milan – Via Quintino Sella, 4 | 24,120,000 | 100.000 | 100.000 |
| SINA S.p.A. | Milan – Via F. Casati 1/A | 10,140,625 | 100.000 | 99.500 |
| SINECO S.p.A. | Milan – Via F. Casati 1/A | 500,000 | 100.000 | 82.000 |
| Tibre s.c.a r.l. | Ponte Taro (PR) – Via Camboara 26/A | 10,000 | 100.000 | |
| Autostrada Torino Savona S.p.A. | Moncalieri (TO) – Corso Trieste 170 | 161,720,000 | 99.979 | |
| SATAP S.p.A. | Turin – Via Bonzanigo 22 | 158,400,000 | 99.874 | |
| Finanziaria di Partecipazioni e Investimenti S.p.A. | Tortona (AL) – S.S. 211 Loc. San Guglielmo 3/13 | 66,150,000 | 98.940 | |
| SINELEC S.p.A. | Tortona (AL) – S.S. 211 Loc. San Guglielmo 3/13 | 7,383,435 | 98.094 | |
| Autostrada Ligure Toscana S.p.A. | Lido di Camaiore (LU) – Via Don Tazzoli 9 | 160,000,000 | 90.886 | |
| ABC Costruzioni S.p.A. | Ponte Taro (PR) – Via Camboara 26/A | 5,326,938 | 85.921 | |
| Autocamionale della Cisa S.p.A. | Ponte Taro (PR) – Via Camboara 26/A | 48,533,333 | 86.775 | |
| Collegamenti Integrati Veloci S.p.A. | Tortona (AL) – S.S. 211 Loc. San Guglielmo 3/13 | 20,000,000 | 82.500 | |
| LIRA s.r.l. | Milan c/o Politecnico di Milano – Via Durando 10 | 200,000 | 75.000 | |
| SAV S.p.A. | Châtillon (AO) – Strada Barat 13 | 24,000,000 | 67.634 | |
| Autostrada dei Fiori S.p.A. | Savona – Via Don Minzoni 7 | 325,000,000 | 64.007 | |
| SIAS S.p.A. | Turin – Via Bonzanigo 22 | 113,750,558 | 63.422 | 61.704 |
| CONSORZIO SINTEC | Milan – Via F. Casati 1/A | 20,000 | 60.000 | |
| Autostrada Asti-Cuneo S.p.A. | Rome – Via XX Settembre 98/E | 200,000,000 | 60.000 | |

## Subsidiaries – consolidated with the proportional method (*)

| Name | Registered office | Share capital | Group % | Directly-held % |
|---|---|---|---|---|
| ATIVA S.p.A. | Turin – Strada Cebrosa 86 | 44,931,250 | 41.170 | |
| Si.Co.Gen. s.r.l. | Turin – Strada Cebrosa 86 | 260,000 | 41.170 | |
| ATIVA Engineering S.p.A. | Turin – Strada Cebrosa 86 | 200,000 | 41.170 | |

(*) Companies consolidated with the proportional method, since they are jointly controlled with another entity, by virtue of a specific agreement.

## List of investments in subsidiaries and associated companies accounted for by the equity method

| Name | Registered office | Share capital | Group % | Directly-held % |
|---|---|---|---|---|
| RITES S.c.a r.l. | Tortona-Località Passalacqua S.S. 211 KM. 13 | 10,000 | 86.660 | |
| INPAR S.p.A. (in liquidation) | Turin - Via M. Schina 5 | 6,196,800 | 66.666 | 33.333 |
| SISTEMI E SERVIZI S.c.a r.l. | Tortona (AL) S.S.211 Loc. San Guglielmo 3/13 | 100,000 | 58.000 | 14.000 |
| CON.SI.L.FER. | Rome - Via Indonesia 100 | 5,164 | 50.000 | |
| Rivalta Terminal Europa S.p.A. | Tortona (AL) – Fraz. Rivalta Scrivia – Strada Savonesa 12/16 | 20,696,515 | 44.447 | |
| ATIVA Immobiliare S.p.A. | Turin – Strada Cebrosa 86 | 1,100,000 | 41.170 | |
| VETIVARIA s.r.l. | Milan – Via Spallanzani 6 | 72,000 | 40.326 | |
| ITINERA S.p.A. | Tortona (AL) – Via Balustra 15 | 60,000,000 | 40.303 | |
| ATON s.r.l. | Tortona (AL) S.S.211 Loc. San Guglielmo 3/13 | 100,000 | 40.000 | |
| MALPENSA 92 S.c.a r.l. (in liquidation) | Tortona (AL)- Regione Ratto | 10,000 | 40.000 | |
| OMT S.p.A. | Tortona (AL) - S.P. Pozzolo Formigaro 3/5 | 2,000,000 | 40.000 | |
| Fondo Valle S.c.a r.l. (in liquidation) | Tortona (AL)-Strada privata Ansaldi 8 | 10,000 | 39.330 | |
| SITAF S.p.A. | Susa (TO) - Fraz. S. Giuliano, 2 | 65,016,000 | 36.976 | |
| SITRASB S.p.A. | S.Rhémy-en-Bosses Frazione S.Léonard (AO) | 8,000,000 | 36.500 | |
| Baglietto S.p.A. | Tortona (AL) – S.S. 211 Loc. San Guglielmo 3/13 | 25,040,000 | 36.000 | 36.000 |
| S.A.C. S.r.l. Consortile (in liquidation) | Carini (PA)-S.S. 113 Zona Industriale | 10,200 | 35.000 | |
| ALBENGA-GARESSIO-CEVA S.p.A. | Cuneo – Via XX Settembre 47 bis | 600,000 | 32.227 | |
| ASTA S.p.A. | Turin – Via Piffetti 15 | 6,000,000 | 30.000 | |
| QUIRES S.r.l. | Milan – Via Fantoli 6/15 | 100,000 | 30.000 | |
| Impregilo S.p.A. | Milan – Via dei Missaglia 97 | 718,364,457 | 29.960 | |
| Vado Intermodal Operator S.c.p.A. | Vado ligure (SV) – Via Trieste 25 | 3,000,000 | 28.000 | |
| S.A.C.S. s.r.l. Consortile (in liquidation) | Licata (AG)-Via Bengasi 26 | 10,200 | 25.000 | |
| C.I.M. S.p.A. | Novara – Via Carlo Panseri 118 | 24,604,255 | 24.313 | |
| Società Autostrada Broni-Mortara S.p.A. | Milan – Via F. Casati 1/A | 25,000,000 | 22.000 | |
| Pinerolo s.c.a r.l. | Turin – C.so Francia 22 | 20,000 | 20.585 | |
| C.T.E. Consorzio Tangenziale Engineering | Milan – Via Girolamo Vida 11 | 20,000 | 20.000 | |
| ROAD LINK Holdings Ltd. | Northumberland - 4 Gilsgate - U.K. | GBP 1,000 | 20.000 | |

**List of unconsolidated investments - available for sale**

| Name | Registered office | Share capital | Group % | Directly-held % |
|---|---|---|---|---|
| FIUMICINO PISTA 3 S.c.a r.l. | Rome-L.go Lido Duranti 1/a | 10,200 | 19.990 | |
| Consorzio Autostrade Italiane Energia | Rome-Via A. Bergamini 50 | 107,112 | 17.310 | |
| Confederazione Autostrade S.p.A. | Verona- Via Flavio Gioia, 71 | 6,000,000 | 16.667 | |
| CODELFA S.p.A. | Tortona-Località Passalacqua S.S. 211 Km. 13 | 2,500,000 | 16.423 | |
| LUCI s.r.l. | Amaro (UD) – Via Jacopo Linussio 1 | 11,600 | 13.793 | |
| MILANO SERRAVALLE - MILANO TANGENZIALI S.P.A. | Assago Milanofiori (MI)-Via del Bosco Rinnovato 4/A | 93,600,000 | 13.595 | 0.048 |
| P I S T A S.p.A. (in liquidation) | Turin - Galleria S.Federico 54 | 2,481,440 | 13.055 | |
| Autostrade Lombarde S.p.A. | Largo B. Belotti 16 | 466,984,840 | 12.747 | |
| EURETE S.c.a.r.l. | Genoa-Via Ippolito D'Aste 7/5 | 65,232 | 12.290 | |
| C.R.S. – Centro Ricerche Stradali S.p.A. | Mestre (VE) – Piazzale Leonardo da Vinci 8/A | 300,000 | 11.081 | |
| CSI- Consorzio Servizi Ingegneria | Verona – Via Cattaneo 20 | 10,000 | 11.000 | |
| MICROLUX s.r.l. | Tortona (AL) – Via Balustra 15 | 10,400 | 10.000 | |
| Tubosider S.p.A. | Turin – Via Palmieri 29 | 8,000,000 | 10.000 | |
| AUTOSTRADA TIRRENICA S.p.A. | Rome-Via Bergamini 50 | 24,460,200 | 9.993 | |
| TANGENZIALI ESTERNE DI MILANO S.p.A. | Milan – Via Della Liberazione 18 | 53,616,422 | 9.232 | |
| Argo Costruzioni Infrastrutture ACI s.c.p.a. | Tortona (AL) – Regione Ratto | 130,000 | 8.769 | |
| SPEDIA S.p.A. | La Spezia-Via Fontevivo 25 | 2,413,762 | 7.971 | |
| Terminal Container Civitavecchia S.c.a r.l. | Tortona (AL) – Via Balustra 15 | 50,000 | 7.000 | |
| AUTOSTRADA ALEMAGNA S.p.A. | Venice - San Marco | 312,000 | 6.520 | 6.520 |
| AGENZIA di POLLENZO S.p.A. | Bra, Fraz. Pollenzo (CN) – Piazza Vittorio Emanuele 13 | 25,610,365 | 6.050 | |
| FORM CONSULT S.p.A. (in liquidation) former Iri Management | Rome – Via Piemonte 60 | 1,560,000 | 6.044 | |
| GEAC S.p.A. (former S.I.Tra.Ci. S.p.A.) | Levaldigi (CN) – S.R. 20, n.1 | 1,485,470 | 5.597 | 2.837 |
| CO.C.I.V. | Genoa (GE) - Via Roccatagliata Ceccardi 4/16 | 100 | 5.000 | |
| TUNNEL GEST S.p.A. | Arcugnano (VI) – Via dell'Industria n. 2 | 6,000,000 | 5.000 | |
| INTERPORTO RIVALTA SCRIVIA S.p.A. | Rivalta Scrivia (AL) - Strada Savonesa 12/16 | 11,848,200 | 4.340 | 4.340 |
| Compagnia Italiana Energia C.I.E. S.p.A. | Turin - Via Piffetti, 15 | 3,568,000 | 4.034 | |
| FNM S.p.A. | Milan – P.le Cadorna 14 | 129,228,192 | 3.746 | |
| P.S.T. S.p.A. | Tortona (AL) - Via Emilia 168 | 4,797,728 | 3.461 | |
| AEROPORTO PAVIA RIVANAZZANO s.r.l. | Pavia - Via F. Baracca 8 | 1,487,246 | 2.320 | |
| Industria e Innovazione S.p.A. | Milan – Corso Italia 13 | 76,602,596 | 2.244 | |
| SO.GE.A.P. S.p.A. | Fontana (PR)-Via dell'Aeroporto n. 44/a | 28,609,600 | 1.986 | |
| ALITALIA – Compagnia Aerea Italiana S.p.A. | Milan – Via Camperio Manfredo 9 | 668,355,344 | 1.771 | |
| Alerion Clean Power S.p.A. | Milan- Via Durini n. 16/18 | 162,841,690 | 1.050 | 1.050 |
| Taranto Logistica S.p.A. | Tortona (AL)- Via Balustra 15 | 13,000,0000 | 1.000 | |
| Interporto Toscano A. Vespucci S.p.A. | Collesalvetti – LI – Via delle Colline 26 | 11,756,695 | 0.659 | |
| BANCA CARIGE S.p.A. | Genoa- Via Cassa di Risparmio 15 | 1,790,308,264 | 0.608 | |
| CONSORZIO IECAF | Milan – Via del Missaglia 97 | 10,000 | 0.350 | |
| Tangenziale Esterna S.p.A. | Milan – Via della Liberazione 18 | 100,000,000 | 0.250 | |
| C.e.P.I.M. S.p.A. | Fontevivo (PR)- Piazza Europa, 1 | 6,643,000 | 0.211 | |
| Mediobanca S.p.A. | Milan - Piazzetta Enrico Cuccia 1 | 430,564,606 | 0.168 | 0.075 |
| ASSOSERVIZI INDUSTRIE s.r.l. | Carrara (MS)-Viale XX Settembre 118 | 443,700 | 0.055 | |
| Assicurazioni Generali S.p.A. | Trieste – Piazza Duca degli Abruzzi 2 | 1,556,873,283 | 0.038 | 0.016 |
| C.A.A.F. IND. E.C. S.p.A. | Bologna- Via Massarenti n. 190 | 375,200 | 0.014 | |
| Brisa-Auto-Estrada De Portugals SA | Sao Domingos de Rana | 600,000,000 | 0.003 | 0.003 |
| Abertis Infraestructuras S.A. | Parc Logistic Avenue 12-20 – Barcelona – Spain | 2,327,969,016 | 0.001 | 0.001 |

**Changes in the scope of consolidation**

Following the acquisition of the controlling interest in Autostrada Torino-Savona S.p.A. (ATS), this was consolidated according to the "line-by-line" method only with regard to the "equity balance", since the acquisition took place on 15 November 2012 and the consolidation of the "economic data" would have been considered as "non-significant".

In the following explanatory notes, the asset entries due to ATS are reported under item "Change in the scope of consolidation".

## Notes – Operating segments

On the basis of the current organisational structure of the ASTM Group, the information required by IFRS 8 is provided below, broken down by "business segment".

### Business sectors

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

a. Motorway sector (operating activities)

b. Motorway sector (planning and construction activities)

c. Construction sector

d. Engineering sector

e. Technology sector

f. Services sector

The financial and equity data for each sector are shown in the table below. Transactions between sectors are reversed in the "eliminations" column.

| | Business segment | | | | | | | | | | | | Eliminations | | Consolidated | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Motorway (operations) | | Motorway (planning and construction) | | Construction | | Engineering | | Technology | | Services | | | | | |
| | 2012 | 2011 | 2012 | 2011 | 2012 | 2011 | 2012 | 2011 | 2012 | 2011 | 2012 | 2011 | 2012 | 2011 | 2012 | 2011 |
| Revenues, minority interests: | | | | | | | | | | | | | | | | |
| Motorway (tolls) | 885,184 | 895,641 | | | | | | | | | | | | | 885,184 | 895,641 |
| Other motorway revenues | 38,430 | 40,605 | | | | | | | | | | | | | 38,430 | 40,605 |
| Construction sector motorway revenues | | | 271,639 | 281,186 | | | | | | | | | | | 271,639 | 281,186 |
| Construction | | | | | 3,765 | 4,352 | | | | | | | | | 3,765 | 4,352 |
| Engineering | | | | | | | 24,988 | 22,925 | | | | | | | 24,988 | 22,925 |
| Technology | | | | | | | | | 13,973 | 24,209 | | | | | 13,973 | 24,209 |
| Other | 42,228 | 47,616 | | | 824 | 823 | 40 | 40 | 521 | 717 | 337 | 308 | | | 43,950 | 49,504 |
| **Total revenues, minority interests** | **965,842** | **983,862** | **271,639** | **281,186** | **4,589** | **5,175** | **25,028** | **22,965** | **14,494** | **24,926** | **337** | **308** | | | **1,281,929** | **1,318,422** |
| Intersegment revenues | 6,078 | 6,277 | | | 76,362 | 89,490 | 51,670 | 47,857 | 63,320 | 50,374 | 6,264 | 5,851 | (203,694) | (199,849) | | |
| **Total revenues** | **971,920** | **990,139** | **271,639** | **281,186** | **80,951** | **94,665** | **76,698** | **70,822** | **77,814** | **75,300** | **6,601** | **6,159** | **(203,694)** | **(199,849)** | **1,281,929** | **1,318,422** |
| Operating costs | (438,741) | (442,722) | (271,639) | (281,186) | (71,418) | (82,928) | (63,497) | (57,903) | (57,791) | (57,354) | (15,946) | (11,644) | 203,694 | 199,849 | (715,339) | (733,888) |
| **Sector GOM** | **533,179** | **547,417** | | | **9,533** | **11,737** | **13,201** | **12,919** | **20,023** | **17,946** | **(9,345)** | **(5,485)** | | | **566,590** | **584,534** |
| Non-recurring items | 12,100 | | | | | | | | | | | | | | 12,100 | |
| Amortisation/depreciation and provisions | (252,931) | (237,430) | | | (1,175) | (1,169) | (1,039) | (1,047) | (1,264) | (1,449) | (1,844) | (4,301) | | | (258,253) | (245,396) |
| Write-downs | | | | | | | (8,234) | | | | (3,137) | (3,311) | | | (11,371) | (3,311) |
| **Operating profit** | **292,348** | **309,987** | **-** | **-** | **8,358** | **10,568** | **3,928** | **11,872** | **18,759** | **16,497** | **(14,326)** | **(13,097)** | | | **309,066** | **335,827** |
| Financial charges | (43,135) | (62,421) | | | (225) | (27) | (608) | (428) | (567) | (73) | (68,459) | (34,749) | | | (112,994) | (97,698) |
| Write-down of equity investments | (16,055) | (1,080) | | | | | | | | | (26,422) | (11,414) | | | (42,477) | (12,494) |
| Financial income | 18,508 | 16,384 | | | 616 | 139 | 248 | 159 | 530 | 220 | 397,862 | 10,202 | | | 417,764 | 27,104 |
| Net income, associated companies portion | 2,505 | 3,235 | | | | | | | (412) | 69 | 86,285 | 27,830 | | | 88,378 | 31,134 |
| **Pre-tax profit** | **254,171** | **266,105** | | - | **8,749** | **10,680** | **3,568** | **11,603** | **18,310** | **16,713** | **374,940** | **(21,228)** | | | **659,737** | **283,873** |
| Income taxes | | | | | | | | | | | | | | | (86,689) | (95,745) |
| **Net income, including minority interests** | | | | | | | | | | | | | | | **573,048** | **188,128** |

| | Business segment | | | | | | | | | | Eliminations | | Consolidated | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Motorway (operations) | | Construction | | Engineering | | Technology | | Services | | | | | |
| | 2012 | 2011 | 2012 | 2011 | 2012 | 2011 | 2012 | 2011 | 2012 | 2011 | 2012 | 2011 | 2012 | 2011 |
| Fixed assets | 4,852,705 | 4,130,616 | 5,652 | 6,264 | 46,246 | 29,064 | 16,610 | 16,276 | 4,369,399 | 3,822,324 | (4,690,933) | (4,001,793) | 4,599,679 | 4,002,751 |
| Current assets | 122,101 | 85,160 | 39,624 | 47,883 | 52,177 | 44,639 | 30,461 | 34,550 | 47,192 | 60,967 | (105,793) | (117,256) | 185,762 | 155,943 |
| **Total assets** | | | | | | | | | | | | | **4,785,441** | **4,158,694** |
| Sector liabilities | 469,880 | 481,246 | 30,724 | 35,570 | 40,575 | 29,433 | 21,014 | 25,303 | 30,955 | 76,732 | (243,203) | (212,026) | 349,945 | 436,258 |
| Medium/long-term liabilities and funds | 352,953 | 290,244 | 1,598 | 1,511 | 2,875 | 2,806 | 2,517 | 2,145 | 7,262 | 9,431 | | | 367,205 | 306,137 |
| Medium-term financial indebtedness (available funds) | 1,815,142 | 1,690,687 | (11,701) | (7,318) | (17,170) | (9,939) | (15,035) | (7,971) | (44,293) | (67,227) | | | 1,726,943 | 1,598,232 |
| | | | | | | | | | | | (4,553,523) | (3,907,023) | | |
| Shareholders' equity | | | | | | | | | | | | | 2,341,348 | 1,818,067 |
| **Liabilities** | | | | | | | | | | | | | **4,785,441** | **4,158,694** |
| Companies consolidated with the equity method | 85,885 | 83,874 | 23 | 23 | 733 | 233 | 1,878 | 1,896 | 596,739 | 285,224 | | | 685,258 | 371,250 |

# Notes - Information on the balance sheet

## Note 1 – Intangible assets

This item breaks down as follows:

| | **Goodwill** | **Other intangible assets** | | **Total** |
|---|---|---|---|---|
| | | **In operation** | **In process** | |
| **Cost:** | | | | |
| **as at 1 January 2011** | **66,953** | **18,636** | **1,654** | **87,243** |
| Investments | - | 1,192 | 879 | 2,071 |
| Restatements | - | (58) | (174) | (232) |
| Write-downs | (3,311) | - | - | (3,311) |
| Change in the scope of consolidation | | | - | - |
| Divestitures | - | (1,039) | (508) | (1,547) |
| **as at 31 December 2011** | **63,642** | **18,731** | **1,851** | **84,224** |
| **Accumulated amortisation:** | | | | |
| **as at 1 January 2011** | **-** | **(13,952)** | **-** | **(13,952)** |
| 2011 amortisation | - | (1,036) | - | (1,036) |
| Restatements | - | 53 | - | 53 |
| Change in the scope of consolidation | - | - | - | |
| Reversals | | 865 | | 865 |
| **as at 31 December 2011** | **-** | **(14,070)** | **-** | **(14,070)** |
| **Net book value:** | | | | |
| **as at 1 January 2011** | **66,953** | **4,684** | **1,654** | **73,291** |
| **as at 31 December 2011** | **63,642** | **4,661** | **1,851** | **70,154** |

| | **Goodwill** | **Other intangible assets** | | **Total** |
|---|---|---|---|---|
| | | **In operation** | **In process** | |
| **Cost:** | **63,642** | **18,731** | **1,851** | **84,224** |
| **as at 1 January 2012** | | | | |
| Investments | - | 443 | 741 | 1,184 |
| Restatements | - | 152 | (244) | (92) |
| Write-downs | (11,371) | - | - | (11,371) |
| Change in the scope of consolidation | - | 7,853 | - | 7,853 |
| Divestitures | - | (91) | - | (91) |
| **as at 31 December 2012** | **52,271** | **27,088** | **2,348** | **81,707** |
| **Accumulated amortisation:** | **-** | **(14,070)** | **-** | **(14,070)** |
| **as at 1 January 2012** | | | | |
| 2012 amortisation | - | (1,020) | - | (1,020) |
| Restatements | - | - | - | - |
| Change in the scope of consolidation | - | (224) | - | (224) |
| Reversals | - | 91 | - | 91 |
| **as at 31 December 2012** | **-** | **(15,223)** | **-** | **(15,223)** |
| **Net book value:** | | | | |
| **as at 1 January 2012** | **63,642** | **4,661** | **1,851** | **70,154** |
| **as at 31 December 2012** | **52,271** | **11,865** | **2,348** | **66,484** |

*"Goodwill"* is broken down as follows:

| **Cash Generating Unit** | **Value as at 1/1/2012** | **Increases** | **Decreases** | **Value as at 31/12/2012** |
|---|---|---|---|---|
| ATIVA S.p.A. | 10,129 | | (3,137) | 6,992 |
| Autocamionale della Cisa S.p.A. | 27,152 | | | 27,152 |
| Autostrada dei Fiori S.p.A. | 313 | | | 313 |
| SALT S.p.A. | 22,762 | | (8,234) | 14,528 |
| SATAP S.p.A. | 2,907 | | | 2,907 |
| Sinelec S.p.A. | 379 | | | 379 |
| **Total** | **63,642** | **-** | **(11,371)** | **52,271** |

In accordance with IAS 36, goodwill is not subject to amortisation but - since it is an intangible asset with an indefinite useful life - to impairment test once a year or when events arise that may indicate a reduction in value. For the purpose of this test, goodwill has been allocated on the cash generating units shown above.

During the year, the goodwill on ATIVA S.p.A. and on SALT S.p.A. were written down by EUR 3.1 million and EUR 8.2 million, respectively. Despite forecasting a positive result, these write-downs are linked to the approaching expiry of the related concessions (as of today, these are 2016 for ATIVA S.p.A. and 2019 for SALT S.p.A.).

The item *"other intangible assets"* includes, among other things, the capitalisation of basic expenses and application software expenses and licences for software programs.

The increase during the year is due, for EUR 7.6 million, to the higher value given to the item "concession" as part of the acquisition of the equity investment in Autostrada Torino-Savona S.p.A., which took place during the financial year. The following table shows the price paid, the fair value of purchased assets and liabilities as at the date of the acquisition, pursuant to IFRS 3.

| *(amounts in thousands of EUR)* | **Amount** |
|---|---|
| Intangible assets - Non-compensated revertible assets | 284,355 |
| **Intangible assets - Concession** | **7,629** |
| Tangible assets | 7,942 |
| Financial assets | 5,931 |
| Net working capital | (17,776) |
| Financial receivables | 39,969 |
| Cash and cash equivalents | 726 |
| Provisions for risks and charges and severance indemnities | (31,638) |
| Bank debt and other financial liabilities | (73,944) |
| **Total net identifiable assets** | **223,194** |
| Minority interests | (46) |
| **Price paid** | **223,148** |

The item "*other intangible assets in process*" essentially refers to the capitalisation of expenses to develop projects related to new motorway initiatives. This item mainly refers to the costs incurred as a result of the participation (by some Group Companies in association with other companies) to the initiative for the concession of planning, realisation and management of the motorway link called "Pedemontana Piemontese A4 Santhià-Biella-Gattinara A26 Romagnano-Ghemme".

**Concessions – non-compensated revertible assets**

| | Motorway in operation | Motorway under construction | Total |
|---|---|---|---|
| **Cost:** | | | |
| **as at 1 January 2011** | **6,312,902** | **499,859** | **6,812,761** |
| Investments | 26,725 | 262,726 | 289,451 |
| Restatements | 143,321 | (143,321) | - |
| Divestitures | (9) | - | (9) |
| **as at 31 December 2011** | **6,482,939** | **619,264** | **7,102,203** |
| **Capital grants:** | | | |
| **as at 1 January 2011** | **(730,775)** | **(107,474)** | **(838,249)** |
| Increases | - | (46,326) | (46,326) |
| **as at 31 December 2011** | **(730,775)** | **(153,800)** | **(884,575)** |
| **Accumulated amortisation:** | | | |
| **as at 1 January 2011** | **(2,892,480)** | **-** | **(2,892,480)** |
| 2011 amortisation | (228,122) | - | (228,122) |
| Restatements | - | - | - |
| Reversals | - | - | - |
| **as at 31 December 2011** | **(3,120,602)** | **-** | **(3,120,602)** |
| **Net book value:** | | | |
| **as at 1 January 2011** | **2,689,647** | **392,385** | **3,082,032** |
| **as at 31 December 2011** | **2,631,562** | **465,464** | **3,097,026** |

| | Motorway in operation | Motorway under construction | Total |
|---|---|---|---|
| **Cost:** | | | |
| **as at 1 January 2012** | **6,482,939** | **619,264** | **7,102,203** |
| Investments | 40,818 | 244,666 | 285,484 |
| Restatements | 82,437 | (82,437) | - |
| Divestitures | (130) | (1) | (131) |
| Change in the scope of consolidation | 396,085 | 8,077 | 404,162 |
| **as at 31 December 2012** | **7,002,149** | **789,569** | **7,791,718** |
| **Capital grants:** | | | |
| **as at 1 January 2012** | **(730,775)** | **(153,800)** | **(884,575)** |
| Increases | - | (60,371) | (60,371) |
| **as at 31 December 2012** | **(730,775)** | **(214,171)** | **(944,946)** |
| **Accumulated amortisation:** | | | |
| **as at 1 January 2012** | **(3,120,602)** | **-** | **(3,120,602)** |
| 2012 amortisation | (245,991) | - | (245,991) |
| Restatements | - | - | - |
| Reversals | - | - | - |
| Change in the scope of consolidation | (119,807) | - | (119,807) |
| **as at 31 December 2012** | **(3,486,400)** | **-** | **(3,486,400)** |
| **Net book value:** | | | |
| **as at 1 January 2012** | **2,631,562** | **465,464** | **3,097,026** |
| **as at 31 December 2012** | **2,784,974** | **575,398** | **3,360,372** |

The gross value of the motorway network – equal to EUR 7,792 million – includes EUR 1,369 million of capitalised financial charges, of which EUR 13.9 million capitalised during the financial year (EUR 1,355 million as at 31 December 2011).

It is noted that concessions - non-compensated revertible assets refer to the following motorway concessions:

| **Licensee company** | **Motorway section** | **Expiry of the concession** |
|---|---|---|
| SATAP S.p.A. | Turin – Milan | 31 December 2026 |
| SATAP S.p.A. | Turin – Piacenza | 30 June 2017 |
| SAV S.p.A. | Quincinetto – Aosta | 31 December 2032 |
| ATIVA S.p.A. | Tangenziale di Torino (Turin bypass), Turin-Quincinetto, Ivrea-Santhià and Turin-Pinerolo | 31 August 2016 |
| SALT S.p.A. | Sestri Levante-Livorno, Viareggio-Lucca and Fornola-La Spezia | 31 July 2019 |
| ADF S.p.A. | Savona-Ventimiglia | 30 November 2021 |
| CISA S.p.A. | La Spezia-Parma (and road link with the Brenner motorway) | 31 December 2031 |
| Asti-Cuneo S.p.A. | Asti-Cuneo | (*) |
| ATS S.p.A. | Turin-Savona | 31 December 2038 |

(*) The duration of the concession is 23.5 years as of the infrastructure's completion date.

# Note 2 – Tangible assets

## Property, plant, machinery and other assets

| | Land and buildings | Plant and mach. | Ind. and comm. equip. | Other assets | Assets in financial lease | Constr. in progress and advance payments | Total |
|---|---|---|---|---|---|---|---|
| **Cost:** | | | | | | | |
| **as at 1 January 2011** | **53,099** | **23,709** | **13,819** | **42,925** | **12,218** | **8,075** | **153,845** |
| Change in the scope of consolidation | | | | | | | |
| Investments | 2,934 | 408 | 1,178 | 2,358 | 2,509 | 533 | 9,920 |
| Restatements | 3,197 | 9 | - | 17 | - | (3,223) | - |
| Write-downs | - | - | - | - | - | - | - |
| Other changes | - | - | - | - | - | - | - |
| Divestitures | (1) | (689) | (269) | (1,639) | (285) | (400) | (3,283) |
| **as at 31 December 2011** | **59,229** | **23,437** | **14,728** | **43,661** | **14,442** | **4,985** | **160,482** |
| **Accumulated depreciation:** | | | | | | | |
| **as at 1 January 2011** | **(14,330)** | **(13,575)** | **(11,723)** | **(36,424)** | **(10,036)** | **-** | **(86,088)** |
| Change in the scope of consolidation | | | | | | | |
| 2011 depreciation | (1,258) | (1,242) | (735) | (2,402) | (605) | - | (6,242) |
| Restatements | - | - | - | - | - | - | - |
| Other changes | - | - | - | - | - | - | - |
| Reversals | - | 151 | 241 | 1,540 | 210 | - | 2,142 |
| **as at 31 December 2011** | **(15,588)** | **(14,666)** | **(12,217)** | **(37,286)** | **(10,431)** | **-** | **(90,188)** |
| **Net book value:** | | | | | | | |
| **as at 1 January 2011** | **38,769** | **10,134** | **2,096** | **6,501** | **2,182** | **8,075** | **67,757** |
| **as at 31 December 2011** | **43,641** | **8,771** | **2,511** | **6,375** | **4,011** | **4,985** | **70,294** |

| | Land and buildings | Plant and mach. | Ind. and comm. equip. | Other assets | Assets in financial lease | Constr. in progress and advance payments | Total |
|---|---|---|---|---|---|---|---|
| **Cost:** | **59,229** | **23,437** | **14,728** | **43,661** | **14,442** | **4,985** | **160,482** |
| **as at 1 January 2012** | | | | | | | |
| Change in the scope of consolidation | 9,783 | - | 4,057 | 3,382 | - | - | 17,222 |
| Investments | 336 | 554 | 647 | 2,762 | 290 | 1,221 | 5,810 |
| Restatements | - | 260 | - | 135 | - | (468) | (73) |
| Other changes | - | - | - | - | - | - | - |
| Divestitures | - | (81) | (514) | (658) | (460) | - | (1,713) |
| **as at 31 December 2012** | **69,348** | **24,170** | **18,918** | **49,282** | **14,272** | **5,738** | **181,728** |
| **Accumulated depreciation:** | | | | | | | |
| **as at 1 January 2012** | **(15,588)** | **(14,666)** | **(12,217)** | **(37,286)** | **(10,431)** | **-** | **(90,188)** |
| Change in the scope of consolidation | (3,283) | - | (3,357) | (2,640) | - | - | (9,280) |
| 2012 depreciation | (1,360) | (1,250) | (741) | (2,376) | (616) | - | (6,343) |
| Restatements | - | - | - | - | - | - | - |
| Other changes | - | - | - | - | - | - | - |
| Reversals | | 80 | 483 | 405 | 340 | - | 1,308 |
| **as at 31 December 2012** | **(20,231)** | **(15,836)** | **(15,832)** | **(41,897)** | **(10,707)** | **-** | **(104,503)** |
| **Net book value:** | | | | | | | |
| **as at 1 January 2012** | **43,641** | **8,771** | **2,511** | **6,375** | **4,011** | **4,985** | **70,294** |
| **as at 31 December 2012** | **49,117** | **8,334** | **3,086** | **7,385** | **3,565** | **5,738** | **77,225** |

With regard to the item “land and buildings”, there is a mortgage in favour of Cassa di Risparmio di La Spezia for the building owned by Logistica Tirrenica S.p.A. as guarantee for a loan of the same amount issued by the bank (EUR 2.3 million as at 31 December 2012).

Financial lease assets

As at 31 December 2012, the Group had in place 11 lease-purchase contracts to acquire plant and machinery, and industrial and commercial equipment. As at 31 December 2012, their net book value totalled EUR 3.6 million.

Lease payments are based on the value of the asset at the beginning of the contract and the duration of the contract. The lease payments are updated periodically as a function of the specific financial parameters in each contract. Guarantees were not issued for the commitments from contracts in place as at 31 December 2012.

## Note 3 – Non-current financial assets

3.a – Investments accounted for by the equity method

Changes during the period to investments in businesses accounted for by the equity method were as follows:

| | 31 December 2011 | Purchases/ Increases | Change in the scope of consolidation | Other changes | Sales | Adjustment to shareholders' equity | | | Foreign exchange differences | 31 December 2012 |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | Profit/(loss) | Dividends | Other (*) | | |
| **Equity investments:** | | | | | | | | | | |
| **a) in unconsolidated subsidiaries:** | | | | | | | | | | |
| INPAR S.p.A. (in liquidation) | 217 | | | | | | | | | 217 |
| Rites S.c.a r.l. | 9 | | | | | | | | | 9 |
| Sistemi e Servizi s.c.a r.l. | 58 | | | | | | | | | 58 |
| **b) in associated companies** | | | | | | | | | | |
| Albenga Garessio Ceva s.r.l. | 1,225 | 438 | | | | 99 | (47) | | | 1,715 |
| ASTA S.p.A. | 2,112 | | | | | 6 | | | | 2,118 |
| ATIVA Immobiliare S.p.A. | 453 | | | | | | | | | 453 |
| ATON S.p.A. | 40 | | | | | | | | | 40 |
| Autostrada Estense S.c.p.A. | - | | | | | | | | | - |
| Autostrade Sud America s.r.l. | 190,757 | | | | (185,723) | 2,853 | | | (7,887) | - |
| Grupo Costanera S.A. | 2 | | | | (2) | | | | | - |
| Baglietto S.p.A. | 402 | 8,627 | | | | (1,715) | | | | 7,314 |
| C.I.M. S.p.A. | 6,078 | | | | | 25 | | | | 6,103 |
| CONSILFER | 3 | | | | | | | | | 3 |
| C.T.E. Consorzio Tangenziale Engineering | 4 | | | | | | | | | 4 |
| CSI Consorzio Servizi Ingegneria | 1 | | | | | | | | | 1 |
| Fondo Valle S.c.a r.l. (in liquidation) | 4 | | | | | | | | | 4 |
| Impregilo S.p.A. ordinary shares | - | | 417,076 (1) | | | 76,081 (2) | (10,852) | | | 482,305 |
| Impregilo S.p.A. savings shares | - | 7,718 | 548 | | | 1,076 | (188) | | | 9,154 |
| Itinera S.p.A. | 37,664 | | | | | 1,909 | (484) | | | 39,089 |
| Malpensa 92 S.c.a r.l. | 4 | | | | | | | | | 4 |
| OMT S.p.A. | 791 | 400 | | | | (415) | | | | 776 |
| Pinerolo s.c.a r.l. | 4 | | | | | | | | | 4 |
| Rivalta Terminal Europa S.p.A. | 13,943 | 468 | | | | | | | | 14,411 |
| Road Link Holdings Ltd. | 3,016 | | | | | 1,188 | (1,162) | | (11) | 3,031 |
| S.A.Bro.M S.p.A. | 5,365 | | | | | (39) | | | | 5,326 |
| SITAF S.p.A. | 91,404 | | | | | 6,885 | (2,670) | (254) | | 95,365 |
| SITRASB S.p.A. | 10,413 | | | | | 425 | (365) | | | 10,473 |
| Vetivaria s.r.l. | 228 | | | | | | | | | 228 |
| Vado Intermodal Operator S.c.p.a. | 7,053 | | | | | | | | | 7,053 |
| **Total** | **371,250** | **17,651** | **417,624** | **-** | **(185,725)** | **88,378** | **(15,768)** | **(254)** | **(7,898)** | **685,258** |

(*) Share of the update of fair value (resulting from the consolidated financial statements of the SITAF Group)

| | | | | | |
|---|---|---|---|---|---|
| (1) | Book value of Impregilo (in IGLI S.p.A.) | 350,434 | (2) | Pro-rata of profit (loss) of the Impregilo Group (8 March-31 December 2012) | 174,435 |
| | Allocation of goodwill | 66,642 | | Elimination of goodwill | (66,642) |
| | Change in the scope of consolidation | 417,076 | | Foreign exchange differences and alignment to EUR 4/share | (31,712) |
| | | | | "Impregilo profit (loss)" | 76,081 |

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

- The purchase of 660,411 Impregilo savings shares for a total value of EUR 7.7 million;
- the payment, for the related pro-rata portion, of the share capital increase of Baglietto S.p.A. (for EUR 8.6 million);
- the purchase (EUR 0.4 million) of the shares of Albenga Garessio Ceva S.p.A. sold by the Province of Cuneo, made by the subsidiary SATAP S.p.A.;
- the payment (EUR 0.4 million) to cover losses of OMT S.p.A. made by the subsidiary Sinelec S.p.A.;
- the subscription of the share capital increase in Rivalta Terminal Europa S.p.A. for EUR 0.5 million, by the subsidiary Autostrada dei Fiori S.p.A..

The item "*change in the scope of consolidation*" refers to the recording of the equity investment in Impregilo S.p.A., equal to EUR 417.1 million (of which EUR 350.4 million due to the book value, in IGLI S.p.A., of the Impregilo S.p.A. investment and EUR 66.7 million to the allocation to the said investment of the goodwill arising from the acquisition of IGLI S.p.A. by ASTM S.p.A.).

As stated above, the item "*sales*" refers to the full transfer to Autostrade per l'Italia S.p.A. of the equity investment held in Autostrade Sud America s.r.l. by SIAS S.p.A..

The item "*adjustments to shareholders' equity - profit (loss)*" refers to the recognition of the year results of associated companies with regard to the related pro-rata. More specifically, it is noted that the adjustment for Autostrade Sud America S.r.l. reflects the pro-rata of profit (loss) for the period 1 January-31 March 2012, while that of Impregilo S.p.A. reflects the pro-rata of profit (loss) recorded between the date of the acquisition (8 March 2012) and 31 December 2012, which was adjusted so as to reflect the "recoverable amount" of the equity investment on the basis of the available documentation and the decision to accept the take-over bid launched by Salini S.p.A. on the ordinary shares of Impregilo S.p.A. (for a total amount of EUR 4.00/share).

The item "*foreign exchange differences*" includes the changes resulting from the translation into euro of the financial statements of foreign associated companies. Moreover, the change for the period reflects the said transfer of the equity investment held in Autostrade Sud America S.r.l..

As at 31 December 2012, the value of the equity investment in SITAF S.p.A. was net of a EUR 1.4 million share of the update of fair value performed by the associated company (of which EUR 0.3 thousand refer to the updates for the year).

Moreover, it is noted that, as at 31 December 2012, 96,461,035 ordinary shares held in Impregilo S.p.A. were pledged as collateral for the loan issued by Mediobanca S.p.A. and Unicredit S.p.A..

Provided below is the main economic and financial data for the company valued with the "equity method".

| Company | Total assets | Total liabilities | Total Revenues | Profit/loss for the period | Financial Statements data(1) as at |
|---|---|---|---|---|---|
| INPAR S.p.A. (in liquidation) | 928 | 416 | 268 | 188 | 31/12/2012 |
| Rites s.c.a r.l. | 67 | 57 | 1 | - | 31/12/2011 |
| Sistemi e Servizi S.c.a.r.l. | 1,248 | 1,148 | 2,236 | - | 31/12/2012 |
| Albenga Garessio Ceva S.p.A. | 4,939 | 85 | - | 297 | 31/12/2011 |
| ASTA S.p.A. | 11,189 | 4,133 | 9 | 17 | 31/12/2011 |
| ATIVA Immobiliare S.p.A. | 3,231 | 1,450 | 662 | (12) | 31/12/2011 |
| ATON s.r.l. | 1,874 | 1,088 | 1,617 | 453 | 31/12/2011 |
| Baglietto S.p.A. | 33,643 | 13,565 | 6,580 | (4,673) | 31/12/2012 |
| CIM S.p.A. | 117,210 | 84,966 | 6,790 | (104) | 31/12/2011 |
| CONSILFER | 18 | 13 | 19 | - | 31/12/2011 |
| C.T.E. Consorzio Tangenziale Engineering | 5,891 | 5,871 | 6,265 | - | 31/12/2011 |
| C.S.I. Consorzio Servizi Ingegneria | 1,000 | 990 | 166 | - | 31/12/2011 |
| Fondo Valle S.c.a r.l. (in liquidation) | 105 | 95 | 6 | - | 31/12/2011 |
| Impregilo S.p.A. (2) | 2,533,753 | 851,470 | 1,367,004 | 738,606 | 31/12/2012 |
| ITINERA S.p.A. | 316,338 | 223,069 | 329,405 | 6,032 | 31/12/2012 |
| Malpensa 92 S.c.a r.l. | 35 | 25 | 9 | - | 31/12/2011 |
| OMT S.p.A. | 6,596 | 5,656 | 8,000 | (1,039) | 31/12/2011 |
| Pinerolo S.c.a r.l. | 39 | 19 | 5 | - | 31/12/2011 |
| Rivalta Terminal Europa S.p.A. | 69,689 | 44,114 | 6,919 | (744) | 31/12/2011 |
| Road Link Holdings Ltd (3) | 1 | - | - | 4,500 | 31/03/2012 |
| SABROM S.p.A. | 42,354 | 18,201 | - | (193) | 31/12/2011 |
| Sistemi e Servizi S.c.a.r.l. | 1,248 | 1,148 | 2,236 | - | 31/12/2012 |
| SITAF S.p.A. | 1,456,558 | 1,232,364 | 131,368 | 20,289 | 31/12/2012 |
| SITRASB S.p.A. | 43,483 | 14,754 | 9,958 | 1,163 | 31/12/2012 |
| Vado Intermodal Operator S.c.p.a. | 30,058 | 24,724 | 6,624 | 167 | 31/12/2011 |

(1) Financial statements prepared in compliance with national accounting standards
(2) Financial statements prepared in compliance with IAS/IFRS international accounting standards
(3) In thousands of GBP

3.b – Unconsolidated investments - available for sale

Changes to investments in “other businesses” during the period were as follows:

| | 31 December 2011 | | | Changes during the period | | | | | 31 December 2012 | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Original value | Updates to fair value | Total | Purchases | Sales and rest. | Change in scope | Updates to fair value | | Original value | Updates to fair value | Total |
| | | | | | | | Shareh. Equity | Inc. stat. | | | |
| **Equity investments:** | | | | | | | | | | | |
| Abertis Infraestructuras | 56 | 60 | 116 | | | | 7 | | 56 | 67 | 123 |
| Alerion Clean Power S.p.A. | 1,908 | - | 1,908 | | | | (223) | | 1,908 | (223) | 1,685 |
| Ambroimmobiliare S.p.A. | 145 | 24 | 169 | 155 | (75) | | 31 | | 225 | 55 | 280 |
| Assicurazioni Generali S.p.A. | 6,920 | - | 6,920 | | | | 1,256 | | 6,920 | 1,256 | 8,176 |
| Banca CA.RI.GE S.p.A. | 16,543 | (2,010) | 14,533 | | | | 2,864 | (9,828) | 6,715 | 854 | 7,569 |
| Brisa – Autostrada - S.A. | 36 | (16) | 20 | | | | 10 | (15) | 21 | (6) | 15 |
| FNM S.p.A. | 2,700 | - | 2,700 | | | | 594 | | 2,700 | 594 | 3,294 |
| Gemina S.p.A. | 1,702 | 1,066 | 2,768 | | (1,702) | | (1,066) | | - | - | - |
| Industria e Innovazione S.p.A. | 946 | - | 946 | | | | (189) | | 946 | (189) | 757 |
| Mediobanca S.p.A. | 6,428 | - | 6,428 | | | | 312 | | 6,428 | 312 | 6,740 |
| **Total Level 1** | **37,384** | **(876)** | **36,508** | **155** | **(1,777)** | | **3,596** | **(9,843)** | **25,919** | **2,720** | **28,639** |
| ACI s.c.p.a. | 11 | | 11 | | | | | | 11 | | 11 |
| Aeroporto Pavia Rivanazzano s.r.l. | 20 | | 20 | | (20) | | | | - | | - |
| Agenzia di Pollenzo S.p.A. | 1,500 | | 1,500 | | | | | | 1,500 | | 1,500 |
| Alitalia – Compagnia Aerea Italiana S.p.A. | 12,739 | | 12,739 | | | | | (9,222) | 3,517 | | 3,517 |
| Autostrada Nogara Mare Adriatico s.c.p.a. | 14 | | 14 | | (14) | | | | - | | - |
| Assoservizi Industria s.r.l. | 1 | | 1 | | | | | | 1 | | 1 |
| Autostrada Alemagna S.p.A. | 20 | | 20 | | | | | | 20 | | 20 |
| Autostrade Lombarde S.p.A. | 34,545 | | 34,545 | 25,000 | | | | | 59,545 | | 59,545 |
| CE.P.I.M. S.p.A. | 14 | | 14 | | | | | | 14 | | 14 |
| C.I.E. Compagnia Italiana Energia S.p.A. | 141 | | 141 | | | | | | 141 | | 141 |
| Codelfa S.p.A. | 6,218 | | 6,218 | | | | | | 6,218 | | 6,218 |
| Consorzio Autostrade Italiane Energia | 14 | | 14 | | | 2 | | | 16 | | 16 |
| Consorzio COCIV | 2,777 | | 2,777 | | | | | | 2,777 | | 2,777 |
| CRS Centro Ricerche Stradali S.p.A. | 33 | | 33 | | | | | | 33 | | 33 |
| Fiumicino Pista 3 S.c.a r.l. | 2 | | 2 | | | | | | 2 | | 2 |
| GEAC (former SITRACI S.p.A.) | 126 | | 126 | | | | | | 126 | | 126 |
| Interporto Rivalta Scrivia S.p.A. | 576 | | 576 | | | | | | 576 | | 576 |
| Interporto Toscano A. Vespucci S.p.A. | 77 | | 77 | | | | | | 77 | | 77 |
| LUCI s.r.l. | 2 | | 2 | | | | | | 2 | | 2 |
| Microlux S.r.l. | 37 | | 37 | | | | | | 37 | | 37 |
| Milano Serravalle – Milano Tangenziali S.p.A. | 89,204 | 16,021 | 105,225 | | | | (15,823) | (23,331) | 65,873 | 198 | 66,071 |
| P I S T A S.p.A. | 80 | | 80 | | | | | (6) | 74 | | 74 |
| P.S.T. S.p.A. | 166 | | 166 | | | | | | 166 | | 166 |
| Quires S.r.l.. | 30 | | 30 | | | | | | 30 | | 30 |
| Società Confederazione Autostrade S.p.A. | 501 | | 501 | | | | | (38) | 463 | | 463 |
| Società per Autostrada Tirrenica S.p.A. | 6,354 | | 6,354 | | | | | | 6,354 | | 6,354 |
| SO.GE.A.P. S.p.A. | 376 | | 376 | | | | | | 376 | | 376 |
| SPEDIA S.p.A. | 595 | | 595 | | | | | (17) | 578 | | 578 |
| Tangenziale Esterna S.p.A. | 250 | | 250 | | | | | | 250 | | 250 |
| Tangenziali Esterne di Milano S.p.A. | 6,230 | | 6,230 | 1,000 | | | | | 7,230 | | 7,230 |
| Taranto Logistica S.p.A. | 130 | | 130 | | | | | | 130 | | 130 |
| Terminal Container Civitavecchia S.c.a r.l. | 4 | | 4 | | | | | | 4 | | 4 |
| Tubosider S.p.A. | - | | - | 2,000 | | | | | 2,000 | | 2,000 |
| Tunnel Gest S.p.A. | 426 | | 426 | | | | | | 426 | | 426 |
| **Total Level 3** | **163,213** | **16,021** | **179,234** | **28,000** | **(34)** | **2** | **(15,823)** | **(32,614)** | **158,567** | **198** | **158,765** |
| **Total** | **200,597** | **15,145** | **215,742** | **28,155** | **(1,811)** | **2** | **(12,227)** | **(42,457)** | **184,486** | **2,918** | **187,404** |

**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 principal changes during the year refer to:

- the subscription of 25,000 unexercised shares of Autostrade Lombarde S.p.A. resulting from the share capital increase, for a total amount of EUR 25 million. As a result of the said acquisition, the equity investment held in the company increased from 6.905% to 12.75% of the share capital;
- the subscription of 728,638 unexercised shares of T.E.M. S.p.A. resulting from the share capital increase, for a total amount of EUR 1 million. As a result of the said acquisition, the equity investment held in the company increased from 8.54% to 9.23% of the share capital;
- the purchase of 800,000 Tubosider S.p.A. shares for a total value of EUR 2 million;

– the write-down of the equity investment held in Banca Ca.Ri.Ge. S.p.A. due to the significant and prolonged decrease of the fair value compared to the book value;

– the write-down of the equity investment held in Alitalia Compagnia Aerea Italiana S.p.A. in order to align the value with the pro-rata share of consolidated shareholders' equity as at 31 December 2012;

– the write-down of the equity investment held in Milano Serravalle - Milano Tangenziali S.p.A. following the impairment test made on its value;

– adjustment/reversal of the fair value reserve.

As at 31 December 2012, the value of investments “available for sale” (group and minority interests) included about EUR 2.9 million (EUR 15.1 million as at 31 December 2011) which related to the fair value update of the investments.

With regard to the equity investment held in Tangenziale Esterna S.p.A., it is noted that 250,000 shares were pledged as collateral in favour of the lending banks for an amount of EUR 0.3 million.

<u>3.c – Receivables</u>

These consist of:

| | **31 December 2012** | **31 December 2011** |
|---|---|---|
| **Loans:** | | |
| • Loans to investee companies | 17,452 | 3,491 |
| **Receivables:** | | |
| • from INA | 9,779 | 10,195 |
| • as collateral on fidejussory policies | 20,000 | 20,000 |
| • from suppliers as security deposits | 1,089 | 818 |
| • from others | 2,280 | 1,545 |
| **Total** | **50,600** | **36,049** |

“*Loans to investee companies*” mainly refer to the loan granted by Autostrada dei Fiori S.p.A. to Rivalta Terminal Europa S.p.A. (EUR 11.4 million), by SIAS S.p.A. to ATIVA S.p.A. (EUR 4.7 million), by SATAP S.p.A. and Autocamionale della Cisa S.p.A. to Confederazione Autostrade (EUR 0.3 million), by Euroimpianti Electronic S.p.A. to ATON s.r.l. (EUR 0.3 million) and by HPVdA S.p.A. to ATIVA Immobiliare S.p.A. (EUR 0.5 million).

*“Receivables from INA”* represent the provisions during previous periods to the employee severance indemnity of motorway companies.

The item “*receivables as collateral on fidejussory policies*” represents the value of the pledge (EUR 20 million) issued against fidejussory policies by the Insurance Institutes on behalf of Autostrada Asti-Cuneo S.p.A., in conjunction with the bidding competition for the Asti-Cuneo concession.

3.d – Other

These consist of:

| | 31 December 2012 | 31 December 2011 |
|---|---|---|
| • Bonds – Credit Link Note | 20,105 | 20,105 |
| • Insurance policies | 102,349 | 25,976 |
| • Other financial assets | 6,833 | 80 |
| **Total** | **129,287** | **46,161** |

The item "*bonds – credit link note*" refers to two securities with a par value of EUR 10 million each issued by Barclays Bank Plc. and UBS AG, with underlying senior bonds issued by Banco Popolare Società Cooperativa. These securities expire in 2014.

The said amount includes the interests accrued and not yet collected as at the date of the report.

The item "*insurance policies*" refers to capitalisation contracts with single premium and guaranteed capital. The capital appreciates on a yearly basis, according to the higher of minimum guaranteed return and the return of the separate management of the underlying fund to which the contract refers. More specifically, an amount of EUR 25.8 million refers to a capitalisation contract signed in the previous years by the subsidiary SATAP S.p.A. with Allianz S.p.A.. This agreement, which represents a temporary investment in liquidity maturing beyond next year, offers the option of turning the investment into cash in the short term. The residual part (EUR 76.5 million) refers to capitalisation contracts signed by the subsidiary SIAS S.p.A. with Allianz S.p.A., AXA Assicurazioni S.p.A. and Reale Mutua di Assicurazioni S.p.A., as an investment of excess liquidity.

The said amount includes the interests accrued and not yet collected as at the date of the report.

The "*other financial assets*" mainly refer to receivables from ANAS for the mortgage instalments due and paid in advance by Autostrada Torino-Savona S.p.A.. These amounts will be reimbursed by ANAS.

## Note 4 – Deferred tax credits

This item totalled EUR 144,490 thousand (EUR 103,143 thousand as at 31 December 2011). For the breakdown of this item, please refer to Note 36 – Income taxes.

## Note 5 – Inventories

These consist of:

| | 31 December 2012 | 31 December 2011 |
|---|---|---|
| Raw materials, ancillary materials and consumables | 12,675 | 11,156 |
| Work in progress and semi-finished goods | - | - |
| Contracted work in process | 41,157 | 49,106 |
| Finished goods and merchandise | 931 | 1,217 |
| Advance payments | - | - |
| **Total** | **54,763** | **61,479** |

Contracted work in process breaks down as follows:

| | 31 December 2012 | 31 December 2011 |
|---|---|---|
| Gross value of the orders | 153,236 | 100,255 |
| Advance payments on work progress | (107,287) | (46,146) |
| Advance payments on price changes and reserves | - | (200) |
| Provisions to guarantee work in progress | (4,792) | (4,803) |
| **Net value** | **41,157** | **49,106** |

The increase was due to higher levels of activities carried out by the companies operating in the "construction" and "engineering" sectors.

As at 31 December 2012, the item "*contracted work in process*" included reserves totalling EUR 5.6 million. This amount, that has been reliably calculated and confirmed by technical-accounting reports and external consultants, represents the "probable amount" that will be accepted by the customer.

## Note 6 – Trade receivables

Trade accounts receivable totalled EUR 30,490 thousand (EUR 31,853 thousand as at 31 December 2011), not including provisions for bad debts of EUR 5,626 thousand.

## Note 7 – Current tax credits

This item totalled EUR 34,881 thousand (EUR 8,052 thousand as at 31 December 2011). It refers to receivables for VAT, IRAP, IRES and other tax credits. The increase in the period is due to higher advances paid - as compared to the amounts due - as part of the so-called "tax consolidation" of SIAS S.p.A., as well as to the credit related to the tax refund request that has been submitted for the non deduction of IRAP for costs related to employees and staff treated as such, as provided for in article 2, par. 1-quater of  Law Decree no. 201/2011.

## Note 8 – Other receivables

This item breaks down as follows:

| | **31 December 2012** | **31 December 2011** |
|---|---|---|
| from associated companies | 681 | 63 |
| from parent companies | 117 | 1,604 |
| from ANAS for arbitration award to former Autostrade dei Parchi | 23,456 | 23,456 |
| from others | 30,629 | 18,275 |
| prepaid expenses | 10,745 | 11,160 |
| **Total** | **65,628** | **54,558** |

The item "*Receivables from associated companies*" refers mainly to receivables from some consortia companies, from Itinera S.p.A., OMT S.p.A., CTE S.p.A. and ATON S.p.A..

The item "*Receivables from parent companies*" refers to the receivables from Aurelia S.r.l. and Argo Finanziaria S.p.A.

The item *"receivables from ANAS for arbitration award to former Autostrade dei Parchi"* refers to the certified receivable resulting from the arbitration award dated 20 July 2005, by which the board of arbitrators unanimously awarded the subsidiary Autostrade dei Parchi S.p.A. – now Finanziaria di Partecipazioni e Investimenti S.p.A. – an indemnity in that amount from ANAS, for managing the A24 and A25 motorways on behalf of ANAS for more than 20 years. During 2006, ANAS appealed against the said award at the Court of Appeal of Rome. The suit challenging the arbitration award has been remanded to the hearing on 23 April 2013. Despite the complexity of the dispute and the inevitable uncertainty about the conduct of the Court of Appeal upon examination of the appeal, it is believed that there are no elements such as to suggest that, based on the result of the litigation, the company will be denied the right to credit.

The item "*from others*" includes an amount of EUR 12.1 million concerning the assessment by the subsidiaries SALT S.p.A. and CISA S.p.A. of insurance refunds for the flooding events occurred in October/November 2011

## Note 9 – Assets held for trading

This item amounts to EUR 34,512 thousand (EUR 19,602 thousand as at 31 December 2011) and refers to the fair value of the Pluriannual Treasury Bonds purchased during the year as a liquidity investment.

## Note 10 – Assets available for sale (current)

This item zeroed during the year (EUR 5 thousand as at 31 December 2011).

## Note 11 – Financial receivables

These consist of:

| | 31 December 2012 | 31 December 2011 |
|---|---|---|
| From connected companies | 164,759 | 173,589 |
| Receivables from ANAS for capital grants | 44,564 | 25,951 |
| Term current accounts | 31,171 | 15,446 |
| **Total** | **240,494** | **214,986** |

The item *"receivables from connected companies"* refers to receivables from connected companies not belonging to the Group for tolls collected on behalf of licensees of the Group, which had not yet been allocated by the end of the period.

The item "*receivables from ANAS for capital grants*" refers to receivables from the Granting Body ANAS. These receivables refer (i) for EUR 19.7 million to the assessment of grants due for the works carried out by SATAP S.p.A. for the realisation of the motorway access facilities for the New Milano Rho-Pero Fairgrounds and those of the "Bernate Ring Road"), (ii) for EUR 24.7 million to the works carried out by Autostrada Asti-Cuneo S.p.A. on the same licensed section, and (iii) for EUR 0.2 million to the works carried out by Autostrada Torino-Savona S.p.A..

"*Term current accounts*" refer to the subsidiaries SAV S.p.A. and Autostrada Torino-Savona S.p.A.. The increase compared to the previous financial year is mainly due to the change in the scope of consolidation.

## Note 12 – Cash and cash equivalents

These consist of:

| | 31 December 2012 | 31 December 2011 |
|---|---|---|
| Bank and postal deposits | 951,509 | 613,986 |
| Cheques | 26 | 62 |
| Cash and cash equivalents on hand | 8,600 | 7,891 |
| **Total** | **960,135** | **621,939** |

The change in the item “*cash and cash equivalents*" is mainly due to the collection of the amount resulting from the disposal of Autostrade Sud America S.r.l.. Please see the cash flow statement for a detailed analysis of the changes to this item.

## Note 13 – Shareholders' equity

13.1 – Share capital

As at 31 December 2012, the share capital consisted of 88,000,000 ordinary shares at a nominal value of EUR 0.50 each, for a total value of EUR 44,000 thousand (unchanged compared to the previous year), entirely subscribed and paid in.

The share capital includes an amount equal to EUR 11.8 million made up of revaluation reserves per Law no. 72/83 that, in the event of distribution, will constitute income for the Parent Company and the shareholders.

Deferred tax liabilities have not been entered against these reserves, for which there are valid reasons to expect that they will not be used under conditions making them taxable.

Pursuant to IAS 1, the value of treasury shares is posted as an adjustment to the share capital. The balance as at 31 December 2012 (including the shares of the parent company held by subsidiaries (*)) is provided below:

| | No. of shares | Nominal value (in EUR) | % on the share capital | Average unit value (in EUR) | Total countervalue *(thousands of EUR)* |
|---|---|---|---|---|---|
| 31 December 2012 | 3,353,077 | 1,676,538 | 3,810% | 11,02 | 36,937 |

(*) The subsidiary ATIVA S.p.A. holds 21,500 shares and is consolidated using the proportional method for a 41.17% share.

It is noted that during the year, no changes in treasury shares were recorded.

With regard to the above-mentioned aspects, the share capital as at 31 December 2012 is as follows (amounts in thousands of EUR):

| | |
|---|---|
| - Share capital | 44,000 |
| - Treasury shares held by the Parent Company (n.v.) | (1,672) |
| - Shares held by subsidiaries (n.v.) | (4) |
| - Adjusted share capital | 42,324 |

13.2 – Reserves

*13.2.1 – Share premium reserve*

This item totalled EUR 25,861 thousand (EUR 25,861 thousand as at 31 December 2011).

*13.2.2 – Revaluation reserves*

These totalled EUR 9,325 thousand (EUR 9,325 thousand as at 31 December 2011).

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

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

Similar reasons apply for tax deferral reserves of companies consolidated using the line-by-line method.

*13.2.3 – Legal reserve*

This item totalled EUR 10,538 thousand, unchanged compared to 31 December 2011 since it is higher than the limit set out in Art. 2430 of the Italian Civil Code.

*13.2.4 – Reserve for purchase of treasury shares*

This “unavailable” reserve was created to purchase treasury shares, in execution of the Shareholders’ resolution on 28 April 2010. It totalled EUR 36,892 thousand (EUR 36,892 thousand as at 31 December 2011). This reserve was created following the reclassification from the item “Retained earnings”.

*13.2.5 – Purchased treasury shares*

This item, with a negative balance of EUR 35,220 thousand (unchanged compared to 31 December 2011), represents the value paid for the purchase of treasury shares by the parent company, net of their nominal value that was directly subtracted from the “share capital”.

*13.2.6 – Reserve for revaluation to fair value*

This item was established and moves as a contra entry of the financial assets classified as “available for sale”. As at 31 December 2012, this totalled EUR 2,451 thousand, net of the related deferred tax effect (EUR 12,859 thousand as at 31 December 2011).

*13.2.7 – Reserve for cash flow hedge (interest rate swap)*

This item was established and moves as a direct contra entry at fair value of the interest rate swap contracts. As at 31 December 2012, this item showed a negative balance of EUR 63,846 thousand, net of the related deferred tax effect (negative balance of EUR 42,822 thousand as at 31 December 2011).

*13.2.8 – Exchange rate difference reserve*

This reserve totalled EUR 593 thousand (EUR 5,602 thousand as at 31 December 2011) and receives the differences on foreign exchange related to the shareholders’ equity of the associated companies. The change in the period was mainly due to the disposal of Autostrada Sud America s.r.l. and the related Chilean investee companies.

*13.2.9 – Retained earnings*

This item totals EUR 1,029,067 thousand (EUR 943,312 thousand as at 31 December 2011). It includes the prior-year profits/losses of the subsidiaries and also includes amounts related to the differences in accounting handling that arose on the date of transition to IFRS (1 January 2004), which can be traced to the adjustments made to the financial statements that were prepared on that date in compliance with national accounting principles.

The increase in this item (equal to EUR 85.8 million) is due to (i) the allocation of the profit pro-rata for FY 2011 equal to EUR 68.9 million; (ii) the fact that the put option to be exercised by ANAS with regard to 35% of the share capital held in “Autostrada Asti-Cuneo S.p.A.” was not exercised within the agreed deadline (this led to the repristination of the Group shareholders' equity pro-rata equal to EUR 14.8 million, due to the reversal of the debt that was recorded for the said option); and (iii) goodwill/badwill resulting from the acquisition of minorities, as well as to the release of put options to minority shareholders with regard to the shares subscribed by them upon the share capital increase of the subsidiary Autostrada dei Fiori S.p.A. (EUR 2.1 million).

13.3 – Profit (loss) for the period

This item gathers the profits/losses for the period. It totalled EUR 377,709 thousand (EUR 103,629 thousand in 2011).

13.4 – Minority interests

As at 31 December 2012, this item amounted to EUR 905,654 thousand (EUR 718,465 thousand as at 31 December 2011). The change in the period (equal to EUR 187.2 million) is due to: (i) the distribution of dividends and interim dividends for a total amount of EUR 52 million; (ii) the profit (loss) for the period amounting to EUR 195.3 million; (iii) the repristination of the Shareholders' equity pro-rata of minority shareholders related to the fact that ANAS did not exercise the said option (for EUR 28.8 million); (iv) the share capital increase of the subsidiaries SALT S.p.A., Autocamionale della Cisa S.p.A. and Autostrada dei Fiori S.p.A. signed by minority shareholders for a total amount of EUR 52.8 million); (v) the reversal of the shareholders' equity of minority shareholders linked to the put options on the shares subscribed by minority shareholders upon the share capital increase of the subsidiary Autostrada dei Fiori S.p.A. (EUR 14.8 million); (vi) the minority interest negative change in "*reserve for revaluation to fair value*", *“reserve for cash flow hedge”* and *“provision for foreign exchange differences”* for EUR 17.4 million; (vii) the change in the scope of consolidation (EUR 0.1 million); and (viii) the shareholders' equity of minority shareholders related to the acquisition of minorities for EUR 5.6 million.

## Note 14 – Provisions for risks and charges and Employee benefits (Employee Severance Indemnity)

14.1 – Provisions for risks and charges

The following table shows the changes in provisions for risks and charges compared to the values at the end of the previous accounting period.

| | **Provision for restoration** | **Tax reserve** | **Other provisions** | **Total** |
|---|---|---|---|---|
| **31 December 2011** | **143,032** | **5,139** | **11,278** | **159,449** |
| Provisions | 119,085 | 1,554 | 1,502 | 122,141 |
| Drawdowns | (118,016) | (42) | (448) | (118,506) |
| Change in the scope of consolidation | 27,384 | - | - | 27,384 |
| **31 December 2012** | **171,485** | **6,651** | **12,332** | **190,468** |

A brief description of the types of obligations associated with the provisions follows.

Provision for restoration or replacement of non-compensated revertible assets.

The provisions for renewal for FY 2012 totalled EUR 119,085 thousand, while drawdown amounted to EUR 118,016 thousand and represented all maintenance operations.

Tax reserve

This item totalled EUR 6,651 thousand and referred mainly to:

- EUR 5.1 million provision for taxes (net of the discounting effect) allocated by SIAS S.p.A. following the changes in the tax regulations concerning the deductibility of the interest expense calculated on the “liability component” of the convertible bond loan (and considering that the current price of the SIAS shares is below the strike price). According to these regulations, in case the bond loan is not converted into shares (at the end of the conversion period), tax must be paid on the difference between the interest calculated (and fiscally deducted) at market rates and those actually applied to Bondholders.
- EUR 1.5 million allocation made by the subsidiary Autostrada dei Fiori S.p.A. in view of the dispute with the Provinces of Imperia and Savona concerning state fees.

Other provisions

This item totalled EUR 12,332 thousand and refers mainly to:

- EUR 4.7 million set aside for possible risks and charges borne by Autocamionale della Cisa S.p.A.. These risks mainly refer to the charges for work on behalf of ANAS on the Ghiare di Berceto-Bivio di Bertorella section;
- EUR 3.5 million prudentially set aside against the dispute underway with the Granting Body concerning the request of higher sub-concession fees for previous years;
- EUR 2.1 million set aside by ATIVA S.p.A. against risks from work in progress, disputes in process and environmental and safety regulations;

- EUR 0.8 million set aside by SINA S.p.A. and ABC Costruzioni S.p.A. for current expenses of disputes.
- EUR 0.7 thousand set aside by SATAP S.p.A. and SALT S.p.A. for disputes in progress with employees.

14.2 – Employee benefits (Employee Severance Indemnity)

As at 31 December 2012, this item totalled EUR 44,340 thousand (EUR 35,719 thousand as at 31 December 2011). Changes during the period were as follows:

| **31 December 2011** | **35,719** |
|---|---|
| Period contributions | 7,754 |
| Indemnities advanced/liquidated during the period | (3,344) |
| Change in the scope of consolidation | 4,211 |
| **31 December 2012** | **44,340** |

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 | 2.50%[(1)] |
| Annual inflation rate | 2.00% |
| Annual rate of increase in severance pay | 3.00% |
| Annual rate of salary increases (for Companies with less than 50 employees) | From 1% to 2.5% |

| **Demographic assumptions** | |
|---|---|
| Mortality | RG 48 |
| Disability | INPS tables by age and sex |
| Retirement age | Requirements met |
| % of frequency of advances | From 1% to 4% |
| Turnover | From 1% to 9.0% |

(1) The rate used for discounting "employee benefits" decreased from 4.25% (2011) to 2.5% (2012). The effects related to this change are described in Note 34.2 “Financial charges”.
It is noted that, in line with the provisions set out by the Professional Board of Actuaries, the annual rate resulting from the Iboxx Eurozone Corporate Index – rating “A” was used in place of the Iboxx Eurozone Corporate Index – rating “AA” used in 2011, since it is considered as better representing the situation in which the SIAS Group carries out its activities. Moreover, it should be noted that, if the Group Company had used the Iboxx Eurozone Corporate Index – rating “AA”, the debt for “employee benefits” would have been higher of approximately EUR 1.6 million, with an effect on the shareholders' equity (Group and Minority interests) amounting to approximately EUR 1.1 million, net of the related tax effect.

## Note 15 – Other payables (long-term)

These consist of:

| | 31 December 2012 | 31 December 2011 |
|---|---|---|
| To ANAS-Central Insurance Fund | 262,364 | 295,181 |
| Deferred income related to discounting the payable to ANAS-Central Insurance Fund | 132,384 | 149,963 |
| CIV S.p.A. share of advances paid by TAV to COCIV | - | 4,002 |
| To others | 383 | 384 |
| **Total** | **395,131** | **449,530** |

The item payable *"to ANAS-Central Insurance Fund"* refers to operations undertaken by the parties in question on behalf of the licensees SALT S.p.A., Autostrada dei Fiori S.p.A., Autocamionale della Cisa S.p.A., SATAP S.p.A., SAV S.p.A. and ATIVA S.p.A. to make instalment payments and for accounts payable to suppliers. The amount of the debt has been discounted based on repayment plans in the respective agreements.

The item *"deferred income related to discounting the payable to ANAS-Central Insurance Fund"* collects the difference between the original amount of the debt and its present value. The charge from the discounting process is imputed to the income statement among "financial charges". At the same time, the amount previously deferred is posted to the item "other income".

The amount recorded in previous financial years for the item "*CIV S.p.A. share of advances paid by TAV to COCIV"*, related to the advances paid by TAV (now RFI) to Consorzio COCIV on the basis of the Convention of 16 March 1992, was restated among "*other payables (current)"*, as a result of the fact that the consortium restarted the works during the financial year.

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

| | Between one and five years | Beyond five years | Total |
|---|---|---|---|
| Payables to ANAS-Central Insurance Fund | 167,950 | 94,414 | 262,364 |
| Deferred income related to discounting the payable to ANAS-Central Insurance Fund | 63,802 | 68,582 | 132,384 |
| Other payables | 383 | - | 383 |
| **Total** | **232,135** | **162,996** | **395,131** |

## Note 16 – Bank debt (non-current)

This item totalled EUR 1,219,357 thousand (EUR 1,042,050 thousand as at 31 December 2011).

Almost all the medium- and long-term loan contracts in place as at 31 December 2012 require compliance with certain economic and financial parameters (covenants) that are normal for loans of this type. As at 31 December 2012, these parameters had been satisfied.

The tables below show the medium-term bank debt as at 31 December 2012 and 31 December 2011, indicating the related balance due (current and non-current portion) and summarizing the principal conditions applied to each liability.

| 31 December 2012 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Lending bank** | **Company** | **Due date** | **Initial amount** | **Interest rate** | **Currency** | **Balance as at 31 December 2012** | **Maturity** | | |
| | | | | | | | **Within 1 year** | **1 to 5 years** | **Beyond 5 years** |
| Banca BIIS (former Banca OPI S.p.A.) | SATAP | 15/06/2024 | 75,000 | Variable/IRS | EUR | 55,646 | 4,839 | 19,355 | 31,452 |
| Mediobanca | SATAP | 15/03/2022 | 15,000 | Variable/IRS | EUR | 11,400 | 1,200 | 4,800 | 5,400 |
| Mediobanca | SATAP | 15/06/2024 | 59,450 | Variable/IRS | EUR | 44,108 | 3,835 | 15,342 | 24,931 |
| Mediobanca | SATAP | 13/12/2021 | 400,000 | Variable/IRS | EUR | 400,000 | - | 80,000 | 320,000 |
| Mediobanca | SATAP | 31/12/2021 | 180,000 | Variable/IRS | EUR | 180,000 | - | 18,000 | 162,000 |
| UCCB (former MCC) | SATAP | 31/05/2014 | 90,000 | Variable | EUR | 38,250 | 24,750 | 13,500 | - |
| BNL – Mediobanca | SAV | 15/12/2019 | 50,000 | Variable/IRS | EUR | 29,167 | 4,167 | 16,667 | 8,333 |
| Banca BIIS (former Banca OPI S.p.A.) | ATIVA | 15/06/2015 | 49,404 | Variable/IRS | EUR | 15,071 | 5,830 | 9,241 | - |
| Banca Sella | ATIVA | 30/06/2016 | 4,117 | Variable | EUR | 2,255 | 601 | 1,654 | - |
| Banca d’Alba | ATIVA | 04/11/2015 | 4,117 | Variable | EUR | 2,789 | 909 | 1,880 | - |
| Banca CREDEM | ATIVA | 30/11/2014 | 2,887 | Variable | EUR | 1,472 | 728 | 744 | - |
| Banca BIIS (former Banca OPI S.p.A.) | CISA | 30/06/2018 | 110,000 | Variable/IRS | EUR | 55,000 | 10,000 | 40,000 | 5,000 |
| Unicredit Banca d’Impresa S.p.A. | ADF | 30/06/2016 | 100,000 | Variable | EUR | 70,000 | 20,000 | 50,000 | - |
| Cassa Risparmio La Spezia S.p.A. | Logistica Tirrenica | 01/04/2019 | 3,400 | Variable | EUR | 2,283 | 337 | 1,399 | 547 |
| Monte dei Paschi di Siena | SALT | 22/05/2018 | 170,000 | Variable/IRS | EUR | 89,046 | 16,191 | 64,763 | 8,092 |
| Intesa Sanpaolo S.p.A. | ATS | 30/11/2016 | 153,036 | Variable | EUR | 36,175 | 8,327 | 27,848 | - |
| Société Générale | SIAS | 02/10/2013 | 50,000 | Variable | EUR | 50,000 | 50,000 | - | - |
| Barclays Bank | SIAS | 27/01/2013 | 50,000 | Variable | EUR | 50,000 | 50,000 | - | - |
| Banca CARIGE S.p.A. | SIAS | 31/12/2020 | 60,000 | Variable | EUR | 60,000 | 7,500 | 30,000 | 22,500 |
| EIB (Mediobanca brokerage) | SIAS | 15/12/2024 | 60,000 | Variable/IRS | EUR | 60,000 | - | 18,000 | 42,000 |
| BBVA | SIAS | 08/04/2014 | 50,000 | Fixed | EUR | 50,000 | - | 50,000 | - |
| EIB | SIAS | 15/12/2024 | 40,000 | Variable IRS | EUR | 40,000 | - | 12,000 | 28,000 |
| EIB | SIAS | 15/06/2018 | 25,000 | Variable | EUR | 25,000 | - | 21,429 | 3,571 |
| EIB (Mediobanca brokerage) | SIAS | 15/06/2018 | 20,000 | Variable | EUR | 20,000 | - | 17,143 | 2,857 |
| EIB (Mediobanca brokerage) | SIAS | 15/12/2020 | 15,000 | Variable | EUR | 15,000 | - | 7,500 | 7,500 |
| EIB | SIAS | 15/12/2020 | 15,000 | Variable | EUR | 15,000 | - | 7,500 | 7,500 |
| EIB | SIAS | 15/12/2020 | 10,000 | Variable/IRS | EUR | 10,000 | - | 5,000 | 5,000 |
| Banca CARIGE S.p.A. | SIAS | 31/08/2016 | 7,500 | Variable | EUR | 7,500 | - | 7,500 | - |
| Mediobanca - Unicredit | IGLI | 29/04/2013 | 230,000 | Variable | EUR | 166,148 | 166,148 | - | - |
| | | | | | *Total* | *1,601,310* | *375,362* | *541,265* | *684,683* |
| | | | | | Net accrued liabilities and (deferred income) | (3,935) | 2,656 | (2,091) | (4,500) |
| | | | | | Total loans | 1,597,375 | 378,018 | 539,174 | 680,183 |
| | | | | | | | **Total bank debt (non-current)** | **1,219,357** | |

The interest on the loans is essentially tied to the Euribor (i.e. the reference IRS) plus a spread ranging from 0.38% to 5.00% (weighted average spread of 1.70%).

The section “Other information - Financial risk management” contains the description of the financial risks of the Group and the management policies for them.

| 31 December 2011 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Lending bank** | **Company** | **Due date** | **Initial amount** | **Interest rate** | **Currency** | **Balance as at 31 December 2011** | **Maturity** | | |
| | | | | | | | **Within 1 year** | **1 to 5 years** | **Beyond 5 years** |
| Banca BIIS (former Banca OPI S.p.A.) | SATAP | 15/06/2024 | 75,000 | Variable/IRS | EUR | 60,484 | 4,839 | 19,355 | 36,290 |
| Mediobanca | SATAP | 15/03/2022 | 15,000 | Variable/IRS | EUR | 12,600 | 1,200 | 4,800 | 6,600 |
| Mediobanca | SATAP | 15/06/2024 | 59,450 | Variable/IRS | EUR | 47,943 | 3,835 | 15,342 | 28,766 |
| Mediobanca | SATAP | 13/12/2021 | 400,000 | Variable/IRS | EUR | 400,000 | - | - | 400,000 |
| Mediobanca | SATAP | 31/12/2021 | 180,000 | Variable/IRS | EUR | 180,000 | - | - | 180,000 |
| UCCB (former MCC) | SATAP | 31/05/2014 | 90,000 | Variable | EUR | 58,500 | 20,250 | 38,250 | - |
| BNL – Mediobanca | SAV | 15/12/2019 | 50,000 | Variable/IRS | EUR | 33,335 | 4,168 | 16,667 | 12,500 |
| Banca BIIS (former Banca OPI S.p.A.) | ATIVA | 15/06/2015 | 49,404 | Variable/IRS | EUR | 20,645 | 5,575 | 15,070 | - |
| Banca Sella | ATIVA | 30/06/2016 | 4,117 | Variable | EUR | 2,824 | 569 | 2,255 | - |
| Banca d’Alba | ATIVA | 04/11/2015 | 4,117 | Variable | EUR | 3,679 | 890 | 2,789 | - |
| Banca CREDEM | ATIVA | 30/11/2014 | 2,887 | Variable | EUR | 2,188 | 715 | 1,473 | - |
| Banca BIIS (former Banca OPI S.p.A.) | CISA | 30/06/2018 | 110,000 | Variable/IRS | EUR | 65,000 | 10,000 | 40,000 | 15,000 |
| Unicredit Banca d’Impresa S.p.A. | ADF | 30/06/2016 | 100,000 | Variable | EUR | 89,865 | 20,000 | 69,865 | - |
| Unicredit Banca d’Impresa S.p.A. | ADF | 24/02/2012 | 150,000 | Variable | EUR | 441 | 441 | - | - |
| Cassa Risparmio La Spezia S.p.A. | Logistica Tirrenica | 01/04/2019 | 3,400 | Variable | EUR | 2,608 | 323 | 1,367 | 918 |
| Monte dei Paschi di Siena | SALT | 22/05/2018 | 170,000 | Variable/IRS | EUR | 105,238 | 16,191 | 64,763 | 24,284 |
| Société Générale | SIAS | 03/04/2012 | 50,000 | Variable | EUR | 50,000 | 50,000 | - | - |
| Barclays Bank | SIAS | 27/01/2013 | 50,000 | Variable | EUR | 50,000 | - | 50,000 | - |
| | | | | | *Total* | *1,185,350* | *138,996* | *341,996* | *704,358* |
| | | | | | Net accrued liabilities and (deferred income) | (2,536) | 1,768 | (92) | (4,212) |
| | | | | | Total loans | 1,182,814 | 140,764 | 341,904 | 700,146 |
| | | | | | | **Total bank debt (non-current)** | | **1,042,050** | |

## Note 17 – Hedging derivatives

This item amounts to EUR 139,290 thousand (EUR 94,155 thousand as at 31 December 2011) and refers to the fair value of the interest rate swap contracts concluded by Group companies in previous years in order to prevent the risk deriving from the changes in interest rates.

## Note 18 – Other financial liabilities (non-current)

These consist of:

| | 31 December 2012 | 31 December 2011 |
|---|---|---|
| Convertible bond loan 2005-2017 (“liability component”) | 215,340 | 212,060 |
| Bond loan 2010-2020 | 493,671 | 493,012 |
| Other payables | 2,125 | 2,278 |
| **Total** | **711,136** | **707,350** |

The item “*convertible bond loan 2005-2017*” refers to the “liability component” of the convertible bond loan “SIAS 2.625% 2005 – 2017 convertible in ordinary shares”. In compliance with IAS 32, this item was posted net of the cost incurred for its issue/listing on the MTA.

As at 31 December 2012, the bond loan consisted of 31,873,883 bonds (taking into account the conversions made, corresponding to 1,117 bonds) with a nominal value of EUR 10.50 each. The bonds have the following principal features:

- duration: 12 years;
- interest rate: 2.625% per year, gross;
- conversion option: beginning at the end of the fifth year (July 2010), one ordinary share of SIAS S.p.A. for each Bond held;
- redemption: unconverted bonds upon maturity (30 June 2017) will be redeemed in a lump sum at par value.

As reported in the section "Valuation criteria", at the time of initial entry, the "shareholders' equity component" was separated, discounting the net cash of the bond loan on the basis of market interest rates at the time of the issue. It is also highlighted that the amount payable is recorded net of the bonds held by the Parent Company ASTM S.p.A.

The item "*bond loan 2010-2020*" relates to the EUR 500 million bond loan issued in October 2010. The bonds have a minimum unit of EUR 50 thousand and were placed at an issue price ("below par") of EUR 99.134. These bonds are regulated by UK laws and were traded at the Irish Stock Exchange.
In compliance with IAS 32, this item was posted net of the cost incurred for the issue/listing and of the issue discounts.
The bonds have the following principal features:

- duration: 10 years;
- interest rate: 4.50% per year, gross;
- redemption: unconverted bonds upon maturity (26 October 2020) will be redeemed in a lump sum at par value.

The increase in the above-mentioned "bond loans" was due to the application of the "amortised cost" method, according to which the amount of the payable is gradually aligned to its repayment value.

*"Other liabilities"* refer to that portion of medium- and long-term loans related to the lease-purchase of assets. These liabilities mature between one and five years.

## Note 19 – Deferred tax liabilities

This item totalled EUR 43,694 thousand (EUR 34,946 thousand as at 31 December 2011). For the breakdown of this item, please refer to Note 36 – Income taxes.

## Note 20 – Trade payables (current)

This item totalled EUR 155,393 thousand (EUR 154,805 thousand as at 31 December 2011). The change in this item was mainly due to the progress in the programme of investments in revertible assets.

## Note 21 – Other payables (current)

These consist of:

| | **31 December 2012** | **31 December 2011** |
|---|---|---|
| Advance payments | 6,616 | 1,065 |
| Payables to unconsolidated subsidiaries | 52 | 52 |
| Payables to associated companies | 6,407 | 7,656 |
| Payables to parent companies | 2,511 | 866 |
| Payables to welfare organisations | 9,318 | 10,163 |
| Payable related to the share capital increase of Autostrade Lombarde S.p.A. | 11,797 | 16,642 |
| Payables to ANAS-Central Insurance Fund | 50,396 | 43,396 |
| Payables to Autostrada dei Fiori shareholders for option | 13,564 | - |
| Payables to ANAS for Asti-Cuneo option | - | 43,546 |
| Deferred income | 16,869 | 19,123 |
| Other payables | 64,371 | 56,281 |
| **Total** | **181,901** | **198,790** |

The item *“advance payments”* includes advances received from buyers in accordance with the law and intended to be recovered based on the progress of the work. An amount of EUR 6.1 million relates to the advance payments made by RFI to Consorzio COCIV with regard to the construction of the “Terzo Valico dei Giovi”.

“*Payable to unconsolidated subsidiaries”* and *“payable to associated companies*” refer to payables to consortia companies and other associated companies for services rendered.

The item “*Payables to parent companies*” mainly refers to the payable for tax consolidation (EUR 1.5 million) and, for the remaining part, to managerial assistance and other services provided by the parent company Argo Finanziaria S.p.A. to the Group companies.

“*Payable related to the share capital increase of Autostrade Lombarde S.p.A.*” consists of the tenths yet to be paid (25% share) in the share capital increase subscribed by the shareholders. This payable was paid in January 2013.

*“Payable to ANAS-Central Insurance Fund”* represents that portion of the debt maturing during the next accounting period.

The item “*Payables to ANAS for Asti-Cuneo option*” zeroed in the period, due to the fact that ANAS S.p.A. decided not to exercise the put option related to the shares held in Autostrada Asti-Cuneo S.p.A. (corresponding to 35% of the share capital).

As part of the share capital increase of the subsidiary Autostrada dei Fiori S.p.A., which was approved by the Shareholders’ Meeting on 23 October 2012, the subsidiary SALT S.p.A. granted a put option to some shareholders of Autostrada dei Fiori S.p.A. on 2,602,320 shares (equal to 3.652% of the share capital) subscribed by them. The item “*Payables to Autostrada dei Fiori shareholders for option”* represents the estimate of the price to be paid to the shareholders if the latter decide not to exercise the put option for the above-mentioned shares.

The item “*deferred income*” mainly relates to prepaid lease, easement payments, grants received by SATAP S.p.A. (A4 and A21 stretches) and given by TAV S.p.A., RFI S.p.A., Autostrade Centro Padane S.p.A., Autostrade per l’Italia S.p.A. as well as to grants received by SAV S.p.A. and given by RAV S.p.A. and the Autonomous Region of Valle d’Aosta.

## Note 22 – Bank debt (current)

These consist of:

| | **31 December 2012** | **31 December 2011** |
|---|---|---|
| Short-term loans and advances | 284,883 | 138,933 |
| Maturing portion of medium- and long-term loans | 378,018 | 140,764 |
| **Total** | **662,901** | **279,697** |

The item *“short-term loans and advances”* refers to revolving-type pool loans, other short-term loans and advances, and current account overdrafts.

The increase in this item is due, for EUR 160 million, to the residual amount of the bridge-to-equity loan granted on 8 March 2012 by Mediobanca S.p.A. and UniCredit S.p.A., for the short-term financial needs linked to the acquisition of the equity investment in IGLI S.p.A..

The increase in the item "*maturing portion of medium- and long-term loans*" is due, for EUR 166 million, to the inclusion in the scope of consolidation of IGLI S.p.A..

## Note 23 – Other financial liabilities (current)

These consist of:

| | **31 December 2012** | **31 December 2011** |
|---|---|---|
| Convertible bond loan 2005-2017 | 6,086 | 6,086 |
| Bond loan 2010-2020 | 4,133 | 4,122 |
| Payables to connected companies | 8,309 | 8,300 |
| Other payables | 461 | 398 |
| **Total** | **18,989** | **18,906** |

The items "*convertible bond loan 2005-2017*" and "*bond loan 2010-2020*" refer to the payable to the bondholders for interest accrued as at 31 December 2012.

The item "*payables to connected companies*" refers to payables to connected companies not belonging to the Group for tolls collected on behalf of licensees of the Group, which had not yet been allocated by the end of the period.

"*Other payables*" refer to portion of short-term loans related to the lease-purchase of assets.

With regard to the total debt (short-, medium- and long-term) for assets in lease-purchase, we show below the reconciliation as at 31 December 2012 between total future payments for leased assets and their present value using the interest rate implicit in the respective contract.

| **Future payments** | **3,193** |
|---|---|
| Near present value of the instalments based on the implicit rate in the contracts | (663) |
| **Present value of future payments** | **2,530** |

## Note 24 – Current tax liabilities

Current tax liabilities totalled EUR 18,062 thousand (EUR 28,813 thousand as at 31 December 2011). They refer to IRES (corporate income tax), IRAP (regional business tax) and IRPEF (personal income tax) withheld.

# Notes - Information on the income statement

## Note 25 – Revenues

25.1 – Motorway sector revenue – operating activities

This item breaks down as follows:

| | 2012 | 2011 |
|---|---|---|
| Net toll revenues | 814,780 | 819,658 |
| Fee/surcharge payable to ANAS | 70,404 | 75,983 |
| **Gross toll revenues** | **885,184** | **895,641** |
| Other accessory revenues | 38,430 | 40,605 |
| **Total motorway sector revenue** | **923,614** | **936,246** |

The decrease in "*net toll revenues*", equal to EUR 4.9 million (-0.59%), was due to the decrease in traffic volumes (-EUR 59.9 million) that was partially offset by the growth (+EUR 55 million) resulting from the increase in toll rates as of 1 January 2012.

The decrease in the item "*fee/additional fee payable to ANAS*" was mainly due to the decrease in traffic volumes. Based on the fact that the fees had been collected on behalf of ANAS, this decrease wholly affected the item "*operating costs*".

"*Other accessory revenues*" mainly refer to rental income from service areas and are down (-5.35%) compared to the previous financial year.

25.2 – Motorway sector revenue – planning and construction activities

This item totalled EUR 271,639 thousand (EUR 281,186 thousand in 2011) and refers to the "planning and construction activities" of non-compensated revertible assets that – according to IFRIC 12 – are booked among revenues with regards to both the portion obtained by Group companies and that of Third Parties. A similar amount of costs was booked, against these revenues, under item "Other costs for services".

25.3 – Construction sector revenue

This item breaks down as follows:

| | 2012 | 2011 |
|---|---|---|
| Revenues for work and planning and changes in contract work in process | 1,899 | 1,946 |
| Other revenues | 1,866 | 2,406 |
| **Total** | **3,765** | **4,352** |

This item relates to the total amount of "production" carried out for Third parties by the subsidiary ABC Costruzioni S.p.A.. This amount is posted net of the intercompany "production" related to maintenance and expansion services performed on the motorway network by the cited Companies for the Group motorway companies.

FY 2012 shows a decrease in turnover achieved through the activities carried out for third parties compared to the previous financial year. A similar decrease was recorded in the activities carried out within the Group's licensees.

25.4 – Engineering sector revenue

This item breaks down as follows:

| | 2012 | 2011 |
|---|---|---|
| Revenues for work and planning and changes in contract work in process | 23,567 | 21,890 |
| Other revenue and changes in inventories of work in progress, semi-finished products and finished goods | 1,421 | 1,035 |
| **Total** | **24,988** | **22,925** |

This item relates to the total amount of “production” carried out by the subsidiaries SINA S.p.A., SINECO S.p.A., LIRA S.p.A., CIV S.p.A., ATIVA ENGINEERING S.p.A., CISA ENGINEERING S.p.A., Consorzio SINA and Consorzio SINTEC. This amount is posted net of the intercompany “production” related to services performed on the motorway network by the cited Companies for the Group motorway companies.

The financial year under review shows an increase in turnover achieved through the activities carried out for third parties. A similar increase was recorded in the activities carried out within the Group's licensees.

25.5 – Technology sector revenue

This item breaks down as follows:

| | 2012 | 2011 |
|---|---|---|
| Revenues | 20,207 | 16,749 |
| Changes in contract work in process | (6,828) | 6,619 |
| Change in work in progress, semi-finished products, finished goods and other revenues | 594 | 841 |
| **Total** | **13,973** | **24,209** |

This is the total amount of “production” carried out for Third Parties by the subsidiaries Sinelec S.p.A. and Euroimpianti Electronic S.p.A.. The above-mentioned amounts are recognised net of intercompany “production” related to maintenance and enhancement activities for the motorway network, which were carried out by the said Companies in favour of the Group’s motorway companies.

In FY 2012, there was an increase in the activities carried out within the Group's licensees, against a decrease in turnover achieved through the activities carried out for third parties.

25.6 – Other revenues

This item breaks down as follows:

| | 2012 | 2011 |
|---|---|---|
| Indemnification of damages | 17,176 | 8,944 |
| Recovery of expenses and other income | 18,720 | 19,773 |
| Share of income resulting from the discounting of the payable due to ANAS-Central Insurance Fund | 17,579 | 18,705 |
| Works on behalf of third parties | 1,503 | 1,242 |
| Operating grants | 1,072 | 840 |
| **Total** | **56,050** | **49,504** |

The change in the item "*claims for damages*" was due to higher refunds – by insurance companies – for the costs incurred by motorway companies for repair to the motorway network following accidents or other damages.

The item *"share of income resulting from the discounting of the payable due to ANAS-Central Insurance Fund"* refers to the share related to the difference – which was previously deferred – between the original amount of the payable and its present value.

The item *"works on behalf of third parties"* refers to revenues resulting from the works and services rendered on behalf of Third parties.

## Note 26 – Payroll costs

This item can be detailed as follows:

| | **2012** | **2011** |
|---|---|---|
| Salaries and wages | 118,470 | 115,292 |
| Social security contributions | 36,340 | 36,038 |
| Actuarial updating of Employee Severance Indemnity | 8,086 | 8,073 |
| Other costs | 3,620 | 2,480 |
| **Total** | **166,516** | **161,883** |

The increase in the item "*Payroll costs*" is due, for EUR 3 million, to the increase in the "construction", engineering" and "technology" sectors and, for the remaining part (EUR 1.6 million) to the effects resulting from the renewal of the national collective agreement for the motorway sector signed on 4 August 2011.

Average staffing breaks down by category as follows:

| | 2012 | 2011 |
|---|---|---|
| Executives | 82 | 79 |
| Middle managers | 86 | 87 |
| Staff | 2,029 | 2,004 |
| Workers | 417 | 412 |
| Total | 2,614 | 2,582 |

The staffing of the ATIVA Group (consolidated using the proportional method) is composed as follows:

| | **ATIVA Group 2012 Total** | **ATIVA Group 2012 pro-rata (41.17%)** |
|---|---|---|
| Executives | 10 | 4 |
| Middle managers | 10 | 4 |
| Staff | 298 | 123 |
| Workers | 78 | 32 |
| Total | 396 | 163 |

## Note 27 – Costs for services

This expense item breaks down as follows:

| | 2012 | 2011 |
|---|---|---|
| Maintenance of non-compensated revertible assets | 56,620 | 59,239 |
| Other costs related to non-compensated revertible assets | 24,609 | 19,753 |
| Other costs for services | 306,463 | 322,373 |
| **Total** | **387,692** | **401,365** |

The item *"maintenance of non-compensated revertible assets"* is recognised net of intercompany "production" carried out by Group companies operating in the "construction" and "technology" sectors in favour of motorway companies. The total amount of **maintenance operations** carried out in the period under review totalled **EUR 107.9 million** (EUR 112.6 million in 2011). The increase in "*other operating costs related to non-compensated revertible assets*" is mainly due to higher costs incurred for "*winter services*" due to more snowfall during the first months of the current financial year.

The item *"other costs for services"* includes – as set out in IFRIC 12 – the costs related to "planning and construction activities" of non-compensated revertible assets. This category also includes professional fees, costs for legal assistance, fees for corporate bodies, as well as services provided by subcontractors to the subsidiaries ABC Costruzioni S.p.A., Euroimpianti S.p.A. and Si.Co.Gen. s.r.l.. The change in this item is mainly due to lower "planning and construction activities" carried out compared to the previous financial year.

## Note 28 – Costs for raw materials

This expense item breaks down as follows:

| | 2012 | 2011 |
|---|---|---|
| Raw materials | 37,606 | 43,443 |
| Production supplies | 10,272 | 9,303 |
| Merchandise | 446 | 583 |
| Changes in inventories of raw materials, consumables and merchandise | (302) | (962) |
| **Total** | **48,022** | **52,367** |

This item relates to production material and consumables and mainly refers to the subsidiaries ABC Costruzioni S.p.A., Euroimpianti Electronic S.p.A., Sicogen s.r.l. and Sinelec S.p.A..

The change, compared to the corresponding period last year, was mainly due to higher activity levels carried out within the Group by the companies operating in the "construction" and "engineering" sectors.

## Note 29 – Other operating costs

This expense item breaks down as follows:

| | 2012 | 2011 |
|---|---|---|
| Concession fee pursuant to art. 1, paragraph 1020 of Law no. 296/06 | 19,804 | 19,890 |
| Fee pursuant to art. 19, paragraph 9-bis of Law Decree no. 78/09 | 70,404 | 75,983 |
| Sub-concession fee | 4,566 | 4,768 |
| Lease and rental expenses | 9,671 | 8,787 |
| Other operating expenses | 10,348 | 11,823 |
| **Total** | **114,793** | **121,251** |

The item *"concession fee pursuant to art. 1, paragraph 1020 of Law no. 296/06"* has been calculated according to 2.4% of "net toll revenues"; the change compared to the previous year is linked to the decrease in toll revenues.

The decrease in the item "*fee pursuant to art. 19, paragraph 9-bis of Law Decree no. 78/98*" is due to the traffic decrease on the sections managed by motorway companies.

The change in the item *"sub-concession fee"* is mainly due to the decrease in royalties from service areas.

The item *"leases and rental expenses"* refers mainly to operating lease contracts for motor vehicles, computers, printers and premises used by the Group Companies. The associated contracts for these assets contain clauses for both redemption upon maturity at market prices for the contracted asset and renewal options upon maturity. The lease payments increase annually based on the ISTAT index.

In the previous financial year, the item "*other operating expenses*" included EUR 3.5 million set aside by licensees in view of the dispute underway with the Granting Body concerning the requests for higher sub-concession fees related to previous years.

## Note 30 – Capitalised expenses for internal works

This item, amounting to EUR 1,684 thousand (EUR 2,978 thousand in 2011), refers to internal works carried out within the Group and capitalised as an increase to tangible assets.

## Note 31 – Amortisation, depreciation and write-downs

This item breaks down as follows:

| | 2012 | 2011 |
|---|---|---|
| Intangible assets: | | |
| • Other intangible assets | 1,021 | 1,036 |
| • Non-compensated revertible assets | 245,991 | 228,122 |
| Tangible assets: | | |
| • Buildings | 1,360 | 1,258 |
| • Plant and machinery | 1,250 | 1,242 |
| • Industrial and commercial equipment | 741 | 735 |
| • Other assets | 2,376 | 2,402 |
| • Assets in financial lease | 616 | 605 |
| **Total amortisation and depreciation** | **253,355** | **235,400** |
| Write-down of goodwill and other write-downs | 11,635 | 5,436 |
| **Total amortisation, depreciation and write-downs** | **264,990** | **240,836** |

The item "*write-down of goodwill and other write-downs*" refers to the reduction (EUR 3,137 thousand) made to goodwill of ATIVA S.p.A. and, for EUR 8,206 thousand, to the reduction in goodwill of SALT S.p.A.. Despite forecasting a positive result, these write-downs (which were made following the impairment test) are linked to the approaching expiry of the related concessions (as of today, these are 2016 for ATIVA and 2019 for SALT S.p.A.).

## Note 32 – Update of the provision for restoration, replacement and maintenance of non-compensated revertible assets

The updating of provision for restoration, replacement and maintenance of non-compensated revertible assets is detailed as follows:

| | 2012 | 2011 |
|---|---|---|
| Use of the provision for restoration, replacement and maintenance of non-compensated revertible assets | (118,016) | (121,844) |
| Set-aside to provision for restoration, replacement and maintenance of non-compensated revertible assets | 119,085 | 125,070 |
| **Net update of the provision for restoration, replacement and maintenance of non-compensated revertible assets** | **1,069** | **3,226** |

The use of the provision for restoration, replacement and maintenance of non-compensated revertible assets represents all maintenance costs borne by the motorway companies during the period. The reserve captures the amount needed to update the provisions to meet scheduled maintenance programmes in the financial plans attached to the individual concessions in later accounting periods, in order to ensure the appropriate functionality and safety of the respective motorway infrastructures. The different amount of the net update of the provision for restoration, replacement and maintenance of non-compensated revertible assets is due, among other things, to a different schedule of maintenance operations.

## Note 33 – Provisions for risks and charges

These break down as follows:

| | **2012** | **2011** |
|---|---|---|
| Reserve for contractual risks and litigation | 3,565 | 4,645 |
| **Total** | **3,565** | **4,645** |

The "*risks provision*" (EUR 1.3 million) refers to taxes prudentially allocated following the changes in the tax regulations concerning the deductibility of interest expense calculated on the "liability component" of the convertible bond loan "SIAS 2.625% 2005-2017".

## Note 34 – Financial income and charges

34.1 – Financial income

This item breaks down as follows:

| | **2012** | **2011** |
|---|---|---|
| **Income from equity investments:** | | |
| • dividends from other businesses | 2,826 | 4,469 |
| • capital gains from the disposal of investments | 381,128 | 285 |
| **Total** | **383,954** | **4,754** |
| **Interest income and other financial income** | | |
| • from credit institutions | 25,641 | 18,328 |
| • from financial assets | 4,676 | 2,754 |
| • from loans | - | - |
| • from interest rate swap contracts | - | - |
| • others | 3,493 | 1,268 |
| **Total** | **33,810** | **22,350** |

The item *"dividends from other businesses"* mainly refers to the dividends collected from the subsidiaries Milano Serravalle - Milano Tangenziali S.p.A. (EUR 1.8 million), Banca Ca.Ri.Ge. S.p.A. (EUR 0.7 million), Assicurazioni Generali S.p.A. (EUR 0.1 million), Mediobanca S.p.A. (EUR 0.1 million) and Alerion Green Power S.p.A. (EUR 0.1 million).

The item *"capital gains from the disposal of investments"* almost entirely refers to the capital gain resulting from the disposal of the equity investment held in Autostrade Sud America S.r.l.. This capital gain is due to the difference between the amount collected (EUR 565.2 million) and the book value of the equity investment (EUR 185.7 million). The latter also takes into account the profit (loss) of the Autostrade Sud America Group for the period 1 January - 31 March 2012 (EUR 2.8 million), as well as the repayment of foreign exchange differences (EUR 7.9 million).

The increase in the item "*interest income and other financial income*" is mainly due to the income resulting from the investment of higher liquidity available compared to the same period last year.

34.2 – Financial charges

This item breaks down as follows:

| | 2012 | 2011 |
|---|---|---|
| **Interest expense to credit institutions:** | | |
| • on loans | 40,340 | 29,934 |
| • on current accounts at banks | 3,063 | 1,148 |
| **Miscellaneous interest expense:** | | |
| • from interest rate swap contracts | 22,466 | 20,008 |
| • from financial discounting | 24,648 | 19,837 |
| • from financial lease contracts | 82 | 33 |
| • from convertible bond loan SIAS 2005-2017 | 9,252 | 9,120 |
| • from bond loan SIAS 2010-2020 | 23,170 | 23,117 |
| • Other charges | 3,892 | 4,573 |
| **Total** | **126,913** | **107,770** |
| **Capitalised financial charges** (1) | **(13,919)** | **(10,072)** |
| **Total** | **112,994** | **97,698** |

(1) As reported in Note 1 – Intangible assets/Concessions - non-compensated revertible assets, an amount equal to EUR 13.9 million was capitalised under the item "non-compensated revertible assets".

The increase in *"interest expense on loans"* is mainly due to the consolidation of IGLI S.p.A. as from 8 March 2012, as well as to the financial charges related to the bridge-to-equity loan that was taken out by the parent company in order to acquire the said equity investment.

Interest expense on "*interest rate swap contracts*" was due to the difference between the interest rate granted by the Group to the counterparties, based on which the interest rate swap contracts were signed. The change compared to FY 2011 is mainly due to the trend of benchmark interest rates.

Interest expense related to "*financial discounting*" of non-current liabilities refers, for EUR 17.6 million, to the payables due to ANAS-Central Insurance Fund, for EUR 0.2 million to the discounting of the SIAS S.p.A. tax reserve and, for EUR 6.8 million, to the employee severance indemnity. As part of this latter amount, an amount of EUR 5.5 million is due to the increase in charges corresponding to the decrease in benchmark discounting rates in 2012.

Interest expense on the "*convertible bond loan SIAS 2005-2017*" represents the charges on the "liabilities component" of the loan issued by the subsidiary SIAS S.p.A. in July 2005, recalculated on the basis of the market interest rate.

Interest expense on "*bond loan SIAS 2010-2020*" represent the expense accrued on the bond loan issued by the subsidiary SIAS on 19 October 2010.

The increase in "*capitalised financial charges*" was mainly linked to the trend of the investments made.

34.3 - Write-down of equity investments

The item "*write-down of equity investments*" amounts to EUR 42,477 thousand (EUR 12,494 thousand in FY 2011) and is due to the alignment to the fair value of the investments held in Milano Serravalle-Milano Tangenziali S.p.A. (EUR 23.3 million), Banca Ca.Ri.Ge. S.p.A. (EUR 9.8 million), Alitalia – Compagnia Aerea Italiana S.p.A. (EUR 9.2 million), Confederazione Autostrade S.p.A., Aeroporto Pavia Rivanazzano S.r.l., Pista S.p.A., Spedia S.p.A. and BRISA S.A. (EUR 0.2 million).

## Note 35 – Profit (loss) of companies accounted for by the equity method

This item is detailed as follows:

| | 2012 | 2011 |
|---|---|---|
| **Revaluations (write-downs) of equity investments:** | | |
| • Albenga Garessio Ceva s.r.l. | 99 | 97 |
| • Autostrade Sud America - ASA s.r.l. | 2,853 | 18,933 |
| • ASTA S.p.A. | 6 | 124 |
| • Baglietto S.p.A. | (1,715) | - |
| • CIM S.p.A. | 25 | (442) |
| • IMPREGILO S.p.A. (ord. shares + savings shares) | 77,157 | |
| • INPAR S.p.A. in liquidation | - | (71) |
| • ITINERA S.p.A. | 1,909 | 3,385 |
| • OMT S.p.A. | (415) | (55) |
| • Road Link Ltd. | 1,188 | 1,127 |
| • Rivalta Terminal Europa S.p.A. | - | (360) |
| • SABROM S.p.A. | (39) | - |
| • SITAF S.p.A. | 6,885 | 7,805 |
| • SITRACI S.p.A. | - | - |
| • SITRASB S.p.A. | 425 | 536 |
| • VIO – Interporto di Vado s.c.p.a. | - | 55 |
| **Total** | **88,378** | **31,134** |

This item includes – with regard to the prorated share – the results achieved by the subsidiaries and by the unconsolidated associated companies. As stated above, it is noted that the adjustment for Autostrade Sud America S.r.l. reflects the pro-rata of profit (loss) for the period 1 January-31 March 2012, while that of Impregilo S.p.A. reflects the pro-rata of profit (loss) recorded between the date of the acquisition (8 March 2012) and 31 December 2012. This amount was decreased so as to align the book value of the equity investment with the value of the take-over bid launched by Salini S.p.A. (EUR 4.00/share).

## Note 36 – Income taxes

This item can be detailed as follows:

| | 2012 | 2011 |
|---|---|---|
| **Current taxes:** | | |
| • IRES | 92,305 | 97,225 |
| • IRAP | 19,733 | 21,134 |
| | **112,038** | **118,359** |
| **Taxes (prepaid)/deferred:** | | |
| • IRES | (16,888) | (21,663) |
| • IRAP | (477) | (864) |
| | **(17,365)** | **(22,527)** |
| **Taxes related to prior years** | | |
| • IRES | (7,981) | (95) |
| • IRAP | (3) | 8 |
| | **(7,984)** | **(87)** |
| **Total** | **86,689** | **95,745** |

During the year, “advance tax payments” were recorded for approx. EUR 12.4 million (with contra-entry in the shareholders’ equity), related to the fair value measurement of “financial assets available for sale” and “Interest Rate Swaps”.

The item “taxes related to prior years” includes the recognition of the credit for IRES repayment, equal to approximately EUR 8.4 million, due to the non-deduction of IRAP for costs related to employees and staff treated as such, as set out in art. 2, paragraph 1-quater of Law Decree no. 201/2011.

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 2012 and 2011.

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 2012 and 2011.

Reconciliation between effective and theoretical rates (IRES):

| | | 2012 | | 2011 |
|---|---|---|---|---|
| **Period income before taxes** | | **659,737** | | **283,873** |
| **Effective income taxes (from financial statements)** | **75,417** | **11.43%** | **75,562** | **26.62%** |
| **Lower taxes (compared to the theoretical rate):** | | | | |
| • lower taxes on dividends | 738 | 0.11% | 1,168 | 0.41% |
| • lower taxes on capital gains (including the disposal of the equity investment in ASA) according to the participation exemption system | 99,567 | 15.09% | 78 | 0.03% |
| • update of investments accounted for by the equity method | 24,304 | 3.68% | 8,562 | 3.01% |
| **Higher taxes (compared to the theoretical rate):** | | | | |
| • non-deductible expense, taxes on intercompany dividends | (2,313) | -0.35% | (3,207) | -1.13% |
| • write-downs of investments and non-deductible capital losses | (11,681) | -1.77% | (3,436) | -1.21% |
| • allocation of SIAS taxes on bond loan related to prior years and other changes | (4,604) | -0.70% | (662) | -0.23% |
| **Theoretical income taxes** | **181,428** | **27.50%** | **78,065** | **27.50%** |

Reconciliation between effective and theoretical rates **(**IRAP**)**:

| | | 2012 | | 2011 |
|---|---|---|---|---|
| **Value added (IRAP taxable base)** | | **497,147** | | **502,355** |
| **Effective income taxes (from financial statements)** | **19,256** | **4.02%** | **20,270** | **4.04%** |
| **Lower taxes (compared to the theoretical rate):** | | | | |
| • other net change | (569) | -0.12% | (673) | -0.14% |
| **Theoretical income taxes** | **18,687** | **3.90%** | **19,597** | **3.90%** |

With regard to the year under review and the corresponding 2011 period, the tables below show the total deferred tax income and expenses (posted to the income statement) and the total deferred tax credits and liabilities (posted to the balance sheet).

| | 2012 | 2011 |
|---|---|---|
| **Deferred tax income** related to: (*) | | |
| • repayment of deferred taxes on capital gains | 45 | 84 |
| • valuation of work in progress according to percentage of completion | 384 | - |
| • provisions to tax deferral reserves | 1,016 | 1,301 |
| • actuarial recalculation of the Employee Severance Indemnities Reserve | 1,389 | 18 |
| • effects of the recalculation of amortisation/depreciation of non-compensated revertible assets (IFRIC 12) | 8,800 | 12,190 |
| • maintenance costs – restoration provision (IRES) | 12,436 | 16,590 |
| • repayment of deferred taxes and other | 2,267 | 2,171 |
| **Total (A)** | **26,337** | **32,354** |
| **Deferred tax expenses** related to: (*) | | |
| • repayment of deferred taxes on capital gains | 63 | 14 |
| • valuation of work in progress according to percentage of completion | 529 | 871 |
| • actuarial recalculation of the Employee Severance Indemnities Reserve | - | 82 |
| • transfer of amortisation on reversed intangible assets | 44 | 6 |
| • effects of the recalculation of amortisation/depreciation of non-compensated revertible assets (IFRIC 12) | 6,256 | 6,228 |
| • others | 2,081 | 2,626 |
| **Total (B)** | **8,973** | **9,827** |
| **Taxes (prepaid)/deferred (B) – (A)** | **(17,364)** | **(22,527)** |

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

| | 31 December 2012 | 31 December 2011 |
|---|---|---|
| **Deferred tax credits** related to: (*) | | |
| • intangible assets not capitalised in accordance with IAS/IFRS | 637 | 643 |
| • provisions to tax deferral reserves | 4,730 | 3,363 |
| • maintenance costs exceeding deductible share | 1,987 | 837 |
| • valuation of financial assets at fair value - IRS | 41,051 | 27,516 |
| • effects of the recalculation of amortisation/depreciation of non-compensated revertible assets (IFRIC 12) | 49,836 | 41,725 |
| • maintenance costs restoration provision (IRES) | 33,947 | 16,590 |
| • maintenance costs restoration provision (IRAP) | 5,117 | 5,559 |
| • other | 7,185 | 6,910 |
| **Total deferred tax credits** | **144,490** | **103,143** |

| | 31 December 2012 | 31 December 2011 |
|---|---|---|
| **Deferred tax liabilities** related to: (*) | | |
| • assets in financial lease | (230) | (314) |
| • valuation of work in progress | (1,934) | (1,572) |
| • effects of the recalculation of amortisation/depreciation of non-compensated revertible assets (IFRIC 12) | (39,969) | (31,902) |
| • valuation of financial assets at fair value | (156) | (12) |
| • other | (1,405) | (1,146) |
| **Total deferred tax liabilities** | **(43,694)** | **(34,946)** |

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

It is also specified that no deferred tax credits resulted from retained tax losses.

## Note 37 – Earnings per share

In accordance with IAS 33, earnings per share are calculated by dividing the Group share of net profit/loss by the average number of shares in circulation during the period. The average number of shares is calculated taking into account the average number of treasury shares held by the Parent Company and its Subsidiaries.

| *(amounts in thousands of EUR)* | **2012** | **2011** |
|---|---|---|
| Net profit - Group share | 377,709 | 103,629 |
| Average number of ordinary shares in circulation during the period | 84,646,922 | 84,694,985 |
| **Earnings per share** *(euro per share)* | **4,462** | **1,224** |
| | | |
| Number of ordinary shares | 88,000,000 | 88,000,000 |
| Weighted average of treasury shares held during the period | (3,353,077) | (3,305,015) |
| Weighted average of ordinary shares in circulation during the period | 84,646,923 | 84,694,985 |

During 2011 and 2012, no options, warrants or equivalent financial instruments on dilutive "potential" ordinary shares were recorded.

## Note 38 – Information on the cash flow statement

<u>38.1 – Change in net working capital</u>

| | **2012** | **2011** |
|---|---|---|
| Inventories | 7,931 | (19,742) |
| Trade receivables | 2,726 | (13,221) |
| Current tax credits | (16,396) | 3,278 |
| Receivables from others | (9,515) | 3,921 |
| Current trade payables | (24,158) | 56,282 |
| Other current payables | (2,614) | (6,533) |
| Current tax liabilities | (17,461) | 3,865 |
| **Total** | **(59,487)** | **27,850** |

<u>38.2 – Other changes from operating activity</u>

| | **2012** | **2011** |
|---|---|---|
| Drawdown on provisions for Employee Severance Indemnities | (3,344) | (4,889) |
| Net change in other provisions and other changes | (532) | (965) |
| **Total** | (3,876) | (5,854) |

## Other information

Information is shown below with regard to (i) the commitments undertaken by the Group Companies, (ii) the determination of the fair value, (iii) financial risk management, (iv) related party transactions and (v) a summons served to ASTM S.p.A. and to some of its subsidiaries. With regard to information about the Group, about "**Events after the closing date**" and about the "**Business outlook**", please see the "Management Report".

### (i) Commitments undertaken by the Companies of the Group

On this subject, we point out the following:

*Guarantees*

- Guarantees, totalling EUR 156.6 million, issued by motorway companies in favour of ANAS as guarantee of the good management of concessions, as provided for by art. 6.3 of the Standard Agreements currently in force. The amounts of these guarantees, initially 3% of the total monetary operating charges included in the financial plans annexed to the said agreements, is untied on an annual basis with regards to the amount of the pro-rata of each year of the concession.
- The guarantee for EUR 3.1 million issued by SATAP S.p.A. to TAV S.p.A. to guarantee the redesign, development and maintenance work for the junction on the ANAS ring road of Novara and the interchange for the new station.
- The guarantee for a total of EUR 4.4 million (pro-rata share), issued in favour of Unicredit S.p.A. by the companies SATAP S.p.A., SINA S.p.A. and SINECO S.p.A. in relation to the loan granted to the associated company S.A.Bro.M S.p.A..
- The guarantee, amounting to EUR 8.7 million (pro-rata share), issued in favour of SACE BT Credit & Surety, through which SATAP S.p.A., SINA S.p.A. and SINECO S.p.A. guarantee the commitments undertaken by the associated company S.A.Bro.M S.p.A. following the signing of the agreement related to the Broni-Mortara motorway stretch on 16 September 2010.
- Guarantees totalling EUR 7.8 million issued in favour of CAP, with which SATAP S.p.A. and ATIVA S.p.A. (together with the other Shareholders of ATI-Associazione Temporanea di Impresa, under incorporation) guarantee the commitments undertaken by ATI upon participation in the tender for the construction and management of the Pedemontana Piemontese that was awarded, on a provisional basis, to ATI based on the notification received on 15 February 2010.
- The guarantee, equal to EUR 0.2 million (pro-rata share without joint and several guarantee), issued in favour of Banca IMI S.p.A., according to which SATAP S.p.A. guaranteed the commitments undertaken by the investee company Tangenziale Esterna S.p.A. in favour of Concessionarie Autostradali Lombarde S.p.A., as set out in the standard agreement, for the correct execution of the commitments related to the construction of the external Tangenziale Est of Milan.
- The guarantees (equal to EUR 4.2 million) issued in favour of the Municipality of Bernate Ticino and Parco Lombardo della Valle del Ticino, according to which SATAP S.p.A. guarantees the commitments undertaken for the construction of the Bernate Ring Road.

***

*Commitments*

The subsidiary SATAP S.p.A. signed with Consorzio Cooperative Costruzioni – CCC Società Cooperativa and C.M.B. Società Cooperativa Muratori e Braccianti di Carpi, a commitment in order to purchase part of the shares held by them in S.A.Bro.M. S.p.A., equal to 19.8% of its share capital (except for the exercise of the pre-emption right by the other shareholders of S.A.Bro.M. S.p.A.). This option, which amounts to EUR 4.9 million based on the nominal value of the shares, expires on 30 June 2013.

## (ii) Calculation of the fair value: supplemental information

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

| | |
|---|---|
| *Assets* | |
| • non-current financial assets - receivables: | the value posted to the financial statements represents their fair value |
| • cash and cash equivalents: | the value posted to the financial statements represents their fair value |
| • investments available for sale: | the value posted to the financial statements represents their fair value |
| *Liabilities* | |
| • variable rate loans: | the value posted to the financial statements represents their fair value |
| • trade payables: | the value posted to the financial statements represents their fair value |

* * *

In accordance with the valuation criteria, the "*bond loan SIAS 2005-2017 convertible into ordinary shares*" is posted to the financial statements at nominal value, with the "shareholders' equity component" shown separately. As this involves a listed financial instrument, shown below is a comparison between its market value and the corresponding book value:

| Bond loan SIAS 2005-2017 convertible into ordinary shares *(amounts in millions of EUR)* | 31 December 2012 (1) | 31 December 2011 (1) |
|---|---|---|
| • book value in the financial statements ("liabilities component") | 221 (2) | 218 |
| • issue value ("liabilities component" + "shareholders' equity component"): | 238 | 238 |
| • Official market listing | 222 | 191 |

(1) Amount of the payable net of bonds held by ASTM S.p.A. (30.72% of the total bond loan)

(2) Payable: EUR 215 million + interest: EUR 6 million

The "*bond loan SIAS 2010-2020*", issued on 26 October 2010, is posted to the financial statements at nominal value net of issue charges. As this involves a listed financial instrument, shown below is a comparison between its market value and the corresponding book value:

| Convertible bond loan *(amounts in millions of EUR)* | 31 December 2012 | 31 December 2011 |
|---|---|---|
| • book value in the financial statements: | 498[(1)] | 497 |
| • official market listing as at 30 December | 524 | 420 |

(1) Payable: EUR 494 million + interest: EUR 4 million

*Derivatives*

As at 31 December 2012, hedging transactions were in place (IRS-based). These contracts, signed by the subsidiaries ATIVA S.p.A., Autocamionale della Cisa S.p.A., SALT S.p.A., SATAP S.p.A. and SAV 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 2012 and the related fair value are summarised below:

*(amounts in thousands of EUR)*

| ***Company*** | ***Type*** | ***Purpose of hedging*** | ***Counterparts*** | ***Currency*** | ***Duration of the derivative contract*** | | ***31 December 2012*** | | ***Hedged financial liability*** | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | ***from*** | ***to*** | ***Notional reference*** | ***Fair value*** | ***Description*** | ***Nominal amount*** | ***Expiry*** |
| **ATIVA** | Interest Rate Swap | Change in interest rate | Intesa San Paolo | EUR | 31/7/2009 | 15/6/2015 | 15,071 | -534 | Loan | 15,071 | 15/6/2015 |
| **CISA** | Interest Rate Swap | Change in interest rate | Société Générale | EUR | 31/12/2008 | 29/6/2018 | 17,368 | -1,947 | Loan | 55,000 | 29/6/2018 |
| **CISA** | Interest Rate Swap | Change in interest rate | Société Générale | EUR | 30/6/2009 | 29/6/2018 | 9,167 | -674 | Loan | | 29/6/2018 |
| **SALT** | Interest Rate Swap | Change in interest rate | Société Générale | EUR | 1/1/2009 | 22/5/2018 | 89,046 | -7,706 | Loan | 89,046 | 22/5/2018 |
| **SATAP** | Interest Rate Swap | Change in interest rate | Mediobanca | EUR | 31/12/2008 | 13/12/2021 | 110,000 | -18,354 | Loan | | 13/12/2021 |
| **SATAP** | Interest Rate Swap | Change in interest rate | Mediobanca | EUR | 30/6/2009 | 13/12/2021 | 125,000 | -28,500 | Loan | 400,000 | 13/12/2021 |
| **SATAP** | Interest Rate Swap | Change in interest rate | Mediobanca | EUR | 30/6/2009 | 13/12/2021 | 110,000 | -17,708 | Loan | | 13/12/2021 |
| **SATAP** | Interest Rate Swap | Change in interest rate | Morgan Stanley | EUR | 30/6/2009 | 13/12/2021 | 55,000 | -9,000 | Loan | | 13/12/2021 |
| **SATAP** | Interest Rate Swap | Change in interest rate | Morgan Stanley | EUR | 15/6/2009 | 15/6/2024 | 55,646 | -7,975 | Loan | 55,646 | 15/6/2024 |
| **SATAP** | Interest Rate Swap | Change in interest rate | Morgan Stanley | EUR | 30/6/2009 | 31/12/2021 | 180,000 | -33,327 | Loan | 180,000 | 31/12/2021 |
| **SATAP** | Interest Rate Swap | Change in interest rate | Morgan Stanley | EUR | 15/6/2009 | 15/6/2024 | 44,108 | -5,996 | Loan | 44,108 | 15/6/2024 |
| **SATAP** | Interest Rate Swap | Change in interest rate | Morgan Stanley | EUR | 15/6/2009 | 15/3/2022 | 11,400 | -1,269 | Loan | 11,400 | 15/3/2022 |
| **SATAP** | Interest Rate Swap | Change in interest rate | Mediobanca | EUR | 15/06/2012 | 15/12/2024 | 30,000 | -1,402 | Loan | 60,000 | 15/12/2024 |
| **SATAP** | Interest Rate Swap | Change in interest rate | Unicredit | EUR | 15/06/2012 | 15/12/2024 | 30,000 | -1,274 | Loan | | 15/12/2024 |
| **SATAP** | Interest Rate Swap | Change in interest rate | Société Générale | EUR | 05/07/2012 | 15/12/2024 | 20,000 | -712 | Loan | 40,000 | 15/12/2024 |
| **SATAP** | Interest Rate Swap | Change in interest rate | Nomura | EUR | 18/10/2012 | 15/12/2024 | 20,000 | -467 | Loan | | 15/12/2024 |
| **SAV** | Interest Rate Swap | Change in interest rate | Mediobanca | EUR | 12/12/2012 | 15/12/2020 | 10,000 | -38 | Loan | 10,000 | 15/12/2020 |
| **SAV** | Interest Rate Swap | Change in interest rate | Banca AKROS | EUR | 14/12/2012 | 15/12/2020 | 15,000 | -64 | Loan | 15,000 | 15/12/2020 |
| **SAV** | Interest Rate Swap | Change in interest rate | Unicredit | EUR | 15/12/2005 | 15/12/2016 | 29,167 | -2,343 | Loan | 29,167 | 21/12/2019 |
| | | | | | | | Total | -139,290 | | | |

## (iii) <u>Financial risk management</u>

In compliance with the said IFRS 7, we specify that in the normal conduct of its operating activities, the ASTM Group is potentially exposed to the following financial risks:

- "market risk" mainly from exposure to interest rate fluctuations and, to a marginal extent, to the change in foreign exchange rates;

- "liquidity risk" from a lack of financial resources suitable for operational activities and repayment of liabilities assumed in the past.

The risks cited above are broken down in detail below:

*Market risk*

With regard to the risks connected with the *fluctuation of interest rates*, the ASTM Group strategy has been designed to contain this risk mainly by carefully monitoring the dynamics associated with interest rates. More specifically, this risk has been strongly reduced by signing "hedging agreements": at present, about 77% of the medium/long-term debt of the Group is at "fixed rate/hedged".

With regard to the above, the "sensitivity analysis" concerning the changes in interest rates is not significant.

*Counterparty creditworthiness risk for hedging agreements*

As reported above, the licensees of the Group signed hedging transactions with major financial institutions in order to prevent the risks arising from the changes in the benchmark interest rates.

With regard to these transactions, it is noted that there could be risks related to the strength/creditworthiness of the counterparties with which the said hedging agreements have been signed.

*Liquidity risk*

The "liquidity risk" is the risk that financial resources available may be insufficient to cover maturing obligations. The ASTM Group believes that the generation of cash flow, together with the planned diversification of financing sources and the current debt maturity, guarantee being able to satisfy scheduled financial requirements.

The tables below show the breakdown of financial liabilities in place as at 31 December 2012, 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, keeping it constant to maturity).

| Lending bank | Company | Total net cash (**) | | Maturity (*) | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | | | Within 1 year | | 1 to 5 years | | Beyond 5 years | |
| | | Capital | Interest | Capital | Interest | Capital | Interest | Capital | Interest |
| Banca BIIS (former Banca OPI S.p.A.) | SATAP | 55,646 | 13,851 | 4,839 | 2,265 | 19,355 | 7,043 | 31,452 | 4,543 |
| Mediobanca | SATAP | 635,508 | 195,050 | 5,035 | 28,656 | 118,142 | 111,656 | 512,331 | 54,738 |
| MCC | SATAP | 38,250 | 347 | 24,750 | 293 | 13,500 | 54 | - | - |
| BNL – Mediobanca | SAV | 29,167 | 2,067 | 4,167 | 506 | 16,667 | 1,323 | 8,333 | 238 |
| Banca BIIS (former Banca OPI S.p.A.) | ATIVA | 15,071 | 177 | 5,830 | 105 | 9,241 | 72 | - | - |
| Banca Sella | ATIVA | 2,255 | 93 | 601 | 42 | 1,654 | 51 | - | - |
| Banca CREDEM | ATIVA | 1,472 | 22 | 728 | 16 | 744 | 6 | - | - |
| Banca d'Alba | ATIVA | 2,789 | 79 | 909 | 41 | 1,880 | 38 | - | - |
| Banca BIIS (former Banca OPI S.p.A.) | Autocamionale Cisa | 55,000 | 3,397 | 10,000 | 1,081 | 40,000 | 2,265 | 5,000 | 51 |
| Unicredit Banca d'Impresa S.p.A. | ADF | 70,000 | 1,878 | 20,000 | 872 | 50,000 | 1,006 | - | - |
| Cassa Risparmio La Spezia S.p.A. | Logistica Tirrenica | 2,283 | 113 | 337 | 32 | 1,399 | 75 | 547 | 6 |
| Monte dei Paschi di Siena | SALT | 89,046 | 9,366 | 16,191 | 2,989 | 64,763 | 6,265 | 8,092 | 112 |
| Intesa Sanpaolo | ATS | 36,175 | 5,144 | 8,327 | 2,003 | 27,848 | 3,141 | - | - |
| Société Générale | SIAS | 50,000 | 1,063 | 50,000 | 1,063 | - | - | - | - |
| Barclays Bank | SIAS | 50,000 | 140 | 50,000 | 140 | - | - | - | - |
| Banca CARIGE S.p.A. | SIAS | 60,000 | 13,579 | 7,500 | 3,093 | 30,000 | 8,348 | 22,500 | 2,138 |
| EIB (Mediobanca brokerage) | SIAS | 60,000 | 12,877 | - | 1,772 | 18,000 | 6,438 | 42,000 | 4,667 |
| BBVA | SIAS | 50,000 | 2,350 | - | 1,853 | 50,000 | 497 | - | - |
| EIB | SIAS | 40,000 | 8,437 | - | 1,161 | 12,000 | 4,218 | 28,000 | 3,058 |
| EIB | SIAS | 25,000 | 2,219 | - | 561 | 21,429 | 1,618 | 3,571 | 40 |
| EIB (Mediobanca brokerage) | SIAS | 20,000 | 2,121 | - | 529 | 17,143 | 1,554 | 2,857 | 38 |
| EIB (Mediobanca brokerage) | SIAS | 15,000 | 2,129 | - | 405 | 7,500 | 1,369 | 7,500 | 355 |
| EIB | SIAS | 15,000 | 2,289 | - | 435 | 7,500 | 1,472 | 7,500 | 382 |
| EIB | SIAS | 10,000 | 1,243 | - | 240 | 5,000 | 796 | 5,000 | 207 |
| Banca CARIGE S.p.A. | SIAS | 7,500 | 1,190 | - | 325 | 7,500 | 865 | - | - |
| Mediobanca Unicredit | IGLI | 166,148 | 3,472 | 166,148 | 3,472 | | | | |
| | **Total loans** | **1,601,310** | **284,693** | **375,362** | **53,950** | **541,265** | **160,170** | **684,683** | **70,573** |
| Convertible bond loan (***) | SIAS | 334,676 | 48,259 | - | 8,786 | - | 35,141 | 334,676 | 4,332 |
| Bond loan | SIAS | 500,000 | 175,990 | - | 22,500 | - | 90,000 | 500,000 | 63,490 |
| | **Total financial liabilities** | **2,435,986** | **508,942** | **375,362** | **85,236** | **541,265** | **285,311** | **1,519,359** | **138,395** |

(*) Distribution upon maturity is based on current residual contract duration.
(**) The above-mentioned hedging agreements on interest rate swings have been included when calculating the flow of interest on loans.
(***) The amount of the convertible bond loan represents the entire debt (not taking into account the quota held by the Parent Company ASTM S.p.A.)

*It is worth highlighting that the payable due to ANAS-Central Insurance Fund as at 31 December 2012 amounts to EUR 445.1 million. The discounted value of the said payable totals EUR 312.8 million (this payable is not included in the data provided above).*
*As at 31 December 2012 there were credit lines and portions of loans already stipulated but not yet disbursed by the banks for a total of EUR 1,202 million.*

## (iv) Relationships with related parties

In compliance with the regulations and IAS 24, information on the main related party transactions during the period in question are summarised below:

| *(amounts in millions of EUR)* | **Total 2012** | **Parent companies** | **Businesses subject to the control of the parent companies** | **Unconsolidated subsidiaries** | **Associated companies** | **Other related parties** | **Total related parties** | **Impact on fin. statements item (%)** |
|---|---|---|---|---|---|---|---|---|
| ***Revenues*** | **1,294.0** | 0.2 | 2.3 | 0.2 | 39.3 | 0.2 | 42.1 | 3.25% |
| ***Operating costs*** | | | | | | | | |
| Maintenance and other operating costs related to non-compensated revertible assets | **81.2** | - | 10.3 | - | 41.5 | 2.3 | 54.2 | 66.74% |
| Planning and construction costs – revertible assets | **271.6** | - | 1.2 | - | 143.0 | 2.2 | 146.4 | 53.91% |
| Other operating costs | **362.5** | 3.1 | 22.7 | 1.1 | 7.1 | 15.7 | 49.6 | 13.69% |

More specifically, the **principal** relationships between the Companies of the Group, arranged by items in the financial statements, are the following:

***Revenues***

Revenues from parent companies

- Services provided by SINA S.p.A. to AURELIA S.r.l. totalling EUR 0.2 million.

Revenues from businesses subject to the control of the parent companies

- Services provided by SINA S.p.A. to CIE S.p.A., Energrid S.p.A. and Consorzio Tangenziale Engineering totalling EUR 0.9 million;
- data processing assistance services provided by SINELEC S.p.A. to C.I.E. S.p.A., Appia S.r.l, Terminal San Giorgio S.p.A., Gavio e Torti S.p.A., Euromodale S.r.l., Energrid S.p.A., Microlux s.r.l. and OMT S.p.A. totalling EUR 0.7 million;
- services provided by Euroimpianti Electronic S.p.A. and Fabbrica Energia srl to Microlux s.r.l., Energrid S.p.A., SEA S.p.A. and CIE S.p.A. totalling EUR 0.3 million;
- services provided by SATAP S.p.A. to C.I.E. S.p.A., SEA S.p.A. and Energrid S.p.A. totalling EUR 0.1 million;
- services provided by ABC Costruzioni S.p.A. to Diga Altro Cedrino S.c.ar.l., Energrid S.p.A., Marcallo S.c.ar.l. and SEA S.p.A., totalling EUR 0.1 million;
- services provided by ASTM S.p.A. to Autosped G S.p.A, Energrid S.p.A., Gavio S.p.A., Gavio & Torti S.p.A. and Terminal San Giorgio S.p.A., totalling EUR 0.1 million.

Revenues from unconsolidated subsidiaries

- Data processing assistance services provided by SINELEC S.p.A. to Sistemi e Servizi s.c.ar.l.

totalling EUR 0.2 million.

Revenues from associated companies

- Services provided by ABC Costruzioni S.p.A. to Itinera S.p.A. and ACI S.c.p.A. totalling EUR 11.7 million;
- services provided by ASTM S.p.A. to Itinera S.p.A. and SITAF S.p.A. totalling EUR 0.1 million;
- data processing assistance services provided by SINELEC S.p.A. to Itinera S.p.A., ACI S.c.p.A. and SITAF S.p.A. totalling EUR 11.5 million;
- services provided by Euroimpianti Electronic S.p.A. to Itinera S.p.A. and ACI S.c.p.A. totalling EUR 13.2 million;
- services provided by SATAP S.p.A. to Itinera S.p.A. and SITAF S.p.A. totalling EUR 0.1 million;
- professional services provided by SINA S.p.A. to SABROM S.p.A., ACI S.c.p.A., SITAF S.p.A. SITRASB S.p.A., CSI – Consorzio Sevizi di Ingegneria and Itinera S.p.A. totalling EUR 1.7 million;
- services provided by SINA S.p.A. to IMPREGILO S.p.A. totalling EUR 0.5 million;
- professional services provided by SINECO S.p.A. to SITAF S.p.A. and Itinera S.p.A. totalling EUR 0.1 million.

Revenues from other related parties

- Work services provided by the companies of the ASTM Group to Interstrade S.p.A. totalling EUR 0.2 million.

***Operating costs***

Maintenance and other operating costs related to non-compensated revertible assets from businesses subject to the control of the parent companies

- Services and delivery of materials provided by SEA s.r.l. to SALT S.p.A., Autostrada dei Fiori S.p.A., SATAP S.p.A., SAV S.p.A., ATIVA S.p.A., Autostrada Asti-Cuneo S.p.A. and Autocamionale della Cisa S.p.A., totalling EUR 10.1 million;
- professional services rendered by Gavio S.p.A. to SATAP S.p.A. totalling EUR 0.2 million.

Maintenance and other operating costs related to non-compensated revertible assets from associated companies

- Services and delivery of materials provided by Itinera S.p.A. to SATAP S.p.A. and SAV S.p.A. totalling EUR 27 million;
- services and delivery of materials provided by ACI S.c.p.a. to SATAP S.p.A. totalling EUR 14.5 million.

Maintenance and other operating costs related to non-compensated revertible assets from other related companies

- Services provided by Interstrade S.p.A. to Autostrada Asti-Cuneo S.p.A. and SATAP S.p.A. totalling

EUR 2.3 million.

Costs related to planning and construction of non-compensated revertible assets from businesses subject to the control of the parent companies

- Services provided by SEA S.p.A. to Autostrada dei Fiori S.p.A., SATAP S.p.A., ABC Costruzioni S.p.A., Autostrada Asti Cuneo S.p.A., SAV S.p.A., Autocamionale della Cisa S.p.A. and Si.Co.Gen. s.r.l. totalling EUR 0.9 million.

Costs related to planning and construction costs for revertible assets from associated companies

- Work services provided by Itinera S.p.A. to SATAP S.p.A., SAV S.p.A. and Autostrada Asti-Cuneo S.p.A. totalling EUR 11.8 million;
- work services provided by ACI S.c.p.a. to SATAP S.p.A., SAV S.p.A., Autostrada dei Fiori S.p.A, Autocamionale della Cisa S.p.A. and Autostrada Asti-Cuneo S.p.A., totalling EUR 131.2 million.

Costs related to the planning and construction costs for revertible assets from other related parties

- Work services rendered by Interstrade S.p.A. to SATAP S.p.A., Autostrada Asti Cuneo S.p.A., ABC Costruzioni S.p.A. and SINECO S.p.A. totalling EUR 2.2 million.

Other operating costs from parent companies

- Managerial assistance and consulting provided by the parent company Argo Finanziaria S.p.A. to the Companies of the Group, totalling EUR 2.7 million;
- services provided by the parent company AURELIA S.r.l.. to the Group Companies, totalling EUR 0.4 million.

Other operating costs from businesses subject to the control of the parent companies

- Services and delivery of materials provided by SEA s.r.l. to SALT S.p.A., Autostrada dei Fiori S.p.A., SATAP S.p.A., SAV S.p.A., ATIVA S.p.A., Autostrada Asti-Cuneo S.p.A., ABC Costruzioni S.p.A., Si.Co.Gen. s.r.l. and SINELEC S.p.A. totalling EUR 2.9 million;
- professional services rendered by Gavio S.p.A. to SATAP S.p.A., SAV S.p.A., Autostrada Asti-Cuneo S.p.A. ATIVA S.p.A., Autostrada dei Fiori S.p.A., Autocamionale della Cisa S.p.A., and ABC Costruzioni S.p.A. totalling EUR 2.8 million;
- supply of electricity and services by Energrid S.p.A. to the companies of the Group totalling EUR 15.1 million;
- services provided by Microlux s.r.l. to Euroimpianti Electronic S.p.A., Autocamionale della Cisa S.p.A. and SINELEC S.p.A. totalling EUR 0.3 million;
- services rendered by Appia S.r.l. to SINECO S.p.A., Autostrada Asti-Cuneo S.p.A. and SINELEC S.p.A. totalling EUR 0.3 million.

Other operating costs from unconsolidated subsidiaries

- Payroll and financial data processing services provided by Sistemi e Servizi S.c.a.r.l. to Group Companies, totalling EUR 1.1 million.

<u>Other operating costs from associated companies</u>

- Services and delivery of materials provided by Itinera S.p.A. to SATAP S.p.A., Autostrada Asti-Cuneo S.p.A., Autocamionale della Cisa S.p.A., SALT S.p.A., ABC Costruzioni S.p.A., SINELEC S.p.A., Euroimpianti Electronic S.p.A., SINA S.p.A., SINECO S.p.A. and Si.Co.Gen. s.r.l. totalling EUR 3.3 million;
- services and delivery of materials provided by ACI s.c.p.a. to SINELEC S.p.A. and Euroimpianti Electronic S.p.A., totalling EUR 3 million;
- services provided by SITAF S.p.A. to SATAP S.p.A. totalling EUR 0.1 million;
- services provided by CSI – Consorzio Servizi di Ingegneria to SINA S.p.A. totalling EUR 0.1 million.

<u>Other operating costs related to associated companies from other related parties</u>

- Insurance services provided by the broker P.C.A. s.r.l. to the companies of the ASTM Group, totalling EUR 13.1 million;
- services rendered by Interstrade S.p.A. to Autostrada Asti-Cuneo S.p.A., ABC Costruzioni S.p.A. and SINELEC S.p.A. totalling EUR 2.6 million.

| *(amounts in millions of EUR)* | Total 2012 | Parent companies | Businesses subject to the control of the parent companies | Unconsolidated subsidiaries | Associated companies | Other related parties | Total related parties | Impact on fin. statements item (%) |
|---|---|---|---|---|---|---|---|---|
| ***Receivables*** | | | | | | | | |
| Non-current financial assets - receivables | **17.5** | - | - | - | 12.2 | - | **12.2** | **70.14%** |
| Trade receivables and other receivables | **96.1** | - | 2.6 | 0.2 | 15.9 | 0.2 | **19.0** | **19.80%** |
| Inventories | **54.8** | 6.8 | - | - | 0.1 | - | **6.8** | **12.48%** |
| ***Payables*** | | | | | | | | |
| Trade payables and other payables | **337.3** | 1.1 | 7.2 | 0.2 | 56.7 | 2.1 | **67.3** | **19.93%** |

More specifically, the **principal** relationships between the Companies of the Group, arranged by items in the financial statements, are the following:

***Receivables***

Non–current financial assets – receivables from associated companies

- Loans granted by Euroimpianti Electronic S.p.A. to ATON s.r.l. (EUR 0.3 million), by HPVdA S.p.A. to ATIVA Immobiliare S.p.A. (EUR 0.5 million) and Autostrada dei Fiori S.p.A. to Rivalta Terminal Europa S.p.A. (EUR 11.4 million).

Trade receivables and other receivables from businesses subject to the control of the parent companies

- Data processing assistance services provided by SINELEC S.p.A. to C.I.E. S.p.A., Terminal San Giorgio S.p.A., Euromodale S.r.l., Energrid S.p.A. and OMT S.p.A. totalling EUR 0.9 million;
- receivables related to services provided by Euroimpianti Electronic S.p.A. to Microlux s.r.l., Fabbrica Energia srl, CIE S.p.A. and SEA S.p.A. totalling EUR 0.3 million;
- receivables related to the services provided by SINA S.p.A. to Consorzio Tangenziale Engineering totalling EUR 1.4 million;

Trade receivables and other receivables from unconsolidated subsidiaries

- Receivables related to data processing assistance services provided by SINELEC S.p.A. to Sistemi e Servizi s.c.a.r.l. totalling EUR 0.1 million;
- receivables related to data processing assistance services provided by SATAP S.p.A. to INPAR S.p.A. totalling EUR 0.1 million;

Trade receivables and other receivables from associated companies

- Receivables related to the services provided by ABC Costruzioni S.p.A., Asti Cuneo S.p.A., Euroimpianti Electronics S.p.A., SINELEC S.p.A. and SATAP S.p.A. to ACI s.c.p.a. totalling EUR 13.3 million;
- receivables related to the services provided by ABC Costruzioni S.p.A., Asti Cuneo S.p.A.,

Euroimpianti Electronics S.p.A., SINELEC S.p.A., SATAP S.p.A., SAV S.p.A., SINECO S.p.A., Consorzio SINTEC, SINA S.p.A. and Si.Co.Gen. s.r.l. to Itinera S.p.A. totalling EUR 1.1 million;

- receivables related to the services provided by SINA S.p.A. to CSI – Consorzio Servizi di Ingegneria totalling EUR 0.1 million;
- receivables related to the services provided by SINA S.p.A. to IMPREGILO S.p.A totalling EUR 0.2 million;
- receivables related to services provided by Euroimpianti Electronic S.p.A. to T.C.C. S.c.ar.l. totalling EUR 0.1 million;
- receivables related to the services provided by SINA S.p.A. to SABROM S.p.A totalling EUR 0.3 million.

<u>Trade receivables and other receivables due from other related parties</u>

- Receivables related to services provided by Euroimpianti Electronic S.p.A., ASTM S.p.A. and Sinelec S.p.A. to Broker P.C.A. s.r.l. totalling EUR 0,2 million.

<u>Inventories to parent companies</u>

- Inventories related to work in progress of SINA S.p.A. for works ordered by AURELIA S.r.l., totalling EUR 6.8 million.

<u>Inventories to associated companies</u>

- Inventories related to work in progress of SINA S.p.A. for works ordered by IMPREGILO S.p.A., totalling EUR 0.1 million.

***Payables***

<u>Trade payables and other payables – to parent companies</u>

- Related to managerial assistance and other services provided by the parent company Argo Finanziaria S.p.A. to the Companies of the Group, totalling EUR 0.7 million;
- Related to services provided by the parent company AURELIA S.r.l. to SINA S.p.A. for EUR 0.4 million.

<u>Trade payables and other payables – to businesses subject to the control of the parent companies</u>

- Payables related to services and delivery of materials provided by SEA s.r.l. to SALT S.p.A., Autostrada dei Fiori S.p.A., SATAP S.p.A., SAV S.p.A., ATIVA S.p.A., Autostrada Asti-Cuneo S.p.A., SINA S.p.A., ABC Costruzioni S.p.A., Si.Co.Gen. s.r.l., SINELEC S.p.A. and Autocamionale della Cisa S.p.A., totalling EUR 2.7 million;
- payables related to services rendered by Gavio S.p.A. to SATAP S.p.A., SAV S.p.A., Autostrada Asti-Cuneo S.p.A. ATIVA S.p.A., Autocamionale della Cisa S.p.A., and ABC Costruzioni S.p.A. totalling EUR 0.9 million;
- payables related to the supply of electricity and services by Energrid S.p.A. to the companies of the Group totalling EUR 2.4 million.

<u>Trade payables and other payables – to unconsolidated subsidiaries</u>

- Payables related to payroll and financial data processing services provided by Sistemi e Servizi s.c.a r.l. to Group Companies, totalling EUR 0.1 million.

<u>Trade payables and other payables – to associated companies</u>

- Payables related to services and delivery of materials provided by Itinera S.p.A. to SATAP S.p.A., SAV S.p.A., Autostrada Asti-Cuneo S.p.A., ATIVA S.p.A., ABC Costruzioni S.p.A., Euroimpianti Electronic S.p.A., Si.Co.Gen. s.r.l, SINELEC S.p.A., SINA S.p.A. and SINECO S.p.A. totalling EUR 10.4 million;
- payables related to services rendered by ACI s.c.p.a. to ABC Costruzioni S.p.A., Asti Cuneo S.p.A., Autocamionale della Cisa S.p.A., Euroimpianti Electronic S.p.A., SATAP S.p.A., SAV S.p.A. and SINELEC S.p.A. totalling EUR 46.2 million.

<u>Trade payables and other payables – to other related parties</u>

- Payables related to services rendered by Interstrade S.p.A. to Autostrada Asti-Cuneo S.p.A., ABC Costruzioni S.p.A. and SATAP S.p.A. totalling EUR 1.9 million;
- payables related to insurance services provided by the broker P.C.A. s.r.l. to the companies of the ASTM Group, totalling EUR 0.2 million.

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, we specify that based on the general principles indicated by CONSOB and the rules of corporate governance, related party transactions (either direct or through subsidiaries) were performed in accordance with regulations that assure their transparency as well as their essential and procedural correctness.

## <u>(v) Summons</u>

Salini S.p.A. served summons dated 7 December 2012 to ASTM S.p.A. (“ASTM”) and the subsidiary IGLI S.p.A. (“IGLI”) before the Court of Milan, in order to ascertain – with regard to the equity investment in the share capital of Impregilo S.p.A. acquired by IGLI in March 2012 – that the take-over bid was not launched for the ordinary share capital of Impregilo S.p.A., as well as the related compensation for damage that, according to Salini S.p.A., amounts to approximately EUR 73 million.
More specifically, the said judicial action is made up of two separate summons, so that the Court of Milan can ascertain an alleged agreement between IGLI, ASTM, Argo Finanziaria S.p.A. and Aurelia S.r.l. (i) with some natural persons, more specifically Giacomo Valle, Alfredo Borchi, Giorgio Patrocini, Giuseppe Sambo and (ii) with Mediobanca – Banca di Credito Finanziario S.p.A..

The date of the first hearing for both summons, which was to be held in April 2013, has been postponed by the Court of Milan to 11 June 2013.

With regard to the above, having taken into account (i) that the Court of Milan, by means of provisions dated July 2012 as part of the protective measures taken by Salini S.p.A. for the said facts, did not ascertain evidence of the said agreement, although based on a *prima facie* assessment, and (ii) the legal opinions of the Company’s lawyers, no provision was set aside in these financial statements, pursuant to the reference accounting standards.

# Certification of the Consolidated Financial Statements pursuant to art. 154-bis of Legislative Decree No. 58/98

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

- The undersigned Alberto Sacchi as Managing Director and Graziano Settime as *Manager in charge of drawing up the corporate accounting documents* of ASTM S.p.A. (Parent Company), taking into account the provisions of Article 154-bis, Paragraphs 3 and 4 of Legislative Decree No. 58 of 24 February 1998, do attest:
  - the adequacy with regard to the characteristics of the business and
  - the actual implementation

  of the administrative and accounting procedures for preparing the consolidated financial statements for 2012.

- Furthermore, we attest that the consolidated financial statements as at 31 December 2012:
  a) were prepared in compliance with the international accounting standards approved by the European Community pursuant to Regulation (EC) no. 1606/2002 of the European Parliament and the Council dated 19 July 2002;
  b) correspond to the books and accounting entries;
  c) provide a true and correct representation of the equity, economic and financial position of the issuer and all the businesses included in the consolidation.

- That the Management Report includes a reliable analysis of the trend and results of the management of the Company and the other companies included in the consolidation as well as a description of the main risks and uncertainties to which they are exposed.

Milan, 8 April 2013

| | |
|---|---|
| The Managing Director | The Manager in charge of drawing up<br>The corporate accounting documents |
| *Alberto Sacchi* | *Graziano Settime* |

# Report of the Board of Statutory Auditors

**REPORT OF THE BOARD OF STATUTORY AUDITORS PURSUANT TO ARTICLE 41 OF LEGISLATIVE DECREE NO. 127/1991 ON THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31/12/2012 OF THE ASTM GROUP**

Shareholders,

The consolidated financial statements of the ASTM GROUP for the financial year 2012, which are now brought to your attention, report a profit of EUR 377.7 million, net of minority interests.

Pursuant to Article 3(1) of Legislative Decree no. 38 of 28 February 2005, the Consolidated Financial Statements were prepared in accordance with the IFRS international accounting standards, issued by the International Accounting Standard Board (IASB) and approved by the European Commission.

They were submitted to us within by the time limits established by law, together with the management report.

The controls carried out by Deloitte & Touche S.p.A., commissioned to conduct the accounting audit, showed that the figures stated in the financial statements match those in the accounts of the Parent Company, in the financial statements and consolidated financial statements of the Subsidiaries and in the information disclosed by the latter.

In addition to the financial statements of ASTM, the consolidated financial statements include the financial statements of the Companies over which it exercises control, suitably adjusted/reclassified in order to ensure uniformity with the rules for preparing the Parent Company’s financial statements and compliance with the IAS/IFRS international accounting standards. The audit conducted by the Board of Statutory Auditors did not extend to these financial statements.

The scope of consolidation and the choice of principles and procedures for consolidation of equity investments were determined in accordance with legal provisions.

The Management Report provides an adequate view of the Group’s assets and liabilities, financial position and profit and loss, as well as of the management performance during 2012 and also contains adequate information on transactions between companies belonging to the Group and on significant events occurring after year end.

In the light of the above and of the information provided by the Independent Auditors and their unqualified opinion issued pursuant to law, the Board has no observations to make on the Consolidated Financial Statements of the ASTM Group as at 31 December 2012.

Turin, 29 April 2013

THE AUDITORS

Marco Fazzini

Lionello Jona Celesia

Ernesto Ramojno

# Report of the

# Independent Auditors

Deloitte.

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

**To the Shareholders of**
**ASTM S.p.A. (formerly AUTOSTRADA TORINO-MILANO S.p.A.)**

1. We have audited the consolidated financial statements of ASTM S.p.A. (formerly Autostrada Torino-Milano S.p.A.) and subsidiaries (together, the "ASTM Group"), which comprise the balance sheet as of December 31, 2012 and the income statement, the statement of comprehensive income, the cash flow statement and the statement of changes in shareholders' equity for the year then ended, and the related explanatory notes. These consolidated financial statements, prepared in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n. 38/2005, are the responsibility of the Company's Directors. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

2. We conducted our audit in accordance with the Auditing Standards recommended by CONSOB, the Italian Commission for listed Companies and the Stock Exchange. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

   For the opinion on the prior year's consolidated financial statements, whose data are presented for comparative purposes, reference should be made to our auditors' report issued on March 22, 2012.

3. In our opinion, the consolidated financial statements give a true and fair view of the financial position of the ASTM Group as of December 31, 2012, and of the results of its operations and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n. 38/2005.

4. The Directors of ASTM S.p.A. are responsible for the preparation of the management report and the report on corporate governance and ownership structure in accordance with the applicable laws and regulations. Our responsibility is to express an opinion on the consistency of the report on operations and of the information reported in compliance with art. 123-bis of Italian Legislative Decree n. 58/1998, paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) in the report on corporate governance and ownership structure, with the consolidated financial statements, as required by law. For this purpose, we have performed the procedures required under Auditing Standard n. 001 issued by the Italian Accounting Profession (CNDCEC) and recommended by CONSOB. In our opinion, the management report and the information reported in compliance with art. 123-bis of Italian Legislative Decree n. 58/1998 paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) included in the report on corporate governance and ownership structure are consistent with the consolidated financial statements of ASTM Group as of December 31, 2012.

DELOITTE & TOUCHE S.p.A.

Signed by
Santo Rizzo
Partner

Turin, Italy
April 29, 2013

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

**“ANNEX” to the Management Report**

# REPORT
# ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE

pursuant to Art. 123-bis of the Consolidated Law on Finance

**(“Traditional” administration and control model)**

## ASTM S.p.A.

**www.astm.it**

Report period: **2012**

Date of approval of the Report: **8 April 2013**

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**CONTENTS**

**ANNEX**

Annex 1: “Main features of the existing risk management and internal audit systems with regard to the financial reporting process”, pursuant to Article 123-bis, paragraph 2, letter b) of the Consolidated Law on Finance.

## GLOSSARY

**Code/Code of Conduct:** the Code of Conduct of listed companies, as approved in December 2011 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria.

**2006 Code:** the Code of Conduct of listed companies, as approved in March 2006 (and amended in March 2010) by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A..

**Civ. cod./c.c.:** the Italian Civil Code.

**Board**: the Issuer’s Board of Directors.

**Issuer/ASTM S.p.A.:** the issuer of securities referred to in this Report.

**Financial Year/year**: the financial year referred to in this Report.

**Consob Regulation on Issuers:** the Regulation issued by Consob by Resolution no. 11971 of 1999 (and subsequent amendments) concerning issuers.

**Consob Market Regulation**: the Regulation issued by Consob by Resolution no. 16191 of 2007 (and subsequent amendments) concerning markets.

**Consob Related Parties Regulation**: the Regulation issued by Consob by Resolution no. 17221 of 12 March 2010 (and subsequent amendments) concerning transactions with related parties.

**Report:** the report on corporate governance and ownership structure that the companies have to prepare pursuant to Article 123-bis of the Consolidated Law on Finance.

**Consolidated Law on Finance/TUF:** the Legislative Decree no. 58 of 24 February 1998

## 1. ISSUER'S PROFILE

The Issuer was incorporated on 28 November 1928, with the aim of building a motorway between Turin and Milan. On 30 November 1929, the Ministerial Agreement for its construction and operation was finally signed.

The motorway was opened on 25 October 1932, after 30 months of work.

The Issuer - that was admitted to listing on the Turin Stock Exchange as from 19 June 1969 - was subsequently listed also on the Milan Stock Exchange as from 25 February 1970.

Following its incorporation, the Company significantly expanded its managed network.

In February 2002 - following the split of ASTM - the company SIAS (Società Iniziative Autostradali e Servizi S.p.A.) was incorporated and listed on the Stock Exchange; the equity investments held in licensees refer to SIAS.

As from 1 January 2004, the Issuer transferred to SATAP S.p.A. - in which it held 99.50% of the share capital - the business unit concerning assets, liabilities and legal relations that were directly carried out until that moment within the motorway sector under concession, as well as the licence for the Turin-Milan motorway section.

Afterwards, as a consequence of the corporate reorganisation that was completed in July 2007 – and thanks to which ASTM could increase the equity investment in SIAS, thus achieving 61.705% of the share capital – the equity investments held in the motorway companies' sector – including SATAP S.p.A. – were concentrated within the SIAS Group.

Therefore, at present (and given its new structure) ASTM mainly operates:

i) in the motorway sector through the subsidiaries Società Autostrada Torino-Alessandria-Piacenza S.p.A., Società Autostrada Ligure Toscana p.A., Autocamionale della Cisa S.p.A., Autostrada Torino-Savona S.p.A., Società Autostrade Valdostane S.p.A., Autostrada dei Fiori S.p.A., Autostrada Asti-Cuneo S.p.A., Autostrada Torino-Ivrea-Valle d'Aosta S.p.A., which manage approximately 1,184 km of the Italian motorway network. The associated companies Società Italiana per il Traforo Autostradale del Frejus S.p.A., Società Italiana per il Traforo del Gran San Bernardo S.p.A. and Road Link Holding Ltd. manage 191 km of the motorway network in Italy and abroad;

ii) in the technology sector, through the subsidiaries SINELEC S.p.A. and Euroimpianti Electronic S.p.A.;

iii) in the construction sector (maintenance and enhancement activities of the motorway infrastructure, mainly on behalf of Group licensees), through the subsidiary ABC Costruzioni S.p.A.;

iv) in the engineering sector (study, planning and works management for railway and motorway works) through the subsidiaries Sina S.p.A., Sineco S.p.A., Ativa Engineering S.p.A., Cisa Engineering S.p.A..

With regard to the said structure the Issuer, as from 25 January 2013, changed its name into ASTM S.p.A., following the Board's Resolution dated 16 January 2013, and adapted the corporate purpose.

As prescribed by the “traditional” administration and control model, the Issuer is managed by a Board of Directors and supervised by a Board of Statutory Auditors. These boards have the powers and functions set out by the Italian Civil Code, special laws and the Articles of Association.
The Shareholders’ Meeting represents the entirety of the shareholders and takes decisions - on an ordinary and extraordinary basis - on the issues that fall under its responsibilities in compliance with the law.
As shown in the related report (which is available on the website, under section "corporate governance"), on 16 January 2013 the Extraordinary Shareholders' Meeting approved to adapt the Articles of Association to the provisions set out in Law no. 120 of 12 July 2011 with regard to equal access to the Boards of Directors and Statutory Auditors of listed companies (female representation).
Please refer to the following sections contained in this report for further details on operation, composition and powers of the above-mentioned corporate bodies.

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Having said that, this Report describes the corporate governance system of the Issuer, by making reference to the 2006 Code, whose principles have been mainly applied until the end of 2012.
Therefore, the Report provides information about the decisions taken by the Board by the end of 2012 with regard to the corporate model set out in the 2011 Code, by underlining the recommendations that have been implemented (mainly in force as from 1 January 2013) and those that have been considered inapplicable, since they do not conform with the current organisational and management structure.
This Report, which has been drawn up pursuant to Art. 123-bis of the Consolidated Law on Finance, takes into account the explanatory criteria and methods contained in the format issued by Borsa Italiana S.p.A. in February 2013.

## 2. INFORMATION ON OWNERSHIP STRUCTURE (pursuant to art. 123-bis, paragraph 1 of the Consolidated Law on Finance)

**As at 8 April 2013**

### a) Share capital structure (pursuant to art. 123-bis, paragraph 1, letter a) of the Consolidated Law on Finance)

The share capital, that has been subscribed and paid-up, amounts to EUR 44,000,000 and consists of 88,000,000 ordinary shares without par value, traded on the MTA, in the FTSE Italia Mid Cap Index.
Pursuant to articles 2359-bis and 2357-ter of the Italian Civil Code, the voting right has been suspended for 3,344,226 treasury shares held by the Company and 21,500 ASTM shares held, as at today’s date, by the subsidiary ATIVA S.p.A..
The Issuer meets the requirements set out in articles 36 and 37 of the Market Regulation concerning the trading of own shares on the Italian regulated market.
More specifically, the application requirements set out by the said art. 36 are not met, considering that the Issuer does not have foreign subsidiaries in its investment portfolio.
Similarly, the requirements set out in art. 37 are met, assuming that the Issuer i) which is subject to the management and coordination activities of Argo Finanziaria S.p.A., has sent to the Chamber of Commerce

of Turin the notice required by art. 2497-bis of the Italian Civil Code, by the deadlines required by law; ii) has an independent negotiating ability with customers and suppliers; iii) does not have a centralised treasury service; iv) all Board's Committees are made up of independent directors, pursuant to the Code.
No other financial instruments were issued, which grant the right to subscribe newly-issued shares, nor share-based incentive plans were approved (stock option, stock grant, etc.) that imply increases in share capital (as well as scrip issues).

**b) Restrictions on the transfer of securities (pursuant to art. 123-bis, paragraph 1, letter b) of the Consolidated Law on Finance)**

There are no restrictions on the transfer of securities, such as limits to the holding of securities or the need to obtain approval by the Issuer or other securities' holders.
Pursuant to art. 6 of the Articles of Association, shares are registered if required by law; otherwise, if fully paid, these can be registered shares or bearer shares, at the choice and expense of the shareholder.

**c) Significant equity investments in the share capital (pursuant to art. 123-bis, paragraph 1, letter c) of the Consolidated Law on Finance)**

The Persons who hold - directly or indirectly and for more than 2% - the share capital subscribed that is represented by shares with voting rights, according to the records contained in the shareholders' register, as supplemented by the communications received pursuant to art. 120 of the Consolidated Law on Finance and by other available information, are included in the summary of Table 1 contained in the Appendix.

**d) Securities granting special rights (pursuant to art. 123-bis, paragraph 1, letter d) of the Consolidated Law on Finance)**

The Issuer did not issue securities granting special control rights.

**e) Employee shareholding: procedure for the exercise of voting rights (pursuant to art. 123-bis, paragraph 1, letter e) of the Consolidated Law on Finance)**

The Issuer did not approve any employee shareholding scheme with regard to its share capital.

**f) Restrictions on voting right (pursuant to art. 123-bis, paragraph 1, letter f) of the Consolidated Law on Finance)**

There is no restriction on voting right.
The Issuer has only issued ordinary shares and there are no shares with voting rights other than ordinary shares.

**g) Agreements between shareholders (pursuant to art. 123-bis, paragraph 1, letter g) of the Consolidated Law on Finance)**

No agreement was signed between shareholders, pursuant to art. 122 of the Consolidated Law on Finance.

**h) Change of control clauses (pursuant to art. 123-bis, paragraph 1, letter h) of the Consolidated Law on Finance) and provisions contained in the Articles of Association concerning take-over bids (pursuant to art. 104, paragraph 1-ter, and art. 104-bis, paragraph 1)**

Some loan agreements contain normal clauses setting out, subject to the consent of lenders, the obligation to repay the debt in advance if the companies ASTM, SIAS or the parent company Aurelia s.r.l. lose control over the relevant licensee company(ies) and/or subsidiary(ies). Moreover, this clause is included (i) in the majority of ISDA agreements governing derivative contracts (signed by the Group companies in order to prevent the risk from interest rate fluctuations) and (ii) in some indemnity agreements concerning guarantees issued by Group companies.

The "Standard Agreements" in force, which were signed by the licensee companies controlled by the Sias Group, set out the requirements to which the new controlling entity must comply in case of a change of control of the licensee. More specifically:

- for the licensees Società Autostrada Torino-Alessandria-Piacenza S.p.A. (A4 and A21 stretches), Autostrada Torino-Ivrea-Valle d’Aosta S.p.A., Autocamionale della Cisa S.p.A. and Autostrada Asti – Cuneo S.p.A., the requirements are listed below:
  - (i) integrity, balance sheet strength, professionalism and reliability with regard to compliance with the obligations resulting from contracts signed with public administrations;
  - (ii) compliance with the requirements set out by the so-called “anti-mafia regulations”;
  - (iii) keeping the registered office of the Licensee in Italy (only with regard to Autostrada Asti – Cuneo S.p.A. and Autocamionale della Cisa S.p.A.);
- for the licensees Autostrada Torino-Savona S.p.A, Autostrada dei Fiori S.p.A., Società Autostrada Ligure Toscana p.A. and Società Autostrade Valdostane S.p.A., the requirements are listed below:
  - (i) suitable capitalisation (the shareholders’ equity resulting from the last financial statements duly approved and certified should be equal to at least 1/8 of the shareholders’ equity of the Licensee as at 31 December of the previous financial year);
  - (ii) registered office in a country that is not included in the list of countries subject to a privileged tax system;
  - (iii) keeping the registered office of the Licensee in Italy, as well as preserving its organisational ability, by making sure that the Licensee has the necessary tools and instruments in order to comply with the obligations set out in the agreements;
  - (iv) the members of the management body comply with the requirements of professionalism and, if required, independence pursuant to Legislative Decree no. 58/98, as well as with the requirements of integrity for stock exchange listing set out by the regulations of the country

in which the Company has its registered office.

However, the change of control is subject to the previous approval of the Grantor, without prejudice to compliance with the said requirements.

The Issuer's Articles of Association neither contain derogations with regard to passivity rule provisions set out in art. 104, paragraphs 1 and 2 of the Consolidated Law on Finance, nor set out the implementation of the neutralisation rules set out in art. 104-bis, paragraphs 2 and 3 of the Consolidated Law on Finance.

**i) Delegations to increase share capital and authorisations to purchase treasury shares (pursuant to art. 123-bis, paragraph 1, letter m) of the Consolidated Law on Finance)**

As notified to the market and in order to promote the consolidation of ASTM assets (i.e. by consolidating the investment portfolio, in line with the strategy set out during the first reorganisation phase of the ASTM Group), on 20 April 2012 the Extraordinary Shareholders' Meeting granted a delegation to the Board of Directors (pursuant to art. 2443 of the Italian Civil Code, to be exercised within 24 months as from the date of the related Shareholders' Meeting resolution) to increase the share capital against payment, in one or more tranches and for a maximum amount of EUR 500 million (including any share premium), by issuing ordinary shares with the same characteristics of outstanding shares and regular entitlement, to be offered as options to those entitled.

To this date, the Board has decided not to make use of the said delegation to increase the share capital.

On 28 October 2011 the authorisation for the purchase of treasury shares – that has been approved for a period of 18 months by the Ordinary Shareholders' Meeting on 28 April 2010 – expired. The latter did not set any time limit for disposal, which can be carried out according to the methods that are deemed most convenient in the interest of the Company and do not imply negative economic effects including, by way of example, disposal on and/or outside the stock exchange and/or on the block market, with institutional placement.

As notified to the market during the period communications, and based on the said authorisation, 724,929 treasury shares were purchased (equal to 0.82% of the share capital), for a total amount of EUR 7.08 million, while 39,500 treasury shares were sold (equal to 0.04% of the share capital) for a total amount of EUR 442.9 thousand.

As at today's date, taking into account 21,500 ASTM shares held by the subsidiary ATIVA and 2,658,797 treasury shares held in portfolio as at 28 April 2010 (that were purchased on the basis of the said Shareholders' Meeting authorisation dated 25 February 2008), the ASTM Group held 3,365,726 treasury shares (equal to 3.824% of the share capital).

**l) Management and coordination activities (pursuant to art. 2497 et seq. of the Italian Civil Code)**

The Issuer is subject to the management and coordination activities of ARGO FINANZIARIA S.p.A..

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It is specified that:

- the information required by Art. 123-bis, paragraph 1, letter i) (*"the agreements between the company and the directors […] providing for indemnities in case of resignation or removal without just cause or termination following a take-over bid"*) is contained in the remuneration report published in compliance with art. 123-ter of the Consolidated Law on Finance;
- the information required by Art. 123-bis, paragraph 1, letter l) (*"the rules for the appointment and replacement of Directors […], as well as for the amendment of the Articles of Association, if different from the supplementary legal and regulatory rules"*) is detailed in the report section concerning the Board of Directors (Section 4.1).

## 3. COMPLIANCE (pursuant to art. 123-bis, paragraph 2, letter a) of the Consolidated Law on Finance)

The Issuer's corporate governance model is substantially in line with the Code of Conduct of listed companies, which was issued in 1999 and subsequently updated in 2002, 2006 and 2011.

As already mentioned, in December 2011, the Corporate Governance Committee - in the light of the regulations introduced in the last years and the recent national and international best practice - published a new Code of Conduct (which can be viewed on Borsa Italiana's website, www.borsaitaliana.it). With regard to the latter, the Board took decisions concerning the implementation of the new recommendations by the end of FY 2012, as set out by Borsa Italiana S.p.A..

The Issuer's governance model takes into account the company size, the ownership structure, as well as the sector.

The Issuer and its subsidiaries with strategic importance are not subject to foreign law provisions that affect the Issuer's corporate governance structure.

## 4. BOARD OF DIRECTORS

### 4.1. APPOINTMENT AND REPLACEMENT (pursuant to art. 123-bis, paragraph 1, letter l) of the Consolidated Law on Finance)

As stated above, following the resolution of the Shareholders' Meeting on 16 January 2013 the provisions of the Articles of Association governing the appointment of the Management Body have been updated in order to ensure gender parity, pursuant to the current legal and regulatory provisions.

With regard to the above, pursuant to art. 16 of the Articles of Association, the Issuer is managed by a Board composed of a number of members ranging between seven and fifteen, according to the decision taken by the Shareholders' Meeting, by ensuring a number of independent directors, as well as gender parity, as required by law.

The whole Board of Directors is appointed on the basis of the lists submitted by the Shareholders; the candidates – who are listed by a sequence number – have to comply with the requirements of integrity provided for by applicable law.

The lists submitted by the shareholders shall be filed at the registered office within the terms and according to the methods set out by current regulations.

Each Shareholder can draw up or submit only one list.

Each list shall include a number of candidates not exceeding the maximum number of Directors set out by the Articles of Association and, upon filing at the registered office, shall include i) information concerning personal and professional details of the candidates; ii) the written acceptance of the candidature and the declaration that the candidate does not belong to other lists; as well as iii) any other document provided for by applicable law. Each list shall include at least two candidates who comply with the independence requirements set out by the current regulations, by indicating them separately and including one of these at the first place in the list. The lists with three or more candidates shall also include, pursuant to the information provided in the notice of call, candidates of both genders, so as to ensure compliance with the current regulations on gender parity.

Lists can be submitted exclusively by the Shareholders who - alone or together with others - hold shares representing the shareholding in the share capital, as set out by law. The legal title to the above-mentioned stake shall be proved within the terms and according to the methods set out by current regulations.

The list that does not comply with the above-mentioned provisions shall be considered as "not submitted".

Each person entitled to vote may vote only one list.

The procedure for the appointment of the Board's members is described below:

a) four-fifths of the Directors to be appointed are chosen from the list that obtains the majority of votes expressed by the persons entitled to vote, in the order in which they are listed, rounding off in case of fractional number;

b) the remaining Directors are chosen from other lists; to this purpose, the votes obtained by the lists are subsequently divided by one, two and three, according to the number of Directors who shall be elected. The ratios obtained are progressively assigned to the candidates of each list, according to their related order. The ratios assigned to the candidates of the lists are listed in a single ranking and those with the highest ratios are elected.

If more candidates obtain the same ratio, the one belonging to the list with no Directors - or with the smallest number of Directors - appointed, shall be elected. In the event of a tie in list votes - and therefore in ratios - the Meeting shall vote again and the candidate who obtains the simple majority of votes is elected.

If, as a result of the said procedure, the composition of the Board of Directors does not ensure gender parity, the candidates who are elected in the lists are included in one single ranking, which is created according to the ratio system described in the previous paragraph b). The candidate belonging to the most represented gender and with the lowest ratio among the candidates of all lists is replaced – while respecting the minimum number of independent directors – by the first candidate that has not been elected, belonging to the less represented gender in the same list as the replaced candidate.

If the candidates of different lists obtain the same ratio, the candidate belonging to the list with the highest number of directors will be replaced.

However, even if, despite the replacement of the candidate belonging to the most represented gender and with the lowest ratio, it is not possible to achieve the minimum threshold set out by the current regulations on gender parity, the above-mentioned replacement is carried out also for the candidate of the most represented gender with the penultimate ratio, and so on and so forth starting from the bottom of the ranking. If the above-mentioned procedure is not applicable, the replacement is made by the Shareholders' Meeting according to legal majorities, in compliance with the principle of proportional representation of minorities within the Board of Directors.

If no list is submitted or accepted or, for any reason, it is not possible to appoint one or more Directors according to the provisions set out in this article, the Shareholders' Equity passes resolutions according to law majorities, so as to ensure, pursuant to current regulations, the presence of Directors who comply with independence requirements, as well as compliance with the provisions of regulations from time to time in force with regard to gender parity.

If, during the financial year, one or more Directors cease to hold office, reference is made to law provisions in force, by appointing, according to a progressive order, the candidates from the list of the Director who ceased to hold office, who are still eligible and willing to accept the office, in any case by ensuring, pursuant to current regulations, the necessary number of independent directors, as well as gender parity.

If, in case of resignation or other reasons, the majority of Directors appointed by the Meeting fails, the whole Board shall resign and its termination shall be effective from the moment when the Board of Directors will be re-established, following the appointments made by the Meeting that shall be convened as soon as possible.

The Directors are in office for the time agreed by the Meeting (in any case, not more than three years) and can be re-appointed; the persons appointed during this period shall fall from office together with those members who were already in office upon their appointment.

The Shareholders' Meeting approves the annual fee payable to the members of the Board; this fee is valid also for the financial years following the one for which it was approved, until a new decision is taken by the meeting.

The considerations for those directors holding specific offices are established from time to time by the Board, having consulted the Board of Statutory Auditors, pursuant to art. 2389 of the Italian Civil Code.

The members of the Board of Directors are entitled to reimbursement of the costs incurred to carry out their duties.

**Succession planning**

On 9 November 2012, as part of the process of aligning/adapting the corporate governance system to the recommendations set out by the 2011 Code, the Board approved to defer, for the moment, any decision concerning the adoption of a succession planning policy for executive directors, since there is no reason of expediency, also having taken into account the current corporate structure that has only a reference shareholder.

**4.2. MEMBERS (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Law on Finance)**

The Board was appointed by the Ordinary Shareholders' Meeting on 28 April 2010 for the financial years 2010-2011-2012 (i.e. until the approval of the financial statements as at 31 December 2012), according to the 3 filed lists:

- list no. 1 (representing the minority) submitted by Assicurazioni Generali S.p.A., holding 4.992% of the share capital, which includes 3 candidates (Sergio Duca, Matteo Rocco, Vittorio Fini);
- list no. 2 (representing the majority) submitted by Argo Finanziaria S.p.A., holding 50.579% of the share capital, which includes 12 candidates (Riccardo Formica, Daniela Gavio, Enrico Arona, Nanni Fabris, Cesare Ferrero, Giuseppe Garofano, Marcello Gavio, Alberto Sacchi, Alvaro Spizzica, Agostino Spoglianti, Luigi Roth, Stefano Viviano);
- list no. 3 (representing the minority) submitted by Fondazione Cassa di Risparmio di Torino, holding 2.59% of the share capital, which includes 1 candidate (Alfredo Cammara).

The minimum shareholding in the share capital required in order to submit lists was set out by Consob by means of Resolution no. 17148 of 27 January 2010, and is equal to 2.5%.

Upon presentation, both minority lists also included the statement certifying that no relations existed with reference shareholders, as set out by the regulatory and legal provisions in force.

Given that, prior to voting, the Shareholders' Meeting set out that the members of the Management Body to be elected should have been 15, and based on the calculation method set out in article 16 of the Articles of Association in force at that time, the following candidates were elected as Directors: Riccardo Formica (appointed as Chairman during the meeting), Daniela Gavio, Enrico Arona, Nanni Fabris, Cesare Ferrero, Giuseppe Garofano, Marcello Gavio, Alberto Sacchi, Alvaro Spizzica, Agostino Spoglianti, Luigi Roth, Stefano Viviano (i.e. all 12 candidates of the list submitted by Argo Finanziaria S.p.A.), Sergio Duca and Matteo Rocco (i.e. the first two candidates of the list submitted by Assicurazioni Generali S.p.A.), Alfredo Cammara (i.e. the only candidate of the list submitted by Fondazione Cassa di Risparmio di Torino).

With regard to voting, out of a total of 54,296,719 shares present at the meeting (equal to 61.70% of the share capital), the list of Argo Finanziaria was voted by 46,479,798 shares, the list of Assicurazioni Generali was voted by 4,393,276 and the list of Fondazione Cassa di Risparmio di Torino was voted by 2,277,562 shares.

1,146,083 shares voted against and abstained with regard to the three lists.

For each voting, the list with the names of the Shareholders and their votes is included in the meeting's minutes of 28 April 2010, that have been published on the website under section "corporate governance".

During the Board's meeting held on 13 May 2010, a Vice-Chairman and a Vice-Chairwoman were appointed (D. Gavio and M. Gavio), as well as a Managing Director (E. Arona) and any related management power was granted to them.

In December 2011 the Chairman, Mr R. Formica died and was replaced by Prof. Gian Maria Gros-Pietro, according to the decision of the Shareholders' Meeting held on 20 April 2012.

On 22 June 2012, the Board of Directors – while redefining the corporate management of the Group's companies – appointed Mr Alberto Sacchi as Managing Director, given that Mr Enrico Arona refrained from exercising the management powers granted to him. However, Mr Enrico Arona still holds the office of Director.
As at 22 June 2012, the Director Matteo Rocco resigned from his office and Mr. Luigi Bomarsi was coopted in his place on 6 December 2012 by the Board of Statutory Auditors; he was subsequently confirmed by the Ordinary Shareholders' meeting held on 16 January 2013 until the end of the current administrative appointment.

With regard to the date of first appointment of the other members of the Board, the following is noted: A. Sacchi (Ordinary Shareholders' Meeting of 3.05.1991), D. Gavio (Ordinary Shareholders' Meeting of 27.04.1994), E. Arona and A. Spizzica (Ordinary Shareholders' Meeting of 27.06.1996), A. Spoglianti and C. Ferrero (Ordinary Shareholders' Meeting of 4.05.2001), N. Fabris (Ordinary Shareholders' Meeting of 29.04.2004), A. Cammara and G. Garofano (Ordinary Shareholders' Meeting of 10.05.2007), S. Duca, M. Gavio, L. Roth and S. Viviano (Ordinary Shareholders' Meeting of 28.04.2010), G. M. Gros-Pietro (Ordinary Shareholders' Meeting of 20.04.2012).

According to the current administrative structure, the Directors A. Cammara, S. Duca, N. Fabris, C. Ferrero, G. Garofano and L. Roth are independent, pursuant to application criterion 3.C.1. of the Code.
The Directors A. Cammara, S. Duca, C. Ferrero, G. Garofano and L. Roth stated to be independent, pursuant to article 148, paragraph 3 of the Consolidated Law on Finance.

The Ordinary Shareholders' Meeting that will be convened to resolve upon the 2012 financial statements, shall appoint the new Board of Directors. The stake necessary to submit lists was set out by Consob, by means of Resolution no. 18452 dated 30 January 2013, and is equal to 2.5%.

Table 2 in the appendix includes a summary of the information concerning the members of the Board and any related Committee.

As can be inferred from the short bibliographical notes detailed below, the Directors have adequate professional experience - with regard to legal, technical, economic and financial subjects - as well as specific skills through which they actively participate and contribute to the works and decisions of the Board:
**Gian Maria Gros-Pietro:** (born in Turin on 4 February 1942) - He is professor of Corporate Economy at the University LUISS Guido Carli of Rome (Corporate and Management dept.). He is the author of several economic-industrial publications. From 1965 to 2004, he was professor of several Applied Economy subjects at the University of Turin. From 1974 to 1995 he was President of the Istituto di Ricerca sull'Impresa e lo Sviluppo (Institute for Economic Research on Firms and Growth), the main

economic body of the Consiglio Nazionale delle Ricerche (National Research Council), and provided support to several Ministries on major economic and industrial matters.

**Daniela Gavio:** (born in Alessandria on 16 February 1958) - She obtained a degree in Medicine (Surgery) at the University of Genoa. She acquired expertise in corporate management matters mainly within the Gavio Group, with particular reference to the motorway concession, general building and construction, logistics and transport sectors.

**Marcello Gavio:** (born in Alessandria on 8 October 1967) - After obtaining a diploma as Surveyor at the Istituto Tecnico per Geometri in Tortona, he acquired expertise in corporate management matters mainly within the Gavio Group, with particular reference to motorway companies, building, general constructions, logistics and transport sectors.

**Alberto Sacchi:** (born in Tortona - AL - on 14 March 1960) - He obtained a degree in Economics and Business at the University of Pavia and acquired expertise in corporate management matters mainly within the Gavio Group - where he works since 1984 - with increasing responsibilities in the strategic planning and corporate sectors.

**Enrico Arona**: (born in Tortona - AL - on 23 January 1944) – He obtained a diploma in Accountancy at the Istituto Dante Alighieri in Tortona, he is enrolled in the legal auditors' register and he mainly worked within the Gavio Group, where he holds the office of Financial Department Manager.

**Luigi Bomarsi:** (born in Castiglione della Pescaia – GR - on 8 February 1959) – He obtained a degree in Economic and Banking Science at the University of Siena. He is a chartered accountant and is enrolled in the Register of Auditors. Since 2003 he has worked for the Gavio Group.

**Alfredo Cammara:** (born in Villa San Giovanni - RC - on 19 September 1948) – He obtained a degree in Architecture at the Politecnico of Turin. He is enrolled in the Register of Architects of Turin; he is Professor at the International Academy of Architecture and member of the "Societé Européenne de Culture". He took part in several art and cultural projects and initiatives, at both national and international level.

**Sergio Duca:** (born in Milan on 29 March 1947) – He obtained a degree in Economics and Business at the Bocconi University of Milan. He is enrolled in the Register of Chartered Accountants and in the Register of Auditors and he is a technical adviser at the Court. He has extensive knowledge of big Italian Groups (also N.Y.S.E.-listed) and he has held the office of Chairman of PricewaterhouseCoopers S.p.A. for more than ten years. Currently, he is a member of the boards of directors and statutory auditors of major companies (some of which are listed).

**Nanni Fabris:** (born in Milan on 27 May 1938) - He obtained a degree in Economics and Business at the Bocconi University of Milan. He acquired expertise in corporate management (civil engineering and constructions) and in the financial sector.

**Cesare Ferrero:** (born in Turin on 2 November 1936) - He obtained a degree in Economics and Business at the University of Turin. He is enrolled in the Register of Chartered Accountants and in the Register of Auditors. He is a chartered accountant, focusing in particular on corporate matters, including tax consultancy, contracts and civil/criminal-law consultancy with regard to corporate and balance sheet matters. Moreover, he is Director/Auditor of major companies.

**Giuseppe Garofano:** (born in Nereto - TE - on 25 January 1944) - He obtained a degree in Chemical Engineering at the Politecnico of Milan, as well as a S.D.A. diploma in Business Economics at the Bocconi University of Milan (Business Administration master). He has a broad professional experience and holds top-level positions in chemical, banking and financial companies.

**Luigi Roth:** (born in Milan on 1 November 1940) – He obtained a degree in Economics and Business at the Bocconi University of Milan. He is enrolled in the Register of Auditors and gained experience in corporate management thanks to top-management positions at major companies (mainly in the transport sector). He is a columnist for several newspapers and operates in the social sector, acting as Director in several charitable foundations.

**Alvaro Spizzica:** (born in Castiglione del Lago - PG - on 12 May 1943) – He carries out consulting activities for the development of logistics matters within the Gavio Group and holds important positions in transport and intermodal traffic companies.

**Agostino Spoglianti:** (born in Milan on 27 November 1941) - He obtained a degree in Electrotechnical Engineering (Plants) at the Politecnico of Milan. He is enrolled in the Register of Engineers of Milan. He has been collaborating for many years with the Gavio Group, where he follows the technical coordination of Groups activities in the motorway sector. Moreover, during the years he has constantly followed the complex development of the issues related to the stipulation/renewal of agreements.

**Stefano Viviano:** (born in Genoa on 21 June 1976) – He obtained a degree in Business Economics (specialising in Finance) at the Bocconi University in Milan. He has been working for the Gavio Group since 2005, where he acquired experience especially in the field of Group finance.

The *curricula* of the members of the Board are available on the Issuer’s website (under section “corporate governance”).

**Maximum number of offices held in other companies**

In January 2008, the Board adopted the procedure aimed at identifying the maximum number of offices as director or auditor in other companies listed on regulated markets (including foreign markets), in financial, banking, insurance or large enterprises. In November 2012, the said procedure was reviewed in order to set out some evaluation criteria for the calculation of offices.

The directors accept the office by taking into account, in their duties, the limits set out by the said procedure (available on the website under section “corporate governance), which takes into consideration the level of commitment implied in each position, also with regard to the nature and size of the companies in which offices are held, as well as whether or not these belong to the Group. Large enterprises are defined as follows:

a. Italian companies with shares listed on Italian or foreign regulated markets;

b. Italian or foreign companies with shares that are not listed on regulated markets and which operate in the insurance, banking, financial brokerage, managed savings or financial sectors;

c. Italian or foreign companies other than those described in the previous paragraphs a) and b) which, individually or at group level in case they draw up the consolidated financial statements, show

i) revenue from sales and services higher than EUR 500 million; and ii) balance sheet assets higher than EUR 800 million, based on the last duly approved financial statements.

Having taken into account the commitment implied in each single position, the following maximum limits on administration or control offices that can be held in large enterprises, as defined above, were established:

1. Executive Directors with management powers: 4
2. Executive Directors without management powers: 6
3. Non-executive directors: 8

With regard to the calculation of offices:

- those positions held in companies directly and/or indirectly controlled by ASTM, as well as in its Parents are not taken into account;
- substitute auditor offices, as well as administration and control offices held in associations, foundations, consortium companies, consortia and unlisted cooperatives are not taken into account;
- in order to identify large enterprises pursuant to paragraph c), the item "revenue from sales and services" means income from ordinary operations;
- in case of offices held in companies belonging to the same group and if the director holds a similar office in the parent company and in companies under its control and included in its scope of consolidation, the identification of large enterprises is to be carried out, for the parent company, on the basis of the consolidated financial statements and, for subsidiaries, based on the related separate financial statements, also in case that the latter, as sub-holding companies, draw up their own consolidated financial statements;
- in case of offices held in large enterprises belonging to the same group, the weight given to each of the offices - except for the first one - is reduced by half and, in any case, the fact of holding several positions within the same group shall not imply a total “weight” higher than 2.

However, the Board is allowed to grant derogations (including temporary ones) for exceeding of the above-mentioned limits.

The list attached to Table 2 shows the offices held by some Directors, in view of the above-mentioned parameters and criteria.

**Induction Programme**

During the meetings of the Board of Directors, the Directors and the Auditors are timely and constantly informed by the Chairman and the Managing Director about the main legal and regulatory developments concerning the Issuer and the Group. Having considered the industrial holding activities carried out by ASTM and its related core business, special attention is paid to the purchase and disposal of equity investments and the motorway segment (with specific reference to agreements), so that it is possible to have an updated framework on the corporate activities and dynamics under way/that are being assessed, in order to take proper decisions.

### 4.3. ROLE OF THE BOARD OF DIRECTORS (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Law on Finance)

In 2012, the Board held 10 meetings that were attended on average by 91.87% of the members and by 88.57% of the independent Directors.

The average duration of each meeting was approximately 1 hour and 15 minutes.

With regard to FY 2013 - as detailed in the annual schedule of corporate events sent to Borsa Italiana S.p.A. in January 2013 - at least 4 meetings have been forecasted to approve the financial statements, the first and third intermediate management reports, as well as the half-yearly financial report.

Since the beginning of FY 2013 five meetings have already been held, although four of them are not included in the above-mentioned schedule.

The Chairman and the Managing Director have always made sure that Directors and Auditors could receive the documents about the agenda well in advance of each single board's meeting.

To this regard, in November 2012 the Board, pursuant to the 2011 Code and having taken into account both the operating dynamics of the Company and the Group and the organisational/management structure, decided to lay down a deadline of two days, except for cases of urgency and confidentiality of price-sensitive information.

Moreover, the Chairman ensures that each item on the agenda is dealt with thoroughly, by encouraging discussion, which is useful in order to take decisions.

To this end, the Chairman can ask that the executives of Group Companies and the managers of corporate functions take part in the meeting, in order to thoroughly analyse the issues on the agenda.

In any case, the General Manager takes part in the Board's meetings, thus offering his expertise and knowledge. Upon approval of the annual and interim accounting documents, the General Manager also participates as "manager in charge of drawing up the corporate accounting documents".

So that the greatest number of Directors can participate in the corporate activities pursuant to art. 19 of the Articles of Association, it is possible to take part in the meetings by attending at distance, using conference call or videoconference systems that ensure promptness and efficiency of the flow of information.

**Powers and authorities of the Board**

Pursuant to art. 21 of the Articles of Association, the Board is endowed with broad and unrestricted powers for the ordinary and extraordinary administration of the company and has the authority to carry out all actions (including acts of disposal) that it deems necessary to achieve the corporate purpose, with the sole exception of those which the law expressly reserves to the Meeting.

The Management Body is responsible for the examination and approval of strategic, industrial and financial plans of ASTM and its Group; having taken into account the information provided by the Delegated Bodies - also with regard to the exercise of their management powers - the Management Body constantly assesses the general results of operations.

With reference to the specific powers set out by the Code, the Board monitors the adequacy of the organisational, administrative and accounting structure of the Issuer and the subsidiaries with strategic importance (Sina S.p.A. and Igli S.p.A.). SIAS was not included (nor its subsidiaries), based on the provisions issued by Borsa Italiana S.p.A. and contained in the notes to the Code, where *"the principle of management autonomy is guaranteed if the subsidiary is also listed"*.

The Board approved that the examination of the following significant transactions carried out by the Issuer or its subsidiaries and that have an impact on the company's strategic, economic and financial position and results, shall fall under its sole responsibility:

1) the issuance of financial instruments, for a total value higher than EUR 10 million;
2) the granting of guarantees, for amounts higher than EUR 10 million;
3) merger and split-off transactions, where at least one of the involved companies is not a subsidiary of the ASTM Group;
4) acquisition or disposal of real estate whose value is equal or higher than EUR 5 million;
5) acquisition or disposal of equity investments (in one or more tranches), companies or business units, fixed assets and other assets, whose transaction value is equal or higher than EUR 30 million (for subsidiaries) or EUR 100 million (for ASTM);
6) any other transaction that, according to the competent Bodies of a subsidiary, has an impact on the strategic, economic and financial position and results of ASTM S.p.A..

With reference to the above-mentioned aspects - and for a correct implementation of the procedure within the ASTM Group - the Board immediately notified any relevant information.

As regards the decisions taken by the Board on the identification of significant transactions with related parties and implementing procedures, reference should be made to the specific information contained in paragraph 12 "Directors' interests and transactions with related parties".

**Assessment on the size, composition and functioning of the Board**

The Directors carried out the usual annual assessment of the size, composition and functioning of the Board and its Committees, in compliance with the Code.

To this regard and at the Chairman's initiative, in February 2013 an inquiry was launched with all members of the Management Body, based on a questionnaire to be filled out concerning the themes under review.

In general, a positive assessment of the functioning of the Board and Committees emerged from the questionnaire.

With regard to the industrial holding activity carried out by the Company, the Directors believe that the number of directors in the Board is adequate for the size and structure of the corporate organisational system and that the Board's members have adequate professional experience concerning legal, technical, economic and financial subjects, through which they ensure all necessary skills and knowledge required to achieve the strategies and purposes of both ASTM and the Group, also having taken into account their seniority.

In particular, the Directors - with specific reference to corporate operations and the objectives achieved in 2012 - underlined that they took part in corporate management activities and actively contributed to the works and decisions, as confirmed by their participation in the meetings.

In this regard, the documents and information on the subjects assessed by them were generally provided well in advance of each single meeting, so as to allow them to adequately prepare.

The Board has been updated on the ordinary and extraordinary operations of the Company, on significant events, as well as on initiatives under assessment and those carried out by the Delegated Bodies in the exercise of their management powers.

This was also made possible thanks to the assistance and help provided by the Audit and Risk Committee and the Remuneration Committee that, as part of their powers, supported the Board's assessment and decision-making activities.

**Non-competition clause pursuant to art. 2390 of the Italian Civil Code**

The Meeting did not grant derogations with regard to the non-competition clause pursuant to art. 2390 of the Italian Civil Code.

**4.4. DELEGATED BODIES**

**Managing Director**

As already mentioned in section 4.2 Members, E. Arona has been Managing Director until 22 June 2012. On 13 May 2010, the Board granted to him the power to carry out all actions included in the corporate purpose, subject to the limitations set out by law, the Articles of Association and the Code of Conduct, except for the following actions that needed authorisation of the Board of Directors: i) sell, exchange and transfer real estate in incorporated companies or under incorporation; ii) transfer, sell, award and generally dispose of the equity investments held in subsidiaries, so as to reduce the investments below 50.1% of the share capital; iii) allow mortgage registrations, cancellations or annotations and waive legal mortgages; iv) take out secured loans.

Moreover, he also had the power to appoint and revoke appointment of proxies and attorneys, as well as to promote and support legal actions on behalf of the Company – acting as both claimant or defendant – at any court (civil, penal or administrative) and at any level of jurisdiction.

In view of ongoing operations and organisation, the same powers have been granted to the Managing Director A. Sacchi, according to the Board's resolution dated 22 June 2012.

**Chairman**

In order to ensure maximum efficiency in corporate activities, by means of a Board's resolution dated 2 August 2012, the Chairman (who was appointed on 20 April 2012, as described above) was granted the following powers, which shall be exercised with separate signature: i) to define the agenda of the Board of Directors' meeting, in agreement with the Managing Director; ii) to supervise the implementation of the resolutions made by the Board of Directors and the Executive Committee, if present; iii) to contribute to the preparation of general corporate strategic guidelines, in agreement with the Managing

Director; iv) to supervise the internal audit system and the risk assessment and management system, as well as the application of the corporate governance principles approved by the Board of Directors, by suggesting any amendment subject to the approval of the Board; v) to represent the Company during the meetings of companies, associations, boards and bodies who do not form joint-stock companies, of which the Company is a shareholder or a member entitled to delegate another person; vi) to sign corporate mail and the documents related to the office and the exercise of his powers.

**Vice-Chairmen**

For the same reasons of efficiency, the operations of Vice-Chairmen were aligned with those of the Chairman, by granting similar management powers to be exercised with separate signature, in case of absence or impediment of the Chairman (except for the tasks related to the functioning of the internal audit system and the supervision over the application of corporate governance principles).

**General Management**

In May 2005, the organisational structure of the Company was implemented with the appointment of a General Manager, Mr. Graziano Settime (Administrative and Financial Manager). Based on the powers granted to him in March 2006 – which were subsequently revised in August 2012 – he has the following tasks: i) to prepare the organisational, financial, industrial and commercial plans of the Company, in compliance with the general guidelines of the Board, which shall be previously examined by the Chairman and/or the Managing Director; ii) to coordinate the activities of Company Managements and supervise the organisation of employees, by defining their tasks and abilities, as well as to adopt disciplinary measures in compliance with current rules, the national collective agreement and the corporate trade union agreements.

As part of the current and ordinary corporate management, expense limits have been defined, among which: i) EUR 1,000,000 to negotiate and sign contracts; ii) EUR 5,000,000 to purchase, sell and subscribe credit instruments and equity investments other than those related to subsidiaries or associated companies, pursuant to Art. 2359 of the Italian Civil Code; iii) EUR 10,000,000 to subscribe and terminate policies of any kind.

**Executive Committee (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Law on Finance)**

The current organisational and operating structure of the Issuer does not include the Executive Committee.

**Information to the Board**

The Chairman and the Managing Director reported to the Board of Directors and the Board of Statutory Auditors, during each single meeting and at least on a quarterly basis, on the activities carried out in the exercise of their powers, on the general management performance and its outlook, as well as on the most significant economic and financial transactions made by the Company or its subsidiaries.

### 4.5. OTHER EXECUTIVE DIRECTORS

In the light of the definition contained in the application criterion 2.C.1. of the Code and the current administrative structure, in addition to the Chairman, the Vice-Chairmen and the Managing Director, the Directors Enrico Arona (also with regard to the office held in the parent company Argo Finanziaria S.p.A. as financial officer of the Group) and Agostino Spoglianti (Chairman of Sina S.p.A., a subsidiary with strategic importance) are also executive directors.

### 4.6. INDEPENDENT DIRECTORS

As already mentioned above, 6 out of 15 members of the Board of Directors comply with the independence requirements set out by the Code.

Compliance with these requirements – that was stated upon presentation of the lists, together with the acceptance of the candidature – was positively assessed by the Board following the appointment and during the annual periodic assessments (the last one was made in February 2013). All directors – including C. Ferrero who has been in office for more than nine years – comply with these requirements.

The said Directors undertook to report to the Issuer on any change of the information provided upon acceptance of the candidature, among which their independence.

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In the framework of its specific powers and authorities, the Board of Statutory Auditors favourably examined and verified the correct application of the assessment criteria and procedures adopted by the Board to assess the independence of its members.

**Independent Directors' Meeting**

The meeting of the Independent Directors was held in December 2012. Following the assessment, they confirmed the favourable opinion with regard to the operations and composition of the whole Management Body. Its members have professional profiles and knowledge suitable in order to achieve the strategies and aims of the Company and the Group.

In this context, they expressed their favourable opinion on the existing information flow that enable them to monitor corporate activities and the internal audit system of ASTM and its main investees, also thanks to the cooperation of the corporate management and the responsible staff. To this regard, they have positively assessed the position stated by the Board on 9 November 2012 with regard to the definition of the deadline concerning information given before the Board's meeting.

It was acknowledged that the Board is regularly updated on the ordinary and extraordinary administration of the Company, on significant events, as well as on initiatives under assessment and those carried out in the exercise of management powers.

Reference was also made to the precious contribution given by the Board's Committees and the Supervisory Body, which periodically report on the results of their activities, in the framework of their powers and authorities, and support the Board's decisions, if requirements are met.

## 4.7. LEAD INDEPENDENT DIRECTOR

The current organisational structure of the Board, with regard to the distribution and allocation of management powers, complies with the principles contained in the Code, according to which the company management should be divided from the office of Chairman. For this reason, there is no need to appoint a lead independent director among independent directors.

## 5. HANDLING OF CORPORATE INFORMATION

During the financial year under review, the Chairman and the Managing Director, in cooperation with the General Manager and Administrative and Financial Manager (who is also investor relations' supervisor), have been in charge of the management of corporate information, with particular reference to price-sensitive information.

The disclosure of documents and information on the Company and its subsidiaries has been carried out - in agreement with the Chairman and the Managing Director - by the Board's Secretariat and the Corporate Bodies' Office with regard to communications to the relevant Authorities and the Shareholders and by the investor relations' supervisor for press releases and information to institutional investors.

With the implementation of the "Organizational, management and control models pursuant to Legislative Decree no. 231/01", the Board adopted the procedure for the "handling of confidential information", whose disclosure is carried out by means of a network connection with Borsa Italiana S.p.A. (SDIR-NIS) and whose access is protected by passwords which are only known to the Board's Secretariat.

With regard to the hypothesis of "insider trading", as from 1 April 2006 the Issuer and its subsidiaries created a register of individuals who have access to inside information, in accordance with the terms and conditions set out by Consob regulation.

The said register is managed according to a specific IT procedure prepared for that purpose.

With regard to the Internal Dealing procedure, with effect from the above-mentioned date, in November 2012 the Board of Directors empowered the Corporate Bodies' Office (instead of the internal audit supervisor, whose office was cancelled by the 2011 Code) to receive, manage and diffuse to the market those transactions - equal or higher than EUR 5,000 - carried out with regard to the Issuer's security and the related financial instruments by "significant parties", as identified by the current legal requirements.

In order to promptly comply with disclosure requirements, a document entitled *"Transactions carried out by significant parties and persons closely related to them"* was drawn up and given to significant parties. This document contains all legal and regulatory provisions that constitute the regulatory framework, as well as the terms and conditions for communications to Consob, Issuer and market.

During 2012, the Issuer transmitted via the SDIR-NIS system 8 internal dealing notices concerning transactions carried out, with regard to the Issuer's financial instruments, by the Director E. Arona, the Managing Director A. Sacchi and the Standing Auditor of the subsidiary SIAS S.p.A., G. Cavalitto. The said notices are also published on the website under section "financial information".

**6. BOARD OF DIRECTORS' INTERNAL COMMITTEES (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Law on Finance)**

Following renewal of the Management Body by the Ordinary Shareholders' Meeting held on 28 April 2010, the Board – during the meeting held on 13 May 2010 – appointed the Remuneration Committee and the Internal Audit Committee. Their members comply with the provisions set out in the Code.

The Board decided neither to appoint the Appointment Committee nor other committees, for the reasons described below.

**7. APPOINTMENT COMMITTEE**

In line with the assessments made in the past – and with reference to the 2011 Code – in November 2012 the Board has not deemed it necessary to create an internal Appointment Committee, assuming that the appointment of Directors is carried out by means of list voting, in compliance with the terms and conditions set out in art. 16 of the Articles of Association.

**8. REMUNERATION COMMITTEE**

**Composition and functioning of the Remuneration Committee (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Law on Finance)**

The Remuneration Committee is composed of the independent non-executive Directors N. Fabris, C. Ferrero and G. Garofano, who have deep knowledge and experience of accounting and financial issues.

The Committee is convened - upon request of its members - by the Board's Secretariat, that also transcribes the minutes of each single meeting.

During 2012, the Committee held two meetings that were attended by the Chairman of the Board of Statutory Auditors.

One meeting has already been held in 2013, in order to evaluate some proposals concerning the Issuer's remuneration policy. No other meetings have been planned up to now.

Pursuant to the recommendations contained in the Code, the Directors do not attend the Committee's meetings during which proposals are made to the Board with regard to their remuneration.

**Functions**

In compliance with the Code, the Remuneration Committee has the power to: i) submit proposals to the Board concerning remuneration policies for directors and key management personnel; ii) periodically assess adequacy, general coherence and practical implementation of remuneration policies adopted for directors and key management personnel, by making use (with regard to this latter point) of the information provided by managing directors, as well as to make proposals to the Board on this subject; iii) make proposals or express opinions to the Board on the remuneration of executive directors and other directors holding specific offices, as well as on the performance objectives related to the variable portion of this remuneration; iv) monitor the implementation of the decisions adopted by the Board by assessing, in particular, the achievement of performance objectives.

By exercising these powers, in 2012 the Committee supported the Board in order to: i) define the general remuneration policies; ii) define the remuneration approved in August 2012 for the Chairman and the Managing Director. In this occasion, after the Directors in question left the room, the economic proposals made by the Committee, with the favourable opinion of the Board of Statutory Auditors, were approved by the Board of Directors.

The Committee - that, to date, has decided not to make use of the advice of external consultants - has access to the necessary corporate information and functions and does not have a specific spending budget in order to carry out its duties.

## 9. DIRECTORS' REMUNERATION

### General Remuneration Policy

In April 2013, and upon proposal of the Remuneration Committee, the Board approved the remuneration policies of the Issuer, which were mainly in line with those approved last year on 14 March 2012. This issue is thoroughly described in the "Remuneration Report" (prepared in compliance with Article 123-ter of the Consolidated Law on Finance and with the provisions issued by Consob by means of Resolution no. 18049 of 23 December 2011), which is available on the company's website ("Corporate governance" section), as well as on Borsa Italiana S.p.A.'s website.

To sum up, with regard to remuneration policies, the Issuer established fixed wages for its directors with management powers (including executive ones) and excluded variable wages.

The remuneration policies set out by the Company aim at offering remunerations that attract, retain and stimulate people with adequate knowledge and capabilities, with the aim of creating value in the medium/long-term for all Shareholders.

With regard to the above and according to the current remuneration policy of the Issuer, the Shareholders' Meeting approves the annual fee payable to the members of the Board; this fee is valid also for the financial years following the one for which it was approved, until a new decision is taken by the meeting.

The members of the Board are entitled to reimbursement of the costs incurred to carry out their duties.

Except for the fees approved by the Shareholders' Meeting, the remunerations for those persons holding corporate offices are established by the Board upon proposal of the Remuneration Committee and having consulted the Board of Statutory Auditors, pursuant to art. 2389 of the Italian Civil Code, as well as by the Audit and Risk Committee if requirements are met, pursuant to the procedure on transactions with related parties.

Moreover, the Board sets out the remuneration for the members of the Supervisory Body and the Committees that have been created in compliance with the Code.

### Share-based remuneration plans

The current corporate policy does not provide for share-based remuneration plans.

**Remuneration of executive directors**

No remuneration is provided for executive directors, which is significantly linked to the achievement of specific - also non-economic - performance objectives.

**Remuneration of key management personnel**

By reference to the definition contained in Annex 1 of the Consob Related Parties Regulation, the Issuer did not identify any key management personnel.

**Incentives for the internal audit manager and the manager in charge of drawing up the corporate accounting documents**

In line with the principles and values of the Issuer's remuneration policy, no incentives are set out for the internal audit manager and the manager in charge of drawing up the corporate accounting documents.

**Remuneration of non-executive directors**

No remuneration is provided for non-executive directors, which is linked to the economic results achieved by the Issuer.

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**Directors' indemnity in case of resignation, dismissal or termination of the employment relationship following a take over bid (pursuant to art. 123-bis, paragraph 1, letter i) of the Consolidated Law on Finance)**

The Issuer and the Directors did not sign agreements for indemnities in case of resignation, dismissal or termination of the employment following a take over bid.

## 10. AUDIT AND RISK COMMITTEE

**Composition and functioning of the Audit and Risk Committee (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Law on Finance)**

The Audit and Risk Committee (which was formally called Internal Audit Committee until 9 November 2012, when the Board made resolutions on compliance with the 2011 Code) is made up of the independent Directors S. Duca, C. Ferrero and N. Fabris, who have proper knowledge and experience on accounting and financial matters.

During the year, the Committee held 14 meetings. The duration of the meetings was proportionate to the issues dealt with.

All Committee's meetings, during which the internal audit supervisor reported to those present, were attended by the Chairman of the Board of Statutory Auditors or another Auditor appointed by the Chairman. Starting from July 2012, all members of the Board of Statutory Auditors have been invited to take part in the meetings.

Having taken into account that the Committee reports to the Board on the results of its quarterly assessments (during the meetings held in order to approve the annual and interim accounting documents), at least 4 meetings have been planned for 2013.
Two meetings have been held since the beginning of the financial year.
The Committee is convened - upon request of its members - by the Board's Secretariat, which also transcribes the minutes of each single meeting.

**Functions**

The Committee assisted the Board in carrying out the tasks assigned to the latter with regard to internal audit issues, by having access to all necessary corporate information and functions.
To this end, the Committee also made use – based on the related action plan – of the reports which are drawn up on a quarterly basis by the Issuer and the subsidiaries and contain the data and information concerning the most representative corporate areas and business segments.
This working method allows monitoring the main significant events of the period under review, the changes in the organisational structures and the sector legislation of each single company, the activities carried out by the independent auditors, the Boards of Statutory Auditors and the Supervisory Bodies. Particular attention is paid to the identification and management of corporate risks, with specific reference to financial and tax risks.
This activity has been supported by the powers and authorities of the "internal audit supervisor", as well as the results of the assessments made by the Independent Auditors.
According to the procedure on transactions with related parties, the Committee is in charge of analysing, in advance and upon compliance with the requirements, any intercompany transaction to support the Board's resolutions.
To this end, reference is made to the assessment made by the Committee with regard to the transaction carried out in March 2012 in order to concentrate the share capital of IGLI S.p.A. within the Issuer, through the acquisition of the equity interests held by the parent company Argo Finanziaria S.p.A., Autostrade per l'Italia S.p.A. and the Fonsai Group.
As thoroughly described to the market, and in compliance with the measures and provisions set out by the Consob Related Parties Regulation, the Committee – which was timely informed about the transaction and involved in the inquiry procedure through a timely and adequate information flow – has specially commissioned an independent expert to receive assistance in order to give its opinion with regard to the suitability of the amount paid for the said transaction.
The Committee does not have a specific spending budget.
As stated above, starting from November 2012 the Committee was officially named "Audit and Risk Committee". The Board confirmed that this Committee should carry out all the tasks set out in the 2011 Code. More specifically: a) together with the manager in charge of drawing up the corporate accounting documents and having heard the statutory auditor and the board of statutory auditors, it assesses the correct use of accounting policies and, in case of groups, their uniformity with regard to the preparation of the consolidated financial statements; b) it expresses opinions on specific aspects concerning the

identification of the main corporate risks, c) it evaluates the periodic reports on the assessment of the internal audit and risk management systems and those of significant importance prepared by the internal audit function, d) it monitors the autonomy, adequacy, efficacy and effectiveness of the internal audit function; e) it asks the internal audit function to carry out controls on specific operating areas, by notifying this to the chairman of the board of statutory auditors; f) it reports to the board on its activity and the adequacy of the internal audit and risk management system at least on a half-yearly basis, at the time of approval of the annual and half-yearly financial reports.

## 11. INTERNAL AUDIT AND RISK MANAGEMENT SYSTEM

The Board of Directors is responsible for the internal audit and risk management system; thanks to the support given by the Committee, it identifies its policies and regularly assesses its suitability and effectiveness, ensuring that the main corporate risks are identified and managed in a manner coherent with the strategic objectives.

In order to monitor the achievement of the Group's strategies and purposes, the Boards of Directors of the investee companies alternatively include the Vice-Chairmen, the Managing Director and some Issuer's Directors who are expert in specific sectors.

Moreover, the "internal audit supervisor" and the "manager in charge of drawing up the corporate accounting documents", as well as the implementation of the "Project 231" and the "Control model 262" aim at safeguarding the principles of proper and efficient management. Please refer to the following sections contained in this report for further details on these functions and projects.

With reference to the above-mentioned aspects and as part of the usual annual assessment made in February 2013, the Board believes that the internal audit system of both the company and the Group is structured and organised so to ensure effectiveness of corporate transactions, reliability of financial information, compliance with current law and safeguard of corporate assets.

Moreover, as thoroughly described below, in December 2012 the Board completed the alignment with the recommendations of the 2011 Code, which was started in August 2012. It decided, among other things, to implement the internal audit function, which is fully operational as from 1 January 2013.

With specific regard to the main features of the existing risk management and internal audit systems concerning the (consolidated) financial reporting process, if applicable, reference is made to Annex 1.

### 11.1. DIRECTOR RESPONSIBLE FOR THE INTERNAL AUDIT AND RISK MANAGEMENT SYSTEM

Pursuant to the 2006 Code, the Managing Director has monitored the functioning of the internal audit system with regard to the specific professional skills in the financial sector. In compliance with the guidelines given by the Board, the Managing Director has carried out monitoring activities with regard to the identification of corporate risks, also taking into account the operating and organisational conditions of both the Issuer and the Group, as well as the legislative and regulatory provisions.

In August 2012 the Board, in compliance with the 2011 Code, appointed the Chairman as the "director responsible for the internal audit and risk management system", who replaced the "executive director responsible for the internal audit system".

With regard to the said appointment, the Chairman, together with the Audit and Risk Committee, reviewed the identification, assessment and monitoring system of the risks to which the Company and the Group are exposed, as part of specific meetings that were also attended by the members of the Board of Statutory Auditors.

This activity was divided into four different stages: i) to define strategic objectives; ii) to identify risks; iii) to evaluate risks; and iv) to carry out control and monitoring activities (still under way).

The risks that have been identified were subsequently classified into uniform categories.

An assessment of the "probability" that each risk occurs has been made, as well as of the "impact" that each risk could have on the achievement of strategic objectives. The said assessment was also made in terms of "pertinence" (risk in case there are no activities aimed at reducing corporate risks) and "residual character" (risk that remains even after the management has carried out the activities in order to reassess it). A significant decrease of the "inherent" risk emerged from this analysis (from medium-high to medium-low in terms of "residual" risk).

In November 2012, the said assessment was shared by the Board, which approved the definition of the type and level of risk that is compatible with the strategic objectives of the Company.

**11.2. INTERNAL AUDIT MANAGER**

In November 2012 the Board, upon proposal of the Chairman, as "director responsible for the internal audit and risk management system" and having obtained the favourable opinion of the Audit and Risk Committee, as well as the opinion of the Board of Statutory Auditors, decided to appoint Mr. Alberto Carnevale Mijno of Protiviti s.r.l. as "internal audit manager". As part of its institutional tasks, Protiviti s.r.l. already provides support to the activities of the "manager in charge of drawing up the corporate accounting documents" and the Supervisory Body.

The professional profile of Mr. Carnevale was considered suitable and qualified in order to carry out his tasks, given his deep knowledge in internal audit matters acquired by following the implementation/execution of internal audit activities with leading Italian companies (some of which listed) on behalf of market-leading consulting firms.

With regard to his tasks, the "internal audit manager" prepared the "2013-2015 Audit Plan", which identifies the areas/processes subject to assessment and monitoring, also taking into account the results from i) the risk assessment activities carried out in 2012; ii) the analysis of high risk areas/processes carried out with the management; and iii) the assessments made in previous financial years with regard to the provisions set out in Law no. 262/2005 and in Legislative Decree no. 231/2001.

Based on the relevance of the risks, the priorities of action and the audit activities were defined, by identifying the companies, processes and systems, as well as the type of audit actions and objectives and the time-frame of each Plan intervention, which involves the parent company ASTM and the "relevant subsidiaries" (i.e. Sina S.p.A., Sineco S.p.A., Igli S.p.A.).

The audit plan (which also includes meetings with the internal audit manager of the subsidiary SIAS, which leads the Group motorway sector), having heard the Audit and Risk Committee, the Board of Statutory Auditors and the Chairman as "director responsible for the internal audit and risk management system", was approved in December 2012 by the Board, which decided to grant an annual gross remuneration to the internal audit manager, as well as an economic fund amounting to EUR 30 thousand, which can be integrated by the Chairman and/or the Managing Directors upon request of the interested party and subject to the approval of the Board.
As already mentioned above, the audit activities that have been approved are effective as from 1 January 2013.
As set out by the Code, the "internal audit manager" reports on the results of the assessment to the Chairman of the Board of Statutory Auditors, the Audit and Risk Committee and the Chairman of the Board of Directors as "director responsible for the internal audit and risk management system".

With regard to above, during 2012 and in compliance with the 2006 Code, the "Internal audit supervisor" supported the Board with regard to risk management. This position has been introduced by the Issuer since December 2002.
As from November 2006, Mr. Roberto Sanino was appointed to this function. Mr. Sanino works for Group companies, has extensive knowledge of the administrative and management sectors and, in line with the independence principles set out in the Code, he is not subordinate to any of the heads of the operating divisions, including the administration and finance departments.
While carrying out his duties, the supervisor has had direct access to information which was deemed necessary and could make use of the reports that are drawn up by the Group's companies, on the basis of the action plan that was implemented by the internal audit Committee.
The supervisor reported to the Board of Directors, the Internal Audit Committee and the Auditors. Finally, he was not equipped with financial resources.
As part of the timely and correct application/management of the "procedure for transactions with related parties", as from 1 January 2011 the supervisor had to identify – with regard to the information received and available and within the dedicated database – ASTM related parties.

**11.3. ORGANISATIONAL MODEL PURSUANT TO Legislative Decree 231/2001**

With regard to the "Administrative responsibility of Companies", the "Project 231" - which was carried out during 2004 - aimed at analysing and adapting the organisational, management and control instruments of the Company and its significant subsidiaries to the requirements set out in Legislative Decree no. 231/2001.
With regard to the above, both ASTM and the main Group's Companies adopted – following specific resolutions – the "organisational, management and control models pursuant to Legislative Decree 231/01" and the related "Code of Ethics and Code of conduct". Moreover, a disciplinary system was created to punish failure to comply with the provisions and principles contained in the said documents.

The models adopted comply with the principles set out in the “Confindustria Guidelines” - which were approved in March 2002 and are considered by the Ministry of Justice as being adequate to achieve the purpose set out in art. 6, paragraph 3 of Legislative Decree 231/01 - and were considered compatible, by the related management bodies, with the achievement of the objectives set out in the regulations on the subject.

The Supervisory Bodies were appointed upon the implementation of the said “Project 231” and are responsible for monitoring the function, effectiveness and observance of the “Models” and updating them. The Bodies are composed of three members (one of whom is the Chairman) who, according to independent judgement principles, report directly to the Board.

Each Body – whose members remain in office for a period similar to that of the Management Body – sets the rules for its own operations and prepares proper regulations.

In carrying out their duties, the Supervisory Bodies work with a major consulting firm that supports them in the periodic assessment procedures established by them.

In 2009, following the analysis carried out in 2008 by the Supervisory Body, the organisational model and the Code of Ethics were updated, in the light of the progressive expansion of the scope of application of Legislative Decree no. 231/2001.

The analysis mainly focused on some specific cases, such as i) market abuse, i.e. *“insider trading”* and *“market manipulation”*; ii) crimes of receiving stolen goods, recycling, use of criminal money or stolen goods; iii) cyber attacks and unlawful processing of data; iv) transnational crime; and v) offences connected with the breach of rules concerning accident prevention, hygiene at work and safety of workers.

Following the risk assessment, the adequacy of the organisational model with regard to the risks described in points i), ii) and iii) above was confirmed. As regards transnational crime (point iv), it was supposed that the activities carried out by the Issuer are not characterised by risk profiles, for which there are valid reasons to expect that such crimes are committed in the interest, or to the benefit, of the company.

The adjustment process – which took into account the provisions contained in the new “Confindustria Guidelines” published in March 2008 and approved by the Ministry of Justice – focused on the implementation of the measures concerning safety and hygiene at work.

In February 2011, the Board approved a further update of the above-mentioned documents with regard to the offence of *“soliciting not to make statements or to make untrue statements to the judicial authority”*, since the other types were considered as being less probable (“organised crime offences”, “offences against the industrial and commercial sectors”, “copyright infringement offences”).

Finally, as a result of the analysis carried out with the support of the consulting firm Protiviti S.r.l., the Board i) in August 2012 and with reference to the so-called "offences against the environment" that have been introduced by Legislative Decree no. 121/2011, came to the conclusion that the only activity that can be subject to remarks (although irrelevant in the light of the existing control structures) is the one related to the management of ozone-damaging substances that may be contained in the centralised air conditioning system of corporate premises, while ii) in November 2012 and with regard to the “employment of third-country nationals residing without authorisation” (that has been introduced by Legislative Decree no.

109/2012), it updated the organisational model and the Code of Ethics, by strengthening the ethic related to relationships with employees and by setting out an explicit condemnation of all forms of irregular work.

The Issuer's Body, which was appointed on 13 May 2010, is made up of the Director Sergio Duca, the Standing Auditor Lionello Jona Celesia and Roberto Sanino.

In 2012, the Body held 5 meetings which were attended by all members and focused, as usual, on the assessment of corporate procedures, with particular reference to the most representative ones. Following the assessment, no observation or comments were made with regard to failure or error in their application.

As of today, the Board has not considered the opportunity of devolving to the Board of Statutory Auditors the functions of the Supervisory Body.

**11.4. INDEPENDENT AUDITORS**

Deloitte & Touche S.p.A. – with registered office in Milan, Via Tortona 25, enrolled in the Independent Auditors' Register pursuant to art. 161 of the Consolidated Law on Finance – carries out audit activities for the Issuer, as mandated by the Shareholders' Meeting on 28 April 2009 for the financial years 2009 to 2017, upon justified proposal of the Board of Statutory Auditors.

**11.5. MANAGER IN CHARGE OF DRAWING UP THE CORPORATE ACCOUNTING DOCUMENTS AND OTHER CORPORATE TASKS AND FUNCTIONS**

In compliance with art. 21, paragraph 6 of the Articles of Association, on 13 May 2010 the Board – having consulted the Board of Statutory Auditors – re-appointed Mr. Graziano Settime (Administration and Financial Manager of the Issuer) as "manager in charge of drawing up the corporate accounting documents".

Mr. Settime – who has extensive professional experience in administrative and financial matters and complies with the requirements of integrity required for the position of director – was appointed for the same term of office of the Management Body (i.e. until approval of the 2012 financial statements).

The manager has the power to obtain from the heads of each corporate department any information relevant to carry out his duties, as well as the power to i) structure and organise - within his own activities - the human resources available; ii) talk to the board of directors and statutory auditors, including the participation *ad audiendum* in the Board's meetings held for the examination and approval of accounting documents; iii) talk to the Audit and Risk Committee and the Supervisory Body; iv) take part in the planning of information systems that have an impact on the economic and financial situation.

Moreover, the Board approved funds which can be integrated by the Chairman and/or the Managing Director upon the manager's request, with subsequent ratification by the Board.

As in previous financial years, during 2012 the manager monitored the functioning of the "control model 262", which was implemented in 2007 – according to a top-down approach – within ASTM and its main subsidiaries, in order to achieve compliance with administrative-accounting procedures concerning the tasks governed by art. 154-bis of the Consolidated Law on Finance.

Moreover, the implementation of the said model also entailed the appointment of specific managers by all Group companies involved.

With a view to the optimisation of controls within the funds made available to each Manager, the assessment of the correct application of the said procedures was carried out, like in previous years, with the help of the consulting firm Protiviti s.r.l., based on the plan drawn up by each single Company, according to which tests shall concentrate in the periods dedicated to the preparation of the financial statements and the half-yearly financial report. The results of these controls mainly confirmed the correct application of the administrative-accounting procedures under review.

The support provided by Protiviti s.r.l. was equal to 37 days/man (11 of which for the activities carried out within ASTM) – in addition to the commitment of Companies' employees – in line with the estimates made at the beginning of the project.

As part of the procedures concerning the "control model 262", the Managers of all Group Companies transmitted any related "statement" and "certification" concerning annual and interim accounting documents.

### 11.6. COORDINATION BETWEEN THE PEOPLE INVOLVED IN THE INTERNAL AUDIT AND RISK MANAGEMENT SYSTEM

As described above, the functions and bodies that make up the Issuer's internal audit system report on the activities carried out in order to comply with their institutional tasks and the related results, according to the methods and deadlines set out by the related legal and regulatory provisions, as well as by the Code's recommendations providing for their creation.

Moreover, as part of the process of aligning the internal audit system with the 2011 Code, the Board updated the interrelationships and the information flow between the various bodies, in order to maximise the efficiency of the controls carried out to ensure proper risk monitoring and management.

## 12. DIRECTORS' INTERESTS AND TRANSACTIONS WITH RELATED PARTIES

As from 1 January 2011 the procedure on transactions with related parties has entered into force. This procedure was approved by the Board on 26 November 2010 in compliance with the Consob Related Parties Regulation, given the favourable opinion of a dedicated Committee, which is made up of all Independent Directors in office.

The Board of Statutory Auditors ascertained that the procedure is compliant with the said Regulation and acknowledged that it is adequate in order to ensure substantial and procedural transparency and correctness.

The procedure – which is available on the website under section "corporate governance", as well as on the Borsa Italiana's website – sets out i) the amounts that, based on specific materiality indexes, allow to identify small transactions or transactions of lesser or higher importance; ii) the transactions that have been excluded and are not subject to the procedure set out for their approval, except for communication obligations towards Consob, if of greater importance and if typological requirements are met; iii) the transactions carried out by subsidiaries other than SIAS, that will be subject to approval of the ASTM Board, having heard the opinion of the Audit and Risk Committee.

This category includes:

a) acquisition or disposal of real estate whose value is higher than EUR 1 million;
b) merger transactions, division by acquisition or non-proportional division transactions, if a company (which represents related parties' interests that can be defined as *significant*, as set out in the procedure) takes part in the transaction;
c) transactions other than those mentioned above, which have a single value higher than EUR 10 million (such as, by way of example only, acquisitions or disposals of equity investments, companies or business units, or granting of guarantees).

To this end, and in line with the practice followed for the previous procedure, the management autonomy of the listed subsidiary SIAS is not affected, according to which the transactions of SIAS and its subsidiaries are neither analysed nor approved in advance.

For a correct implementation of the procedure within the ASTM Group, any relevant information and operating instructions have been immediately notified to the subsidiaries.

Moreover, for a proper management of the procedure, ASTM's related parties are recorded in a specific database created on the basis of the register of equity investments and statements made by the related parties.

As already mentioned above, the Audit and Risk Committee will give an opinion on the transactions with related parties. For a proper functioning, a replacement system by age has been set out if some members are already involved in specific transactions.

On 9 November 2012, the Board of Directors, in the light of the innovation introduced by the 2011 Code, reviewed the said procedure and i) identified the Corporate Bodies' Office, instead of the "internal audit supervisor", as the corporate function in charge of identifying ASTM related parties, by ensuring that the related database is properly updated; and ii) changed the name of the Internal Audit Committee into Audit and Risk Committee.

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Any Director who has an interest - potential or indirect - in corporate transactions shall promptly and fully inform the Board, showing willingness to withdraw from the meeting or refrain from any discussion and related resolution, in case such interest is considered "relevant" by the other Directors. However, the Board has the power to take the most appropriate decisions in case transactions are carried out at normal market conditions - on the basis of independent experts' appraisals - or if the withdrawal from the meeting of the said Directors upon resolution gives reason to believe that the necessary constituent quorum may not be reached.

## 13. AUDITORS' APPOINTMENT

As already reported for the methods to appoint Directors, also the provisions of the Articles of Association governing the appointment of the Board of Statutory Auditors have been reviewed in order to ensure gender parity, following the resolution of the Shareholders' Meeting on 16 January 2013.

With regard to the above, pursuant to article 26 of the Articles of Association, the Board of Statutory Auditors is made up of three Standing Auditors and three Substitute Auditors.

In order to ensure that a Standing Auditor and a Substitute Auditor are elected from the minority, the appointment of the Board of Statutory Auditors is carried out according to the lists submitted by the shareholders, in which the names of the candidates are listed and marked with a progressive number.

The list is made up of two sections: one for the candidates for the office of Standing Auditor and the other for the office of Substitute Auditor. In order to comply with the current regulations on gender parity, the lists that, having taken into account both sections, have a number of candidates equal or higher than three should include candidates of both genders in the first two places of both the Standing Auditors' and the Substitute Auditors' sections.

Lists can be submitted exclusively by the shareholders who - alone or together with others - hold shares representing the shareholding in the share capital, as set out by law. The legal title to the above-mentioned stake shall be proved within the terms and according to the methods set out by current regulations.

Each shareholder - as well as those belonging to the same group and those who adhere to a shareholders' agreement concerning Company's shares - cannot submit or vote more than one list, neither through a trust company nor a third party. Each candidate may be included in one list only or is declared ineligible.

Those candidates who do not comply with the requirements of integrity and professionalism established by law may not be included in the lists.

At least one Standing Auditor and one Substitute Auditor are chosen among those enrolled in the Auditors' Register and shall have exercised legal audit activities for not less than three years.

Those Auditors who do not comply with the said requirement are chosen among those who have three year's experience in:

a) administration and control activities and executive duties for corporations with a share capital no lower than EUR 2 million; and

b) professional or tenured university teaching activities in legal, economic, financial and technical-scientific subjects, with regard to the industrial, banking, transport services, logistics, technology and IT sectors; and

c) management functions at public institutions or administrations operating in the credit, financial, insurance, industrial, transport services, logistics, technology and IT sectors.

The outgoing auditors can be re-elected.

The submitted lists shall be filed at the registered office of the company within the terms and according to the methods set out by current regulations. Further information will be provided in the notice of call.

The declarations by which candidates accept their candidacy and represent that there are no reasons for their ineligibility and incompatibility, together with any document required by law, must be

deposited with each list; they also confirm they comply with legislative and statutory requirements.
The list that does not comply with the above-mentioned provisions shall be considered as "not submitted".
The procedure for the appointment of Auditors is described below:

1. two standing auditors and two substitute auditors are chosen from the list that obtained the highest number of votes at the meeting, according to the order in which they are listed in the sections;
2. the other standing auditor and substitute auditor are chosen from the second list that obtained the highest number of votes at the meeting, according to the order in which they are listed in the sections.

In the event of a tie between two or more lists, the eldest Auditors shall be elected until the maximum number of places available is achieved.
The Board of Statutory Auditors shall be chaired by the candidate proposed by the second list, who obtained the highest number of votes at the meeting; in the event of a tie between two or more lists, the provisions contained in the previous paragraph shall apply.
If the application of the above-mentioned procedure does not allow to comply with the gender parity regulations with regard to Standing Auditors, the ratio to be assigned to each candidate from the Standing Auditors' sections of each list shall be calculated, by dividing the number of votes of each list by the order number of each candidate. The candidate belonging to the most represented gender and with the lowest ratio among the candidates of all lists is replaced by the candidate belonging to the less represented gender and with the following highest order number in the same Standing Auditors' section of the list of the substituted candidate or, subordinately, in the Substitute Auditors' section of the same list of the substituted candidate (who, in this case, will hold the position of the replaced substitute auditor). If the candidates of different lists obtain the same ratio, the candidate belonging to the list with the highest number of auditors will be replaced or, subordinately, the candidate from the list with the lowest number of votes. With regard to the appointment of auditors who, for any reason, are not appointed according to the above-mentioned procedure, the Shareholders' Meeting takes resolutions according to legal majorities and in compliance with the regulations from time to time in force with regard to gender parity.
The Auditor falls from office if he/she does not comply with legislative and statutory requirements.
In case of substitution of an Auditor, the substitute auditor belonging to the same list of the substituted auditor shall be appointed, so as to comply with the regulations from time to time in force with regard to gender parity and composition of the board of statutory auditors. If the above-mentioned replacement does not allow to comply with the current regulations on gender parity, the Shareholders' Meeting shall be convened as soon as possible so as to comply with such regulations.
In case of integration of the Board of Statutory Auditors following termination of office of one of its members for any reason, the Meeting shall resolve according to the simple majority principle and ensure representation on the Board to the minority, as well as compliance with the current regulations on gender parity.

**14. COMPOSITION AND FUNCTIONING OF THE BOARD OF STATUTORY AUDITORS (pursuant to art. 123-bis, paragraph 2, letter d) of the Consolidated Law on Finance)**

The Board of Statutory Auditors was appointed by the Ordinary Shareholders' Meeting on 29 April 2011 for the financial years 2011-2012-2013 (i.e. until the approval of the financial statements as at 31 December 2013), based on the 2 filed lists:

- list no. 1 (representing the majority) submitted by the Shareholder Argo Finanziaria S.p.A., holding 50.892% of the share capital, which includes 2 candidates for the office of Standing Auditor (Lionello Jona Celesia and Ernesto Ramojno) and 1 candidate for the office of Substitute Auditor (Roberto Coda);
- list no. 2 (representing the minority) submitted by the Shareholder Assicurazioni Generali S.p.A., holding 4.969% of the share capital, which includes 1 candidate for the office of Standing Auditor (Marco Fazzini) and 1 candidate for the office of Substitute Auditor (Massimo Berni). Upon filing, this list also included the statement certifying that no relations existed with reference shareholders, as set out by the said regulatory provisions issued by Consob, implementing art. 148 of the Consolidated Law on Finance.

According to Consob's provisions set out in Resolution no. 17633 of 26 January 2011, the minimum shareholding in the share capital required in order to submit lists was equal to 2%.

All Auditors confirmed compliance with the independence requirements set out by the Code. The Board of Statutory Auditors is chaired by M. Fazzini, representing minorities.

With regard to voting, out of a total of 64,649,405 shares present at the meeting (equal to 73.465% of the share capital), the list representing the majority was voted by 46,720,424 shares (400,439 shares abstained and 14,416 shares against), while the list representing the minority was voted by 18,343,836 shares (400,439 shares abstained and 14,416 shares against).

For each voting, the list with the names of the Shareholders and their votes is attached to the meeting's minutes of 29 April 2011 that have been published on the website under section "corporate governance".

Some short bibliographical notes on the members of the Board of Statutory Auditors are detailed below. The related *curricula*, together with their lists, are available on the website (under section "corporate governance"):

**Marco Fazzini:** (born in Florence, on 12 October 1974) – He obtained a degree in Economics at the University of Florence. He is enrolled in the Register of Chartered Accountants and in the Register of Auditors. He is Professor at the "Parthenope" University of Naples. He is consultant for listed and non-listed companies with regard to corporate, tax, investment fund and private equity matters. He is the author of several essays and articles.

**Lionello Jona Celesia:** (born in Turin on 14 June 1936) - He obtained a degree in Economics and Business at the University of Turin. He is enrolled in the Register of Auditors and is a chartered accountant. He was Lecturer of Public Accounts and Associate Professor of Tax Law at the University of Turin (faculty of Political Science). He has extensive knowledge of tax and accounting matters.

**Ernesto Ramojno:** (born in Turin on 5 July 1949) - He obtained a degree in Economics and Business at the University of Turin. He is a chartered accountant and holds the position of member of the Board of

Statutory Auditors for important Companies; thanks to these activities, he has extensive knowledge of corporate management matters, with particular reference to the corporate, tax and banking sectors.

**Massimo Berni:** (born in Florence on 13 September 1949) – He obtained a degree in Economics and Business at the University of Florence. He is a chartered accountant, as well as auditor and director for several companies and he is technical adviser at the Court of Florence.

**Roberto Coda:** (born in Turin on 3 September 1959) - He obtained a degree in Economics and Business at the University of Turin. He is a chartered accountant, focusing in particular on tax, administrative and contractual matters. As a consultant for the Court of Turin, he is a company evaluator and liquidator.

With regard to the above, Table 3 (included in the Appendix) provides a summary of the data concerning the Board of Statutory Auditors.

The Board of Statutory Auditors held 9 meetings which were attended by 96.29% of the members, while the 10 meetings of the Board of Directors were attended by all members.

The duration of each meeting varied according to the issues dealt with.

With regard to its institutional tasks and the frequency of its assessments, in 2013 the Board of Statutory Auditors forecasts to meet at least on a quarterly basis. Two meetings have already been held since the beginning of the year.

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Compliance with the independence requirements set out by the Code (that was stated upon filing of the lists and upon acceptance of the candidature) was positively assessed by the Board following appointment of the Board of Statutory Auditors and during the usual annual assessments (the last one was made in February 2013) with regard to all Auditors, including L. Jona Celesia who has been in office for more than nine years. This annual assessment is also carried out by the Board of Statutory Auditors.

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If requirements are met, the Auditors shall promptly provide information on the transactions in which - on own account or on behalf of third parties - they have an interest, as provided for by the Code.

The Board of Statutory Auditors supervised the independence of the Independent Auditors, by assessing the nature and entity of the services, other than the audit, provided to the Issuer and its subsidiaries. The results of these controls were published in the annual report to the Shareholders' Meeting, pursuant to art. 153 of the Consolidated Law on Finance.

Within their functions, the Auditors have acquired information also through meetings with the Independent Auditors' representatives and by taking part in the meetings of the Internal Audit Committee (which were attended by the "internal audit supervisor") and the Remuneration Committee.

## 15. RELATIONSHIPS WITH SHAREHOLDERS

In order to make the access to information quicker and easier, the Issuer pays particular attention to the creation and updating of its website, with particular reference to “financial information” and “corporate governance”.

Moreover, the website contains a descriptive profile of the Group and its investee companies, as well as the financial statements, the half-yearly financial report, the intermediate management reports of the Issuer, the Articles of Association, the Regulations for Shareholders’ Meetings, press releases and the reports on the issues discussed at the Shareholders’ Meetings, including notice of call and related minutes.

For the appointment of Corporate Bodies, the lists of candidates, together with personal and professional details, are also published.

In any case, during the financial year the Chairman and the Managing Director – in compliance with the procedure concerning the disclosure of documents and information on the Issuer – have taken any necessary action so to create and promote dialogue with the Shareholders and Institutional Investors, based on the comprehension of reciprocal roles and functions.

As already mentioned above, so to make sure that these relationships are professionally handled and managed, the General Manager and Administrative and Financial Manager of the Company was appointed as investor relations’ supervisor, who - also taking into account the principles contained in the *“Guidelines for disclosure of information to the market”* - carries out intense and constant information activities with regard to the results, as well as the growth and development prospects of the Issuer and the Group, through both personal meetings and institutional meetings with investors and analysts, both in Italy and abroad.

The investor relations’ supervisor, Mr. Graziano Settime, may be contacted on the following numbers: (tel: +39 011-4392102 – fax: +39 011-4731691).

With regard to their roles, the Delegated Bodies and the investor relations’ supervisor avail themselves of the Board’s and Corporate Secretariats, especially as regards communications to the relevant Authorities and Shareholders.

## 16. SHAREHOLDERS’ MEETINGS (pursuant to art. 123-bis, paragraph 2, letter c) of the Consolidated Law on Finance)

In the light of the Articles of Association and the reference legal and regulatory provisions, those persons who sent the company the legitimation notice of the qualified broker – based on the records obtained at the end of the accounting day of the seventh open market day before the date of the Meeting – can take part in the Meeting and express their vote.

The current provisions contained in the Articles of Association do not envisage that shares are unavailable until the meeting is held.

Those who are entitled to vote can be represented at the Meeting by written proxy or proxy sent electronically, in compliance with current regulations.

The Chairman shall ascertain the validity of proxies.

The electronic notification of the proxy shall be made by using the dedicated section of the Company’s website or the dedicated e-mail address, according to the methods described in the notice of call.

For each Shareholders' Meeting, the Company can appoint – by specifying it in the notice of call – a person to whom the shareholders can give a proxy with voting instructions on one or all issues on the agenda, according to the methods and terms set out by law and regulations. The proxy is valid only with regard to those issues for which voting instructions have been given.

The Meeting is chaired by the Chairman of the Board of Directors. In case of absence or impediment, it is chaired by a Vice-Chairman or, if both are absent, by another person appointed by the Meeting.

The Chairman appoints the Secretary with the approval of the Meeting and, if necessary, two scrutinizers, by choosing them among the shareholders with voting right or their representatives.

In the cases provided for by law, or if deemed appropriate by the Chairman of the Meeting, the minutes are prepared by a Notary Public appointed by the Chairman. In this case, it is not necessary to appoint a Secretary.

The (ordinary and extraordinary) Shareholders' Meeting is duly convened and takes resolutions according to the majorities set out by current regulations.

As of today, the Issuer does not provide for the possibility of taking part in the Meetings by means of audiovisual connection systems, electronic vote or voting by correspondence.

**Regulations for Shareholders' Meetings**

In 2001, the Issuer adopted the Regulations for Shareholders' Meetings - in line with the model issued by ABI and Assonime - to enable the orderly and proper functioning of meetings.

On 17 November 2010, upon proposal of the Board and in line with the provisions contained in the Articles of Association, the Ordinary Shareholders' Meeting approved to align the regulations on its functioning with Legislative Decree no. 27 of 27 January 2010 with regard to the exercise of some rights of listed companies' shareholders.

More specifically, the said Regulations govern the operating methods for the Meeting's activities and the exercise of participants' rights. In this regard, the Chairman opens the discussion and calls those members who requested to speak according to a priority order; if necessary, the Chairman may decide that speeches shall be booked in writing, with indication of the subject.

After having provided any personal detail and the number of votes represented - each person who can take part in the meeting has the right to report on each of the issues on the agenda, make observations as well as proposals.

Taking into account the subject and relevance of each single issue - as well as the questions received before the Meeting and the number of persons who want to speak - the Chairman may predetermine the duration of speeches and answers by notifying the participants, so to make sure that works are completed within one single meeting.

For further information on the rules governing the Issuer's meetings, reference should be made to Regulations' provisions published on the website (under section "corporate governance").

**Information to the Shareholders**

At the meetings, the Board provides the Shareholders with information on the Issuer, in compliance with the regulations on insider trading information.

During the meetings, the Chairman and the Managing Director ensure that the Shareholders are provided with all information necessary or useful for the adoption of resolutions.

More specifically - on the basis of the documents, concerning the points on the agenda, that are given to all participants - they explain the main features of any transaction and resolution that shall be examined and approved by the Shareholders. Moreover, they are available to talk and discuss on the requests made by the participants.

10 Directors out of 14 took part in the Annual Meeting held on 20 April 2012.

**Changes in capitalisation and shareholding structure**

The Directors believe that the current percentages for the exercise of the actions and rights for the safeguard of minorities are in line with the current market capitalisation of the ASTM security.

No significant changes in the shareholding structure of the Issuer occurred during the year.

## 17. FURTHER CORPORATE GOVERNANCE POLICIES (pursuant to art. 123-bis, paragraph 2, letter a) of the Consolidated Law on Finance)

No further corporate governance policies are reported than those detailed in previous paragraphs and currently applied by the Issuer, except for the obligations set out by legal and regulatory provisions.

## 18. CHANGES OCCURRED AFTER YEAR END

After the end of FY 2012, no changes occurred in the Issuer’s governance structure, except for the appointment by the Ordinary Shareholders’ Meeting of 16 January 2013, of the Director Luigi Bomarsi, who was already co-opted by the Board on 6 December 2012.

Milan, 8 April 2013

# TABLES

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## TABLE 1: INFORMATION ON OWNERSHIP STRUCTURE

### As at 8 April 2013

| SHARE CAPITAL STRUCTURE | | | | |
|---|---|---|---|---|
| | **No. of shares** | **% compared to s.c.** | **Listed** | **Rights and obligations** |
| Ordinary shares | 88,000,000 (1) | 100 | **MTA (FTSE Italia Mid Cap Index)** | |
| Shares with limited voting right | = | = | = | = |
| Shares without voting right | = | = | = | = |

Pursuant to articles 2359-bis and 2357-ter of the Italian Civil Code, the voting right has been suspended for 3,344,226 treasury shares held by the Company and 21,500 shares held, as at today's date, by the subsidiary ATIVA S.p.A..

| SIGNIFICANT EQUITY INVESTMENTS IN THE SHARE CAPITAL | | | |
|---|---|---|---|
| **Declarant** | **Direct shareholder** | **% share of ordinary share capital** | **% share of voting share capital** |
| **Aurelia S.r.l.** | Aurelia S.r.l. | 0.539 | 0.539 |
| | Argo Finanziaria S.p.A. | 52.757 | 52.757 |
| | **Total Group** | **53.296** | **53.296** |
| **Astm S.p.A.** | Astm S.p.A. | 3.80<br>voting right suspended. pursuant to Art. 2357-ter of the Italian Civil Code | 3.80<br>voting right suspended. pursuant to Art. 2357-ter of the Italian Civil Code |
| | Ativa S.p.A. | 0,024<br>voting right suspended. pursuant to Art. 2359-bis of the Italian Civil Code | 0,024<br>voting right suspended. pursuant to Art. 2359-bis of the Italian Civil Code |
| | **Total Group** | **3.824** | **3.824** |
| **Lazard Asset Management LCC** | Lazard Asset Management LCC | **9.981** | **9.981** |
| **Assicurazioni Generali S.p.A.** | Assicurazioni Generali S.p.A. | 2.874 | 2.874 |
| | Alleanza Toro S.p.A. | 1.984 | 1.984 |
| | INA Assitalia S.p.A. | 0.091 | 0.091 |
| | Genertel S.p.A. | 0.011 | 0.011 |
| | Genertellife S.p.A. | 0.008 | 0.008 |
| | **Total Group** | **4.968** | **4.968** |

**TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS AND COMMITTEES**

| Board of Directors | | | | | | | | | | | Audit and Risk Committee | | Remuneration Committee | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Office held | Members | In office since | In office until | List (M/m) * | Executive | Non-executive | Independent, pursuant to the Code | Independent, pursuant to the Consolidated Law on Finance | (%) ** | No. of other offices *** | **** | (%) ** | **** | (%) ** |
| **01) Chairman** | GROS-PIETRO Gian Maria | 20/04/2012 | Approval of 2012 financial statements | M | X | | | | 100 | 4 | | | | |
| **02) Vice-Chairman** | GAVIO Daniela | 28/04/2010 | Approval of 2012 financial statements | M | X | | | | 80 | 4 | | | | |
| **03) Vice-Chairman** | GAVIO Marcello | 28/04/2010 | Approval of 2012 financial statements | M | X | | | | 90 | 1 | | | | |
| **04) Managing Director** | SACCHI Alberto | 28/04/2010 | Approval of 2012 financial statements | M | X | | | | 100 | 2 | | | | |
| **05) Director** | ARONA Enrico | 28/04/2010 | Approval of 2012 financial statements | M | X | | | | 100 | 4 | | | | |
| **06) Director** | BOMARSI Luigi (1) | 06/12/2012 | Approval of 2012 financial statements | M | | x | | | 100 | 1 | | | | |
| **07) Director** | CAMMARA Alfredo | 28/04/2010 | Approval of 2012 financial statements | m | | x | x | x | 100 | = | | | | |
| **08) Director** | DUCA Sergio | 28/04/2010 | Approval of 2012 financial statements | m | | x | x | x | 80 | 4 | x | 92.86 | | |
| **09) Director** | FABRIS Nanni | 28/04/2010 | Approval of 2012 financial statements | M | | x | x | | 100 | 1 | x (2) | 100 | x | 100 |
| **10) Director** | FERRERO Cesare | 28/04/2010 | Approval of 2012 financial statements | M | | x | x | x | 90 | 3 | x | 100 | x | 100 |
| **11) Director** | GAROFANO Giuseppe | 28/04/2010 | Approval of 2012 financial statements | M | | x | x | x | 90 | 3 | | | x(3) | |
| **12) Director** | ROTH Luigi | 28/04/2010 | Approval of 2012 financial statements | M | | x | x | x | 60 | 5 | | | | |

| | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **13) Director** | SPIZZICA Alvaro | 28/04/2010 | Approval of 2012 financial statements | M | | x | | | 100 | = | | | | |
| **14) Director** | SPOGLIANTI Agostino | 28/04/2010 | Approval of 2012 financial statements | M | x | | | | 90 | 1 | | | | |
| **15) Director** | VIVIANO Stefano | 28/04/2010 | Approval of 2012 financial statements | M | | x | | | 90 | = | | | | |
| **DIRECTOR WHO CEASED TO HOLD OFFICE DURING THE FINANCIAL YEAR UNDER REVIEW** | | | | | | | | | | | | | | |
| **01) Director** | ROCCO Matteo | 28/04/2010 | 22/06/2012 | m | | x | x | x | 100 | = | x | 88.88 | x | 100 |
| **Quorum required in order to submit lists during the last appointment:** 2.5% | | | | | | | | | | | | | | |
| **No. of meetings held during FY 2012** | Board of Directors: 10 | Internal Audit Committee: 14 | Remuneration Committee: 2 | | | | | | | | | | | |

NOTES

* “M/m” indicates if the member has been elected by the list voted by the majority (M) or by a minority (m).

** This column shows the percentage of directors’ attendance to the meetings of the Board of Directors and the Committees (no. of attendances/no. of meetings held during the term of office of the person in question).

*** This column shows the number of offices held as director or auditor in other companies listed on regulated markets (including foreign markets), in financial, banking, insurance or large enterprises. The following list shows these companies and indicates whether these belong to the group that is under the Issuer’s control or of which the Issuer forms part.

**** In this column, the “X” indicates if the member of the Board of Directors belongs to the Committee.

(1) Coopted during the Board’s meeting held on 6 December 2012 (in place of Matteo Rocco) and confirmed during the Ordinary Shareholders' Meeting on 16 January 2013.

(2) Structure of the Audit and Risk Committee as from 2 August 2012.

(3) Structure of the Remuneration Committee as from 13 February 2013.

**Offices as director or auditor held by some Directors in other companies listed on regulated markets (including foreign markets), in financial, banking, insurance or large enterprises.**

| Member | Company | Office held |
|---|---|---|
| Arona E. | Società Autostrada Torino-Alessandria-Piacenza S.p.A. [(1)]<br>Società Autostrada Ligure Toscana S.p.A. [(1)]<br>Società Iniziative Autostradali e Servizi S.p.A. [(1)]<br>Industria e Innovazione S.p.A. | Director<br>Vice-Chairman (vicarious) - Managing Director & E.C. member<br>Director<br>Director and E.C. member |
| Bomarsi L. | Società Autostrada Ligure Toscana S.p.A. [(1)] | Director |
| Duca S. | Enel S.p.A.<br>Lottomatica Group<br>Orizzonte SGR<br>Exor S.p.A. | Chairman of the Board of Statutory Auditors<br>Chairman of the Board of Statutory Auditors<br>Chairman of the Board of Directors<br>Chairman of the Board of Statutory Auditors |
| Fabris N. | Società Autostrada Ligure Toscana S.p.A. [(1)] | Director and E.C. member |
| Ferrero C. | Iveco S.p.A.<br>Ferrero S.p.A.<br>Ersel Finanziaria S.p.A. | Director<br>Chairman of the Board of Statutory Auditors<br>Chairman of the Board of Statutory Auditors |
| Garofano G. | Industria e Innovazione S.p.A.<br>Alerion Clean Power S.p.A.<br>Reno de Medici S.p.A. | Chairman<br>Vice-Chairman<br>Vice-Chairman |
| Gavio D. | Società Iniziative Autostradali e Servizi S.p.A. [(1)]<br>Società Autostrada Torino-Alessandria-Piacenza S.p.A. [(1)]<br>Società Autostrada Ligure Toscana S.p.A. [(1)]<br>Aurelia s.r.l. [(2)] | Director<br>Vice-Chairman<br>Director and E.C. member<br>Director |
| Gavio M. | Aurelia s.r.l. [(2)] | Managing Director |
| Gros-Pietro G. M. | Edison S.p.A.<br>Fiat S.p.A.<br>IVS Group<br>Caltagirone S.p.A. | Director<br>Director<br>Director<br>Director |
| Roth L. | Terna S.p.A.<br>Terna Rete Italia S.p.A. (Gruppo Terna)<br>Alba Leasing S.p.A.<br>Melior Valorizzazioni Immobili s.r.l.<br>Pirelli & Co. S.p.A. | Chairman of the Board of Directors<br>Chairman of the Board of Directors<br>Chairman of the Board of Directors<br>Chairman of the Board of Directors<br>Director |
| Sacchi A. | Società Iniziative Autostradali e Servizi S.p.A. [(1)]<br>Società Autostrada Ligure Toscana S.p.A. [(1)] | Managing Director<br>Director and E.C. member |
| Spoglianti A. | Società Autostrada Torino-Alessandria-Piacenza S.p.A. [(1)] | Chairman of the Board of Directors |

(1) Issuer's subsidiary.
(2) Issuer's parent company.

## TABLE 3: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS

| Board of Statutory Auditors | | | | | | | |
|---|---|---|---|---|---|---|---|
| **Office held** | **Members** | **In office since** | **In office until** | **List (M/m) *** | **Independent, [pursu]ant to the Code** | **(%) **** | **No. of other offices ***** |
| **Chairman** | FAZZINI Marco | 29/04/2011 | Approval of 2013 financial statements | m | x | 100 | 7[(1)] |
| **Standing auditor** | JONA CELESIA Lionello | 29/04/2011 | Approval of 2013 financial statements | M | x | 100 | 21 |
| **Standing auditor** | RAMOJNO Ernesto | 29/04/2011 | Approval of 2013 financial statements | M | x | 88.88 | 41[(1)] |
| **Substitute Auditor** | BERNI Massimo | 29/04/2011 | Approval of 2013 financial statements | m | x | | 8[(1)] |
| **Substitute Auditor** | CODA Roberto | 29/04/2011 | Approval of 2013 financial statements | M | x | | 31[(1)] |
| **Quorum required in order to submit lists during the last appointment:** 2% | | | | | | | |
| **No. of meetings held during FY 2012:** 9 | | | | | | | |

NOTES

* "M/m" indicates if the member has been elected by the list voted by the majority (M) or by a minority (m).

** This column shows the percentage of auditors' attendance to the meetings of the Board of Statutory Auditors (no. of attendances/no. of meetings held during the term of office).

*** This column shows the number of offices as director or auditor held by the person in question and relevant pursuant to Art. 148-bis of the Consolidated Law on Finance. The entire list of offices is published by Consob on its website, pursuant to art. 144-quinquiesdecies of the Consob Regulation on Issuers.

(1) Given that, following the amendments introduced by Consob Resolution no. 18079 of 20 January 2012 to the Consob Regulation on Issuers, which has entered into force from 22 February 2012, the regulations on the limitation on total mandates for directors and auditors is valid only for those who hold an office in more than one listed or widely distributed issuer. The number of "other offices" reflects the information gathered in February 2013 with the interested parties.

**ANNEX**

**Paragraph on the "Main features of the existing risk management and internal audit systems with regard to the financial reporting process", pursuant to Article 123-bis, paragraph 2, letter b) of the Consolidated Law on Finance.**

## 1) Foreword

As already pointed out in the "Report on corporate governance and ownership structure", the internal audit system of ASTM is made up of functions and organisations that – according to their roles and institutional tasks – allow to achieve the strategic objectives of the Issuer and the ASTM Group, through the constant monitoring and identification of the main corporate risks.

With regard to the financial reporting process, these objectives may be the reliability, accuracy and timeliness of reporting.

Based on the system used – which includes rules, procedures and guidelines – ASTM ensures a suitable information flow and data exchange with its subsidiaries, through constant and timely coordination and update activities.

In this context, reference is made to both the regulation on the application of reference accounting standards (i.e. the Group accounting manual) and the procedures governing the preparation of the Consolidated Financial Statements and the periodic accounting statements, which include those for the management of the consolidation system and intercompany transactions. Any related document is distributed by the Parent Company so that subsidiaries can implement it.

## 2) Description of the main features of the existing risk management and internal audit system with regard to the financial reporting process

The assessment, monitoring and update of the Internal Audit System with regard to financial reporting include an analysis (at Group level) of organisational and operating structures according to a risk identification/assessment procedure based on the use of the so-called "risk scoring" method.

Thanks to this activity, assessments can be carried out focusing on those areas characterised by higher risks and/or relevance, or on the risks of major errors (also as a consequence of frauds) in the items of financial statements and any related information document. To this end, the activity aims at:

- identifying and assessing the origin and possibility of major errors in the items of the economic-financial reporting;
- assessing if key controls are adequately defined, so that it is possible to identify – in advance or afterwards – any possible error in the items of the economic-financial reporting;
- assessing control operations based on the assessment of error risks of the financial reporting, focusing testing on higher risk areas.

The risk assessment process adopted allows to identify the organisational structures, processes and any related accounting item, as well as any specific activity that can give rise to major potential errors. For each administrative-accounting process, testing activities are carried out with regard to the so-called “key controls” that, according to international best practices, can be mainly divided into the following categories:

- controls at Group level or for each single subsidiary, such as the assignment of responsibilities, powers and proxies, the separation of duties and rights to access IT applications;
- controls at process level, such as the issue of authorisations, the implementation of reconciliations and assessments of coherence, etc.. This category includes the controls concerning operational and accounting closure processes. These controls can be *preventive*, with the aim of preventing any anomaly or fraud that could give rise to errors in the financial reporting, or *detective*, aiming at identifying existing anomalies or frauds. These controls can be “manual” or “automatic” (e.g. application controls that refer to the technical and setting features of the information systems supporting business activities).

Testing activities are carried out by a major consulting firm, with the help of the employees of each single subsidiary, by using sampling techniques recognised by international best practices.

The assessment of controls, if deemed appropriate, may involve the identification of compensating controls, corrective actions or improvement plans.

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