



# 2012 ANNUAL REPORT



# CONTENTS

**1.**

Highlights  
and overview

3

**2.**

Introduction

11

**3.**

Report on operations

17

**4.**

Financial statements  
and notes

77

**5.**

Reports

185

**6.**

Key indicators extracted  
from the most recent  
financial statements of  
subsidiaries, principal  
associates and joint ven-  
tures, according to art.  
2497, paragraphs 3 and 4  
of the Italian Civil Code

193

**7.**

Shareholders' resolutions

205



# 1.

## HIGHLIGHTS AND OVERVIEW

1.1	Corporate bodies	4
1.2	Financial and operating highlights	5
1.3	Group structure	6
1.4	Key performance indicators for Autostrade per l'Italia's principal subsidiaries	7
1.5	Map of planned upgrades and modernisation of the network operated under concession in Italy	8

## 1.1 Corporate bodies

### BOARD OF DIRECTORS IN OFFICE UNTIL APPROVAL OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

CHAIRMAN	Fabio Cerchiai
CEO	Giovanni Castellucci
DIRECTORS	Valerio Bellamoli Stefano Cao Giuseppe Piaggio Roberto Pistorelli Giovanni Quaglia <sup>(*)</sup> Antonino Turicchi <sup>(**)</sup>
SECRETARY	Andrea Grillo

### BOARD OF STATUTORY AUDITORS ELECTED FOR THE THREE-YEAR PERIOD 2012-2014

CHAIRMAN	Alessandro Trotter
AUDITORS	Gaetana Celico Giandomenico Genta Antonio Mastrapasqua Stefano Meroi
ALTERNATE AUDITORS	Salvatore Benedetto Francesco Mariano Bonifacio

### INDEPENDENT AUDITORS FOR THE PERIOD 2012-2020

Deloitte & Touche SpA
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[\*] Prof. Giovanni Quaglia resigned with effect from 31 December 2012.

[\*\*] Antonino Turicchi was co-opted on to the Board of Directors on 18 January 2013.



## 1.2 Financial and operating highlights

### FINANCIAL HIGHLIGHTS

(€m)	2012	2011
Revenue	3,180	3,329
Net toll revenue	2,782	2,926
Other operating income	398	403
<b>Gross operating profit (EBITDA)</b>	<b>1,879</b>	<b>2,002</b>
<i>EBITDA margin</i>	<i>59.1%</i>	<i>60.1%</i>
<b>Operating profit (EBIT)</b>	<b>1,377</b>	<b>1,551</b>
<i>EBIT margin</i>	<i>43.3%</i>	<i>46.6%</i>
<b>Profit from continuing operations</b>	<b>867</b>	<b>1,058</b>
<i>Profit margin from continuing operations</i>	<i>27.2%</i>	<i>31.8%</i>
<b>Profit for the year</b>	<b>645</b>	<b>727</b>
<b>Capital expenditure</b>	<b>1,195</b>	<b>1,351</b>
<b>Operating cash flow <sup>(1)</sup></b>	<b>1,206</b>	<b>1,487</b>
<b>Equity <sup>(2)</sup></b>	<b>2,099</b>	<b>2,099</b>
<b>Net debt <sup>(2)</sup></b>	<b>10,802</b>	<b>9,250</b>

### OPERATING HIGHLIGHTS

	2012	2011
<b>Workforce</b> (no. of staff)		
Average workforce	5,646	5,710
Workforce at 31 December <sup>(3)</sup>	5,832	5,956
<b>Traffic volumes</b> (million km)		
Vehicles with 2 axles	38,752	41,928
Vehicles with 3 or more axles	5,718	6,214
<b>Total vehicles</b>	<b>44,470</b>	<b>48,142</b>
Average Theoretical Vehicles per Day (ATVD)	42,564	46,205
<b>Safety</b>		
Global accident rate (accidents per 100m km travelled) <sup>(4)</sup>	32.3	33.7
Death rate (deaths per 100m km travelled) <sup>(4)</sup>	0.34	0.28
Draining pavement (km of total network - %)	83.9%	82.7%
<b>Toll collection methods</b> (% of total vehicles)		
Manual cash payments	19%	20%
Automated cash payments	9%	9%
Viacard and other cards	13%	12%
Telepass	59%	59%
<b>Total</b>	<b>100%</b>	<b>100%</b>

(1) Operating cash flow is calculated as profit + amortisation/depreciation + provisions/releases of provisions + financial expenses from discounting of provisions +/- impairments/reversals of impairments of assets +/- impairments/reversals of impairments of investments +/- (losses)/gains on sale of assets +/- other non-cash items +/- portion of deferred tax assets/liabilities recognised in the income statement.

(2) As at 31 December.

(3) Includes both temporary and permanent staff.

(4) Figures refer to Autostrade per l'Italia and its Italian motorway operators. Strada dei Parchi and Società Autostrada Tirrenica have been excluded from the figures for 2011; Autostrada Torino-Savona has been excluded from the figures for 2012.

## 1.3 Group structure



As at 31 December 2012.

[1] Unconsolidated company.

[2] The percentage refers to ordinary shares representing the issued capital.

[3] The remaining shares are held by Autostrade dell'Atlantico Srl (47.91%) and Autostrade Holding do Sur SA (21.78%).

[4] Company held for sale.

[5] The remaining 0.01% is held by Autostrade Concessões e Participações Brasil Ltda.

[6] The remaining 3.85% is held by Autostrade Tech SpA.



## 1.4 Key performance indicators for Autostrade per l'Italia's principal subsidiaries

(€m)	Revenue				EBITDA				Net funds/(Net debt)			
	2012	2011	Inc./[Dec.] Total	%	2012	2011	Inc./[Dec.] Total	%	2012	2011	Inc./[Dec.] Total	%
<b>Italian operators</b>												
Società Italiana per il Traforo del Monte Bianco	56.3	57.3	-1.0	-1.8%	37.2	38.3	-1.1	-2.9%	73.4	61.0	12.4	20.3%
Raccordo Autostradale Valle d'Aosta	16.3	14.9	1.4	9.4%	3.8	-	3.8	n.a.	73.3	66.7	6.6	9.9%
Tangenziale di Napoli	70.1	70.5	-0.4	-0.6%	22.3	20.1	2.2	10.9%	-59.1	-60.0	0.9	1.5%
Autostrade Meridionali	88.2	91.2	-3.0	-3.3%	31.4	36.7	-5.3	-14.4%	131.9	157.6	-25.7	-16.3%
<b>Overseas operators</b>												
Stalexport Autostrady	45.0	44.8	0.2	0.4%	33.2	32.0	1.2	3.8%	-11.6	-12.2	0.6	4.9%
Triangulo do Sol <sup>(**)</sup>	139.5	71.6	67.9	94.8%	101.7	51.8	49.9	96.3%	3.1	-20.8	23.9	n.a.
Rodovias das Colinas <sup>(***)</sup>	78.9	n.a.	n.a.	n.a.	49.3	n.a.	n.a.	n.a.	-65.6	n.a.	n.a.	n.a.
Rodovia MG 050 (Nascentes das Gerais) <sup>(****)</sup>	16.7	n.a.	n.a.	n.a.	11.6	n.a.	n.a.	n.a.	-34.4	n.a.	n.a.	n.a.
Sociedad Concesionaria de Los Lagos	19.6	15.2	4.4	28.9%	9.3	8.0	1.3	16.3%	214.9	177.8	37.1	20.9%
Costanera Norte <sup>(****)</sup>	56.9	n.a.	n.a.	n.a.	41.1	n.a.	n.a.	n.a.	-13.1	n.a.	n.a.	n.a.
Autopista Nororiental <sup>(****)</sup>	3.2	n.a.	n.a.	n.a.	-0.1	n.a.	n.a.	n.a.	11.0	n.a.	n.a.	n.a.
Vespucio Sur <sup>(****)</sup>	52.9	n.a.	n.a.	n.a.	42.6	n.a.	n.a.	n.a.	-142.7	n.a.	n.a.	n.a.
Litoral Central <sup>(****)</sup>	1.7	n.a.	n.a.	n.a.	-0.3	n.a.	n.a.	n.a.	92.5	n.a.	n.a.	n.a.
AMB <sup>(****)</sup>	0.9	n.a.	n.a.	n.a.	0.1	n.a.	n.a.	n.a.	-2.2	n.a.	n.a.	n.a.
<b>Other subsidiaries</b>												
Pavimental	511.4	655.7	-144.3	-22.0%	2.7	20.0	-17.3	-86.5%	-41.5	-83.1	41.6	-50.1%
Spea Ingegneria Europea	116.7	147.5	-30.8	-20.9%	40.8	54.5	-13.7	-25.1%	0.8	17.2	-16.4	-95.3%
EsseDiEsse Società di Servizi	27.4	28.9	-1.5	-5.2%	1.4	2.7	-1.3	-48.1%	8.7	11.3	-2.6	-23.0%
Infoblu	5.2	5.2	-	-	1.2	1.1	0.1	9.1%	2.6	1.8	0.8	44.4%
AD Moving	9.5	13.0	-3.5	-26.9%	0.9	-	0.9	n.s.	-1.1	-1.7	0.6	35.3%
Telepass	136.1	130.8	5.3	4.1%	79.9	72.4	7.5	10.4%	-198.8	-181.8	-17.0	-9.3%
Newpass	0.7	0.6	0.1	16.7%	0.3	-	0.3	n.s.	1.8	0.6	1.2	n.s.
Giove Clear	8.8	2.1	6.7	n.s.	1.6	0.7	0.9	n.s.	0.2	0.2	-	-
Autostrade Tech	77.2	56.8	20.4	35.9%	23.9	12.0	11.9	99.2%	14.5	2.0	12.5	n.s.
Ecomouv'	0.4	0.1	0.3	n.s.	-	-	n.a.	n.a.	59.7	-14.8	-74.5	n.s.
ETC	46.1	41.1	5.0	12.2%	-3.4	1.3	-4.7	n.s.	-25.1	-0.5	24.6	n.s.

[\*] Figures calculated under IFRS and, in particular, in compliance with the standards and policies adopted by Atlantia, and extracted from specific reporting packages prepared by each subsidiary for the purpose of preparing the Atlantia Group's consolidated financial statements.

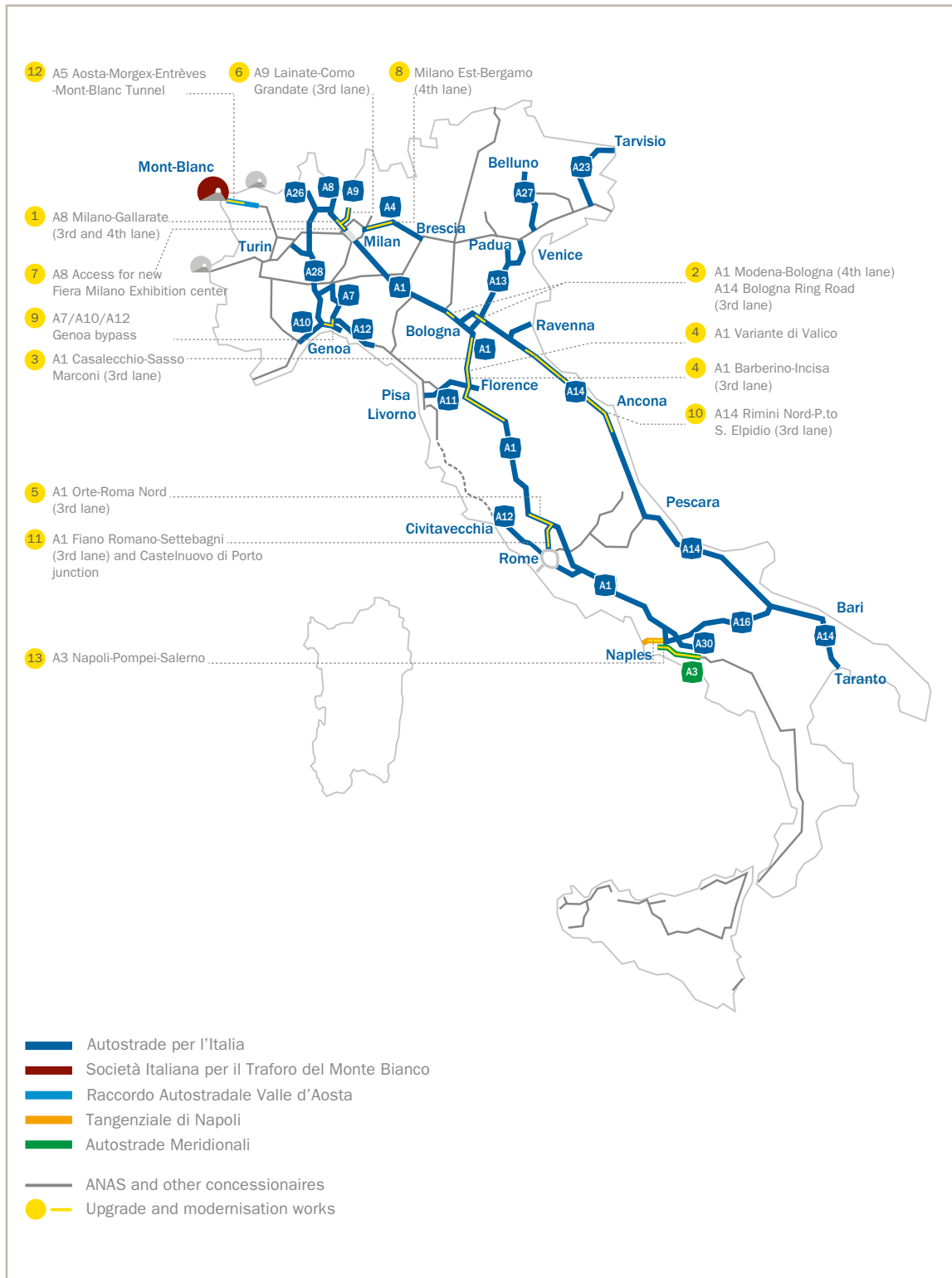
The amounts shown are those specific to each Group company and therefore include the impact on the income statement and financial position of intercompany transactions eliminated during preparation of the consolidated financial statements.

[\*\*] Amounts refer solely to the period of consolidation: 1 July 2011-31 December 2012.

[\*\*\*] Amounts refer solely to the period of consolidation: 1 July-31 December 2012.

[\*\*\*\*] Amounts refer solely to the period of consolidation: 1 April-31 December 2012.

## 1.5 Map of planned upgrades and modernisation of the network operated under concession in Italy



## PLANNED UPGRADES AND MODERNISATION OF THE NETWORK OPERATED UNDER CONCESSION

Project			Status as at 31 Dec 2012	Km covered by project (km)	Value of project (a) (€m)	Stage of completion as at 31 Dec 2012 (b) (%)	Km opened to traffic as at 31 Dec 2012 (km)
<b>Autostrade per l'Italia: Arrangement of 1997</b>							
1	A8	3rd and 4th lanes Milan-Gallarate	Completed	28.7	65	65	28.7
2	A1	4th lane Modena-Bologna	Completed <sup>(1)</sup>	31.6	178	143	31.6
2	A14	3rd lane Bologna Ring Road	Completed	13.7	59	59 <sup>(2)</sup>	13.7
3	A1	3rd lane Casalecchio-Sasso Marconi	Completed	4.1	82	82	4.1
4	A1	Variante di Valico	Work in progress/completed <sup>(3)</sup>	62.5	3,818	3,161	19.4
4	A1	3rd lane Barberino-Incisa	<sup>(4)</sup>	58.5	2,174	811	15.2
5	A1	3rd lane Orte-Rome North	Completed	37.8	192	191	37.8
		Other projects	Work in progress/completed <sup>(5)</sup>	-	28	24	-
<b>Total projects under Arrangement of 1997</b>				<b>236.9</b>	<b>6,596</b>	<b>4,536</b>	<b>150.5</b>
<b>Projects included in IV Addendum of 2002<sup>(6)</sup></b>							
6	A9	3rd lane Lainate-Como Grandate	Work in progress/completed <sup>(6)</sup>	23.2	429	287	23.2
7	A8	Access for New Milan Exhibition Centre	Completed	3.8	86	86	3.8
8	A4	4th lane Milan East-Bergamo	Completed	33.6	505	500	33.6
9	A7/A10/A12	Genoa Bypass <sup>(d)</sup>	Environmental Impact Assessment in progress	34.8	1,800	48	0.0
10	A14	3rd lane Rimini North-Porto Sant'Elpidio	Work in progress/completed <sup>(7)</sup>	154.7	2,454	1,432	100.7
11	A1	3rd lane Fiano R.-Settebagni and Castelnuovo di Porto junction	Completed	15.9	141	124	15.9
		Other projects	<sup>(8)</sup>	-	247	179	-
<b>Total projects under IV Addendum of 2002</b>				<b>266.0</b>	<b>5,662</b>	<b>2,656</b>	<b>177.2</b>
<b>Subsidiaries</b>							
12	A5	RAV AO-Mont Blanc Tunnel Morgex-Entrèves	Completed	12.4	430	417	12.4
13	A3	Autostrade Meridionali NA-Pompeii-SA and Naples-Pompeii <sup>(e)</sup>	Work in progress/completed	20.0	553	475	15.0
<b>Total projects of subsidiaries</b>				<b>32.4</b>	<b>983</b>	<b>892</b>	<b>27.4</b>
<b>Total investment in major works</b>				<b>535.3</b>	<b>13,241</b>	<b>8,084</b>	<b>355.1</b>

- (a) Total cost of carrying out the works, as assessed at 31 December 2012, including the base bid price (net of bid or agreed reductions), available funds, recognised reserves and early completion bonuses. The value of works under the Arrangement of 1997 are net of an amount included in "Other investment".
- (b) Excludes capitalised costs (financial expenses and staff costs).
- (c) Final approval given in 2004.
- (d) A Memorandum of Understanding, giving the go-ahead for the start-up of work, was signed by all the local authorities on 8 February 2010, with the sole exception of Liguria Regional Authority. An initial estimate, based on the preliminary design, indicates that the total investment for the Genoa Bypass will be €3.1 billion. Liguria Regional Authority signed the memorandum on 13 April 2011 thanks to the agreement reached regarding the preliminary design for the Val Fontanabuona tunnel, a work not included in the Single Arrangement signed by ANAS and Autostrade per l'Italia in 2007.
- (e) Planned widening on Autostrade Meridionali's network regards 24.5 km, including 4.5 km already open to traffic over duration of Arrangement of 1972-1992. The concession held by Autostrade Meridionali expired on 31 December 2012. As requested by the Grantor, from 1 January 2013 the company has continued to be responsible for ordinary operation of the motorway, whilst awaiting the transfer of the concession to the new operator. As requested by the Grantor, the company is engaged in drawing up a plan for safety measures to be implemented on the motorway in 2013, whilst awaiting selection of the new operator, subject to recognition of the related takeover right.
- (1) Includes construction of the Modena Ring Road, which forms part of the works requested by local authorities and is awaiting approval from the Services Conference. This cannot be closed until a new Arrangement has been agreed by ANAS and the authorities concerned.
- (2) Total investments of €247 million, of which €59 million in the Major Works Plan of 1997 and €188 million in "Other investment".
- (3) 19.4 km is open to traffic between Sasso Marconi and La Quercia. Work on Lot 12, of which 4.5 km has been completed and will be opened to traffic to coincide with completion of work on the Base Tunnel and Lot 13. Work is in progress on the remaining section of motorway.
- (4) Work on Lot 0 on the Barberino-Florence North section is in progress. The final designs for the remaining lots are under approval by the Ministry of Infrastructure and Transport. Section A of the Florence North-Florence South section and 13.5 km of the southbound carriageway between Florence Scandicci and Florence South is open to traffic. Work is in progress on sections B and C. The final design for Lot 1 of the Florence South-Incisa section is under approval by the Ministry of Infrastructure and Transport, whilst the Environmental Impact Assessment for Lot 2 is in progress.
- (5) Work on widening the bridge over the Volturno, the Rio Tufano viaduct and the Marano viaduct has been completed. Construction of the Lodi junction and re-routing of the Lodi Vecchio section has been completed [TAV Agreement].
- (6) This section is open to traffic.
- (7) 10.4 km of the new third lane between Cattolica and Pesaro (Lot 2) and all of Lot 3, including the new Senigallia Station and the new Porto Sant'Elpidio junction included in Lot 6A, are open to traffic. On 30 July 2012 the Montemarcano junction was opened to traffic. On 31 July 2012 3.3 km of Lot 6B and an adjacent 4 km of Lot 6A was opened to traffic. On 20 December 2012 the 29-km section between Rimini North and Cattolica (Lots 1A and 1B) was opened to traffic. Work is about to begin on Lot 5 between Ancona North and Ancona South, whilst work is in progress on the remaining lots.
- (8) The Tunnel Safety Plan is in progress. Work on the Villamarzana, Ferentino, Guidonia and Rubicone junctions has been completed. The tender process for the Padua Industrial Park junction and the Maddaloni junction is underway.



# 2.

## INTRODUCTION

2.1	Message from the Chairman and CEO	12
2.2	Profile, history and mission	14



## 2.1 Message from the Chairman and CEO

The global economy has yet to overcome the consequences of the crisis that began in 2007 and is only slowly returning to growth, in spite of ongoing risks and uncertainties.

Evidence of growth can certainly be seen in the emerging countries of Asia and Latin America, whilst the signs are less apparent in the USA, weighed down by the cost of reducing the public deficit. Economic activity in the European Union weakened in 2012, partly due to recessionary pressures in countries most exposed to austerity measures designed to cut public debt. Only thanks to increasingly significant action by the European Central Bank was it possible to shore up the single currency.

In Italy, the government's efforts to rapidly reduce the deficit and boost confidence among international investors in the strength of the public finances had a negative impact on consumption and output.

The weakness of the Italian economy led to a substantial fall in traffic on the network operated by Autostrade per l'Italia. Despite this, the steps taken to improve operating efficiency and maintain a high degree of financial flexibility enabled the Company to continue to deliver its planned upgrade of the Italian network and expand its international footprint, without impacting on the results for the year.

Investment in the upgrade of the Italian motorway network amounted to €1.3 billion in 2012. The value of the works carried out to date totals more than €8 billion, out of a total of over €20 billion to be invested in work on almost 900 km of motorway network.

Efforts in recent years are already making a difference to customers' perceptions, following the opening to traffic of 355 km of upgraded motorway on the busiest routes, with benefits for road users in terms of safety, traffic flow and reduced pollution.

Despite the general credit squeeze, Autostrade per l'Italia has had no difficulty in obtaining the finance necessary to continue with its programme of major works, raising funds on both the Italian and overseas markets. At the end of 2012 the Company has cash reserves of approximately €6.5 billion for use to fund investment and refinancing. This was achieved partly due to the success of first ever bond issue for Italian retail investors to be completed by the Parent Company, Atlantia. In view of the strong demand, moreover, the value of the offering was increased from €750 million to €1 billion and closure of the offer period was brought forward.



In 2012, Autostrade per l'Italia consolidated its overseas expansion strategy, targeting growth in economies with the highest potential and exploiting the know-how acquired in the development of innovative technologies, such as automated tolling, a sector in which the Company leads the world.

Work continued on implementation of a satellite-based tolling system for heavy vehicles using over 15,000 km of road network in France. The system is due to enter service in 2013.

In Brazil the Company and the Bertin group delivered on their agreements to create a group of companies responsible for more than 1,500 km of motorway operated under concession in the Sao Paulo area, becoming the second largest operator in the country.

In Chile control of investee companies was consolidated and agreement was reached with the Canada Pension Plan Investment Board, a leading Canadian pension fund, which has purchased 49.99% of Grupo Costanera, in which Autostrade per l'Italia owns the remaining 50.01%. Autostrade per l'Italia operates 178 km of motorway, in part concentrated in the Santiago metropolitan area. In addition, the Company owns 100% of the Chilean operator, Los Lagos, which holds the concession for 135 km of toll motorway between Rio Bueno and Puerto Montt.

In India the first 85 km of upgraded motorway between Pune and Solapur, out of a total of 110 km, entered service in February 2013.

In recent years Autostrade per l'Italia has consolidated its international leadership, based on its commitment to ensuring increasingly rapid, safe and sustainable mobility.

Our achievements so far give us confidence in our ability to create sustainable value for all our stakeholders, whilst contributing to the economic and social development of the countries in which we operate.

Fabio Cerchiai  
*Chairman*

Giovanni Castellucci  
*Chief Executive Officer*

## 2.2 Profile, history and mission

Autostrade-Concessioni e Costruzioni Autostrade SpA was established in 1950 on the initiative of IRI (Istituto per la Ricostruzione Industriale), against the backdrop of a new found dynamism that would enable the country to recover from the war and rebuild its economy.

In 1956 an Agreement was entered into with ANAS that would see Autostrade co-finance, build and operate the Autostrada del Sole between Milan and Naples. Work began in May of that year and by 1964 the entire length of the motorway was open to traffic. Further agreements followed in 1962 and 1968, granting the Company the concession to build and operate further motorways throughout the country, some of which previously operated by ANAS.

Autostrade was privatised in 1999 and IRI, the founding shareholder, was replaced by a stable group of shareholders today led by Edizione Srl (a Benetton group company).

Autostrade per l'Italia SpA was incorporated in 2003, following a restructuring of the Group that was intended to separate concessions from non-motorway operations. Autostrade per l'Italia SpA became a wholly owned subsidiary of Autostrade SpA, which changed its name to Atlantia SpA in May 2007.

The Group restructuring was completed at the beginning of 2008 with the transfer to Autostrade per l'Italia of Atlantia's overseas investments and those in other companies providing road traffic services. This has strengthened Atlantia's identity as a holding company responsible for investments and portfolio strategies, capable of supporting organic and selective growth in the infrastructure and network management sector, but without having any direct operational role. Autostrade per l'Italia SpA, on the other hand, has maintained its role as an operating parent company with responsibility for the management of infrastructure under concession.

Autostrade per l'Italia today engages in engineering, construction, services and technology. Autostrade developed the Telepass system for free-flow tolling in the early 1990s and today, with over 8 million devices in circulation, this represents the most widely used tolling system in Europe. Pavimental, is Italy's leading motorway and airport construction and maintenance company. Spea is the largest engineering company in Italy, providing engineering services for the design, project management and supervision of motorway construction. In 2005 Autostrade per l'Italia also took part in the financial rescue of the Impregilo group, Italy's biggest general contractor.

Based on their respective concession arrangements, Autostrade per l'Italia and its motorway subsidiaries have embarked on a major programme designed to upgrade and modernise approximately 900 km of network, entailing total capital expenditure of over €20 billion. Other projects are under consideration or assessment. The aim of the programme is to bring the capacity of toll motorways into line with growing traffic volumes and to improve standards of safety and service quality. As a result, Autostrade per l'Italia is the country's biggest private investor.

Autostrade per l'Italia now also manages around 2,000 km of overseas toll motorways, following a series of acquisitions since 2005. Through its subsidiaries and overseas investee companies, the Company now operates in:

- Chile (from 2005), with approximately 300 km of motorway, partly concentrated in the metropolitan area of Santiago (through the companies controlled by Grupo Costanera), with the remainder located in the south of the country (Los Lagos);
- Poland (2006-2007), via the subsidiary, Stalexport Autostrady (61 km);
- India (2009), where, in partnership with the Tata group, we have been awarded the concession for the 110-km section of motorway from Pune to Solapur in the state of Maharashtra;
- Brazil (2009-2012), through two joint ventures established with the Bertin group in 2012, which has resulted in a group of operators responsible for over 1,500 km of motorway under concession concentrated in the Sao Paulo area, becoming the second biggest operator at local level.

Autostrade per l'Italia is the leading provider of tolling systems. In 2004 Autostrade per l'Italia installed the first free-flow multilane tolling system to be adopted for use on a country's entire motorway network for the Austrian government. In 2011 the consortium led by Autostrade per l'Italia was awarded a contract by the French government for a satellite-based tolling system for heavy vehicles using France's 15,000-km road network.

A relative majority (46.41%) of the issued capital of the Parent Company, Atlantia SpA, is directly and indirectly held by Edizione Srl via Sintonia SpA.



# 3.

## REPORT ON OPERATIONS

3.1	Financial review for Autostrade per l'Italia	18
3.2	Operating review for Autostrade per l'Italia and other operators	33
3.2.1	Italy	
3.2.1.1	Traffic	33
3.2.1.2	Tolls	34
3.2.1.3	Network upgrades and modernisation	35
3.2.1.4	Network operations	44
3.2.1.5	Service areas and advertising	49
3.2.1.6	Financial review for other subsidiaries	50
3.2.2	International operations	54
3.3	Research, development and innovation	60
3.4	Workforce	61
3.5	Sustainability	68
3.6	Related party transactions	74
3.7	Significant regulatory aspects and litigation	74
3.8	Other information	74
3.9	Events after 31 December 2012	74
3.10	Outlook and risks or uncertainties	75
3.11	Proposed resolutions for the Annual General Meeting of Autostrade per l'Italia's shareholders	75

### 3.1 Financial review for Autostrade per l'Italia

#### Introduction

The financial review contained in this section includes and analyses the reclassified income statement, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year ended 31 December 2012, in which amounts are compared with those of the previous year. The review also includes and analyses the reclassified statement of financial position, compared with the corresponding amounts as at 31 December 2011.

These financial statements have been prepared under the international financial reporting standards (IFRS) issued by the International Accounting Standard Board, endorsed by the European Commission, and in force as at 31 December 2012. The accounting standards applied during preparation of this document are unchanged with respect to those adopted for the financial statements as at and for the year ended 31 December 2011 and comply with the requirements contained in the "Conceptual Framework for Financial Reporting".

#### Material events during 2012

In addition to a large number of financial transactions, described below in the section on the financial position, 2012 witnessed the completion of a number of transactions regarding investee companies. These include those relating to the completion of acquisitions and disposals of investments envisaged in the agreements of 25 February 2012, as follows:

- a) the sale of the Company's 33.3% stake in IGLI SpA to Argo Finanziaria SpA on 8 March 2012 at a price of €87.6 million;
- b) completion, on 28 June 2012, of the transfer to Autostrade per l'Italia of the investments in Autostrade Sud America held by SIAS (45.765%) and Mediobanca (8.47%) at prices of €565.2 million and €104.6 million, respectively;
- c) the sale to the SIAS group, on 15 November 2012, via Autostrada dei Fiori SpA, of a 99.98% interest in Autostrada Torino-Savona at a price of €223.0 million.

#### Results of operations

"Total revenue" for 2012 amounts to €3,180.4 million, marking a decrease of €148.6 million (4.5%) on 2011 (€3,329.0 million).

In order to aid the reader's understanding of certain changes in the operating results, it should be noted that operating costs include the addition to the concession fee payable to ANAS, whilst toll revenue includes the matching increase in tolls, without having any impact on the Company's results. After stripping out the above toll increases, total revenue is down €120.2 million (4.0%) compared with the previous year.

(1) From 1 January 2011 the additional concession fees payable to ANAS, pursuant to laws 102/2009 and 122/2010, calculated on the basis of the number of kilometres travelled, amount to 6 thousandths of a euro per kilometre for toll classes A and B and 18 thousandths of a euro per kilometre for classes 3, 4 and 5.



“Toll revenue” of €2,782.4 million is down €143.2 million (4.9%) on the figure for 2011 (€2,925.6 million), primarily reflecting:

- a) the 6.9% decline in traffic due to the ongoing economic downturn, resulting in a reduction of €178.4 million, partially offset by the positive leap year effect in February 2012, accounting for an increase of 0.2% in traffic in 2012 and adding €6.2 million to toll revenue;
- b) the reduction in traffic caused by the impact of exceptionally bad weather, with intense snowfall in the first two months of 2012, and the lorry drivers’ strike at the end of January 2012, together accounting for a reduction of 0.9% (€25.4 million);
- c) the reduced contribution of toll increases matching the increased concession fees payable by Italian operators (down €28.4 million), with the reduction linked to the fall in traffic;
- d) application of the annual toll increase for 2012 from 1 January (up 3.51%), with an estimated impact of €82.8 million.

“Contract revenue” of €26.0 million is up €15.6 million and primarily reflects the percentage completion of the “Design & Build” phase of the Eco-Taxe project in France.

“Other operating income” of €372.0 million is down €21.0 million (5.3%) on the previous year (€393.0 million). This reflects a decrease of €19.9 million in royalties from service areas as a result of agreements reached during the year with sub-operators regarding a reduction in the fixed component of royalties. In addition, income for 2011 included higher reimbursements of the pre-qualification fees for the Eco-Taxe project, accounting for a reduction of €9.7 million. These effects are partially offset by increased income (totalling €8.6 million), essentially consisting of income from the in-house production of electricity, non-recurring income and contingent assets, penalties received and insurance payouts, offset by reduced income from service area operators.

“Net operating costs” of €1,301.0 million are down €25.7 million (1.9%) on the previous year (€1,326.7 million). After stripping out the above additional concession fees payable, net operating costs are up €2.7 million (0.3%) on the previous year.

# RECLASSIFIED INCOME STATEMENT

[€m]			Increase/ (Decrease)		% of revenue	
	2012	2011	TOTAL	%	2012	2011
Toll revenue	2,782.4	2,925.6	-143.2	-4.9	87.5	87.9
Contract revenue	26.0	10.4	15.6	-	0.8	0.3
Other operating income	372.0	393.0	-21.0	-5.3	11.7	11.8
<b>Total revenue</b>	<b>3,180.4</b>	<b>3,329.0</b>	<b>-148.6</b>	<b>-4.5</b>	<b>100.0</b>	<b>100.0</b>
Cost of materials and external services	-527.0	-525.4	-1.6	0.3	-16.6	-15.8
Concession fees	-403.7	-434.8	31.1	-7.2	-12.7	-13.1
Staff costs	-386.1	-380.1	-6.0	1.6	-12.1	-11.4
Capitalised staff costs	15.8	13.6	2.2	16.2	0.5	0.4
<b>Total net operating costs</b>	<b>-1,301.0</b>	<b>-1,326.7</b>	<b>25.7</b>	<b>-1.9</b>	<b>-40.9</b>	<b>-39.9</b>
<b>Gross operating profit (EBITDA) <sup>(1)</sup></b>	<b>1,879.4</b>	<b>2,002.3</b>	<b>-122.9</b>	<b>-6.1</b>	<b>59.1</b>	<b>60.1</b>
Amortisation, depreciation, impairment losses and reversals of impairment losses	-458.6	-412.9	-45.7	11.1	-14.4	-12.4
Provisions and other adjustments	-43.4	-38.1	-5.3	13.9	-1.4	-1.1
<b>Operating profit (EBITDA) <sup>(2)</sup></b>	<b>1,377.4</b>	<b>1,551.3</b>	<b>-173.9</b>	<b>-11.2</b>	<b>43.3</b>	<b>46.6</b>
Financial income/(expenses)	-387.6	-330.2	-57.4	17.4	-12.2	-9.9
Financial expenses from discounting of provisions for construction services required by contract and other provisions	-132.2	-164.1	31.9	-19.4	-4.2	-4.9
Capitalised financial expenses	11.6	13.6	-2.0	-14.7	0.4	0.4
Impairment losses/Reversals of impairment losses on investments	-2.7	-12.5	9.8	-78.4	-0.1	-0.4
<b>Profit/(loss) before tax from continuing operations</b>	<b>866.5</b>	<b>1,058.1</b>	<b>-191.6</b>	<b>-18.1</b>	<b>27.2</b>	<b>31.8</b>
Income tax (expense)/benefit	-221.9	-331.1	109.2	-33.0	-7.0	-9.9
<b>Profit/(loss) from continuing operations</b>	<b>644.6</b>	<b>727.0</b>	<b>-82.4</b>	<b>-11.3</b>	<b>20.3</b>	<b>21.8</b>
Profit/(loss) from discontinued operations/assets held for sale	-	-	-	-	-	-
<b>Profit for the year</b>	<b>644.6</b>	<b>727.0</b>	<b>-82.4</b>	<b>-11.3</b>	<b>20.3</b>	<b>21.8</b>

[euro]			Increase/ (Decrease)
	2012	2011	
<b>Basic earnings per share</b>	<b>1.04</b>	<b>1.17</b>	<b>-0.13</b>
from:			
continuing operations	1.04	1.17	-0.13
discontinued operations	-	-	-
<b>Diluted earnings per share</b>	<b>1.04</b>	<b>1.17</b>	<b>-0.13</b>
from:			
continuing operations	1.04	1.17	-0.13
discontinued operations	-	-	-

			Increase/ (Decrease)
	2012	2011	
<b>Operating cash flow (€m)</b>	<b>1,206.1</b>	<b>1,487.3</b>	<b>-281.2</b>
<b>Operating cash flow per share (€)</b>	<b>1.94</b>	<b>2.39</b>	<b>-0.45</b>

(1) EBITDA is calculated by deducting all operating costs, with the exception of amortisation, depreciation, impairment losses on assets and reversals of impairment losses, provisions and other adjustments, from operating income. Operating income in this statement is different from revenue shown in the income statement in the financial statements, as revenue from construction services, recognised on the basis of the services costs, staff costs and capitalised financial expenses incurred on services provided under concession, are presented in this statement as a reduction in the respective operating costs and financial expenses.

(2) EBIT is calculated by deducting amortisation, depreciation, impairment losses on assets and reversals of impairment losses, provisions and other adjustments from EBITDA. In addition, it does not include the capitalised component of financial expenses relating to construction services, included in revenue in the income statement in the financial statements and shown in a specific line item under financial income and expenses in this statement.

The “Cost of materials and external services” amounts to €527.0 million, marking an increase of €1.6 million (0.3%) on 2011 (€525.4 million). This reflects:

- a) an increase in the cost of winter operations (up €24.1 million), primarily due to the above noted exceptional snowfall in the first two months of 2012, partially offset by reduced maintenance costs (down €20.8 million), linked to substantial completion of the upgrade of concrete safety barriers and differing infrastructure maintenance requirements in the two comparative periods;
- b) the increased cost of the Eco-Taxe project in France (a total increase of €6.8 million), reflecting the percentage completion of the “Design & Build” phase, after taking account of the expenses incurred for the pre-qualification phase in 2011;
- c) a reduction in other costs (down €8.5 million), due to improved operating efficiency, a reduction in consultants’ fees and lower business development costs, partially offset by an increase in the cost of corporate communication and increased energy and fuel costs.

“Concession fees”, totalling €403.7 million, are down €31.1 million on the previous year (€434.8 million), reflecting the above downturn in traffic.

Staff costs, after deducting capitalised expenses, of €370.3 million (€366.5 million in 2011) are up €3.8 million (+1.1%).

Before deducting capitalised expenses, which are up €2.2 million, staff costs amount to €386.1 million (down 0.2% or €0.9 million on the €387.0 million of 2011, after stripping out the release, in 2011, of surplus provisions of €6.9 million following closure of the three-year management incentive plan for the period 2008-2010).

The increase reflects:

- a) a reduction of 64 (1.1%) in the average workforce, primarily reflecting the decision not to replace toll collectors leaving the Company, partially offset by an increase in headquarters staff, above all in IT and for the management of overseas operations;
- b) a reduction in other staff costs (down 0.4%), primarily due to an increase in reimbursements for personnel seconded to other Group companies, partially offset by an increase in early retirement incentives;
- c) an increase in the average unit cost (up 1.3%), essentially due to contractual expenses, partly offset by a reduction in the use of temporary staff.

“Gross operating profit” (EBITDA) of €1,879.4 million is down €122.9 million (6.1%) on 2011 (€2,002.3 million), primarily reflecting the above decline in toll revenue.

“Operating profit” (EBIT) of €1,377.4 million is down €173.9 million (11.2%) on the figure for 2011 (€1,551.3 million).

In addition to the above, the operating result reflects both an increase in “Amortisation, depreciation, impairment losses and reversals of impairment losses”, totalling €45.7 million (up 11.1%), due to the increased amortisation of concession rights deriving from construction services for which the Company receives additional economic benefits, and an increase of €5.3 million in “Provisions and other adjustments”, primarily due to an increase in provisions for litigation expense linked to developments relating to a number of outstanding disputes (up €10.0 million). These increases are partially offset by provisions for the repair and replacement of assets to be handed over at the end of the concession term (down €4.9 million).

“Net financial expenses” of €387.6 million are up €57.4 million on 2011 (€330.2 million), primarily due to the following:

- a) net financial expenses of €50.4 million recognised on the payment of differentials on derivatives linked to the value of certain directly and indirectly held investments in Chilean companies. These contracts do not meet all the conditions established by IAS 39 to qualify for hedge accounting and differentials are thus recognised in profit or loss;
- b) non-recurring financial expenses of €37.1 million connected to early repayment of the medium/long-term loan replicating, at intercompany level, the bonds maturing in 2014, which were also partially bought back by the Parent Company;
- c) increased net interest expense (€21.1 million), essentially due to an increase in average net debt and a reduction in the average amount of cash invested;
- d) an increase in gains (€38.0 million) realised in 2012, following the sale of the investments in Autostrada Torino-Savona (€61.9 million) and IGLI (€61.0 million), compared with the sales recorded in 2011, totalling €84.9 million;
- e) an increase in dividends received from investee companies in 2012 (totalling €14.3 million), above all from the subsidiaries, Telepass and Traforo del Monte Bianco.

“Financial expenses from discounting of provisions for construction services required by contract and other provisions” are down €31.9 million compared with 2011. This reflects movements in provisions for construction services required by contract, primarily due a reduction in the interest rates used to discount the provisions as at 31 December 2011, compared with those used as at 31 December 2010.

Capitalised financial expenses of €11.6 million in 2012 are down €2.0 million on the figure for 2011 (€13.6 million), reflecting the entry into service of a number of works for which additional economic benefits are received.

“Impairment losses/Reversals of impairment losses on investments”, amounting to €2.7 million, regard the impairment of the investment in Bologna & Fiera Parking recognised in response to continuing uncertainty of the conclusion of a new agreement with the Municipality of Bologna. The impairment loss of €12.5 million recorded in 2011 primarily regarded the impairment of the investment in Autostrade International US Holdings, totalling €11.1 million.

“Income tax expense” of €221.9 million is down €109.2 million (33.0%) on 2011 (€331.1 million). The reduction is essentially due to lower operating profit and the increase in financial expenses and, among other things, reflects income following a refund for the deduction of IRAP from IRES, amounting to €22.7 million, in accordance with Law Decree 16/2012, converted into Law 44 of 26 April 2012 and the tax authorities’ ruling of 17 December 2012.

Profit for 2012 thus amounts to €644.6 million, down €82.4 million (11.3%) on 2011 (€727.0 million).

Operating cash flow for 2012, totalling €1,206.1 million (€1,487.3 million in 2011), was primarily used to fund capital expenditures during the year. The reduction of €281.2 million compared with 2011 is due to a reduced cash inflow from operating activities (down €115.0 million), primarily as a result of the fall in traffic, an increase in cash used in financing

activities (an additional outflow of €97.2 million), partly due to the above non-recurring cost of settling differentials on non-hedging derivatives and the cost of early repayment of the medium/long-term loan from Atlantia maturing in 2014, and to an increase in current tax expense (an additional outflow of €69.0 million), which in 2011 benefitted from confirmation of the deductibility of the various components of the financial statements recognised in application of IFRIC 12.

## STATEMENT OF COMPREHENSIVE INCOME

(€m)	2012	2011
<b>Profit for the year (A)</b>	644.6	727.0
Fair value gains/(losses) on cash flow hedges	-63.7	-38.0
Actuarial gains/(losses) (IAS 19)	-21.3	-1.1
<b>Other components of comprehensive income for the year, after related taxation (B)</b>	-85.0	-39.1
<b>Comprehensive income for the year (A+B)</b>	<b>559.6</b>	<b>687.9</b>

The statement of comprehensive income reports comprehensive income for 2012 of €559.6 million (€687.9 million in 2011). In addition to the decline in profit for the year, this reflects the fair value loss on the measurement of cash flow hedges, after the related taxation, totalling €63.7 million, and a loss on actuarial valuations of provisions for employee benefits, totalling €21.3 million. Both losses are linked to the reduced discount rate used as at 31 December 2012 compared with 31 December 2011.

## Financial position

“Non-current non-financial assets”, totalling €19,527.4 million, are up €1,296.3 million on the figure for 31 December 2011 (€18,231.1 million).

“Intangible assets” amounting to €18,006.1 million (€17,325.6 million as at 31 December 2011) make up the principal component of this category. In addition to the residual goodwill that arose on the transfer of motorway assets in 2003 (€6,111.2 million), these assets essentially include concession rights accruing from construction services for which no additional economic benefits are received, totalling €9,253.9 million (€9,153.9 million as at 31 December 2011) and construction services for which additional economic benefits are received, amounting to €2,559.0 million (€1,973.5 million as at 31 December 2011). Goodwill is not amortised on a systematic basis but is subject to impairment tests which, as at 31 December 2012, have confirmed recoverability of the above carrying amount with respect to both the estimated market value and estimated value in use.

The increase in intangible assets of €680.5 million compared with 31 December 2011 essentially reflects an increase in concession rights, primarily resulting from investment in construction services for which additional economic benefits are received, after the related government grants, totalling €668.5 million, and the adjustment of the present value on completion, after the related government grants, of construction services for which no additional benefits are received, totalling €438.9 million. These increases were partially offset by amortisation for the year of €421.9 million.

As at 31 December 2012 "Investments" amount to €1,443.3 million (€824.3 million as at 31 December 2011) and include investments in subsidiaries (€1,405.1 million) and those in associates and joint ventures (€38.2 million). The main changes during 2012 regard:

- a) the acquisition of 54.235% of Autostrade Sud America for €669.8 million following implementation of the previously mentioned agreements with SIAS and Mediobanca;
- b) contributions for future capital increases by the subsidiary, Autostrade dell'Atlantico, totalling €129.1 million;

#### RECLASSIFIED STATEMENT OF FINANCIAL POSITION

(€m)	31 Dec 2012	31 Dec 2011	Increase/ (Decrease)
<b>Non-current non-financial assets</b>			
Property, plant and equipment	77.4	80.1	-2.7
Intangible assets	18,006.1	17,325.6	680.5
Investments	1,443.3	824.3	619.0
Other assets	0.6	1.1	-0.5
<b>Total non-current non-financial assets (A)</b>	<b>19,527.4</b>	<b>18,231.1</b>	<b>1,296.3</b>
<b>Working capital <sup>(1)</sup></b>			
Trading assets	568.0	587.7	-19.7
Inventories	37.4	36.9	0.5
Contract work in progress	11.0	10.0	1.0
Trade receivables	519.6	540.8	-21.2
Current tax assets	97.7	10.6	87.1
Other current assets	73.6	56.6	17.0
Assets held for sale or related to discontinued operations	3.9	4.9	-1.0
Current portion of provisions for construction services required by contract	-472.2	-556.2	84.0
Current provisions	-127.7	-121.2	-6.5
Trading liabilities	-1,231.1	-1,415.6	184.5
Current tax liabilities	-	-105.8	105.8
Other current liabilities	-269.9	-336.7	66.8
<b>Total working capital (B)</b>	<b>-1,357.7</b>	<b>-1,875.7</b>	<b>518.0</b>
<b>Invested capital less current liabilities (C=A+B)</b>	<b>18,169.7</b>	<b>16,355.4</b>	<b>1,814.3</b>
<b>Non-current non-financial liabilities</b>			
Non-current portion of provisions for construction services required by contract	-4,186.5	-4,028.1	-158.4
Non-current provisions	-928.4	-844.2	-84.2
Deferred tax liabilities	-127.5	-107.8	-19.7
Other non-current liabilities	-26.5	-26.9	0.4
<b>Total non-current non-financial liabilities (D)</b>	<b>-5,268.9</b>	<b>-5,007.0</b>	<b>-261.9</b>
<b>NET INVESTED CAPITAL (E=C+D)</b>	<b>12,900.8</b>	<b>11,348.4</b>	<b>1,552.4</b>

(1) Calculated as the difference between current non-financial assets and liabilities.



- c) the sale of the investment in Autostrada Torino-Savona, which had a carrying amount of €161.1 million, to the SIAS group at a price of €223.0 million;
- d) the sale of the investments in IGLI and Port Mobility, which had carrying amounts of €26.6 million and €1.1 million, respectively.

“Working capital” as at 31 December 2012 has a negative balance of €1,357.7 million (a negative balance of €1,875.7 million as at 31 December 2011), representing the net balance of current assets of €743.2 million (€659.8 million as at 31 December 2011) and current liabilities of €2,100.9 million (€2,535.5 million as at 31 December 2011).

(€m)	31 Dec 2012	31 Dec 2011	Increase/ (Decrease)
<b>Equity (F)</b>	<b>2,099.0</b>	<b>2,098.5</b>	<b>0.5</b>
<b>Net debt</b>			
<i>Net medium/long-term debt</i>			
Non-current financial liabilities	12,916.5	10,066.3	2,850.2
Medium/long-term borrowings	12,591.3	9,831.0	2,760.3
Derivative liabilities	325.2	235.3	89.9
Other non-current financial assets	-521.1	-552.8	31.7
Non-current financial assets deriving from government grants	-132.0	-91.3	-40.7
Term deposits convertible after 12 months	-229.1	-218.6	-10.5
Other financial assets	-160.0	-242.9	82.9
<b>Net medium/long-term debt (G)</b>	<b>12,395.4</b>	<b>9,513.5</b>	<b>2,881.9</b>
<i>Net short-term debt</i>			
Current financial liabilities	1,658.5	919.4	739.1
Short-term borrowings	646.7	131.5	515.2
Current portion of medium/long-term borrowings	531.4	378.3	153.1
Derivative liabilities	0.1	-	0.1
Other financial liabilities	4.6	3.6	1.0
Intercompany current account payables	475.7	406.0	69.7
Cash and cash equivalents	-2,877.2	-834.2	-2,043.0
Other current financial assets	-374.9	-348.8	-26.1
Current portion of medium/long-term financial assets	-110.2	-95.4	-14.8
Current financial assets deriving from government grants	-9.9	-38.9	29.0
Term deposits convertible within 12 months	-9.8	-38.1	28.3
Other financial assets	-245.0	-176.4	-68.6
<b>Net short-term debt (H)</b>	<b>-1,593.6</b>	<b>-263.6</b>	<b>-1,330.0</b>
<b>Net debt (I=G+H)</b>	<b>10,801.8</b>	<b>9,249.9</b>	<b>1,551.9</b>
<b>EQUITY PLUS NET DEBT (L=F+I)</b>	<b>12,900.8</b>	<b>11,348.4</b>	<b>1,552.4</b>

The change of €518.0 million compared with 31 December 2011 is primarily due to the following:

- a) an increase of €192.9 million in net current tax assets, primarily due to payment of the balance of IRES and IRAP due for 2011 and payments on account for 2012, totalling €365.5 million, and recognition of an asset totalling €22.7 million in relation to the refund for the deduction of IRAP from IRES in accordance with Law Decree 16/2012, converted into Law 44 of 26 April 2012 containing “Urgent measures designed to simplify taxation, and improve the efficiency of and strengthen audit procedures” and the tax authorities’ ruling of 17 December 2012; these effects were partially offset by the recognition of current tax expense for the year in the income statement (€199.9 million);
- b) a reduction of €184.5 million in trading liabilities, due to reduced capital expenditure in the second half of 2012 compared with the same period of 2011, when work was speeded up, above all on the A14 between Rimini North and Porto Sant’Elpidio, the A1 between Fiano and Settebagni and on the A9 between Lainate and Como;
- c) a reduction of €84.0 million in the current portion of provisions for construction services required by contract, reflecting a forecast reduction in construction services for which no additional economic benefits are received in 2013;
- d) a reduction of €66.8 million in other current liabilities, primarily due to payment of concession fees owing at the end of 2011 and a decline in concession fees payable for 2012 as a result of the fall in traffic.

“Non-current non-financial liabilities” total €5,268.9 million (€5,007.0 million as at 31 December 2011) and essentially regard:

- a) non-current provisions for construction services required by contract, amounting to €4,186.5 million (€4,028.1 million as at 31 December 2011), which are up €158.4 million due to the adjustment, based on current and prospective interest rates, of the present value on completion of investments in construction services, totalling €442.1 million, and the accrued portion of financial expenses from the discounting of provisions recognised in the income statement, amounting to €92.9 million, partially offset by reclassification of the current portion of €376.6 million;
- b) other non-current provisions, totalling €928.4 million (€844.2 million as at 31 December 2011), consisting of provisions for the repair and replacement of assets to be handed over (€814.5 million) and provisions for employee benefits (€113.9 million);
- c) net deferred tax liabilities, totalling €127.5 million (€107.8 million as at 31 December 2011). Deferred tax liabilities are essentially recognised in relation to the deduction, solely for tax purposes, of amortisation of goodwill, less deferred tax assets on both the carrying amounts accounted for in application of IFRIC 12, and the non-deductible portions of provisions, primarily those for repair and replacement obligations.

“Net invested capital” therefore amounts to €12,900.8 million (€11,348.4 million as at 31 December 2011).

“Equity” of €2,099.0 million is substantially in line with the figure for 31 December 2011 (€2,098.5 million). This substantially reflects comprehensive income for the period of €559.6 million, payment of the final dividend for the previous year, amounting to €261.3 million, and payment of the interim dividend for 2012, totalling €300.4 million.

## STATEMENT OF CHANGES IN EQUITY

(€m)	Issued capital	Undistributable extraordinary reserve for delayed investment	Share premium reserve	Legal reserve	Cash flow hedge reserve	Other reserves and retained earnings	Profit for the year	Total equity
<b>Balance as at 31 December 2010</b>	<b>622.0</b>	<b>352.0</b>	<b>216.1</b>	<b>124.4</b>	<b>-134.1</b>	<b>478.1</b>	<b>300.0</b>	<b>1,958.5</b>
Total comprehensive income	-	-	-	-	-38.0	-1.1	727.0	687.9
Owner transactions and other changes								
Appropriation of profit for previous year	-	49.0	-	-	-	2.2	-51.2	-
Final dividend approved	-	-	-	-	-	-	-248.8	-248.8
Interim dividend	-	-	-	-	-	-	-300.4	-300.4
Share option plan	-	-	-	-	-	1.3	-	1.3
<b>Balance as at 31 December 2011</b>	<b>622.0</b>	<b>401.0</b>	<b>216.1</b>	<b>124.4</b>	<b>-172.1</b>	<b>480.5</b>	<b>426.6</b>	<b>2,098.5</b>
Total comprehensive income	-	-	-	-	-63.7	-21.3	644.6	559.6
Owner transactions and other changes								
Appropriation of profit for previous year	-	45.0	-	-	-	120.3	-165.3	-
Final dividend approved	-	-	-	-	-	-	-261.3	-261.3
Interim dividend	-	-	-	-	-	-	-300.4	-300.4
Share option plan	-	-	-	-	-	2.6	-	2.6
<b>Balance as at 31 December 2012</b>	<b>622.0</b>	<b>446.0</b>	<b>216.1</b>	<b>124.4</b>	<b>-235.8</b>	<b>582.1</b>	<b>344.2</b>	<b>2,099.0</b>

The Company's net debt as at 31 December 2012 is €10,801.8 million, up €1,551.9 million on 31 December 2011 (€9,249.9 million).

"Non-current net debt", amounting to €12,395.4 million (€9,513.5 million as at 31 December 2011) consists of the following:

- a) "Non-current financial liabilities" of €12,916.5 million (€10,066.3 million as at 31 December 2011), consisting of:
  1. medium/long-term loans from the Parent Company, Atlantia, totalling €9,807.7 million; the increase of €2,156.9 million compared with 31 December 2011 (€7,650.8 million) essentially reflects new loans with face values of €1,000 million maturing in 2018, €1,000 million maturing in 2019 and €750 million maturing in 2020, assumed following the issue of bonds by Atlantia on 9 February, 30 November and 14 September 2012, respectively, and new loans replicating, at intercompany level, the issue of a zero coupon bond of €48.6 million and a private placement with a par value of €35 million, both maturing in 2032; these increases are offset by early repayment of a portion (€655.8 million) of the medium/long-term intercompany loan maturing in 2014;
  2. medium/long-term bank borrowings of €2,783.6 million, which include:
    - a. bank loans of €212.3 million, to be repaid by the Ministry of Infrastructure and Transport using funds earmarked by Laws 662/1996, 135/1997 and 345/1997;
    - b. loans from the European Investment Bank (EIB), totalling €1,579.2 million, the Term Loan Facility of €398.0 million and loans from Cassa Depositi e Prestiti using EIB funding, totalling €494.1 million, in addition to use of the facility made available by Cassa Depositi e Prestiti and SACE, amounting to €100 million. The increase of €603.4 million compared with 31 December 2011 (€2,180.2 million) is due to use of the remaining tranche (€500 million) of the loan granted by the EIB in November 2008, the receipt, on 26 July 2012, of a line of credit with a face value of €500 million from the EIB, of which €250 million has

been used to finance work on the section of motorway between Florence North and Barberino del Mugello, and use of €100 million of a facility made available by Cassa Depositi e Prestiti and SACE. These increases are partially offset by the reclassification to current liabilities of portions of loans to be repaid in the next 12 months (€246.6 million);

3. fair value losses on hedging instruments, amounting to €325.2 million, are up €235.3 million on the figure for 31 December 2011, essentially due to falling interest rates;
- b) “Non-current financial assets”, totalling €521.1 million, which are down €31.7 million, primarily following reclassification to current liabilities of loans with a face value of €110.0 million granted to Società Autostrada Tirrenica and maturing in June 2013. This was partially offset by the release of further tranches (€27.9 million) of the loan granted to the subsidiary, Ecomouv’ Sas on 26 October 2011, totalling €84.7 million, subject to a fixed rate of interest of 9% per annum and maturing in December 2024, and by an increase in the non-current portion of government grants (up €40.6 million), essentially for construction services rendered.

As at 31 December 2012 “Current net funds” amount to €1,593.6 million (as at 31 December 2011 current net funds amounted to €263.6 million) and include:

- a) current financial liabilities of €1,658.5 million, which are up €739.1 million on 31 December 2011 (€919.4 million), primarily due to short-term loans granted to Autostrade Sud America, Autostrade dell’Atlantico and Ecomouv’ D&B, totalling €476.0 million, €40.0 million and €32.2 million, respectively; an increase of €69.7 million in the debit balances on intercompany current accounts; an increase in accrued and as yet unpaid interest on medium/long-term debt, amounting to €48.6 million; and the impact of reclassifications to current liabilities of portions of loans falling due in the next 12 months;
- b) cash and cash equivalents totalling €2,877.2 million, up €2,043.0 million on 31 December 2011 (€834.2 million), essentially due to the liquidity acquired as a result of the above short- and medium/long-term intercompany loans with a face value of €3,381.8 million, and the use of the facilities made available by the EIB (a face value of €750 million) and by Cassa Depositi e Prestiti and SACE (a face value of €100 million); these inflows were partly offset by early repayment of a portion (€655.8 million) of the medium/long-term loan from the Parent Company maturing in 2014, net outflows relating to the acquisition of investments (€496.2 million), the payment of dividends (totalling €561.7 million) and the payment of income tax (totalling €369.6 million);
- c) other current financial assets of €374.9 million, up €26.1 million on 31 December 2011 (€348.8 million), primarily due to reclassification of the loans granted to Società Autostrada Tirrenica maturing in December 2013 (up €110.0 million); this increase was partially offset by the difference between loans repaid and refinanced by Autostrade Meridionali (down €19.9 million) and a reduction in both financial assets deriving from grants for construction services rendered (down €29.0 million), reflecting an expected reduction in grants to be disbursed in the next 12 months, and a reduction in the current portion of term deposits (down €28.3 million).

The loans received from Atlantia mature between 2014 and 2038 and have a residual average term to maturity of approximately 6 years. The conditions applicable to these loans replicate those of the Parent Company’s bank borrowings and bond issues, increased by a spread that takes account of the cost of managing the loans.

In accordance with the Group’s hedging policy, derivatives have been entered into with Atlantia and a number of banks to hedge the exposure to interest rate risk of certain medium/long-term financial liabilities. Based on the positive outcome of tests of effectiveness of cash flow hedges, changes in fair value have been recognised in full in

comprehensive income, with no recognition of any ineffective portion in profit or loss. The Company has also entered into new derivative contracts known as “Non-Deliverable Forwards” relating to the forward sale of Chilean pesos with the aim of hedging the foreign currency translation risk linked to directly and indirectly held investments in Chile. Given that these contracts, most of which were unwound by the end of the year, do not meet all the conditions established by IAS 39 to qualify for hedge accounting, they were classified as assets held for sale and measured at fair value through profit or loss. The average term to maturity of interest bearing debt is approximately 6 years as at 31 December 2012. 92% of debt is fixed rate.

The average cost of the Company’s medium/long-term borrowings in 2012 was approximately 5.0%.

As at 31 December 2012 the Company has cash reserves (cash, term deposits and undrawn committed lines of credit) of an estimated €5,532.8 million and consisting of:

- a) €2,593.9 million in cash and/or investments maturing within 120 days;
- b) €238.9 million in term deposits allocated to finance the execution of construction services;
- c) €2,700.0 million in undrawn committed lines of credit. In particular, the Company has obtained the following lines of credit with a weighted average residual term to maturity of approximately 9 years and a weighted average residual drawdown period of approximately 3 years:
  - 1. €300 million representing the unused portion of the loan obtained from the European Investment Bank in December 2010, to be drawn down until December 2014;
  - 2. €900 million representing the undrawn portion of a loan granted by Cassa Depositi e Prestiti and SACE, which may be drawn down until September 2014 and matures in 2024;
  - 3. €500 million representing the unused portion of the new loan granted by Cassa Depositi e Prestiti on 21 December 2012, to be drawn down by November 2016 and maturing in 2027;
  - 4. €1,000 million available under a committed Revolving Credit Facility with Mediocredito acting as Agent Bank, unused as at 31 December 2012 and maturing in June 2015.

## Cash flow

Cash and cash equivalents increased by €1,973.3 million in 2012, compared with the decrease of €2,146.9 million in 2011.

Cash flows from operating activities amount to €748.4 million, marking a reduction of €871.8 million compared with 2011 (€1,620.2 million). This reflects the reduction in profit from ordinary activities, but above all the differing contributions from working capital in the two comparative periods. In particular, cash outflows in 2012 are essentially due to the reduction in trading liabilities (€184.5 million), primarily reflecting reduced investment in motorway infrastructure, the settlement of other payables (€66.8 million), essentially regarding amounts due to the Grantor, and the fact that payments on account for income tax are in excess of the related tax expense for the year (€192.9 million). The cash inflow in 2011 was, on the other hand, primarily due to the positive impact of the deductibility of the carrying amounts recorded in application of IFRIC 12 (€109.9 million).

Cash flows used in investing activities, totalling €1,645.0 million, are up €204.1 million on the figure for 2011 (€1,440.9 million), despite reduced investment in motorway infrastructure, after the related government grants, which is down €122.9 million on the previous year. The volume of investment in motorway infrastructure in 2012 is

down €153.0 million on 2011, essentially reflecting a reduction in work on projects, either completed or nearing completion, included in the Financial Plan of 1997 and the IV Addendum of 2002. The impact of these changes is amply described in the section "Network upgrades and modernisation".

The increase in investing activities is thus primarily linked to the management of investments, as follows:

- a) €669.8 million regarding the acquisition of the 45.765% and 8.47% interests in Autostrade Sud America held by SIAS and Mediobanca;
- b) contributions for future capital increases by the subsidiary, Autostrade dell'Atlantico, totalling €129.1 million.

These outflows were partially offset by the €154.6 million difference in proceeds from disposals of investments in the two periods (primarily IGLI and Autostrada Torino-Savona, totalling €311.6 million, in 2012; and Strada dei Parchi and Società Autostrada Tirrenica, totalling €157.5 million, in 2011), in addition to the acquisition of investments and contributions for future capital increases in 2011.

Finally, cash flows for investing activities in 2011 also included the disbursement of loans to Group companies, totalling €290 million, of which €235 million was repaid in 2012.

Cash flows from financing activities in 2012 amount to €2,869.9 million (an outflow of €2,326.2 million in 2011) and substantially regard:

- a) the new loans from Atlantia referred to above, with a total face value of €2,833.6 million;
- b) the use of facilities made available by the European Investment Bank (EIB), Cassa Depositi e Prestiti and SACE, totalling €850 million;
- c) the short-term loan of €476.0 million from Autostrade Sud America.

These new borrowings were partially offset by the above early repayment of a portion (€655.8 million) of the medium/long-term loan from the Parent Company, Atlantia, maturing in 2014, and by payment, to Atlantia, of dividends during the year (totalling €561.7 million).

Cash flows used in financing activities in 2011 were, in contrast, related to repayment of the loan from Atlantia with a face value of €2,000 million in June 2011, and the payment of dividends to Atlantia totalling €549.2 million, partially offset by the loan from Cassa Depositi e Prestiti, totalling €350 million and maturing in 2034.



## STATEMENT OF CASH FLOWS

(€m)	2012	2011
<b>CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES</b>		
Profit for the year	644.6	727.0
Adjusted by:		
Amortisation and depreciation	458.6	412.9
Provisions	42.2	37.2
Financial expenses from discounting of provisions for construction services required by contract and other provisions	132.2	164.1
Impairment losses/(Reversal of impairment losses) of non-current financial assets including investments accounted for at cost or fair value	2.7	12.5
(Gain)/Loss on sale of and adjustments to non-current assets	-123.0	-84.9
Net change in deferred tax (assets)/liabilities	44.8	222.9
Other non-cash items	2.2	1.0
Change in working capital and other changes	-455.9	127.5
<b>Net cash generated from/(used in) operating activities [A]</b>	<b>748.4</b>	<b>1,620.2</b>
<b>CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES</b>		
Investment in motorway infrastructure	-1,165.4	-1,318.4
Government grants related to motorway infrastructure	39.5	69.6
Purchases of property, plant and equipment	-18.4	-20.0
Purchases of intangible assets	-10.7	-12.5
Purchase of investments, net of unpaid called-up issued capital	-808.3	-93.4
Proceeds from sales of property, plant and equipment, intangible assets and investments	312.1	157.5
Net change in other non-current assets	0.5	1.3
Net change in current and non-current financial assets not held for trading purposes	5.7	-225.0
<b>Net cash generated from/(used in) investing activities [B]</b>	<b>-1,645.0</b>	<b>-1,440.9</b>
<b>CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES</b>		
Dividends paid	-561.7	-549.2
New shareholder loans	2,811.5	-
Reduction in shareholder loans	-655.8	-2,000.0
Assumption of medium/long-term borrowings (excluding finance lease liabilities)	850.0	349.3
Repayments of medium/long-term borrowings (excluding finance lease liabilities)	-145.9	-130.2
Net change in other current and non-current financial liabilities	571.8	3.9
<b>Net cash generated from/(used in) financing activities [C]</b>	<b>2,869.9</b>	<b>-2,326.2</b>
<b>Increase/(decrease) in cash and cash equivalents [A+B+C]</b>	<b>1,973.3</b>	<b>-2,146.9</b>
<b>NET CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>428.2</b>	<b>2,575.1</b>
<b>NET CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>2,401.5</b>	<b>428.2</b>

(€m)	2012	2011
<b>ADDITIONAL INFORMATION ON THE STATEMENT OF CASH FLOWS</b>		
Income taxes paid/(refunded)	369.6	-2.3
Interest income and other financial income collected	189.4	72.3
Interest expense and other financial expenses paid	639.3	574.6
Dividends received	96.6	82.3
Foreign exchange gains collected	0.3	-
Foreign exchange losses incurred	0.3	-
<b>RECONCILIATION OF NET CASH AND CASH EQUIVALENTS</b>		
<b>Net cash and cash equivalents at beginning of year</b>	428.2	<b>2,575.1</b>
Cash and cash equivalents	834.2	2,883.6
Bank overdrafts repayable on demand	-	-1.0
Intercompany current account payables	-406.0	-307.5
<b>Net cash and cash equivalents at end of year</b>	<b>2,401.5</b>	<b>428.2</b>
Cash and cash equivalents	2,877.2	834.2
Intercompany current account payables	-475.7	-406.0

## 3.2 Operating review for Autostrade per l'Italia and other operators

### 3.2.1 Italy

#### 3.2.1.1 Traffic

Traffic on the network operated by Autostrade per l'Italia in 2012 is down 7.6% (vehicles with 2 axles down 7.6% and those with 3 or more axles down 8.0%) compared with 2011. The number of kilometres travelled totals 44,470 million, 38,752 million by vehicles with 2 axles (cars and vans, representing 87.1% of the total) and 5,718 million by vehicles with 3 or more axles (12.9% of the total).

Traffic on the Group's Italian network is down 7.5% in terms of kilometres travelled, compared with 2011. There was a more accentuated decline in heavy vehicles, with those with 3 or more axles falling 7.9%, compared with a reduction of 7.4% in vehicles with 2 axles.

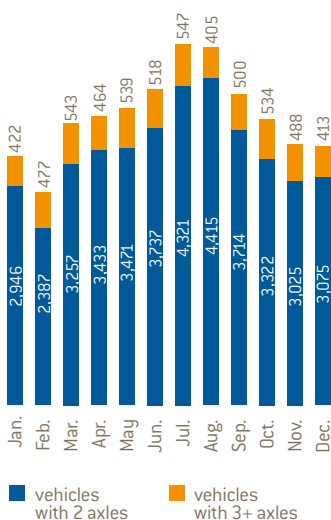
The performance reflects the continuing economic downturn, in addition to the impact of a number of unfavourable events in early 2012: the 5-day lorry drivers' strike at the end of January, and exceptionally bad weather, with heavy snowfall across the country, above all in late January and mid-February. On the other hand, the period benefitted from the extra day in February (2012 is a leap year), which added around an extra 0.2% to total traffic for the year.

After adjusting for the above non-recurring events (the lorry drivers' strike, bad weather and the leap year effect), traffic on the Group's network in 2012 is down 6.8%.

Traffic was down at the Group's other Italian operators and for both categories of vehicle, with falls of between 4.3% at Autostrade Meridionali and 6.9% at Raccordo Autostradale Valle d'Aosta.

#### MONTHLY TRAFFIC TRENDS ON THE NETWORK OPERATED UNDER CONCESSION IN ITALY IN 2012

(millions of vehicles x km)



## TRAFFIC ON THE NETWORK OPERATED UNDER CONCESSION IN ITALY IN 2012

Motorway	Vehicles x km (millions)			% increase/(decrease) on 2011	ATVD <sup>(1)</sup> 2012
	Vehicles with 2 axes	Vehicles with 3 or more axes	Total vehicles		
A1 Milan-Naples	14,328	2,486	16,814	-8.1	57,174
A4 Milan-Brescia	3,261	424	3,685	-4.4	107,669
A7 Serravalle-Genoa	522	73	595	-6.9	32,484
A8/A9 Milan-Lakes	2,171	138	2,309	-3.7	81,201
A8/26 branch	449	29	478	-5.3	54,409
A10 Genoa-Savona	781	82	863	-6.6	51,826
A11 Florence-Coast	1,365	101	1,466	-8.0	49,016
A12 Genoa-Sestri	796	55	851	-6.8	47,751
A12 Rome-Civitavecchia	606	41	647	-9.8	27,041
A13 Bologna-Padua	1,649	282	1,931	-7.0	41,444
A14 Bologna-Taranto	8,119	1,379	9,498	-9.1	33,210
A16 Naples-Canosa	1,187	123	1,310	-9.0	20,766
A23 Udine-Tarvisio	438	101	539	-8.0	14,566
A26 Genoa Voltri- Gravelona Toce	1,716	257	1,973	-7.5	22,013
A27 Venice-Belluno	627	49	676	-4.8	22,475
A30 Caserta-Salerno	703	94	797	-7.1	39,382
Mestre Interchange	34	4	38	-8.9	-
<b>TOTAL AUTOSTRADE PER L'ITALIA</b>	<b>38,752</b>	<b>5,718</b>	<b>44,470</b>	<b>-7.6</b>	<b>42,564</b>
Naples-Pompeii-Salerno	1,389	29	1,418	-4.3	75,099
Naples Ring Road	865	78	943	-4.5	127,547
Mont Blanc Tunnel	7	3	10	-5.2	4,960
Raccordo Autostradale Valle d'Aosta	89	20	109	-6.9	9,176
<b>GROUP TOTAL</b>	<b>41,102</b>	<b>5,848</b>	<b>46,950</b>	<b>-7.5</b>	<b>43,271</b>

(1) ATVD = total km travelled/length of section /no. of days in year.

### 3.2.1.2 Tolls

The following annual toll increases were introduced by Autostrade per l'Italia and the Group's Italian motorway operators from 1 January 2012. The increases were calculated in accordance with the terms and conditions of the respective concession arrangements in force:

Italian motorway operators	Toll increase
Autostrade per l'Italia <sup>(1)</sup>	3.51%
Società Italiana Traforo del Monte Bianco <sup>(3)</sup>	5.97%
Raccordo Autostradale Valle d'Aosta <sup>(2)</sup>	14.17%
Tangenziale di Napoli <sup>(2)</sup>	3.49%
Società Autostrade Meridionali <sup>(2)</sup>	0.31%

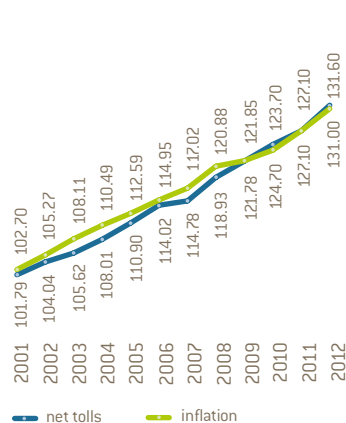
(1) The toll increases applied by Autostrade per l'Italia consist of a 2.04% increase, relating to the X component (1.99% to cover additional capital expenditure inserted into the IV Addendum of 2002) and the K component (0.05% to provide a return on new investment in noise abatement initiatives provided for in the Single Concession Arrangement of 2007), calculated on the basis of the stage of completion of work, and a 1.47% increase equivalent to 70% of the consumer price inflation rate in the period from 1 July 2010 to 30 June 2011.

(2) The operators, Raccordo Autostradale Valle d'Aosta, Tangenziale di Napoli and Autostrade Meridionali, apply a tariff formula that takes into account the target inflation rate, a rebalancing component and a return on investment, in addition to quality.

(3) Traforo del Monte Bianco, which operates under a different concession regime based on bilateral agreements between Italy and France, applied a total increase of 5.97% from 1 January 2012, in accordance with the resolutions approved by the Intergovernmental Committee for the Mont Blanc Tunnel on 20 October and 25 November 2011. This increase is based on the combination of two elements:

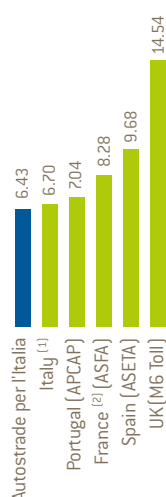
- 2.47% representing the average inflation rate in France and Italy for the period from 1 September 2010 to 31 August 2011;
- 3.50% in accordance with the agreement between the Italian and French governments dated 24 February 2009, with use of the proceeds still to be decided on by the two governments.

### INFLATION AND AUTOSTRADE PER L'ITALIA'S TOLLS: TREND FOR 2000-2012 (\*) (2000=100)



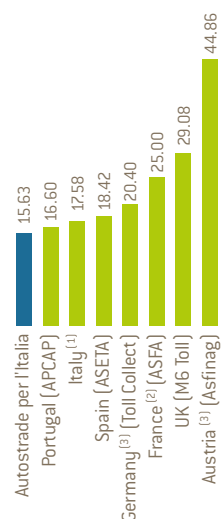
(\*) Source for inflation: ISTAT consumer price index for Italy as a whole (including tobacco products).

### AVERAGE TOLLS FOR VEHICLES IN EUROPE (\*) VAT INCLUDED (2011- € cents per km)



(\*) Source: APCAP; ASETA; ASFA; ASECAP; TollCollect; Asfinag; Austrian tolls refer to 1 January 2011.  
(1) Figures from Autostrade per l'Italia based on data from operators and AISCAT.  
(2) Estimate.

### AVERAGE TOLLS FOR HEAVY VEHICLES IN EUROPE (\*) VAT INCLUDED (2011- € cents per km)



(\*) Source: APCAP; ASETA; ASFA; ASECAP; Toll Collect; Asfinag.  
(1) Figures from Autostrade per l'Italia based on data from operators and AISCAT.  
(2) Estimate.  
(3) Austrian and German tolls are differentiated by vehicle emission class: those shown are the highest.

## 3.2.1.3 Network upgrades and modernisation

### Capital expenditure

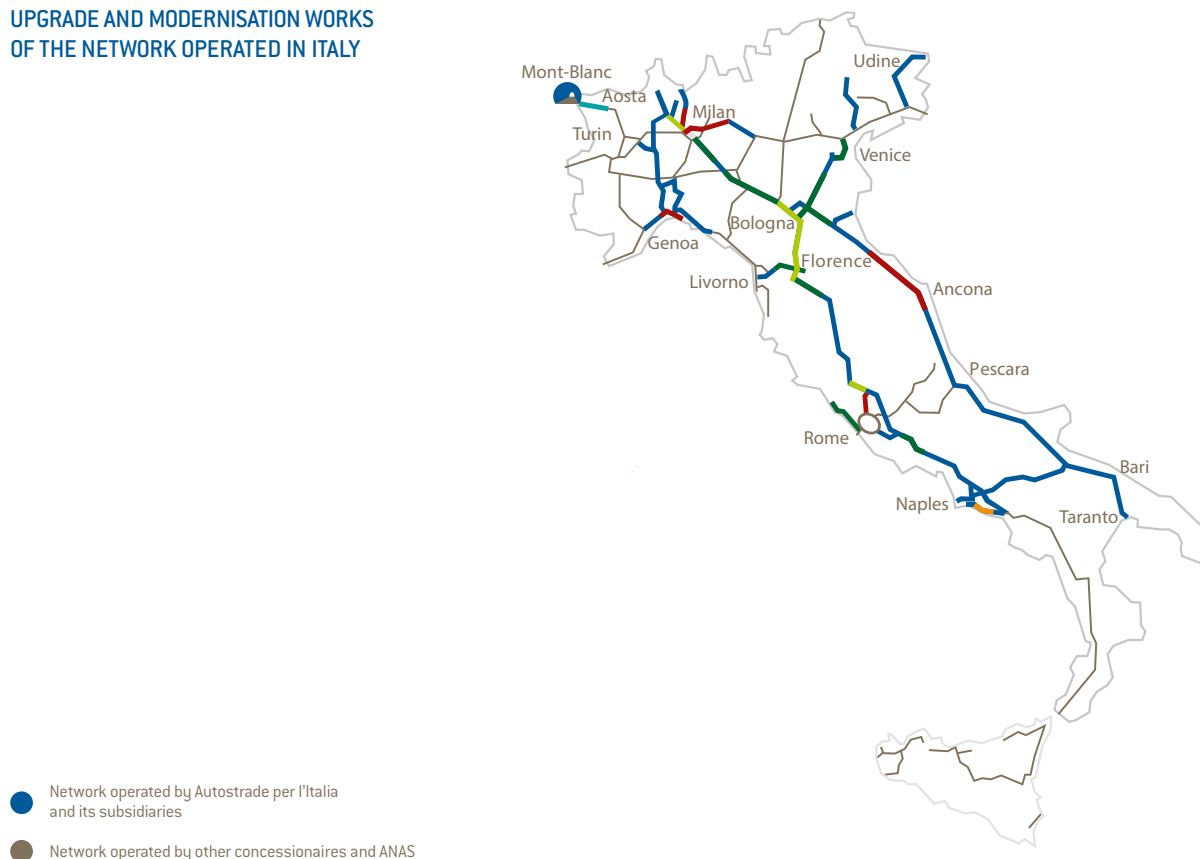
Autostrade per l'Italia and its Italian motorway subsidiaries are in the process of implementing a programme of investment in major infrastructure projects worth over €13 billion. The purpose of this investment is to increase the capacity of the existing motorway network on the country's principal arteries, in order to improve road safety and service quality.

In addition to the above programme, Autostrade per l'Italia's new Single Concession Arrangement also envisages further investment totalling €7 billion, via:

- extensions to projects already included in the Agreement of 1997, involving new specific network upgrades worth approximately €2 billion;
- a commitment to develop preliminary designs for the upgrade of certain sections of motorway operated under concession, totalling around 330 km, at a cost of approximately €5 billion.

Works envisaged by the investment programmes of the Italian motorway subsidiaries, and included in their respective financial plans, have the same purpose as those being carried out by Autostrade per l'Italia, involving the expansion of existing roads.

## UPGRADE AND MODERNISATION WORKS OF THE NETWORK OPERATED IN ITALY



Autostrade per l'Italia	Total km	Km opened to traffic	Total (€ bn) <sup>(1)</sup>	Completed (€ bn)
● Financial Plan 1997	237	151	6.6	4.5
● IV Addendum 2002	266	177	5.7	2.7
● Single Arrangement 2007 <sup>(2)</sup>	325	-	5.0	-
Other projects	-	-	2.0	0.2
<b>Total</b>	<b>828</b>	<b>328</b>	<b>19.3</b>	<b>7.4</b>
<b>Italian subsidiaries <sup>(3)</sup></b>				
● Construction of Raccordo Autostradale Valle d'Aosta	12	12	0.4	0.4
● Widening to 3rd lane of Autostrade Meridionali <sup>(3)</sup>	20	15	0.6	0.5
<b>Total</b>	<b>32</b>	<b>27</b>	<b>1.0</b>	<b>0.9</b>
<b>Total investments (Italy)</b>	<b>860</b>	<b>355</b>	<b>20.3</b>	<b>8.3</b>

(1) Total cost of carrying out the works, as assessed as at 31 December 2012, including the base bid price (net of bid or agreed reductions), available funds, recognised reserves and early completion bonuses.

The value of works under the Arrangement of 1997 are net of an amount included in "Other investment".

(2) The Single Arrangement signed by Autostrade per l'Italia on 12 October 2007 provides for further upgrades of the network, totalling around 330 km, at a cost of approximately €5 billion, in addition to new specific projects worth approximately €2 billion.

(3) The concession held by Autostrade Meridionali expired on 31 December 2012. As requested by the Grantor, from 1 January 2013 the company has continued to be responsible for ordinary operation of the motorway, whilst awaiting the transfer of the concession to the new operator.

As requested by the Grantor, the company is engaged in drawing up a plan for safety measures to be implemented on the motorway in 2013, whilst awaiting selection of the new operator, subject to recognition of the related takeover right.

## Upgrades and modernisation of the network operated by Autostrade per l'Italia

In 2012 Autostrade per l'Italia invested a total of €1,194.5 million, marking a reduction of €156.4 million (11.6%) compared with 2011.

### CAPITAL EXPENDITURE BY AUTOSTRADE PER L'ITALIA

(€m)	2012	2011	% inc./[dec.]
Autostrade per l'Italia - projects in Agreement of 1997	380.5	401.5	-5.2%
Autostrade per l'Italia - projects in IV Addendum of 2002	616.2	711.3	-13.4%
Other capital expenditure and capitalised costs (staff, maintenance and other)	168.7	205.6	-17.9%
<b>Total investment in infrastructure operated under concession</b>	<b>1,165.4</b>	<b>1,318.4</b>	<b>-11.6%</b>
Investment in other intangible assets	10.7	12.5	-14.4%
Investment in property, plant and equipment	18.4	20.0	-8.0%
<b>Total capital expenditure in Italy</b>	<b>1,194.5</b>	<b>1,350.9</b>	<b>-11.6%</b>

The volume of investment in 2012, relating to works envisaged in the Autostrade per l'Italia's Agreement of 1997, is down €21.0 million on 2011, primarily reflecting near-completion of the principal works for the Variante di Valico and substantial completion of the widening of the Florence North-Florence South section to three lanes. These reductions in work were only partially offset by increased work on the Barberino-Florence North section. Investment envisaged under the IV Addendum of 2002 is down €95.1 million on 2011, primarily due to the completion of a number of motorway works, opened to traffic in 2011 and 2012. These include the Fiano-Settebagni section of the A1, the A9 between Lainate and Como and the Fano-Senigallia and Ancona South-Porto Sant'Elpidio sections of the A14. These reductions were only partially offset by increased work on the Rimini North-Cattolica section of the A14 (opened to traffic on 20 December 2012). A total of 55 km of motorway widened to three lanes was opened to traffic on the Italian network in 2012.

### The authorisation process for investment projects

Motorway investment projects in Italy are subject to a complex authorisation process involving various relevant ministries and entities, in addition to the Grantor. The authorisations, primarily having regard to environmental and urban planning requirements, are dependent on numerous entities with decision-making powers. There are, however, significant difficulties in obtaining all necessary permits and the application processes are long and drawn out.

Even when projects have been given approval and agreement has been reached with local communities, relations with the construction companies awarded contracts can prove difficult, in part due to the selection criteria imposed by current regulations, which, in the event of a public tender, require contracts to be awarded on a lowest cost basis. This requirement, which focuses exclusively on the cost of the work, often ignores the technical ability and quality of contractors.

Law Decree 207 of 30 December 2008, converted with amendments into Law 14 of 27 February 2009, introduced new regulations for motorway operators that are not contracting entities, who are now permitted to award contracts to subsidiaries or associates, such as Pavimental in the case of Autostrade per l'Italia, for a portion of the network upgrade works to be carried out, whilst, however, introducing an obligation to award a minimal part of the works to be carried out to third-party contractors.

Recently, Law Decree 1/2012 (converted, with amendments, into Law 27/2012) and Law Decree 83/2012 (the so-called “Development Decree”, converted into Law 134/2012) set the minimum percentage of works to be contracted out to third-party contractors at 60% from 1 January 2014.

Over the last three years Autostrade per l'Italia and the Group's other motorway operators have awarded Pavimental contracts worth over €1 billion.

Despite the well-documented difficulties regarding administrative and executive authorisation, Autostrade per l'Italia has succeeded in progressively speeding up the pace of investment since 2008, thanks in part to the direct award of contracts to Pavimental. Overall, this has enabled the Company to complete over 88% of the annual investment envisaged in the Single Concession Arrangement of 2007 during the five-year period 2008-2012.

### Stage of completion of works being carried out by Autostrade per l'Italia and the Group's other Italian motorway operators

The following tables show major works to be carried out as part of the upgrade of the network operated under concession, based on the commitments given in the respective concession arrangements.

The estimated value of each project includes the overall cost (before any government grants) of the works, as assessed at the end of December 2012.

The final cost of the works is subject to change based on the effective future stage of completion of the works.

In spite of the Group's determination to push ahead with design work and organisation of the projects, the above complications and problems relating to approvals may well continue to delay completion of works, with the following implications:

- the impossibility of making a reasonable estimate of the date of completion and entry into service of the various works, especially those where the related contracts have yet to be awarded;
- potential cost overruns due to disputes and eventual changes to designs.

In 2009 Autostrade per l'Italia's Board of Directors set up a body known as the “Committee responsible for the Completion of Projects”, with the role of monitoring:

- the performance of infrastructure investment plans in terms of state of progress of the works, the related costs and compliance with the commitments given by the company and its subsidiaries in the relevant concession arrangements;
- the process of selecting contractors to carry out the works;
- the organisational and procedural aspects of carrying out the works;
- the state of contract reserves;
- the status of the most important legal disputes.

The Committee met 8 times in 2012 in order to monitor the performance of infrastructure investment programmes and the state of progress of the works, the selection of contractors by tender, the organisational and procedural aspects of carrying out the works, the state of contract reserves and the charges incurred in revising contract terms and conditions.

### Investment in major works by Autostrade per l'Italia - 1997 Agreement

Of the works included in Autostrade per l'Italia SpA's Agreement of 1997, as at 31 December 2012 over 95% of the works have been authorised, more than 79% have been contracted out, and 69% have been completed.



## AUTOSTRADE PER L'ITALIA: ARRANGEMENT OF 1997

		Km covered by project  [km]	Value of project [a]  [€m]	Km opened to traffic as at 31 Dec 2012  [km]	Stage of completion as at 31 Dec 2012 [b]  [€m]	Status as at 31 Dec 2012
A1	3rd lane Casalecchio-Sasso Marconi	4.1	82	4.1	82	Completed
A1	Variante di Valico	62.5	3,818	19.4	3,161	
	Sasso Marconi-La Quercia	19.4	571	19.4	560	Completed
	La Quercia-Badia Nuova (Lots: 5A, 5B, 6-7, 8)	21.3	1,278		880	Work in progress <sup>(1)</sup>
	Badia Nuova-Barberino (Lots: Base Tunnel, 12 and Barberino junction, 13)	21.8	1,669		1,549	Work in progress/completed <sup>(2)</sup>
	Landscaping		300		172	Work in progress
A1	3rd lane Barberino-Incisa	58.5	2,174	15.2	810	
	Barberino-Florence North	17.5	842		93	<sup>(3)</sup>
	Florence North-Florence South	21.9	799	15.2	684	Work in progress/completed <sup>(4)</sup>
	Florence South-Incisa	19.1	503 <sup>(6)</sup>		16	<sup>(5)</sup>
	Access roads		30		18	
A14	3rd lane Bologna Ring Road	13.7	59	13.7	59	Completed
A1	4th lane Modena-Bologna	31.6	178	31.6	143	Completed <sup>(7)</sup>
A1	3rd lane Orte-Rome North	37.8	192	37.8	191	Completed
A8	3rd and 4th lanes Milan-Gallarate	28.7	65	28.7	65	Completed
	Other projects	-	28	-	24	Completed <sup>(8)</sup>
	<b>Total projects under Arrangement of 1997</b>	<b>236.9</b>	<b>6,596</b>	<b>150.5</b>	<b>4,536</b>	

[a] Total cost of carrying out the works, as assessed at 31 December 2012, including the base bid price (net of bid or agreed reductions), available funds, recognised reserves and early completion bonuses. The value of works under the Arrangement of 1997 are net of an amount included in "Other investment".

[b] Excludes capitalised costs.

[1] Based on information from the Emilia-Romagna Regional Authority, Autostrade per l'Italia decided to proceed with construction of the Badia Nuova junction alone. The project was then included in the tender for the Base Tunnel in order to speed up construction and enable the re-routed 21.8 km section between the new Barberino junction and the new Badia junction to open to traffic.

[2] Work on Lot 12, 4.5 km between Badia Nuova and Barberino has been completed. This section will be opened to traffic to coincide with completion of the Base Tunnel and Lot 13.

[3] Lot 0 is in progress, the final designs for Lots 1 and 2 are under approval by the Ministry of Infrastructure and Transport.

[4] Lots 0-2-3 (Section A) of 6.2 km and Lot 1 (2.2 km) and 13.5 km of southbound carriageway between Florence Scandicci and Florence South are open to traffic, whilst work is in progress on the northbound carriageway.

[5] The final design for Lot 1 is under approval by the Ministry of Infrastructure and Transport and the Environment Impact Assessment is in progress for Lot 2.

[6] Total investments of €247 million, of which €59 million in the Major Works Plan of 1997 and €188 million in "Other investment".

[7] Except for construction of the Modena Ring Road, which forms part of the works requested by local authorities and is awaiting approval by the Services Conference.

[8] Work on widening the bridge over the Volturno, the Rio Tufano viaduct and the Marano viaduct. Construction of the Lodi junction and re-routing of the Lodi Vecchio section [TAV Agreement].

The 1997 Agreement originally envisaged expenditure of €3,556 million for the above works.

The updated Financial Plan of 2002, which was included in the IV Addendum, entailed revisions to construction schedules and to the estimated total cost of the works, which was increased to €4,500 million, reflecting accumulated delays in obtaining approvals. It was, moreover, ruled that the delays were not the fault of Autostrade per l'Italia, and that the financial benefits arising from the delays in carrying out the works were, in any case, less than the increase in costs to be borne by the Company.

The increase in costs above the levels originally set out in the Financial Plan annexed to the Agreement of 1997, are primarily the result of the above delays in the authorisation

process, which have led to price increases, and of subsequently issued regulations. Cost increases were also caused by works requested by local authorities involved in the approval and authorisation process. It is not envisaged that Autostrade per l'Italia will be able to claw back past and future cost overruns through increases in tolls.

Moreover, when construction schedules were revised and agreed during the drafting of the IV Addendum in mid-2002, the authorisation process for many sections had not yet been completed (for Casalecchio-Sasso Marconi, Lots 5, 6, 7, 8, 13 and 14 of the Variante di Valico, Barberino-Florence North, Lots 4, 5 and 6 of the Florence North-Florence South section, Florence South-Incisa and the Bologna Ring Road) and it was not possible to estimate when this might occur.

From 2002 to date, all the authorisation procedures have been completed for the upgrade of the A1 between Bologna and Florence, even though much later than forecast in 2002, with the exception of Lot 2 (7.5 km) of the Florence South-Incisa section, for which it has not been possible to finalise the agreement between central government and the regional authority, and for which modifications to the earlier design were required. The new design is currently undergoing an Environmental Impact Assessment.

The delays in obtaining approvals, resulting in a reduction in investment between 2002 and 2011 compared with the estimates contained in the plan drawn up in 2002 and the IV Addendum, have been made up for as at 31 December 2012. In accordance with the Single Concession Arrangement, the obligation to take the financial benefits deriving from delayed investment to an undistributable equity reserve has ceased and the operator has asked the Grantor for permission to release the reserve.

At the end of 2012 the final cost of the works (based on contracts in progress and final and executive designs awaiting authorisation) amounts to €6.6 billion. Of this, works with a value of over €4.5 billion have been completed, a figure that is higher than the original estimate in the Agreement of 1997 and in line with the estimated cost of the works set out in the IV Addendum of 2002.

Compared with the initial estimate of €3.6 billion, on the basis of which the Company was privatised, the additional expense to be borne by the operator amounts to €3.0 billion.

### Investment in major works by Autostrade per l'Italia - IV Addendum 2002

Investment envisaged in the IV Addendum is designed to upgrade the network close to a number of major conurbations (Milan, Genoa and Rome) and along the Adriatic coast. The authorisation process for works covered by the IV Addendum, signed by Autostrade per l'Italia in December 2002, was completed and became effective in June 2004, following a letter from ANAS announcing that the interministerial decree approving the Addendum had been registered with the Italian Court of Auditors. Work on the designs relating to the investment programme envisaged by the IV Addendum could thus only start from this date, after a delay of 21 months with respect to the original programme.

As at 31 December 2012 over 65% of the works have been authorised, approximately 64% have been contracted out and about 47% have been completed.

The most important project included in the IV Addendum, from both a technical and financial viewpoint, is the Genoa Interchange. In order to ease the process of satisfying urban planning and environmental requirements, the company opted to subject the design for the Interchange to a public consultation process, the first time this has been done in Italy. This procedure requires not only consultation with local authorities, but also with the public. The process made a significant contribution to establishing the route and the characteristics of the infrastructure, which is currently undergoing an Environmental Impact Assessment, even though it is not possible to exclude the need for further changes to the design.

The investments included in the IV Addendum are associated with specific toll increases linked to validation of the individual works and based on the stage of completion.

#### PROJECTS INCLUDED IN IV ADDENDUM OF 2002 <sup>(\*)</sup>

		Km covered by project	Value of project [a]	Km opened to traffic as at 31 Dec 2012	Stage of completion as at 31 Dec 2012 [b]	Status as at 31 Dec 2012
		[km]	[€m]	[km]	[€m]	
A1	3rd lane Fiano R.-Rome Orbital Motorway and Castelnuovo di Porto junction	15.9	141	15.9	124	
A4	4th lane Milan East-Bergamo	33.6	505	33.6	500	Completed
A9	3rd lane Lainate-Como Grandate	23.2	429	23.2	287	Work in progress/completed <sup>(1)</sup>
A14	3rd lane Rimini North-Porto Sant'Elpidio	154.7	2,453	100.7	1,432	
	Rimini North-Cattolica - Lot 1A	1.2	83	1.2		Completed <sup>(2)</sup>
	Rimini North-Cattolica - Lot 1B	27.8	423	27.8		Work in progress/ opened to traffic <sup>(2)</sup>
	Cattolica-Fano - Lot 2	28.3	549	10.4		Work in progress/completed <sup>(3)</sup>
	Fano-Senigallia - Lot 3	21.0	352	21.0		Completed <sup>(4)</sup>
	Senigallia-Ancona North and Marina di Monte Marciano junction - Lot 4	18.9	396			Work in progress <sup>(5)</sup>
	Ancona North-Ancona South - Lot 5	17.2	353			Work in progress
	Ancona South-Porto Sant'Elpidio - Lot 6A	37.0	146	37.0		Completed
	Ancona South-Porto Sant'Elpidio and Porto Sant'Elpidio junction - Lot 6B	3.3	146	3.3		Work in progress/completed <sup>(6)</sup>
	Porto Sant'Elpidio-Pedaso - Lots 7A - 7B		6			Project no longer envisaged in the Single Concession Agreement of 2007 (16.6 km)
A8	Access for New Milan Exhibition Centre	3.8	86	3.8	86	Completed
A7/A10	Genoa Bypass <sup>(c)</sup>	34.8	1,800	-	48	Environmental Impact Assessment in progress
	Other projects	-	247	-	179	<sup>(7)</sup>
	<b>Total projects under IV Addendum of 2002</b>	<b>266.0</b>	<b>5,662</b>	<b>177.2</b>	<b>2,656</b>	

[\*] Final approval given in 2004.

[a] Total cost of carrying out the works, as assessed at 31 December 2012, including the base bid price (net of bid or agreed reductions), available funds, recognised reserves and early completion bonuses.

[b] Excludes capitalised costs (financial expenses and staff costs).

[c] A Memorandum of Understanding, giving the go-ahead for the start-up of work, has been signed by all the local authorities.

An initial estimate, based on the preliminary design, indicates that the total cost will be €3.1 billion.

[1] This section is open to traffic.

[2] 29 km of the new third lane between Rimini North and Cattolica (Lots 1A and 1B) was opened to traffic on 20 December 2012.

[3] 10.4 km of the new third lane between Cattolica and Pesaro is open to traffic.

[4] This section is open to traffic (including the New Senigallia Station).

[5] On 30 July 2012 the Montemarciano junction was opened to traffic.

[6] The new Porto Sant'Elpidio junction is open to traffic. On 31 July 2012 3.3 km of Lot 6B and an adjacent 4 km of Lot 6A was opened to traffic.

[7] The Tunnel Safety Plan is in progress. Work on the Villamarzana, Ferentino, Guidonia and Rubicone junctions has been completed. The tender process for the Padua Industrial Park junction and the Maddaloni junction is underway.

### Planned investments in major works by the Company's Italian motorway subsidiaries

With regard to investments in new works by Autostrade per l'Italia's subsidiaries (Raccordo Autostradale Valle d'Aosta and Autostrade Meridionali), as at 31 December 2012 100% of the works have been authorised, 100% of the works are being carried out or the related contracts are being awarded, and 91% have been completed.

The concession held by Autostrade Meridionali expired on 31 December 2012. As requested by the Grantor, from 1 January 2013 the company has continued to be responsible for ordinary operation of the motorway, whilst awaiting the transfer of the concession to the new operator.

Despite this, work on the planned upgrade and modernisation of the motorway continued in 2012 and as at 31 December over 85% of the upgrade works have been completed.

The uncompleted works at this date regard to the widening to three lanes of the motorway between km 5+690 and km 10+525, between km 12+900 and km 17+085 and between km 17+658 and km 19+269.

As requested by the Grantor, the company is engaged in drawing up a plan for safety measures to be implemented on the motorway in 2013, whilst awaiting selection of the new operator, subject to recognition of the related takeover right.

### SUBSIDIARIES

	Km covered by project	Value of project (a)	Km opened to traffic as at 31 Dec 2012	Stage of completion as at 31 Dec 2012 (b)	Status as at 31 Dec 2012
	(km)	(€m)	(km)	(€m)	
A5 RAV A0-Mont Blanc Tunnel (A5) Morgex-Entrèves	12.4	430	12.4	417	Completed
A3 Autostrade Meridionali NA-Pompeii-SA (A3) Naples-Pompeii <sup>(c)</sup>	20.0	553	15.0	475	Work in progress/completed
<b>Total subsidiaries</b>	<b>32.4</b>	<b>983</b>	<b>27.4</b>	<b>892</b>	

(a) Total cost of carrying out the works, as assessed at 31 December 2012, including the base bid price (net of bid or agreed reductions), available funds, recognised reserves and early completion bonuses.

(b) Excludes capitalised costs (financial expenses and staff costs).

(c) Planned widening on Autostrade Meridionali's network regards 24.5 km, including 4.5 km already open to traffic over duration of Arrangement of 1972-1992.

The concession held by Autostrade Meridionali expired on 31 December 2012. As requested by the Grantor, from 1 January 2013 the company has continued to be responsible for ordinary operation of the motorway, whilst awaiting the transfer of the concession to the new operator.

### Contract reserves quantified by contractors

As at 31 December 2012 Autostrade per l'Italia has recognised contract reserves quantified by contractors amounting to approximately €1,652.0 million (€1,032.9 million as at 31 December 2011), including €1,000 million regarding works envisaged in the Agreement of 1997 (€546 million as at 31 December 2011), the additional cost of which cannot be clawed back via tolls, and approximately €187.8 million relating to the other Italian motorway operators (€216.9 million as at 31 December 2011).

### New motorway initiatives by investee companies

Autostrade per l'Italia is participating in a number of projects relating to expansion of the Italian motorway network.

#### **Società Infrastrutture Toscane SpA**

Società Infrastrutture Toscane is the project company, established on 28 June 2006, that took over the regional concession to carry out the construction and management of the 10-km toll motorway link between Prato and Signa, under a project financing initiative, from the previous temporary consortium. Società Infrastrutture Toscane SpA ("SIT") is 46% owned by Autostrade per l'Italia and 0.6% owned by Spea.

On 17 July 2006 Società Infrastrutture Toscane signed a Concession Arrangement with Tuscany Regional Authority.

On 21 November 2011 the regional council decided to terminate the arrangement due to the fact that it is too costly. This was followed on 21 December 2011 by Regional Authority decree 5892, by which the Authority ordered termination of the concession as too costly. Both decisions were challenged before the Tuscany Regional Administrative Court on 19 January 2012. On 29 February 2012 the Court rejected SIT's application for injunctive relief. Following the start of arbitration pursuant to and for the purposes of art. 32 of the Concession Arrangement, on 27 September 2012 the Arbitration Panel to rule on the dispute was established. The action brought before the Regional Administrative Court was provisionally removed from the register, in the expectation that the arbitration process would result in a favourable outcome for SIT.

In addition, with regard to Tuscany Regional Authority's enforcement of the guarantee provided by Assicurazioni Generali SpA in relation to the project, the latter decided to challenge the injunction before the Court of Florence requesting suspension of its provisional execution, obtained by the Regional Authority in respect of payment of an amount equal to the grant originally given.

Following suspension of the injunction, with a number of summons served on third parties, notified in February 2013, the construction companies that hold shares in SIT and the Tuscany Regional Authority served a writ on SIT, whilst the Tuscany Regional Authority served writs on SIT's remaining shareholders, including Autostrade per l'Italia.

#### **Tangenziali Esterne di Milano SpA**

On 27 March 2009 the project company, Tangenziale Esterna SpA (TE SpA), and Concessioni Autostradali Lombarde SpA (acting as the grantor) signed a draft agreement covering the design, construction and operation of Milan's new outer ring road, planned to be a total of approximately 33 km in length.

TE SpA is 57% owned by Tangenziali Esterne di Milano SpA, in which Autostrade per l'Italia holds a 26.4% interest.

The CIPE (the Interministerial Economic Planning Committee) approved the final design, together with the draft Addendum to the Single Concession Arrangement, including a new Financial Plan, in 2011, and in 2012 an Addendum to the Single Concession Arrangement was signed. Following signature of the EPC (Engineering, Procurement and Construction) agreement, work on the project began.

On 26 September 2012 the general meeting of shareholders voted by a majority to raise additional capital of €120 million, with new shares to be subscribed by March 2013. This was followed by signature of a loan agreement of €120 million, financing the design and construction of the new road.

### 3.2.1.4 Network operations

The cost to Autostrade per l'Italia and its motorway subsidiaries for maintenance, safety and traffic management on the network in 2012 (excluding service areas) was €429 million (€476 million in 2011 on a like-for-like basis).

Total expenditure in 2012 (not including maintenance staff costs) is made up of the following:

- maintenance costs of €303 million;
- €126 million spent on safety and traffic management (including capitalised maintenance costs).

Approximately €398 million of the total of €429 million was for projects carried out by Autostrade per l'Italia.

### Safety and maintenance

There were 14,655 accidents on Autostrade per l'Italia's network in 2012 (11.9% down on 2011). The global accident rate is down 4.6% on 2011, whilst the death rate (calculated as the number of fatalities per 100 million kilometres) was 0.35, compared with the 0.29 of 2011 (up 20.7%).

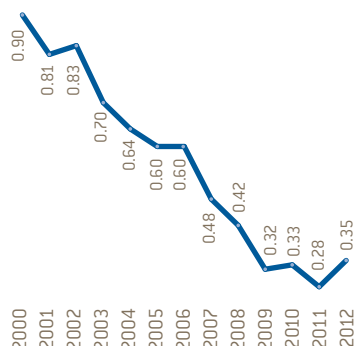
The figures for the entire network operated by Autostrade per l'Italia and its motorway subsidiaries were 15,108 accidents, with the global accident rate falling 4.7% on 2011, whilst the death rate (calculated as the number of fatalities per 100 million kilometres) was 0.35, compared with the 0.28 of 2011 (excluding Strada dei Parchi, Società Autostrada Tirrenica and Autostrada Torino-Savona). The figure marks a temporary blip within the context of an ongoing reduction over time (the figure has fallen 61.1% in the period from 2000 to 2012).

### ACCIDENT RATES ON THE NETWORK OPERATED BY AUTOSTRADE PER L'ITALIA AND ITS ITALIAN MOTORWAY SUBSIDIARIES

	2000	2008	2009	2010	2011	2012
Global accident rate (number of accidents per 100 million km travelled)	60.6	37.5	36.2	35.8	33.8	32.2
Accident rate on carriageways	-	31.0	30.0	30.0	28.1	27.2
Casualty rate (number of accidents per 100 million km travelled)	15.8	10.7	10.6	10.1	9.3	8.8
Fatal accident rate (number of accidents per 100 million km travelled)	0.71	0.37	0.30	0.31	0.25	0.30
Death rate (number of deaths per 100 million km travelled)	0.90	0.42	0.32	0.33	0.28	0.35

Note: the figures for 2012 are final; those for 2011 exclude Strada dei Parchi and those for 2012 also exclude Società Autostrada Tirrenica and Autostrada Torino-Savona.

#### DEATH RATES ON THE NETWORK OPERATED BY AUTOSTRADA PER L'ITALIA AND ITS ITALIAN MOTORWAY SUBSIDIARIES



As part of steps taken to improve safety and on the back of the positive results achieved in previous years, 2012 witnessed a 26.7% reduction in accidents at accident black spots where, in past years, specific measures were introduced to improve safety (road signs, changes in road layout, lighting, etc.).

The improvement was also achieved due to further expansion of the "Tutor" system for measuring average speeds (31 December 2012, the system was in use on over 2,500 km or approximately 40% of the roads operated by Autostrade per l'Italia and its Italian motorway subsidiaries), in addition to the continual improvement of maintenance standards and specific infrastructure and operational measures. These include the introduction of a new system for road works signs and information campaigns designed to raise safety awareness among road users.

Regarding routine and unscheduled maintenance activities, Autostrade per l'Italia pursued its commitment to guaranteeing ever better operating standards and preventing deterioration of motorway infrastructure, via regular work on road surfaces, traffic signs, safety barriers and other infrastructure.

During 2012 there were over 96 major projects entailing structural maintenance. The most important regarded repairs to bridges and viaducts on all the motorways in Liguria, on Apennine sections of the A1 and A16 and along the central sections of the motorway that runs down the Adriatic coast. Work was also carried out on a number of tunnels, above all on the A7, the A16 and the A23.

Other work on safety improvements related to:

- the upgrade of further roadside barriers, with the replacement of existing barriers on approximately 257 km of motorway;
- the upgrade of further central reservation barriers, with the replacement of existing barriers on approximately 35 km of motorway.

Draining pavement has been laid throughout the network, with the exception of roads liable to ice over, tunnels and roads where high traction paving has been laid or sections where major works are due to take place or are in progress.

#### RESURFACED PAVEMENTS ON AUTOSTRADA PER L'ITALIA'S NETWORK

	2000	2008	2009	2010	2011	2012
Square metres (x 1,000)	11,256	10,624	6,884	7,261	7,109	7,316
Of which square metres with draining pavement (x 1,000)	2,319	5,629	3,584	4,095	4,074	4,601
Total cubic metres (x 1,000)	586	783	531	433	434	427
Total percentage of Autostrade per l'Italia's network surfaced with draining pavement	18.9%	81.8%	81.6%	81.9%	82.7%	83.9%

The following initiatives were implemented by Autostrade per l'Italia in 2012 as part of the campaign to raise motorists' awareness of the need to observe safe driving techniques to assure the safety of drivers and men at work along the motorways:

- a corporate safety campaign, emphasising the results achieved in terms of reducing fatalities following improvements to infrastructure;
- the plan for managing peak-time traffic during the summer of 2012, via additional road traffic information, the removal of all road works, and increasing traffic flow at toll stations;
- "Traffic forecasts" in 2012, made available on the web and at the Hi-Point information



desks at service areas. Customers were offered the following content: an interactive map showing peak-time traffic forecasts, a specific section on safety, with a series of rules for safe travel and the results in terms of reduced death and accident rates, quizzes and prize competitions, such as “I 10 Miti da sfatare per la Sicurezza” (dispelling commonly held misconceptions about road safety) on line from 4 August to 9 September, which offered customers the chance to take part in a draw for more than 50 prizes in return for answering 7 out of 10 questions about road safety correctly;

- the “Autostrade per l’Italia Snow Plan”, put into practice each year in collaboration with the highway police and aimed at stressing Autostrade per l’Italia’s commitment in terms of personnel and equipment used to manage emergency situations, in addition to providing a series of useful suggestions for motorists travelling on the motorway in snow;
- the “Angolo della Prevenzione” initiative run in collaboration with the Italian Red Cross, and aimed at making lorry drivers aware of the importance of health prevention in guaranteeing road safety, involving the offer of free medical examinations at service areas, with the support of Red Cross medical staff;
- the Variable Message Panels project, a new road safety initiative designed to teach customers how to read the road safety and traffic information messages transmitted via the display panels and, at the same time, assess the clarity and effectiveness of the messages. Road users were also invited to propose new texts for road safety messages;
- a road safety campaign in schools, an educational project for high school students implemented by Autostrade per l’Italia in collaboration with the Ministry of Education and Research, the Italian police, the Department of Drug Prevention, SIAS and Moige (the Italian Parents’ Association), and involving 100 high schools throughout Italy and 30,000 students between the ages of 13 and 18. The project took the form of educational initiatives and a competition to create a road safety campaign. The winning idea was used in billboard adverts at over 50 service areas on the Company’s network.

### Traffic management

The Total Delay<sup>2</sup> on the network managed by Autostrade per l’Italia in 2012 amounted to approximately 3,094 thousand hours, significantly less than in 2011 (down 32%). The number of road works on Autostrade per l’Italia’s network averaged approximately 200 a day (around 15% less than in 2011), with the works planned to take place over the year in such a way as to minimise the impact on traffic. The traffic flow rate in the presence of road works (the ratio between the duration of tailbacks due to road works and the duration of the works themselves) fell 13% compared with 2011, decreasing from 1.96 in 2011 to 1.69 in 2012.

Traffic flow at toll stations on the network operated by Autostrade per l’Italia improved during 2012, with the duration of tailbacks down 4.3% on 2011. 59.5% of payments were made using Telepass, with a reduction of 4.9% compared with 2011.

Work has continued over the years on the expansion of the number of information channels providing up-to-the-minute, detailed information on road conditions on the network operated under concession. The following initiatives took place in 2012:

- agreement was reached with the commercial radio station, RTL, for the broadcast of 28 live bulletins a day from Autostrade per l’Italia’s Traffic Operations centre, with additional links in the event of serious disruption, thus supplementing the information provided by the traditional partner, RAI Isoradio;

(2) Total Delay: the sum of the difference between the average transit time for each section of the entire network in the period under review and the equivalent time at an average speed typical of the section in question, multiplied by the number of journeys.

- the number of Variable Message Panels providing traffic information was further increased; at the end of 2012 there were 1,307 panels on Autostrade per l'Italia's network;
- a total of 426,433 calls were made to the traffic information centre, with 99.3% answered. 34.0% of callers chose to speak to an operator, with 94.1% of these callers receiving a response within 20 seconds.

#### QUALITY OF TRAFFIC MANAGEMENT SERVICES ON AUTOSTRADE PER L'ITALIA'S NETWORK

	2000	2008	2009	2010	2011	2012
Number of variable message panels	384	1,106	1,144	1,173	1,182	1,307
% of traffic covered by service on entry	n.a.	98	98	98	98	99
% of traffic on motorway covered by service	n.a.	98	99	99	99	99
% of network covered by Isoradio and RTL	n.a.	73	73	73	73	73
% of calls answered by the traffic call centre	n.a.	99	99	99	99	99

#### Toll collection and payment systems

In addition to boosting operating efficiency, the progressive automation of toll collection also improves network access and reduces tailbacks at toll stations, with a positive impact on traffic flows and cuts in air pollution.

In 2012 the number of transactions handled by automated tolling systems on the network operated by Autostrade per l'Italia fell 4.8% on the previous year, despite reaching 80.8% of total transactions (79.8% in 2011). This led to a reduction in manual transactions of 11.0%. The Company's subsidiaries achieved similar results, with the number of transactions handled by automated tolling systems on the network managed by Autostrade per l'Italia and its motorway subsidiaries falling 4.2%, whilst reaching 78.7% of total transactions (77.3% in 2011).

Free-flow tolling using Telepass accounted for 59.5% of the total (58.2% including subsidiaries' networks) compared with 58.8% last year (57.3% including subsidiaries' networks).

#### TOLL PAYMENTS BY TYPE ON THE AUTOSTRADA PER L'ITALIA'S NETWORK

Method of payment	Number of transactions 2011	%	Number of transactions 2012 (provisional)	%	Increase/ (decrease) 2012/2011
<b>MANUAL CASH PAYMENTS</b>	<b>151,546,358</b>	<b>19.67%</b>	<b>134,864,194</b>	<b>18.63%</b>	<b>-11.01%</b>
Automated cash payments	70,260,413	9.12%	66,873,078	9.24%	-4.82%
VIAcard direct debit	26,244,400	3.41%	23,950,963	3.31%	-8.74%
Telepass	452,969,883	58.80%	430,613,600	59.48%	-4.94%
Prepaid cards	15,094,750	1.96%	13,288,761	1.84%	-11.96%
Credit cards	26,806,452	3.48%	27,192,193	3.76%	1.44%
FASTpay	23,277,776	3.02%	23,085,589	3.19%	-0.83%
<b>TOTAL AUTOMATED PAYMENTS</b>	<b>614,653,674</b>	<b>79.79%</b>	<b>585,004,184</b>	<b>80.81%</b>	<b>-4.82%</b>
Other (unpaid tolls, strikes, evasion)	4,198,477	0.54%	4,040,171	0.56%	-3.77%
<b>GRAND TOTAL</b>	<b>770,398,509</b>	<b>100.00%</b>	<b>723,908,549</b>	<b>100.00%</b>	<b>-6.03%</b>

#### TOLL PAYMENTS BY TYPE ON THE NETWORK OPERATED BY AUTOSTRADA PER L'ITALIA AND ITS MOTORWAY SUBSIDIARIES <sup>(1)</sup>

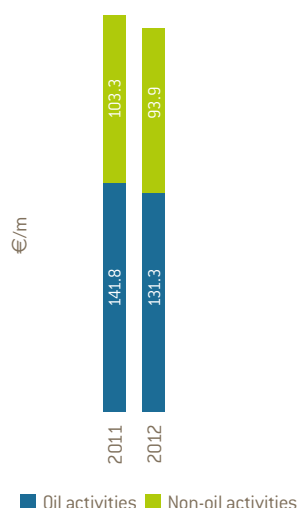
Method of payment	Number of transactions 2011	%	Number of transactions 2012 (provisional)	%	Increase/ (decrease) 2012/2011
<b>MANUAL CASH PAYMENTS</b>	<b>201,192,140</b>	<b>21.96%</b>	<b>178,248,097</b>	<b>20.65%</b>	<b>-11.40%</b>
Automated cash payments	82,812,917	9.04%	81,085,389	9.40%	-2.09%
VIAcard direct debit	29,539,130	3.22%	26,937,081	3.12%	-8.81%
Telepass	525,155,466	57.33%	502,017,360	58.17%	-4.41%
Prepaid cards	17,558,319	1.92%	15,345,661	1.78%	-12.60%
Credit cards	28,452,246	3.11%	28,728,423	3.33%	0.97%
FASTpay	25,001,816	2.73%	24,634,752	2.85%	-1.47%
<b>TOTAL AUTOMATED PAYMENTS</b>	<b>708,519,894</b>	<b>77.35%</b>	<b>678,748,666</b>	<b>78.65%</b>	<b>-4.20%</b>
Other (unpaid tolls, strikes, evasion)	6,294,749	0.69%	5,990,630	0.69%	-4.83%
<b>GRAND TOTAL</b>	<b>916,006,783</b>	<b>100.00%</b>	<b>862,987,393</b>	<b>100.00%</b>	<b>-5.79%</b>

(1) Excluding Traforo del Monte Bianco.

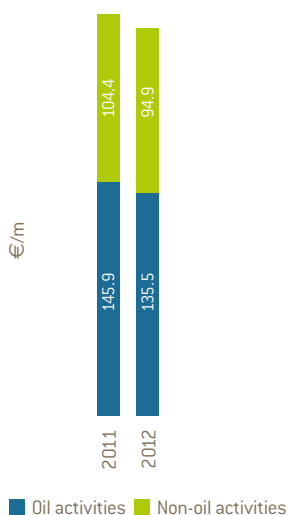
As at 31 December 2012 the Group's 258 toll stations (including Società Italiana pA per il Traforo del Monte Bianco) have 524 special Telepass gates (172 for incoming and 352 for outgoing traffic).

## RECURRING ROYALTIES FROM SUB-OPERATORS ON THE NETWORK

### AUTOSTRADA PER L'ITALIA



### AUTOSTRADA PER L'ITALIA AND ITS MOTORWAY SUBSIDIARIES



## 3.2.1.5 Service areas and advertising

There are currently 244 service areas along the motorway network operated by Autostrada per l'Italia and its motorway subsidiaries (including Stalexport Autostrada Malopolska), 216 of which are on motorways operated by Autostrade per l'Italia.

Aside from instances where approval or environmental clearance is still awaited, the original plan for the period 2003-2010 has been substantially completed, with the modernisation of 200 service areas. At the same time, a new service area upgrade plan has been launched, involving 32 service areas in 2012 (including 15 service areas at which work is still in progress). The work is being funded by Autostrade per l'Italia and/or sub-operators. At the end of 2012, therefore, works with a value of approximately €870 million have either been begun or completed. Capacity in terms of parking spaces for heavy vehicles and cars has increased from 2000 to 2012 by 163% and 106%, respectively.

### NUMBER OF PARKING SPACES ON AUTOSTRADA PER L'ITALIA'S NETWORK

	2000	2007	2008	2009	2010	2011	2012
Number of parking spaces for heavy vehicles	2,350	4,360	5,060	5,660	6,060	6,180	6,190
Number of parking spaces for light vehicles	8,350	14,836	16,463	16,923	17,100	17,200	17,200

In addition to increased capacity and the wider range of goods and services on offer, the plan has also resulted in improvements to the quality of service provided at service areas, which represents one of Autostrade per l'Italia's primary objectives. This has also seen the Company regularly monitoring performance through surveys conducted by specialist external companies. The Grantor also makes periodic inspections together with major consumers' associations.

In response to the economic downturn, which has had an impact on traffic volumes and on the resulting performances of oil and non-oil services, Autostrade per l'Italia - having given prior notification to the Antitrust Authority and the Grantor - offered all operators a 9.5% reduction in the fixed component of royalties and a 20% cut in the fixed maintenance fee, reflecting efficiency improvements achieved as part of the so-called "Progetto Clear". As a result, recurring royalties received from sub-operators on the network managed by Autostrade per l'Italia in 2012 totalled €225.2 million, down 8.1% on 2011. Including the royalties received by its motorway subsidiaries, recurring service area royalties amount to €230.2 million, representing a like-for-like reduction of €20.0 million (8.0%) on 2011.

### 3.2.1.6 Financial review for other subsidiaries

#### Autostrade Meridionali

Autostrade per l'Italia's interest: 58.98%

Motorway sections operated under concession: A3 Naples-Pompeii-Salerno (51.6 km)

Concession expiry: 31 December 2012

Total revenue for 2012 amounts to €88.2 million, down €3.0 million (3.3%) on 2011.

Revenue reflects the previously mentioned addition to the concession fee to be paid to ANAS, amounting to €8.7 million in 2012 and €9.2 million in 2011 (with a matching amount recognised in operating costs).

In terms of additional instruments used in concession reviews, Autostrade Meridionali's Single Concession Arrangement provides for, from 2009, both the full acquisition of toll revenue, thus without provisions for the "X variable", and absorption of the provisions recorded at the end of 2008 during the period 2009-2012, the latest regulatory period. As a result, revenue for 2011 is down €2.5 million, net of the above toll surcharge, primarily due to reductions in other operating income and in toll revenue. The latter decline reflects a combination of falling traffic (down 4.3% overall and 4.1% in terms of light traffic and 6.5% in terms of heavy vehicles), a reduction in the net toll received by the company for class A vehicles compared with 2011, and the above absorption of the accrued portion of provisions made for the "X variable" in previous years (up €2.9 million).

EBITDA, totalling €31.4 million, is down €5.3 million on 2011, primarily due to the combined effect of the above fall in revenue and increased maintenance costs (linked to repairs to infrastructure to be handed over to the Grantor). Capital expenditure amounts to €35.3 million for 2012, compared with €42.7 million in 2011.

The single concession arrangement signed by Autostrade Meridionali and ANAS on 28 July 2009, and approved with Law 191/2009, expired on 31 December 2012.

ANAS published the call for tenders in the Official Gazette of 10 August 2012 in order to award the concession for maintenance and operation of the Naples-Pompeii-Salerno motorway. The tender process envisages that the winning bidder must pay Autostrade Meridionali the value of the "takeover right", which the call for tenders has set at up to €410 million. Autostrade Meridionali submitted its request for prequalification.

In compliance with the concession arrangement, the Grantor asked Autostrade Meridionali to continue operating the motorway after 1 January 2013 in accordance with the terms and conditions of the existing arrangement, and to implement safety measures on the motorway. According to the terms of the concession arrangement, the transfer of the concession to the incoming operator will take place at the same time as payment for the "takeover right" is made to Autostrade Meridionali.

#### Tangenziale di Napoli

Autostrade per l'Italia's interest: 100%

Motorway sections operated under concession: urban motorway linking eastern and western Naples (20.2 km)

Concession expiry: 31 December 2037

Total revenue of €70.1 million is down €0.4 million (0.6%) on 2011.

Revenue reflects the previously mentioned addition to the concession fee to be paid to ANAS, amounting to €5.1 million in 2012 and €5.4 million in 2011 (with a matching amount recognised in operating costs).

The decrease in total revenue, net of the toll surcharge, is €0.1 million and primarily reflects reductions in income from service areas and in non-recurring income, partially offset by an increase in toll revenue, reflecting the combined effect of a toll increase of 3.49% approved by the grantor for introduction from January 2012, affecting all classes of vehicle, and reduced traffic compared with the previous year (down 4.5%). EBITDA is up

€2.2 million on 2011 due, in addition to the above increase in revenue, to decreases in maintenance costs (down €1.5 million, primarily as a result of a reduction in extraordinary maintenance work) and in other operating costs, after concession fees (down €1.2 million, and primarily relating to the collection and counting of cash, lighting, and in-house motorway monitoring), partly offset by an increase in net staff costs (up €0.4 million), due primarily to greater redundancy charges.

The modernisation and upgrades provided for in the new concession arrangement continued in 2012. Investment, which is down €6.4 million on 2011, regarded expansion of the Corso Malta toll station, the new toll station serving the area around the hospital, the installation of noise-absorbent barriers, safety barriers and development of the automation plan.

### **Società Italiana pA per il Traforo del Monte Bianco**

**Autostrade per l'Italia's interest: 51%**

SITMB holds the concession for the Italian section of the Mont Blanc Tunnel, covering a total of 5.8 km, whilst management of the entire tunnel (11.6 km) is the responsibility of GEIE

**Concession expiry: 31 December 2050**

Total revenue of €56.3 million is down 1.8% on 2011 (a fall of €1.0 million), due substantially to a reduction in toll revenue of €1.4 million, which reflects an overall decline in traffic of 5.2%, including reductions of 4.2% in heavy vehicles and 5.7% in light vehicles. The Intergovernmental Committee authorised a toll increase of 5.97% from 1 January 2011, including the average inflation rate for the period from 1 September 2009 to 31 August 2010 (an increase of 2.47%) and a third one-off increase of 3.5% applicable to the Fréjus and Mont Blanc tunnels in accordance with the joint declaration of the Italian and French ministers of infrastructure signed in Rome on 24 February 2009. The Italian operator's use of the revenue generated by this second component has yet to be decided on by the relevant ministries. As a result, the portion of the additional revenue generated by application of the 3.5% increase attributable to the Italian company has been temporarily accounted for in liabilities, and has not, therefore, been recognised in toll revenue.

EBITDA of €37.2 million is down €1.1 million, reflecting the above decline in revenue and substantially stable net operating costs.

Capital expenditure amounts to €3.1 million for 2012, up €1.4 million on 2011 due to increased work on motorway infrastructure.

### **Raccordo Autostradale Valle d'Aosta**

**Ordinary shares held by Società Italiana per Azioni per il Traforo del Monte Bianco: 58%<sup>(3)</sup>**

**Motorway sections operated under concession: Aosta-Val Veny section (32.3 km)**

**Concession expiry: 31 December 2032**

Total revenue of €16.3 million is up 9.1% or €1.4 million on 2011 and consists primarily of toll revenue (€15.5 million in 2012, compared with €14.4 million in 2011).

The increase in toll revenue primarily reflects a toll increase of 14.17% applied from 1 January 2012. Traffic is down 6.9% on the previous year, with heavy vehicles down 5.1% and light vehicles down 7.6%.

<sup>(3)</sup> Percentage of voting rights at ordinary general meetings.

EBITDA of €3.8 million is up €3.8 million on the previous year, reflecting the increase in toll revenue and a reduction in the cost of materials and external services, due above all to a reduction in maintenance work.

Capital expenditure amounts to €2.3 million for 2012 and almost entirely regards motorway infrastructure.

Net funds of €73.3 million are up €6.6 million on 2011.

#### **Pavimental**

**Autostrade per l'Italia's interest: 99.40%**

The company, which has traditionally operated as a motorway maintenance provider, is also engaged in carrying out projects involving the motorway infrastructure operated by Autostrade per l'Italia and the other operators. Since 2004 It has been engaged in carrying out a number of major infrastructure works for the Group and other customers.

Compared with 2011, revenue of €511.4 million is down €144.3 million (22.0%). This is primarily due to the lower volume of infrastructure construction work carried out for Autostrade per l'Italia and other customers (Società Autostrada Tirrenica and Autostrade Centropadane), following the completion of works. €44 million of the reduction also reflects adjustment of the discounts by the Ministry of Infrastructure and Transport in 2012, compared with the provisional discounts previously applied to infrastructure contracts with Autostrade per l'Italia and Società Autostrada Tirrenica carried out in the last three years.

EBITDA of €2.7 million (a margin of 0.5%) compares with the figure of €20.0 million (a margin of 3.1%) recorded in 2011.

The average workforce is down from 812 to 806 following closure of the Fiano Romano and Rosignano sites.

Investment in property, plant and equipment and intangible assets of €7.8 million in 2012 is down approximately 47% on the previous year, when the company invested in equipment to be used in infrastructure construction.

Net debt amounts to €41.5 million at the end of 2012, having fallen €41.6 million compared with 31 December 2011. This reflects a decline in working capital requirements compared with 2011.

#### **Spea Ingegneria Europea**

**Autostrade per l'Italia's interest: 100%**

The company supplies engineering services involved in the design, project management and controls connected to the upgrade and extraordinary maintenance of the Group's motorway network.

Revenue of €116.7 million in 2012 is down 20.9% (€30.8 million) on the previous year, primarily due to the lower volume of infrastructure design work carried out (down €32 million), above all in relation to the final designs for the Genoa Interchange on behalf of Autostrade per l'Italia and for the A12 Livorno-Civitavecchia for Società Autostrada Tirrenica. 91.5% of the company's revenue during the year has been earned on services provided to the Group.

EBITDA is €40.8 million for 2012, down €13.7 million on the previous year, primarily reflecting the above reduction in revenue, offset by reduced use of external consultants (down €12.2 million) and a decrease in staff costs (down €3.4 million).



### Telepass

Autostrade per l'Italia's interest: 96.15%

The company is responsible for operating motorway tolling systems providing an alternative to cash payments: the Viacard direct debit card and Telepass devices.

In 2012 the number of Telepass devices in circulation exceeded 8 million (up approximately 207,000 on 31 December 2011), with the number of subscribers of the Premium option totalling 1.6 million (up approximately 146,000 on 31 December 2011).

Revenue of €136.1 million in 2012 was primarily generated by Viacard subscription fees of €22.1 million (in line with 2011), Telepass fees of €90.8 million (up €4.3 million on 2011) and payments for Telepass Premium services of €12.0 million (up €1.6 million on 2011).

In order to provide a like-for-like basis for comparison, it should be noted that Telepass fees reported for 2011 reflect discounts, totalling €1.5 million, applied to Telepass Family customers to take account of the increased amount of VAT payable for motorway use prior to the date on which the increase in VAT from 20% to 21% came into force on 17 September 2011, in compliance with Law 148 of 14 September 2011.

Operating costs for the period total €45.6 million, significantly down on the previous year (a decline of €2.6 million or 5.4%).

Staff costs of €10.6 million are up €0.5 million on 2011.

The workforce as at 31 December 2012 totals 149.

EBITDA for 2012 amounts to €79.9 million, resulting in an EBITDA margin of 58.7%.

Total capital expenditure of €13.2 million primarily regards procurement of Telepass devices (€10.8 million).

### Autostrade Tech

Autostrade per l'Italia's interest: 100%

Autostrade Tech is a provider of Information Technology Systems, operating in Italy and overseas. It supplies systems used for tolling, traffic management and information, urban access controls, car parks and speed checks.

Total revenue of €77.2 million is generated primarily from the development and sale of payment, traffic management and safety technologies and systems to companies inside and outside the Group. The increase compared with 2011 is due to the sub-contract with Autostrade per l'Italia linked to the contract for the Eco-Taxe Poids Lourds project, partially offset by reductions in the volume of onboard units supplied to Telepass and in sales of tolling equipment.

EBITDA amounts to €23.9 million. Capital expenditure amounts to €2.3 million for 2012 and primarily regards intangible assets, above all development and software. The contraction compared with 2011 primarily reflects the purchase, during the previous year, of the right to use an unlimited number of "Rite" software licences utilised in tolling from Electronic Transaction Consultants (ETC).

## 3.2.2 International operations

### Chile

Autostrade per l'Italia is one of the leading motorway operators in Chile through the operator, Los Lagos, which holds the concession for a 135-km section between Rio Bueno and Puerto Montt, and Grupo Costanera, the Chilean holding company, which controls five operators responsible for a total of 178 km of motorway, including 98 km in the capital Santiago.

#### KEY PERFORMANCE INDICATORS FOR THE CHILEAN OPERATORS

[€m]	Revenue			EBITDA			Capex		
	2012	2011	% inc./[dec.]	2012	2011	% inc./[dec.]	2012	2011	% inc./[dec.]
Los Lagos	19.6	15.2	28.9%	9.3	8.0	16.3%	0.2	0.4	-38.1%
Grupo Costanera(*)									
Costanera Norte	56.9	n.a.	n.a.	41.1	n.a.	n.a.	0.2	n.a.	n.a.
Nororient	3.2	n.a.	n.a.	-0.1	n.a.	n.a.	0.0	n.a.	n.a.
Vespucio Sur	52.9	n.a.	n.a.	42.6	n.a.	n.a.	0.8	n.a.	n.a.
Litoral Central	1.7	n.a.	n.a.	-0.3	n.a.	n.a.	0.0	n.a.	n.a.
AMB	0.9	n.a.	n.a.	0.1	n.a.	n.a.	0.6	n.a.	n.a.

(\*) The figures only refer to the period of consolidation from 1 April to 31 December 2012.

#### TRAFFIC ON THE NETWORK OPERATED BY THE CHILEAN OPERATORS

	Traffic (millions of km travelled)			Traffic (thousands of journeys)		
	2012	2011	% inc./[dec.]	2012	2011	% inc./[dec.]
Los Lagos	515.9	467.2	10.4%	13,413	12,170	10.2%
Grupo Costanera						
Costanera Norte	920.1	883.0	4.2%	203,863	196,946	3.5%
Nororient	55.4	48.8	13.5%	4,675	4,140	12.9%
Vespucio Sur	724.9	665.9	8.9%	236,907	217,543	8.9%
Litoral Central	84.2	74.6	12.8%	3,358	2,970	13.1%
AMB	19.7	17.8	10.5%	8,570	7,756	10.5%
<b>Total</b>	<b>2,320.2</b>	<b>2,157.3</b>	<b>7.5%</b>	<b>470,786</b>	<b>441,525</b>	<b>6.6%</b>

### Los Lagos

During 2012 the Chilean operator, Los Lagos, registered a 10.4% increase in traffic in terms of kilometres travelled compared with 2011, marking growth of 12.0% in light vehicles and of 5.8% in heavy vehicles.

From 1 January 2012 the tolls applied by the Chilean operator, Los Lagos, rose 2.0%, reflecting the effect of:

- the inflation-linked increase of 3.9%;
- the rounding off of tariffs to the nearest 100 pesos (down 1.9%).

In 2012 Los Lagos recorded revenue of €19.6 million (€40.9 million including the portion

attributable to the guaranteed minimum and grants for motorway maintenance receivable under the concession arrangement], up 28.9% (19.6% on a constant exchange rate basis) on 2011 (€15.2 million). EBITDA of €9.3 million (€30.6 million including the above adjustments) is up 16.3% (8.5% on a constant exchange rate basis) compared with 2011 (€8.0 million).

#### Grupo Costanera

Grupo Costanera, the Chilean holding company controlled directly via Autostrade Sud America, wholly owns the following investments in Chilean motorway operators, consolidated in the Group's accounts as they are wholly owned direct and indirect subsidiaries from 1 April 2012:

- Costanera Norte SA, the holder of the concession (expiring 2033) for 42.5 km of road network in the city of Santiago in Chile;
- Autopista Nororiente SA, the holder of the concession (expiring 2044) for the 21.5-km north-eastern bypass in the city of Santiago;
- Autopista Vespucio Sur SA, the holder of the concession (expiring 2032) for the 23.5-km southern section of the orbital toll motorway serving the city of Santiago;
- AMB SA, the holder of the concession (expiring 2048) for the 10-km section of motorway linking Santiago to the city's international airport;
- Litoral Central SA, the holder of the concession (expiring 2031) for the 80.6-km toll motorway serving the cities of Algarrobo, Casablanca and Cartagena in Chile.

In accordance with the agreements of 19 April 2012, the sale of 49.99% of Grupo Costanera to Canada Pension Plan Investment Board (CPPIB), a leading Canadian pension fund, was completed on 3 August 2012 for a price of 560 billion Chilean pesos (equal to approximately €860 million at the euro/Chilean peso exchange rate on 1 April 2012).

#### Costanera Norte

During 2012 traffic using the motorway operated under concession by Costanera Norte rose 4.2% in terms of kilometres travelled compared with 2011. From 10 January 2012 the tolls applied on the section of motorway operated under concession were increased by a total of 8.0%, calculated under the concession arrangement on the basis of consumer price inflation in 2011 plus 3.5%.

From 1 April to 31 December 2012 (the period of consolidation) the company generated revenue of €56.9 million (€84.1 million including the portion attributable to the guaranteed minimum). EBITDA amounts to €41.1 million.

On 24 April 2012 Costanera Norte signed a preliminary agreement for the implementation of an investment programme named "Programma SCO" (Santiago Centro Oriente). The investment programme aims to upgrade and widen the section operated under concession. Work is scheduled to start at the beginning of 2013 and to be completed by July 2017. The total value of the work to be carried out is approximately €360 million.

#### Autopista Nororiente

Traffic on the section of motorway operated by the Chilean operator, Nororiente, was up 13.5% in terms of kilometres travelled in 2012, compared with 2011.

From 1 April to 31 December 2012 (the period of consolidation) the company generated revenue of €3.2 million (€13.3 million including the portion attributable to the guaranteed minimum). Negative EBITDA amounts to €0.1 million.

#### Vespucio Sur

The section of motorway operated by the Chilean operator, Vespucio Sur, registered an increase in traffic of 8.9% in terms of kilometres travelled in 2012, compared with 2011. In 2012 the company applied the annual toll increase of 8.0% (under the concession arrangement based on consumer price inflation in 2011, plus 3.5%).

(4) The remaining 50% is held by Ascendi-Mota Engil.

From 1 April to 31 December 2012 (the period of consolidation) the company generated revenue of €52.9 million. EBITDA amounts to €42.6 million.

#### AMB

The company registered traffic growth of 10.5% in terms of kilometres travelled in 2012, compared with 2011.

From 1 April to 31 December 2012 (the period of consolidation) the company generated revenue of €0.9 million. EBITDA amounts to €0.1 million

#### Litoral Central

The company registered traffic growth of 12.8% in terms of kilometres travelled in 2012, compared with 2011.

From 1 April to 31 December 2012 (the period of consolidation) the company generated revenue of €1.7 million (€8.5 million including the portion attributable to the guaranteed minimum and grants for investment in motorway infrastructure). Negative EBITDA is €0.3 million.

### Brazil

#### Atlantia Bertin Concessões

Autostrade per l'Italia is one of the leading motorway operators in Brazil through the joint venture established with the Bertin group on 30 June 2012, to which the two partners have contributed their respective investments in Brazilian motorway operators, which manage a total of 1,538 km of network under concession.

As a result of the transaction Autostrade do Brasil (a wholly owned subsidiary of the Atlantia Group) owns 50% plus 1 share of Infra Bertin Participações, a Brazilian holding company, which, through Atlantia Bertin Concessões, owns the following investments consolidated in the Atlantia Group's accounts:

- Triângulo do Sol, which holds the concession (expiring in 2021) for 442 km of motorway in the north east of the state of São Paulo;
- Rodovias das Colinas, the holder of the concession (expiring in 2028) for a total of 307 km of motorway network in the state of São Paulo, connecting the cities of Campinas, Sorocaba and Rio Claro;
- Nascentes das Gerais, the holder of the concession (expiring in 2032) for a total of 372 km of motorway in the state of Minas Gerais, serving Betim, São Sebastião do Paraíso and Belo Horizonte.

Atlantia Bertin Concessões SA also has an option to acquire a 100% interest in Infra Bertin Empreendimentos SA, which holds the 95% of SPMAR owned by the Bertin group. SPMAR holds the concession to operate a part of the Rodoanel, the 105-km orbital toll motorway serving São Paulo, of which approximately 60 km is in operation, with the remainder under construction.

#### Atlantia Bertin Participações

The above transaction also resulted in the creation of Atlantia Bertin Participações, a second Brazilian holding company established by the Atlantia Group (50% minus 1 share) and the Bertin group (50% plus 1 share). This company owns 50% of Tietê<sup>(4)</sup>, the holder of the concession for 417 km of motorway in the state of São Paulo, in the area between Bauru and Campinas, expiring in 2039.

The agreements entered into with the Bertin group envisage the contribution of the interest in Tietê to Atlantia Bertin Concessões SA following receipt of the necessary clearance.

## KEY PERFORMANCE INDICATORS FOR THE BRAZILIAN OPERATORS

[€m]	Revenue			EBITDA			Capex		
	2012	2011	% inc./[dec.]	2012	2011	% inc./[dec.]	2012	2011	% inc./[dec.]
Triângulo do Sol (*)	139.5	71.6	n.a.	101.7	51.8	n.a.	6.9	1.4	n.a.
Rodovias das Colinas (**)	78.9	n.a.	n.a.	49.3	n.a.	n.a.	10.0	n.a.	n.a.
Nascentes das Geraís (**)	16.7	n.a.	n.a.	11.6	n.a.	n.a.	11.7	n.a.	n.a.

(\*) The figures only refer to the period of consolidation from 1 July 2011 to 31 December 2012.

(\*\*) The figures only refer to the period of consolidation from 1 July 2012 to 31 December 2012.

## TRAFFIC ON THE NETWORK OPERATED UNDER CONCESSION IN BRAZIL IN 2012

	Traffic (millions of km travelled)			Traffic (thousands of journeys)		
	2012	2011	% inc./[dec.]	2012	2011	% inc./[dec.]
Triângulo do Sol	1,395.8	1,308.0	6.7%	20,340.0	19,079.0	6.6%
Rodovias das Colinas	1,921.4	1,829.1	5.0%	35,744.0	34,017.0	5.1%
Nascentes das Geraís	755.7	730.9	3.4%	12,188.6	11,789.0	3.4%
<b>Total</b>	<b>4,072.9</b>	<b>3,868.0</b>	<b>5.3%</b>	<b>68,272.6</b>	<b>64,885.0</b>	<b>5.2%</b>
Tiêtê	1,268.2	1,240.2	2.3%	26,185.6	25,600.0	2.3%

### Triângulo do Sol

Traffic on the network operated by Triângulo do Sol rose 6.7% in terms of kilometres travelled in 2012, compared with 2011. Tolls were increased from 1 July 2012 based on the inflation rate for the previous 12 months.

Triângulo do Sol generated revenue of €139.5 million in 2012. EBITDA amounts to €101.7 million.

### Rodovias das Colinas

In terms of kilometres travelled, traffic on the motorways operated by the operator, Rodovias das Colinas, rose 5.0% in 2012, compared with 2011. Tolls were increased from 1 July 2012 based on the inflation rate for the previous 12 months.

In the second half of 2012 (the period of consolidation) Colinas generated revenue of €78.9 million. EBITDA amounts to €49.3 million.

### Nascentes das Geraís

In terms of kilometres travelled, traffic on the motorways operated by the operator, Nascentes das Geraís, rose 3.4% in 2012, compared with 2011. Tolls were increased from 13 June 2012 based on the inflation rate for the previous 12 months.

In the second half of 2012 (the period of consolidation) Nascentes das Geraís generated revenue of €16.7 million. EBITDA amounts to €11.6 million.

## Poland

### Stalexport Autostrady

The Polish operator, Stalexport Autostrada Malopolska, recorded a 6.3% decline in kilometres travelled in 2012, compared with 2011, with light vehicles down 2.2% and heavy vehicles falling 22.8%. In the case of heavy vehicles, the reduction primarily reflects the transfer, from 1 July 2011, from a shadow tolling system to direct tolling, whilst the figure for light vehicles was affected by a 12.5% increase in tolls from 1 March 2012.

The Stalexport Autostrady group generated total revenue of €45.0 million in 2012 (including toll revenue of €42.7 million), marking an increase of 0.4% (up 2.1% on a constant exchange rate basis) compared with 2011.

EBITDA of €33.2 million is up 3.8% (5.6% on a constant exchange rate basis) compared with 2011 (€32.0 million).

The Stalexport group's capital expenditure in 2012 amounted to €19.4 million, up 14.1% on 2011 (€17.0 million).

## France

### Ecomouv'

On 20 October 2011 Autostrade per l'Italia, via the project company, Ecomouv' Sas (in which Autostrade per l'Italia holds a 70% interest) signed a partnership agreement with the French Ministry of Ecology, Sustainable Development, Transport and Public Housing (MEEDE) for the implementation and operation of a satellite-based tolling system for heavy vehicles weighing over 3.5 tonnes on approximately 15,000 km of the country's road network (the so-called Eco-Taxe Poids Lourds project).

The contract envisages total investment of approximately €650 million and total revenue of €2.8 billion over the 13 years and 3 months of the concession term. There will be an initial 21-month design and construction phase, followed by operation and maintenance of the tax collection system for 11 and a half years.

As part of the design and construction phase, by the end of 2012 Ecomouv's capital expenditure, relating primarily to development of the tolling system, the central system and the control system, had reached €296.6 million.

Ecomouv' and the MEEDE worked together in October 2012 on a revision of intermediate project milestones whilst maintaining the system completion date of 20 July 2013 (Plan d'Aménagement). This work, which was conducted with respect to the timing of the project's general execution schedule, followed an iterative process to establish general and detailed system specifications and was four months longer than contractually agreed, resulted in the issuance by the French government in August 2012 of a revised version of the Guide des Procédures (the operating procedures for the collection of tolls required by French customs that are needed for development of the system).

Subsequently, whilst Ecomouv' continued system development, the French government worked on the legal framework required to charge the Eco-Taxe which is, to date, still in progress.

On 24 January, Ecomouv' and the MEEDE separately appeared before the Senate to present the project's state of completion and clarify, among other things, the methods and time needed for the arrangement of the Eco-Taxe service.

The Director General of the MEEDE subsequently advised Ecomouv' on 13 February 2013 that the Senate had unanimously approved the amendment cancelling the Eco-Taxe in Alsace on 12 February, but that a second vote on the same amendment was still required in the Assemblée Nationale. The Director General also emphasised the political necessity to strengthen and prolong the system's experimental phase prior to its commissioning, in consequence of the cancellation of the system in Alsace, and to avoid the system being commissioned during the holiday period, a requirement that Minister Cuvillier, the head of the MEEDE, had already publicly announced.

Ecomouv' provided the Ministry with the internal system testing report ("Recette") on 18 February 2013, thus meeting an essential milestone pursuant to the Plan d'Aménagement: completion of the Recette by 15 February 2012.

The Recette report identified certain defects found during internal testing, which, in Ecomouv's opinion, did not prejudice the overall functioning of the device, its repair and the contractual implementation schedule for the commencement of testing (Vérification d'Aptitude au Bon Fonctionnement - VABF) by the State in a designated area in time for completion according to contract.

The Minister in charge of the MEEDE made an announcement on 28 February, making official the French government's desire to cancel the Alsace trial in favour of nationwide, voluntary trials to start in July and to commission the system on 1 October 2013.

The Minister formally requested Ecomouv', on the same date, to correct the defects it had reported in the Recette (internal testing) and to conduct additional testing to assure system reliability prior to commencing the VABF, also in an effort to reduce test times.

The Minister also requested a new test and national trial plan until system delivery, as a result of elimination of the Alsace trial and ensuring a reasonable test period.

Ecomouv' will consider the Minister's request, bearing in mind that the revision of the delivery schedule will also require the approval of the lenders in order to avoid financing problems.

## United States of America

### Electronic Transaction Consultants

Electronic Transaction Consultants (ETC) is one of the leading US providers of systems integration, hardware and software maintenance, customer services and consultancy in the field of free-flow electronic tolling systems. Via its subsidiary, Autostrade dell'Atlantico, Autostrade per l'Italia holds a 61.41% interest in the company.

On 13 July 2012 Autostrade per l'Italia, via Autostrade dell'Atlantico, approved disbursement of a loan to ETC to help it through a liquidity crisis caused by certain problems with a number of contracts. The loan, amounting to up to US\$30 million, has a term to maturity of 4 years (July 2016), with the option of conversion at maturity, subject to recognition of the option right for the other shareholders.

ETC generated revenue of €46.1 million in 2012, marking an increase of 12.2% (3.4% on a constant exchange rate basis) compared with 2011 (€41.1million). Negative EBITDA of €3.4 million has deteriorated from the positive result of 2011 (€1.3 million).

Following the withholding of payment by the Miami Dade Expressway Authority ("MDX") for the on site and office system management and maintenance services provided by ETC, and after a failed attempt at mediation as required by the service contract, on 28 November ETC petitioned the Miami Dade County Court in Florida to order MDX to settle unpaid claims amounting to over US\$30 million and damages for breach of contract.

MDX, in turn, notified ETC of its decision to terminate the service contract and sue for compensation for alleged, yet unquantified, damages for breach of contract by ETC.

Litigation is currently pending and pre-trial hearings are currently awaited. The court is expected to rule by the end of the first half of 2014.

### 3.3 Research, development and innovation

The Group's innovation, research and development activities aim to offer innovative, technologically advanced solutions designed to:

- boost service quality, in terms of safety and traffic flow, by improving the network through its upgrade, modernisation, maintenance and monitoring;
- improve management of the network and the efficiency of transport through the development of dedicated information systems;
- minimise the impact of motorway operations right from the start of the design process, by managing the infrastructure in a sustainable manner in accordance with European and national objectives.

Innovation, research and development activities, some of which are long-term in nature, are undertaken by the relevant departments within Autostrade per l'Italia, in cooperation with other Group companies, in collaboration with research centres and universities and, on occasion, in partnership with other companies.

The following projects entered the application phase during 2012:

- SET (Sistema Europeo di Telepedaggio, European Tolling System) systems in compliance with Directive 52/2004 and Decision 750/2009;
- an integrated platform for controlling and regulating access to town centres: extension to tour buses;
- extension of the Telepass system to car park access: Naples and Bologna airports;
- bridge and viaduct monitoring systems: assessment of the seismic vulnerability of network infrastructure;
- new company platform, capable of incorporating, condensing and visualising, in a geographical context, the different types of georeferenced information handled by the company;
- the development of systems for managing winter operations: systems for tracking and monitoring and operating procedures (handling chlorides).

The most important projects in progress regard:

- a free-flow multilane tolling system based on the Telepass onboard unit and the automated scanning of registration plates;
- the development of an information system for monitoring traffic and accidents to improve traffic management and the planning of road works;
- a new satellite-based tolling system;
- technological improvements to the Safety Tutor system;
- a monitoring and early warning system to reduce hydrogeological risk in order to protect people, including the circulation of information;
- a platform for the multichannel diffusion of georeferenced information linked to infomobility and infotainment;
- new-generation wireless devices for emergency communication in tunnels, in compliance with Legislative Decree 264/2006;
- the use of new robotic technologies (drones) with a low impact on traffic flow to carry out close-up inspections;
- a system for managing technical and energy efficiency, maintenance and safety in road tunnels, capable of responding to traffic conditions and the behaviour of road users.

These activities also include those carried out in relation to the preparation of European or national research, development and innovation programmes and the establishment of transport-related regulations, such as safety, the implementation of intelligent transport and automated tolling systems, by participating in bodies and associations at regional, national and European level.

Autostrade per l'Italia's total expenditure on innovation, research and development in 2012 amounts to €3.9 million.

This sum represents the total amount spent by Autostrade per l'Italia on research and development, including operating and staff costs and investment.



## 3.4 Workforce

As at 31 December 2012 Autostrade per l'Italia employs 5,737 staff on permanent contracts and 95 temporary staff, making a total workforce of 5,832 (down 124 compared with the 5,956 of 2011).

The following changes have taken place:

- the recruitment of staff to fill specific roles in certain headquarters departments (up 20), above all in IT and for the management of overseas operations;
- a reduction in manual workers (down 31);
- a reduction in toll collectors (down 113).

The average workforce has fallen from 5,710 in 2011 to 5,646 in 2012, a reduction of 64 on average (down 1.1%).

The reduction primarily reflects the decision not to replace toll collectors leaving the Company, partly offset by the above recruitment of headquarters staff.

Staff costs for 2012, after deducting capitalised expenses, total €370.3 million (€366.5 million in 2011), marking an increase of €3.8 million (up 1.1%).

Before capitalised expenses, which are up €2.2 million, staff costs total €386.1 million (down 0.2% or €0.9 million on the €387.0 of 2011, after stripping out the release, in 2011, of surplus provisions following closure of the three-year management incentive plan for the period 2008-2010).

This reflects:

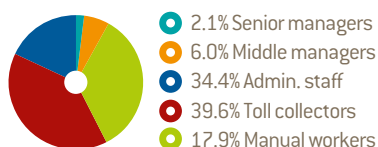
- the above reduction of 64 in the average workforce (down 1.1%);
- a 0.4% reduction in other staff costs, primarily due to an increase in the reimbursement of costs incurred for personnel seconded to other Group companies, partially offset by a rise in early retirement incentives;
- an increase in the average unit cost (up 1.3%), essentially due to contract renewals, partly offset by a reduction in the use of temporary staff.

### PERMANENT STAFF

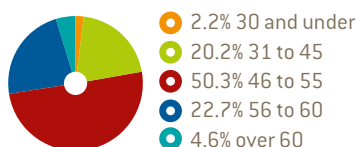
	31 Dec 2012	31 Dec 2011	Increase/(Decrease)	
			Absolute	%
Senior managers	119	117	2	1.7%
Middle managers	344	346	-2	-0.6%
Administrative staff	1,971	1,934	37	1.9%
Manual workers	1,030	1,055	-25	-2.4%
Toll collectors	2,273	2,355	-82	-3.5%
<b>Total</b>	<b>5,737</b>	<b>5,807</b>	<b>-70</b>	<b>-1.2%</b>

## Distribution of Autostrade per l'Italia's workforce

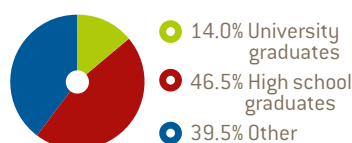
### DISTRIBUTION OF PERMANENT STAFF BY CATEGORY/POSITION



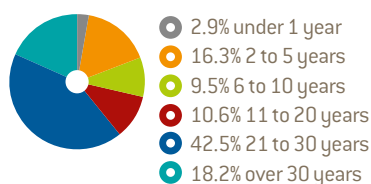
### DISTRIBUTION OF PERMANENT STAFF BY AGE RANGE



### DISTRIBUTION OF PERMANENT STAFF BY EDUCATIONAL QUALIFICATION



### DISTRIBUTION OF PERMANENT STAFF BY LENGTH OF SERVICE



## TEMPORARY STAFF

	31 Dec 2012	31 Dec 2011	Increase/(Decrease)	
			Absolute	%
Senior managers	-	-	-	-
Middle managers	-	-	-	-
Administrative staff	31	48	-17	-35.4%
Manual workers	1	7	-6	-85.7%
Toll collectors	63	94	-31	-33.0%
<b>Total</b>	<b>95</b>	<b>149</b>	<b>-54</b>	<b>-36.2%</b>

## AVERAGE WORKFORCE

	2012	2011	Increase/(Decrease)	
			Absolute	%
Senior managers	121	118	3	2.7%
Middle managers	344	342	2	0.5%
Administrative staff	1,941	1,914	27	1.4%
Manual workers	1,035	1,056	-21	-2.0%
Toll collectors	2,205	2,280	-75	-3.3%
<b>Total</b>	<b>5,646</b>	<b>5,710</b>	<b>-64</b>	<b>-1.1%</b>

## Staff development and training

Autostrade per l'Italia's approach to development is merit-based, designed to create career paths in keeping with the various areas of business and differentiated on the basis of aptitude and motivation, performance and development potential.

The objectives pursued in 2012, partly through career development, were:

- to add to and enhance experience, specialist know-how and innovation, identifying, valuing and retaining talented people at all levels of the organisation;
- to implement Talent Management processes based on the assessment of performance and potential and identification of career paths in line with individuals' skills, assigning them increasingly complex activities and responsibilities;
- to share and enhance technical and specialist know-how by arranging for teams with differing cultures, experience and seniority to work together.

To more effectively direct investment in the development of talented people and the offer of structured career paths, the Company identifies and monitors high-potential staff using Performance Management systems designed to assess performance and potential, MBO schemes that aim to encourage individuals to contribute to the achievement of the objectives, interviews and meetings forming an integral part of human resources management.

## Performance Management 2012

The Performance Management system aims to reinforce an appraisal culture centred around measuring results, developing the careers of the staff involved and guiding individual performances towards the Company's strategic goals.

The commitment to extending the system continued in 2012, with the number of people involved rising 26% by making the process accessible to all permanent staff. The previous model, which only envisaged the involvement of middle managers, Professionals and Junior Professionals (young graduates), has thus evolved.

1,213 people were involved in 2012 (961 appraisees and 252 appraisers).

## Assessment of potential

The assessment of potential at Autostrade per l'Italia aims to identify career potential and make staff more aware of their strengths and areas for improvement.

78 staff were included in Assessment programmes in 2012.

The table shows the degree of coverage of the Assessments of Potential.

### POPULATION

	Coverage 2011	Coverage 2012
Junior Professionals (young graduates)	67%	72%
Developing Professionals (young graduates with 5-10 years of experience)	65%	77%

## Road Map project - Succession Planning for area offices

The "Road Map" project aims to identify people capable of taking up key roles in the organisation at local level over the short and medium term.

The most important criterion for accessing the programme is a willingness to move around the country, together with the acquisition of a range of experiences that have enabled people to develop an ability to manage complex situations.

In 2012, all job vacancies regarding critical positions at area offices were filled from within the Group.

## The *Autostrade per la Conoscenza* ("Autostrade for Knowledge") project

Autostrade per l'Italia is committed to enhancing, developing and spreading know-how by boosting its collaboration with universities.

*Autostrade per la Conoscenza* thus offers students an opportunity to develop and showcase their skills, and ensures that the best have a chance to emerge.

The project is run in partnership with leading Italian universities (the polytechnics in Turin, Milan and Bari; the engineering faculties at the universities of Bologna, Florence, Rome “La Sapienza” and “Tor Vergata”, Naples “Federico II”, Pisa and Pavia; Bocconi and Luiss Guido Carli universities regarding economics and management). The project takes the form of:

- initiatives for undergraduates;
- initiatives for post-graduates;
- collaborations with Centres of Excellence.

86 scholarships were awarded for the 2011/2012 academic year in 2012.

## Training

Training plays a key role in career development, process innovation and in achieving business targets.

The various training programmes on offer aim to meet the different training requirements of departments and individuals:

- Organisational skills;
- Technical - Specialist;
- IT - Technology;
- Languages;
- E-learning;
- On-the-job training.

The process of registering requirements is fully computerised and managed by a Training Web Portal. This makes it possible to publicise and give staff access to the catalogue of training programmes during the year.

The ongoing support provided by internal trainers also involves the design of ad hoc courses should it be necessary to create and design “tailor-made” training solutions to meet specific needs. Some training is “on-the-job”, with the support of managers and in-house experts, who have specific technical know-how and work experience.

During 2012 the Company continued to invest heavily in an effort to capitalise on this technical and professional know-how, further enlarging and enhancing the group of specially trained tutors by running “train the trainer” programmes. The process of recruiting trainers and enlarging the group also continued in 2012.

The following figures provide an overview of training initiatives:

- 27,700 hours of training (excluding safety training);
- expenditure of €0.73 million, in addition to the in-house personnel employed directly in running the courses;
- 4,210 staff involved overall.

Occupational Health and Safety training amounts to 24,100 hours. Including these courses, the Company provided a total of 51,800 hours of training in 2012, investing a total of €0.98 million.

## Remuneration system

On 14 June 2012 Atlantia's Board of Directors, on the recommendation of the Human Resources and Remuneration Committee and also, pursuant to art. 2389 of the Italian Civil Code, with the agreement of the Board of Statutory Auditors, selected the beneficiaries for the second award cycle for the share incentive plans adopted by Atlantia.

These plans regard:

- The 2011 Share Option Plan entails the award of options free of charge in three annual award cycles (2011, 2012 and 2013). The options grant beneficiaries the right to purchase the Parent Company's ordinary shares held in treasury, in accordance with the Plan terms and conditions described in the Information Memorandum, prepared pursuant to art. 84-bis, paragraph 1 of the Regulations for Issuers and available for inspection on the Parent Company's website at [www.atlantia.com](http://www.atlantia.com). 9 beneficiaries, including Directors and senior managers within the Group, were selected in the second award cycle (8 in the first cycle).
- The 2011 Share Grant Plan entails the award of units free of charge in three annual award cycles (2011, 2012 and 2013). Each unit grants beneficiaries the right to receive, free of charge, 1 of the Parent Company's ordinary shares held in treasury, in accordance with the Plan terms and conditions described in the Information Memorandum, prepared pursuant to art. 84-bis, paragraph 1 of the Regulations for Issuers and available for inspection on the Parent Company's website at [www.atlantia.com](http://www.atlantia.com). 38 beneficiaries, including Directors and senior managers within the Group, were selected in the second award cycle (36 in the first cycle).
- The 2011 MBO Share Grant Plan, serving as part payment of the annual bonus for the achievement of objectives assigned to each beneficiary under the MBO plan adopted by the Group, entails the annual grant of units free of charge. Each unit grants beneficiaries the right to receive, free of charge, 1 of the Parent Company's ordinary share held in treasury, in accordance with the Plan terms and conditions described in the Information Memorandum, prepared pursuant to art. 84-bis, paragraph 1 of the Regulations for Issuers and available for inspection on the Parent Company's website at [www.atlantia.com](http://www.atlantia.com). 9 beneficiaries, including Directors and senior managers within the Group, were selected in 2012 (9 in 2011).

The above Plans are in addition to the 2009 Share Option Plan approved by the Annual General Meeting of Atlantia's shareholders on 23 April 2009. The beneficiaries of this Plan were 11 managers and Directors from within the Atlantia Group. The Plan terms and conditions entail the award of a certain number of options, granting beneficiaries the right, under certain conditions, to purchase the Company's ordinary shares previously held as treasury shares.

On 24 April 2012, the Annual General Meeting of Atlantia SpA's shareholders, meeting in extraordinary session, approved the proposal to implement a bonus issue, pursuant to art. 2442 of the Italian Civil Code, of up to a maximum par value of €31,515,600.00, via the issue of 31,515,600 new ordinary shares, ranking equally in all respects with the existing issued ordinary shares.

Subsequently, on 14 June 2012 Atlantia's Board of Directors made specific non-discretionary changes of a purely mathematical nature, with the aim of reinstating the conditions applicable prior to the bonus issue and ensuring that the transaction would not have any effect on the beneficiaries of the 2009 Share Option, 2011 Share Option, 2011 Share Grant and 2011 MBO Share Grant plans.

The Group's MBO incentive scheme, offering beneficiaries an annual cash bonus based on the objectives assigned and achieved, involved 166 senior managers and 631 middle managers and administrative staff with roles of responsibility in 2012.

## Organisational model

A total of 40 internal procedures were either issued or updated in 2012 in response to the regulatory or organisational changes introduced.

In particular, the principal areas regarded environmental protection; the procurement process (regarding both private purchases and tenders), and the Consolidated Finance Act.

In the first quarter of 2012 Autostrade per l'Italia took steps to strengthen its corporate communication and brand marketing and development, setting up an External Relations, Corporate Affairs and Marketing department.

The Service Areas department was also created in this period in order to manage commercial relations and the development of service areas.

At the end of 2012 steps were taken to bring certain activities in-house at certain of Autostrade per l'Italia's offices in Rome, Florence and Section Departments, with the aim of:

- identifying efficiencies within the Company;
- insourcing value added activities currently carried out by external providers;
- making improved use of the Company's resources.

The project identified 52 activities currently managed by external providers (maintenance, of a technical and engineering nature, administration and accounting, customer care and general services). The process of bringing most of these activities in-house, which will be completed in 2013, has begun.

## Industrial relations

On 22 May 2012 the following agreements were concluded with the national unions:

- Productivity Bonus: based on the results achieved in 2011, grade "C" personnel are to receive a basic total gross amount of €2,030. This sum was paid in two tranches in March and July 2012;
- a significant reorganisation of a number of key areas. In brief:
  - new opening hours for Punto Blu customer care offices;
  - reorganisation of Plant Operations, in order to improve maintenance of network plant and equipment and aid in the retraining of personnel;
  - a new automation plan, with the introduction of further automated toll booths;
- a new Industrial Relations Protocol, implementing the current industrial relations system, in order to promote further engagement and dialogue between social partners.

Negotiations at national level resulted in the Agreement of 24 July 2012, establishing:

- the Articles of the Bilateral Entity - provided for in the renewed national collective labour contract of 4 August 2011 - and further steps needed before the organisation can be fully operational;
- additions to the regulations governing apprenticeships, in response to the reforms introduced (Legislative Decree 167/2011; the Multi-Industry Agreement of 18 April 2012).

## Health and safety

Certification of the Health and Safety at Work Management System for all Autostrade per l'Italia's activities and places of work was confirmed in the first half of the year. The process of raising awareness and developing a safety culture among employees and the contractors who work on the network continued, including the implementation of innovative projects and the "Safety Walks", aimed at all operating personnel.

Mandatory Health and Safety at Work training continued. More than 3,500 people from the various categories were involved in over 24,000 hours of training. The principal Health and Safety training initiatives included:

- an online multimedia course completed by 1,489 toll collectors, who passed an assessment test;
- a "Safe Driving" course at the Vallerlunga training centre near Rome for 136 traffic officers;
- nine training sessions on "Obligations connected to service, construction and supply contracts" for 244 managers (a duration of 4 hours).

Training courses also started for Safety Coordinators during Road Works and Safety Coordinators during the Design Phase.

As provided for in the Group's Health and Safety Monitoring Plans, climate surveys were carried out to check that places of work meet the related requirements: microclimate measurements, lighting, noise and vibrations, the sampling of air pollutants and the presence of radon gas. In line with recent regulations, confined spaces have been classified and related procedures drawn up, in addition to biological and chemical samples being taken. The IT platform for safety management, SAFE, was implemented with the addition of Individual Protection Devices, Health Surveillance, Training and Risk Assessment Documents.

The "Safety Academy" project saw training provided for 80 companies operating on the motorway network, with the aim of improving their safety performances.

## Environment

In the second half of 2012 the ISO 14001 Environmental Management model for all activities carried out by Section Departments was completed. Verifications continued through the System Audits. Certification of the design and installation of facilities and equipment located along roads and motorways (variable Message Panels), carried out by an accredited body, was issued in April.

## 3.5 Sustainability

For Autostrade per l'Italia sustainability is the primary objective of everything the Company does: the creation of value for all stakeholders through an integrated approach to the three main aspects of sustainability, economic, social and environmental. In pursuing this aim, Autostrade per l'Italia abides by the principles of transparency, rigour and ethics, respecting people's right to freedom and equality and combating all forms of discrimination and corruption. Its strategy focuses on protecting health and safety at work, safeguarding the environment, promoting community development initiatives, constantly seeking opportunities to engage with all stakeholders, developing people, improving the safety and quality of the services provided to customers, investing in new technologies and boosting energy efficiency. As a result of its commitment to sustainability, Atlantia, the Group holding company, was again rewarded in 2012 with reconfirmation of the Group's membership of the prestigious Dow Jones Sustainability World Index, which ranks the world's best companies on the basis of economic, environmental and social criteria. Atlantia ranked as one of the best performers in the transport and infrastructure sector. The Parent Company has also been included once again in the Dow Jones Sustainability Europe Index, which ranks the performances of Europe's leading companies. The Group's continued membership of the Dow Jones Sustainability Index is reward for its commitment to making significant progress in terms of safety, transparency and respect for the environment, and achieving ongoing and progressive improvements in its performance in line with its stakeholders' expectations. The results of the Atlantia Group's commitment to sustainability in 2012, which are reported in brief below based on the three dimensions of sustainability (economic, social and environmental), are contained in the Sustainability Report 2012, which is available on the website at [www.autostrade.it/sostenibilita](http://www.autostrade.it/sostenibilita).

### Economic responsibility

The Group believes that the creation of value for the various categories of stakeholder is the most important goal in terms of economic responsibility. Distribution of the value generated among stakeholders is measured in terms of Distributable Integrated Added Value (DIAV), which is calculated by subtracting operating costs and other expenses from the gross value of production, which includes toll revenue in Italy and overseas, the portion attributable to the Grantor in Italy and other operating income, operating costs and other expenses.

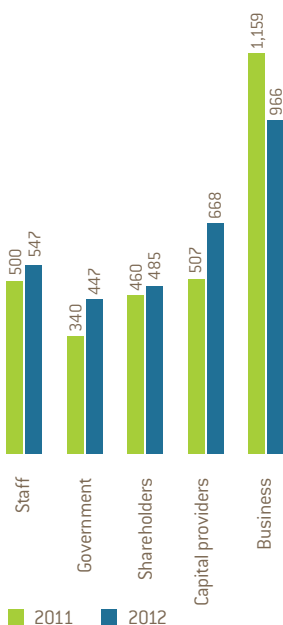
#### STATEMENT OF DIAV

(€m)	2012	2011	% inc./[dec.] 12/11
Net toll revenue	3,047	2,896	5%
Profit attributable to third-party entities	345	375	-8%
Other operating income	642	631	2%
<b>Gross value of production</b>	<b>4,034</b>	<b>3,902</b>	<b>3%</b>
Operating costs	-1,034	-993	4%
<b>Integrated added value</b>	<b>3,000</b>	<b>2,909</b>	<b>3%</b>
Adjustments	113	58	95%
<b>Distributable integrated added value</b>	<b>3,113</b>	<b>2,967</b>	<b>5%</b>

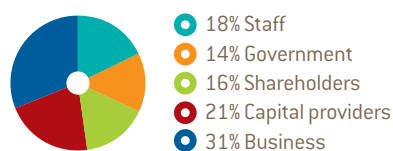
Amounts for 2011 have been restated with respect to the published financial statements, reflecting completion of the process of identifying the fair value of the assets and liabilities of Triangolo del Sol at the acquisition date [1 July 2011] and consolidation of Autostrada Torino-Savona's results in accordance with IFRS 5. Further details are provided in the section, "Consolidated financial review", in Atlantia's Annual Report for 2012.



## BREAKDOWN OF DIAV 2011-2012



## 2012 DIAV BREAKDOWN



The DIAV of €3,113 million generated in 2012 is up 5% on the figure for 2011. This was distributed to the Group's stakeholders as follows:

- the largest portion, 31% of the total, amounting to €966 million, was kept by the Group and used to finance its operations; €668 million (21% of the total) was paid to capital providers as interest on borrowings, after deducting financial income;
- 16% of DIAV was paid to shareholders in the form of dividends of approximately €485 million;
- approximately €447 million (14% of the total) was transferred to the government in the form of direct and indirect taxation and social security contributions. The government as stakeholder also received approximately €85.4 million in concession and sub-concession fees and €345 million in additional concession fees paid from toll revenue;
- staff accounted for 18% (€547 million) in salaries, wages, post-employment benefits, provisions for incentives and other costs.

## Social responsibility

Social responsibility is an integral part of the Group's strategy, leading the Group to focus on how its activities affect all members of society and engage in dialogue with stakeholders with an interest in and involved in the Group's activities.

Unless otherwise indicated, the social data shown below refer to the Group's Italian and overseas operations, with the exclusion of the Chilean and Brazilian companies consolidated for the first time in the last 12 months (Rodovias das Colinas, Nascentes das Gerais and Grupo Costanera) and Autostrade Indian Infrastructure Development Private Limited, whose Operation & Maintenance contract is not yet operational.

### Workforce

All Group companies operate in Italy and overseas in full compliance with the rights established by law and in labour contracts, and without any discrimination on the basis of gender, race, nationality or religion.

Every member of the workforce is required to be informed of and comply with Atlantia's Code of Ethics, the document setting out the essential core values underpinning the Group's corporate culture. With the aim of improving quality of life for its staff, in addition to the more traditional measures already taken (such as, for example, flexitime working, health insurance and pension provision, services designed to help commuters and sustainable transport), the Group has over the years adopted a series of initiatives targeting employees and their families, in order to help them achieve a better work-life balance and boost the welfare of the workforce.

### Customers

Autostrade per l'Italia is committed to achieving ongoing improvements in service quality for motorway users, continually raising safety standards and improving traffic flow, assistance and access to the network it manages in Italy and overseas. This is done through both the upgrade, modernisation and maintenance of the motorway network, and more efficient management of operations such as, for example, the planning of road works and the rapid removal of damaged vehicles after accidents, as well as information and prevention campaigns aimed at promoting safer driving behaviours.

The Group global accident rate in Italy continued to decline in 2012, decreasing to 32.2 from the 33.8 of the previous year, whilst the fatal accident rate was up, rising from 0.28 in 2011 to 0.35 in 2012 (the number of deaths per 100 million kilometres travelled). As regards traffic flow in Italy, the Total Delay indicator (the number of hours spent in traffic queues) has fallen significantly, down 32.1% compared with 2011. This reflects a reduction in the total number of kilometres travelled and in accidents, the opening to traffic of upgraded motorway and new infrastructure (third lanes on the A9 and A14 motorways and the opening of new junctions on the A14) and the reduced impact of maintenance work on traffic.

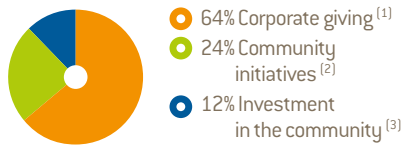
### Government and the community

At government level in Italy, the Group's main counterparties are ministries, parliamentary committees, regulatory and supervisory bodies and, more in general, national and local politicians.

Relations with international institutions are also of great importance, as they establish the principles, overall objectives and strategies on which EU transport policy is based, as well as issuing specific directives regarding issues directly and indirectly linked to the motorway business.

Community relations are one of the main tools available to the Group in implementing the sustainability policies linked to its business: in operating the motorway network in keeping with the characteristics of the surrounding area and in carrying out works that enhance the environment, even when not directly connected to the impact of the motorway network. The Group's humanitarian, scientific, cultural, sporting and social initiatives also play an important role, whether implemented independently or in collaboration with national and international entities and bodies. Over time such initiatives have become more than a simple question of corporate giving, having increasingly taken the form of projects designed to culturally enrich the people and communities involved and spread the adoption of sustainable behaviours. Around €5.8 million was spent on this type of initiative in 2012, as shown beside.

#### COMMUNITY EXPENDITURE 2012



1) Funding for social responsibility projects, charity, donations and contributions to foundations.

2) Social promotions, some in partnership with humanitarian organisations, and sponsorship of cultural, sporting, social and scientific events.

3) Information, awareness and community engagement campaigns (road safety, traffic, progress on the planned upgrade of motorways, etc.), works linked to the construction of new infrastructure (secondary roads, road signs, the reinstatement of green space and the replanting of trees, etc.).

### Suppliers

Autostrade per l'Italia's main suppliers are businesses that provide goods and services and those involved in the construction of new infrastructure and maintenance of the existing network, and companies that supply technology used in developing automated tolling systems. The process of selecting, assessing and monitoring suppliers of goods and services in the highest risk categories starts with a prequalification phase, in which the financial, technical and organisational aspects of each supplier are assessed prior to their inclusion in the Register of Suppliers. All the Group's suppliers must commit to complying with the Group's Code of Ethics and Conduct on their own behalf and on behalf of any authorised sub-contractors, consultants and employees. In addition, all the contracts entered into include specific clauses requiring the supplier to meet a series of social obligations relating, for example, to health and safety at work and protection of the environment, such as the methods used for disposing of waste and scrap.

Companies included in the Register, and who have received orders, are as a rule monitored during the supply process via a Vendor Rating system and quality controls on delivery (binding if the purchased goods are to be accepted and utilised).

## Environmental responsibility

Unless otherwise indicated, the environmental information and data shown below refers to the Group's Italian and overseas operations, with the exclusion of the Chilean and Brazilian companies consolidated for the first time in the last 12 months (Rodovias das Colinas, Nascentes das Gerais and Grupo Costanera) and Autostrade Indian Infrastructure Development Private Limited, whose Operation & Maintenance contract is not yet operational.

The Group is fully aware of the impact of its activities on the environment.

In 2012 the Group remained committed to the series of initiatives previously launched in accordance with Italian and European Community objectives regarding energy and the environment. These aim to boost production of renewable energy and improve the energy efficiency of its buildings and the infrastructure it manages. Autostrade per l'Italia completed work on 22 photovoltaic plants located at service areas, on the roofs of buildings and at maintenance facilities, providing a total installed capacity of 1.5 MW, in line with the target for 2012. During the year, under the voluntary agreement between Autostrade per l'Italia and the Ministry of the Environment and Land and Marine Protection, the first stage of the "Carbon footprint" project was completed, with implementation of the method to be used to measure the carbon footprint created by the Group's activities and its application at two of Autostrade per l'Italia's nine Section Departments. The aim of the project is to create a system for managing emissions capable of identifying and implementing technically and financially feasible initiatives, designed to reduce the carbon footprint. This is the first agreement of its type in Italy and specifically applied to the operation of motorways.

### Use of resources

Optimising the use of the materials employed is a constant concern in managing the Group's activities. One of the essential materials used to ensure that motorways are safe and kept open during the winter months is de-icing salt (sodium chloride and calcium chloride) to prevent ice forming on roads. In 2012 the Group's motorway operators used a total of 215,095 tonnes of de-icing salt during the winter in Italy (97%), Poland (2%) and Chile (1%), marking an increase of around 106% on the previous year. This primarily reflects the greater number of snow events (a 392% increase in the hours of snow on the Italian motorway network, compared with 2011).

The following table summarises use of the principal resources employed in the Group's operations.

#### USE OF RESOURCES

	2010	2011	2012
De-icing salt (tonnes)	216,449	104,498	215,095
Water (m <sup>3</sup> )	549,240	595,933	576,415
Consumption of conglomerate (tonnes)	858,003	947,623	775,400

The figures for 2011 have been restated to exclude consumption attributable to Autostrada Torino-Savona SpA, deconsolidated as at 31 December 2012.

The Group's energy consumption depends on the organisation's needs and the amount of energy used in providing the motorway service: the lighting of tunnels, toll stations, junctions and service areas, power for plant and equipment, fuel for service vehicles. In 2012 the Group consumed a total of 456,304 MWh, including electricity, natural gas, LPG, diesel, petrol and fuel oil used to power the equipment that produces conglomerate for road surfaces.

#### ENERGY CONSUMPTION BY SOURCE

(MWh)	2010	2011*	2012	% inc./[dec.] 2011/2012
Diesel	147,425	137,249	148,772	8.4%
LPG	14,540	12,215	13,862	13.3%
Natural gas	28,578	31,629	40,292	27.4%
Petrol	3,053	4,833	4,640	-4.0%
Electricity	249,994	217,059	214,160	-1.3%
Fuel oil	53,986	52,140	34,147	-34.5%
Ethanol	450	431	431	-
<b>Total</b>	<b>498,026</b>	<b>455,556</b>	<b>456,304</b>	<b>0.2%</b>

\* The figure for 2011 has been restated to exclude energy consumed by Autostrada Torino-Savona, deconsolidated as at 31 December 2012.

#### Climate change and emissions

The Group's climate change action plan primarily envisages the following:

- the production of electricity from renewable sources;
- improvements to the energy efficiency of buildings and tunnels;
- actions designed to improve traffic flow and safety.

In 2012 the Group's CO<sub>2</sub> emissions totalled 167,712 tonnes, down 7.7% on 2011. This was primarily due to reduced electricity consumption as a result of energy saving initiatives, the use of energy produced in-house from renewable sources and reduced emissions from the heating systems in buildings.

#### CO<sub>2</sub> EMISSIONS

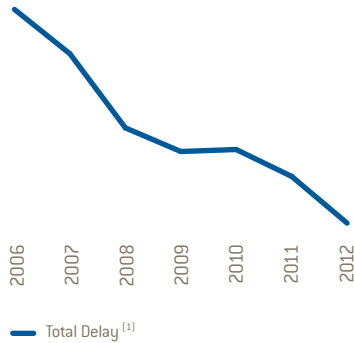
(tonnes)	2011	2012
Direct emissions from the vehicle fleet	24,378	19,348
Direct emissions from heating systems	11,020	10,003
Direct emissions from road works	25,359	24,642
Indirect emissions from electricity consumption	115,200	113,719
<b>Total</b>	<b>175,957</b>	<b>167,712</b>

The figures for 2011 have been restated to exclude consumption attributable to Autostrada Torino-Savona SpA. The figure for direct emissions from road works in 2012, which refers only to the activities of Pavimental SpA in Italy and in Poland, was calculated using the new method introduced for estimating the Carbon Footprint, only taking into account the sum of Scope 1 and Scope 2 emissions [GHG protocol of the WRI/WBCSD - the World Resources Institute/ World Business Council on Sustainable Development].

The Group offsets its CO<sub>2</sub> emissions through a number of initiatives. In terms of renewable energy, by the end of 2012 Autostrade per l'Italia's photovoltaic plant installation plan had achieved the following results:

- installed photovoltaic capacity: over 9.5 MW
- 152 plants installed (143 in operation and 9 being connected to the national grid at the end of 2012)
- estimated energy production once fully operational: approximately 11,000 MWh a year (approximately 9,600 MWh produced at the end of 2012)
- estimated CO<sub>2</sub> saved once fully operational: approximately 5,645 tonnes a year (5,045 tonnes at the end of 2012).

#### TOTAL DELAY: 2006-2012 TREND



[1] Hours lost due to traffic congestion on the Italian network operated by Autostrade per l'Italia.

As part of its energy saving programme, the Group proceeded with the replacement of traditional high pressure sodium lamps used in permanent motorway tunnel lighting systems with LED lamps, installing them in both existing and recently designed systems. A total of 5,264 lamps were installed in 2012, saving over 900 MWh in energy during the year and cutting CO<sub>2</sub> emissions by 490 tonnes.

Further initiatives were implemented with regard to exterior lighting (optimisation of the luminous flux in tunnels and at service areas, the installation of LED lamps for toll station canopies, the replacement of lighting devices on the floodlights at service areas), which have helped to reduce energy consumption and CO<sub>2</sub> emissions (by approximately 1,150 tonnes). Investment in improving levels of service and safety standards have, over the years, resulted in significantly reducing the Total Delay indicator (down 68.4% between 2006 and 2012), which measures traffic congestion. The projects have included improved planning of road works and quicker removal of accident-damaged vehicles, better response to weather events, the adoption of accident-prevention measures, boosting the capacity of the infrastructure to handle changes in traffic volumes, and improvements to traffic information. This has also helped to bring about a reduction in emissions of CO<sub>2</sub> and of other air pollutants caused by motorway traffic in Italy.

#### CO<sub>2</sub> EMISSIONS

(tonnes)	2010	2011	2012
Congestion (Total Delay)	22,931	19,355	13,128
Emissions saved (change in Total Delay vs previous year)	-625	3,576	6,228

The estimated emissions saved as a result of the installation and upgrade of the automated tolling system, Telepass, at toll stations along the motorway operated by Autostrade per l'Italia total 22,877 tonnes of CO<sub>2</sub> in 2012, down 10% on 2011.

### 3.6 Related party transactions

Information on related party transactions is provided in note 8.3 to the financial statements.

### 3.7 Significant regulatory aspects and litigation

Information on significant regulatory aspects and litigation is provided in note 8.4 to the financial statements.

### 3.8 Other information

Autostrade per l'Italia does not own, either directly or via trust companies or proxies, treasury shares or shares or units issued by parent companies. No transactions were carried out during the year involving treasury shares or shares or units issued by parents.

Autostrade per l'Italia does not operate branch offices.

With reference to CONSOB Ruling 2423 of 1993, regarding criminal proceedings or judicial investigations, the Company is not involved in proceedings, other than those described in the section "Significant regulatory aspects" in this report on operations, that may result in charges or potential liabilities with an impact on the financial statements.

Finally, in accordance with the Data Protection Act (Legislative Decree 196/2003, annex B, point 26), Autostrade per l'Italia declares that it has updated its Security Planning Document for 2012.

### 3.9 Events after 31 December 2012

There have not been any material events after 31 December 2012.

### 3.10 Outlook and risks or uncertainties

Against a less than favourable macroeconomic backdrop in Italy, the Company expects to record a weaker operating performance in the current year.

### 3.11 Proposed resolutions for the Annual General Meeting of Autostrade per l'Italia's shareholders

Dear Shareholders,

In conclusion, we invite you:

- to discuss and approve the Board of Directors' management report on operations and the financial statements as at and for the year ended 31 December 2012, which report profit of €644,586,871;
- to appropriate the €344,147,830 in profit for the year remaining, after payment of the interim dividend of €300,439,041 in 2012, to pay a final dividend;
- to establish the dividend payment date as 21 May 2013.

For the Board of Directors  
*The Chairman*



riservata clienti  
**TELEPASS**

**CARTE**

**T**



# 4.

## FINANCIAL STATEMENTS AND NOTES

4.1	Financial statements	78
4.2	Notes	86

## 4.1 Financial statements

### STATEMENT OF FINANCIAL POSITION

(€000)	Note	31 Dec 2012	31 Dec 2011
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Property, plant and equipment</b>	<b>5.1</b>	<b>77,392</b>	<b>80,101</b>
Property, plant and equipment		70,957	74,677
Investment property		6,435	5,424
<b>Intangible assets</b>	<b>5.2</b>	<b>18,006,066</b>	<b>17,325,625</b>
Intangible assets deriving from concession rights		11,882,473	11,199,619
Goodwill and other intangible assets with indefinite lives		6,111,199	6,111,199
Other intangible assets		12,394	14,807
<b>Investments</b>	<b>5.3</b>	<b>1,443,323</b>	<b>824,338</b>
<b>Other non-current financial assets</b>	<b>5.4</b>	<b>521,041</b>	<b>552,797</b>
Non-current financial assets deriving from government grants		131,967	91,347
Term deposits convertible after 12 months		229,056	218,588
Other non-current financial assets		160,018	242,862
<b>Other non-current assets</b>	<b>5.5</b>	<b>564</b>	<b>1,120</b>
<b>Total non-current assets</b>		<b>20,048,386</b>	<b>18,783,981</b>
<b>Current assets</b>			
<b>Trading assets</b>	<b>5.6</b>	<b>568,013</b>	<b>587,712</b>
Inventories		37,363	36,911
Contract work in progress		11,040	10,038
Trade receivables		519,610	540,763
<b>Cash and cash equivalents</b>	<b>5.7</b>	<b>2,877,234</b>	<b>834,207</b>
Cash		410,001	298,221
Cash equivalents		2,183,881	212,878
Intercompany current accounts receivable		283,352	323,108
<b>Other current financial assets</b>	<b>5.4</b>	<b>374,940</b>	<b>348,863</b>
Current financial assets deriving from government grants		9,870	38,865
Current term deposits convertible		9,834	38,135
Current portion of medium/long-term financial assets		110,186	95,438
Other current financial assets		245,018	176,425
Current derivative assets		32	-
<b>Current tax assets</b>	<b>5.8</b>	<b>97,675</b>	<b>10,611</b>
<b>Other current assets</b>	<b>5.9</b>	<b>73,584</b>	<b>56,616</b>
<b>Non-current assets held for sale and related to discontinued operations</b>	<b>5.10</b>	<b>3,898</b>	<b>4,911</b>
<b>Total current assets</b>		<b>3,995,344</b>	<b>1,842,920</b>
<b>TOTAL ASSETS</b>		<b>24,043,730</b>	<b>20,626,901</b>

## STATEMENT OF FINANCIAL POSITION

(€000)	Note	31 Dec 2012	31 Dec 2011
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
<b>Equity</b>			
Issued capital		622,027	622,027
Extraordinary undistributable reserve for delayed investments		446,000	401,000
Other reserves and retained earnings		686,840	648,897
Profit/(Loss) for the year after interim dividends		344,148	426,551
<b>Total equity</b>	<b>5.11</b>	<b>2,099,015</b>	<b>2,098,475</b>
<b>Non-current liabilities</b>			
<b>Non-current portion of provisions for construction services required by contract</b>	<b>5.12</b>	<b>4,186,485</b>	<b>4,028,137</b>
<b>Non-current provisions</b>	<b>5.13</b>	<b>928,405</b>	<b>844,228</b>
Provisions for employee benefits		113,892	93,653
Provisions for repair and replacement obligations		814,513	750,575
<b>Deferred tax liabilities not eligible for offset</b>	<b>5.14</b>	<b>127,501</b>	<b>107,779</b>
<b>Non-current financial liabilities</b>	<b>5.15</b>	<b>12,916,482</b>	<b>10,066,277</b>
Medium/long-term borrowings		12,591,253	9,830,955
Non-current derivative liabilities		325,229	235,322
<b>Other non-current liabilities</b>	<b>5.16</b>	<b>26,497</b>	<b>26,873</b>
<b>Total non-current liabilities</b>		<b>18,185,370</b>	<b>15,073,294</b>
<b>Current liabilities</b>			
<b>Current portion of provisions for construction services required by contract</b>	<b>5.12</b>	<b>472,208</b>	<b>556,151</b>
<b>Current provisions</b>	<b>5.13</b>	<b>127,747</b>	<b>121,252</b>
Provisions for employee benefits		9,512	10,000
Provisions for repair and replacement obligations		73,000	74,300
Provisions for risk of Single Concession Arrangement fines and penalties		1,584	1,287
Other provisions		43,651	35,665
<b>Trading liabilities</b>	<b>5.17</b>	<b>1,231,040</b>	<b>1,415,649</b>
<b>Current financial liabilities</b>	<b>5.15</b>	<b>1,658,462</b>	<b>919,470</b>
Bank overdrafts		5	-
Intercompany current accounts payable		475,670	406,008
Short-term borrowings		646,709	131,505
Current portion of medium/long-term financial liabilities		531,362	378,314
Current derivative liabilities		122	-
Other current financial liabilities		4,594	3,643
<b>Current tax liabilities</b>	<b>5.8</b>	<b>-</b>	<b>105,832</b>
<b>Other current liabilities</b>	<b>5.18</b>	<b>269,888</b>	<b>336,778</b>
<b>Non-current liabilities related to discontinued operations</b>		<b>-</b>	<b>-</b>
<b>Total current liabilities</b>		<b>3,759,345</b>	<b>3,455,132</b>
<b>TOTAL LIABILITIES</b>		<b>21,944,715</b>	<b>18,528,426</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>24,043,730</b>	<b>20,626,901</b>

## INCOME STATEMENT

(€000)	Note	2012	2011
<b>REVENUE</b>			
Toll revenue	6.1	2,782,404	2,925,573
Revenue from construction services	6.2	704,860	826,801
Contract revenue	6.3	25,988	10,463
Other operating income	6.4	372,051	392,914
<b>TOTAL REVENUE</b>		<b>3,885,303</b>	<b>4,155,751</b>
<b>COSTS</b>			
<b>Raw and consumable materials</b>	<b>6.5</b>	<b>-119,620</b>	<b>-94,058</b>
Purchases of materials		-120,072	-96,577
Change in inventories of raw and consumable materials and goods		452	2,519
<b>Service costs</b>	<b>6.6</b>	<b>-1,472,074</b>	<b>-1,662,245</b>
Gain/(Loss) on sale of property, plant and equipment		38	4
<b>Staff costs</b>	<b>6.7</b>	<b>-386,156</b>	<b>-380,095</b>
<b>Other operating costs</b>	<b>6.8</b>	<b>-518,788</b>	<b>-531,739</b>
Concession fees		-403,689	-434,842
Lease expense		-7,919	-8,701
Change in provisions for repair and maintenance obligations		-27,579	-32,532
Other provisions		-14,189	-4,168
Other operating costs		-65,412	-51,496
<b>Use of provisions for construction services required by contract</b>	<b>6.9</b>	<b>460,575</b>	<b>491,596</b>
<b>Amortisation and depreciation</b>		<b>-458,581</b>	<b>-412,933</b>
Depreciation of property, plant and equipment	5.1	-20,488	-19,964
Depreciation of investment property	5.1	-394	-337
Amortisation of intangible assets deriving from concession rights	5.2	-424,572	-377,776
Amortisation of other intangible assets	5.2	-13,127	-14,856
<b>(Impairment losses)/Reversals of impairment losses</b>	<b>6.10</b>	<b>-1,674</b>	<b>-1,356</b>
<b>TOTAL COSTS</b>		<b>-2,496,280</b>	<b>-2,590,826</b>
<b>OPERATING PROFIT</b>		<b>1,389,023</b>	<b>1,564,925</b>
<b>Financial income</b>		<b>305,773</b>	<b>256,768</b>
Financial income		209,213	174,462
Dividends from investments		96,560	82,306
<b>Financial expenses</b>		<b>-828,305</b>	<b>-762,116</b>
Financial expenses from discounting of provisions		-132,251	-164,097
Other financial expenses after government grants		-693,308	-585,496
Impairment losses on financial assets		-2,746	-12,523
<b>Foreign exchange gains/(losses)</b>		<b>26</b>	<b>-1,500</b>
<b>FINANCIAL INCOME/(EXPENSES)</b>	<b>6.11</b>	<b>-522,506</b>	<b>-506,848</b>
<b>PROFIT BEFORE TAX FROM CONTINUING OPERATIONS</b>		<b>866,517</b>	<b>1,058,077</b>
<b>Income tax (expense)/benefit</b>	<b>6.12</b>	<b>-221,930</b>	<b>-331,087</b>
Current tax expense		-199,948	-272,334
Differences on current tax expense for previous years		22,818	164,184
Deferred tax income and expense		-44,800	-222,937
<b>PROFIT/(LOSS) FROM CONTINUING OPERATIONS</b>		<b>644,587</b>	<b>726,990</b>
Profit/(Loss) from discontinued operations		-	-
<b>PROFIT FOR THE YEAR</b>	<b>6.13</b>	<b>644,587</b>	<b>726,990</b>

## INCOME STATEMENT

(€)	Note	2012	2011
<b>Basic earnings per share</b>	<b>6.13</b>	<b>1.04</b>	<b>1.17</b>
of which:			
from continuing operations		1.04	1.17
from discontinued operations/assets held for sale		-	-
<b>Diluted earnings per share</b>	<b>6.13</b>	<b>1.04</b>	<b>1.17</b>
of which:			
from continuing operations		1.04	1.17
from discontinued operations/assets held for sale		-	-

## STATEMENT OF COMPREHENSIVE INCOME

(€000)	Note	2012	2011
<b>Profit for the year (A)</b>		<b>644,587</b>	<b>726,990</b>
Fair value gains/(losses) on cash flow hedges	5.11	-63,735	-37,962
Gains/(Losses) from actuarial valuations (IAS 19)	5.11	-21,234	-1,056
<b>Other comprehensive income for the year after related taxation (B)</b>		<b>-84,969</b>	<b>-39,018</b>
<b>Comprehensive income for the year (A+B)</b>		<b>559,618</b>	<b>687,972</b>

## STATEMENT OF CHANGES IN EQUITY

(€000)	Issued capital	Reserves and retained earnings	
		Extraordinary undistributable reserve for delayed investments	Share premium reserve
Balance at 31 December 2010	622,027	352,000	216,070
Comprehensive income	-	-	-
Owner transactions and other changes			
Appropriation of retained earnings	-	49,000	-
Final dividend approved	-	-	-
Interim dividend	-	-	-
Share-based payment plan	-	-	-
Balance at 31 December 2011	622,027	401,000	216,070
Comprehensive income	-	-	-
Owner transactions and other changes			
Appropriation of retained earnings	-	45,000	-
Final dividend approved	-	-	-
Interim dividend	-	-	-
Share-based payment plan	-	-	-
Balance at 31 December 2012	622,027	446,000	216,070

Reserves and retained earnings				
Legal reserve	Cash flow hedge reserve	Other reserves and retained earnings	Profit for the year	Total equity
124,406	-134,096	478,038	300,044	1,958,489
-	-37,962	-1,056	726,990	687,972
-	-	2,234	-51,234	-
-	-	-	-248,810	-248,810
-	-	-	-300,439	-300,439
-	-	1,263	-	1,263
124,406	-172,058	480,479	426,551	2,098,475
-	-63,735	-21,234	644,587	559,618
-	-	120,300	-165,300	-
-	-	-	-261,251	-261,251
-	-	-	-300,439	-300,439
-	-	2,612	-	2,612
124,406	-235,793	582,157	344,148	2,099,015

## STATEMENT OF CASH FLOWS

(€000)	Note	2012	2011
<b>CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES</b>			
Profit/(Loss) for the year	6.13	644,587	726,990
Adjusted by:			
Amortisation and depreciation	5.1 - 5.2	458,581	412,933
Provisions		42,229	37,191
Financial expenses from discounting of provisions	6.11	132,251	164,097
Impairments/(Reversal of impairment losses) on non-current financial assets including investments accounted for at cost or fair value		2,746	12,523
Impairment losses/(Reversal of impairment losses) on other non-current assets		-	-148
(Gain)/Loss on sale of and adjustments to non-current assets		-122,978	-84,933
Net change in deferred tax (assets)/liabilities		44,800	222,937
Other non-cash items		2,159	1,052
Change in working capital and other changes		-455,887	127,516
<b>Net cash generated from/(used in) operating activities [A]</b>	<b>7.1</b>	<b>748,488</b>	<b>1,620,158</b>
<b>CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES</b>			
Investment in motorway infrastructure	5.2	-1,165,435	-1,318,361
Government grants related to motorway infrastructure		39,536	69,629
Purchases of property, plant and equipment	5.1	-18,443	-20,020
Purchases of intangible assets	5.2	-10,714	-12,485
Purchase of investments, net of unpaid called-up issued capital	5.3	-808,309	-93,413
Proceeds from sales of property, plant and equipment, intangible assets and investments		312,073	157,474
Net change in other non-current assets		556	1,252
Net change in current and non-current financial assets not held for trading purposes		5,679	-224,985
<b>Net cash generated from/(used in) investing activities [B]</b>	<b>7.1</b>	<b>-1,645,057</b>	<b>-1,440,909</b>
<b>CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES</b>			
Dividends paid		-561,690	-549,249
New shareholder loans		2,811,475	-
Repayment of shareholder loans	5.15	-655,800	-2,000,000
Increase in medium/long-term borrowings (excluding finance lease liabilities)	5.15	850,000	349,298
Repayments of medium/long-term borrowings (excluding finance lease liabilities)	5.15	-145,900	-130,176
Net change in other current and non-current financial liabilities		571,844	3,976
<b>Net cash generated from/(used in) financing activities [C]</b>	<b>7.1</b>	<b>2,869,929</b>	<b>-2,326,151</b>
<b>Increase/ (Decrease) in cash and cash equivalents [A+B+C]</b>	<b>7.1</b>	<b>1,973,360</b>	<b>-2,146,902</b>
<b>NET CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>		<b>428,199</b>	<b>2,575,101</b>
<b>NET CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<b>2,401,559</b>	<b>428,199</b>



## ADDITIONAL INFORMATION ON THE STATEMENT OF CASH FLOWS

(€000)	Note	2012	2011
Income taxes paid(refunded)		369,587	-2,271
Interest income and other financial income collected		189,439	72,302
Interest expense and other financial expenses paid		639,317	574,612
Dividends received	6.11	96,560	82,306
Foreign exchange gains collected		300	26
Foreign exchange losses incurred		275	27

## RECONCILIATION OF NET CASH AND CASH EQUIVALENTS

(€000)	Note	2012	2011
<b>Net cash and cash equivalents at beginning of year</b>		428,199	<b>2,575,101</b>
Cash and cash equivalents	5.7	834,207	2,883,637
Bank overdrafts repayable on demand	5.15	-	-1,046
Intercompany current account liabilities	5.15	-406,008	-307,490
<b>Net cash and cash equivalents at end of year</b>		<b>2,401,559</b>	<b>428,199</b>
Cash and cash equivalents	5.7	2,877,234	834,207
Bank overdrafts repayable on demand	5.15	-5	-
Intercompany current account liabilities	5.15	-475,670	-406,008

## 4.2 Notes

### 1. Introduction

Autostrade per l'Italia (or the "Company") is a public limited company incorporated in 2003 with its registered office at Via Bergamini, 50 in Rome.

The Company's term runs from the date of incorporation to 31 December 2050.

100% of the Company's share capital is held by Atlantia SpA (also referred to either as "Atlantia" or the "Parent Company"), which is listed on the screen-based trading system (Mercato Telematico Azionario) operated by Borsa Valori SpA, and is responsible for management and coordination of the Company.

At the date of preparation of these separate financial statements, Sintonia SpA is the shareholder that holds a relative majority of the issued capital of Atlantia SpA. Sintonia SpA, which is in turn a subsidiary of Edizione Srl, does not exercise management and coordination of Atlantia SpA.

The Company's core business is the operation of motorways under a concession granted by ANAS SpA (Italy's Highways Agency), whose functions were transferred to the Ministry of Infrastructure and Transport from 1 October 2012, thereby assuming ANAS SpA's role as the Grantor. Under the concession arrangements, the Company and its motorway subsidiaries are responsible for the construction, management, improvement and upkeep of sections of motorways in Italy. Further information on the concession arrangement is provided in note 4.

In accordance with paragraph 10 of IAS 27, the Company has elected not to present consolidated financial statements, even though it has significant shareholdings in other companies, due the fact that, as mentioned above, it is a wholly owned subsidiary of Atlantia, which has its registered office in Via Nibby, 20 in Rome. Atlantia presents consolidated financial statements for the Group, as required by IFRS, which are published on the dates and in the manner required by the applicable laws.

These financial statements were approved by the Company's Board of Directors at its meeting of 7 March 2013.

### 2. Basis of preparation

The financial statements as at and for the year ended 31 December 2012 have been prepared on a going concern basis and in accordance with articles 2 and 4 of Legislative Decree 38/2005, as well as with International Financial Reporting Standards (IFRS) in force on the balance sheet date, as issued by the International Accounting Standards Board and endorsed by the European Commission. These standards reflect the interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC), in addition to previous International Accounting Standards (IAS) and interpretations issued by the Standard Interpretations Committee (SIC) and still in force at the end of the reporting period. For the sake of simplicity, all standards and interpretations are hereinafter referred to as "IFRS".

The financial statements consist of the statement of financial position, the income statement, the statement of comprehensive income, the statement of changes in equity, the statement of cash flows and these notes, applying, where required, IAS 1 "Presentation of financial statements" and, in general, the historic cost convention, with the exception of those items that are required by IFRS to be recognised at fair value, as explained in the notes to the relevant items. The statement of financial position is based on the format that separately discloses current and non-current assets and liabilities. The income statement is classified by nature of expense, whilst the statement of cash flows has been prepared in application of the indirect method.

IFRS have been applied in accordance with the "Conceptual Framework for Financial Reporting", and no events have occurred that would require exemptions pursuant to paragraph 19 of IAS 1.

Amounts in the Company's financial statements and in the notes are shown in thousands of euros, unless otherwise stated.

The euro is the Company's functional and its presentation currency.

Each item in the financial statements is compared with the corresponding amount for the previous year. Comparatives have neither been restated nor reclassified since the year ended 31 December 2011 due to the absence of any occurrence affecting or changes in accounting policies requiring restatements or reclassifications.

### 3. Accounting policies

The following more important accounting policies were used by the Company in preparing the financial statements as at and for the year ended 31 December 2012. They are substantially consistent with the accounting policies used for last year's financial statements due to the fact that no new standards, interpretations or amendments came into effect during the year that would have had a significant effect on the information contained therein.

#### Property, plant and equipment

Property, plant and equipment is stated at purchase cost. Cost includes expenditure directly attributable to the acquisition of the items and financial expenses incurred during their construction. Assets acquired through business combinations arising prior to 1 January 2004 (the IFRS transition date) are stated at previous amounts, determined under Italian GAAP as applied to those business combinations and representing deemed cost.

The cost of assets with finite useful lives is systematically depreciated on a straight-line basis applying rates that represent the expected useful life of the asset. Each component of an asset with a cost that is significant in relation to the total cost of the item, and that has a different useful life, is accounted for separately. Land, whether free of constructions or annexed to civil and industrial buildings, is not depreciated as it has an indefinite useful life.

Investment property, which is held for rental income or capital appreciation, or both, is recognised at cost measured in the same manner as other property, plant and equipment. The relevant fair value of such assets has also been disclosed, when available. A summary of the annual rates of depreciation used is as follows:

Property, plant and equipment	Rate of depreciation
Buildings	3%-33.3%
Industrial and trading machinery	10%-25%
Other assets	9%-20%

Assets acquired under finance leases are initially accounted for as property, plant and equipment, and the underlying liability recorded in the balance sheet, at an amount equal to the related fair value or, if lower, the present value of the minimum payments due under the contract. Lease payments are apportioned between the interest element, which is charged to the income statement as incurred, and the capital element, which is deducted from the financial liability.

Property, plant and equipment is tested for impairment, as described in the relevant note, whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Property, plant and equipment is derecognised on sale or if the facts and circumstances giving rise to the future expected benefits cease to exist. Any gains or losses (determined as the difference between the disposal proceeds, less costs to sell, and the carrying amount of the asset) are recognised in the income statement for the year in which the asset is sold.

#### Intangible assets

Intangible assets are identifiable assets without physical substance, controlled by the entity and from which future economic benefits are expected to flow, and purchased goodwill. Identifiability is determined with reference to the ability to distinguish the intangible asset acquired from goodwill. This is normally the case requirement is generally satisfied when: (i) the intangible asset arises from a legal or contractual right, or (ii) the asset is separable, meaning that it may be sold, transferred, licensed or exchanged, either individually or as an integral part of other assets. The asset is controlled by the entity if the entity has the power to obtain future economic benefits from the asset and can limit access to it by others. Internal development costs are recognised as an asset when: (i) the cost of the asset can be measured reliably; (ii) the entity has the intention, the available financial resources and the technical expertise to complete the asset and either use or sell it; (iii) the entity is able to demonstrate that the asset is capable of generating future economic benefits.

Intangible assets, with the exception of concession rights, are recognised at cost, measured in the same manner as property, plant and equipment, provided that the assets can be identified and their cost reliably determined, are under the entity's control and are

able to generate future economic benefits.

The cost of intangible assets in the form of concession rights is, on the other hand, the fair value of construction services and/or improvements carried out on behalf of the Grantor (measured as explained in the note on the accounting policy on construction contracts and services work in progress) less any grants, recognised as financial assets. The cost determined in this manner is recovered through the tolls paid by users of the infrastructure. The cost of concession rights includes:

- a) rights accrued in return for construction services rendered for which the operator receives additional economic benefits, represented by specific toll increases and/or significant increases in the expected number of users as a result of the road widening;
- b) rights obtained as consideration for specific obligations to provide construction services for the expansion and modernisation of the infrastructure and for which the operator does not receive additional economic benefits. These rights are initially recognised at the present fair value of the construction services to be provided in future (excluding any financial expenses to be incurred by the operator during the construction period), less any grants, with a contra entry in "provisions for construction services required by contract"; in addition to the impact of amortisation, the initial value of the rights changes over time as a result of periodic reassessment of the present fair value of the part of the construction services still to be rendered at the end of the reporting period;
- c) rights accruing from construction work carried out and paid for by service area operators, handed over free of charge to the Company.

Amortisation of intangible assets with finite useful lives begins when the asset is ready for use and is based on remaining economic benefits to be obtained in relation to their residual useful lives. Concession rights, on the other hand, are amortised over the concession term, in a pattern that reflects the estimated flow of economic benefits to the Company. The rate of amortisation is, therefore, determined taking account, among other things, of projected traffic increases, if material, over the concession term. Concession rights are amortised from the accounting period in which they begin to generate economic benefits.

A summary of the annual rates of amortisation used for intangible assets with finite useful lives is as follows:

Intangible assets	Rate of amortisation
Concession rights	On the commencement of the generation of economic benefits for the company based on the residual term of the concession [3.7% for concessions commencing in 2012].
Development costs	20%-33.3%
Industrial patents and intellectual property rights	33.3%
Concessions, licences, trademarks and similar rights	3%-7%

Intangible assets are tested for impairment, as described in the note on "Impairment of assets and reversals (impairment testing)", whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The gain or loss on the disposal of an intangible asset is determined as the difference between the disposal proceeds, less costs to sell, and the carrying amount of the asset and is recognised in profit or loss for the year in which the asset is sold.

## Goodwill

Acquisitions are accounting for using the purchase method. For this purpose, identifiable assets acquired and liabilities and contingent liabilities assumed through business combinations are measured at their fair value at the acquisition date. The cost of an acquisition is measured as the fair value, at the date of exchange, of the assets given, liabilities assumed and any equity instruments issued by the Company in exchange for control.

The positive difference between (i) acquisition cost, and (ii) the carrying amount of the assets and liabilities acquired is recorded

as goodwill. Goodwill, as measured on the date of acquisition, is allocated to each of the cash generating units or groups of cash generating units which are expected to benefit from the synergies derived from the business combination. Any negative difference between the cost of the acquisition and the Company's share in the fair value of the acquired assets and liabilities is recognised as income in profit or loss in the year of acquisition.

Goodwill arising with respect to non-controlling interests is included in the carrying amount of investments.

After initial recognition, goodwill is no longer amortised and is carried at cost less any accumulated impairment losses, determined as described in the note on "Impairment of assets and reversals (impairment testing)".

For the purposes of the transition to IFRS and the preparation of the financial statements on the first time adoption of IFRS on 1 January 2004, IFRS 3 - Business combinations was not applied retrospectively to acquisitions prior to 1 January 2004. As a result, goodwill arising on these acquisitions continued to be accounted for in accordance with Italian GAAP, based on the carrying amount at the IFRS transition date, subject to assessment and recognition of any impairment losses.

## Investments

Investments in subsidiaries, associates and joint ventures are accounted for at cost and include any directly related transaction costs.

Investments in other companies, which qualify as available-for-sale financial instruments, as defined by IAS 39, are initially accounted for at cost at the settlement date, in that this represents fair value, including any directly attributable transaction costs. After initial recognition, these investments are measured at fair value through the statement of comprehensive income and hence in a specific equity reserve. On realisation or recognition of an impairment loss in the income statement, the accumulated gains and losses in that reserve are taken to the income statement.

Impairment losses, identified as described in the note on "Impairment of assets and reversals (impairment testing)", are reversed through comprehensive income if the circumstances that resulted in the loss no longer exist.

When fair value cannot be reliably determined, investments classified as available-for-sale are measured at cost less any impairment losses. In this case impairment losses may not be reversed.

Provisions are made to cover any losses of an investee company exceeding its carrying amount, to the extent that the shareholder is required to comply with obligations, express or implied, to cover such losses.

Available-for-sale investments or those acquired as a temporary investment are recognised at the lower of their carrying amount and fair value, less any costs to sell.

## Construction contracts and services in progress

Construction contracts are accounted for on the basis of the contract revenue and costs that can be reliably estimated with reference to the stage of completion of the contract, in accordance with the percentage of completion method, as determined by a survey of the works carried out. Contract revenue is allocated to the individual reporting periods in proportion to the stage of contract completion. Any positive or negative difference between contract revenue and any advance payments received is recognised in assets or liabilities, taking account of any impairment of the value of the completed work, in order to reflect the risks linked to the inability to recover the value of work performed on behalf of customers.

In addition to contract payments, contract revenue includes changes in contract work, price reviews and claims to the extent that they can be measured reliably.

Expected losses are fully recognised immediately regardless of the stage of contract completion.

Construction services provided to the Grantor relating to the Company's concession arrangement are specifically recognised in the income statement in accordance with the stage of completion method. Specifically, construction and/or upgrade service revenue represents the consideration for the services provided and are measured at fair value, calculated on the basis of the total costs incurred. These primarily consist of the costs of materials and external services, the cost of employment benefits payable to employees used to provide the services, and attributable financial expenses (the latter only in the case of construction and/or upgrade services for which the operator receives additional economic benefits). The double entry for revenue from construction services is the "concession rights" subaccount of intangible assets net of grants recognised as financial assets.

### **Inventories**

Inventories are measured at the lower of purchase or conversion costs and net realisable value obtained on their sale in the ordinary course of business. The cost of purchase is to be determined using the weighted average cost formula.

### **Receivables and payables**

Receivables are initially recognised at fair value and subsequently measured at amortised cost, using the effective interest method, less provisions for impairment losses. The amount of the provisions is based on the present value of expected future cash flows. These cash flows take account of expected collection times, estimated realisable value, any guarantees received, and the expected costs of recovering the amounts due. Impairment losses are reversed in future periods if the circumstances that resulted in the loss no longer exist. In this case, the reversal is accounted for in the income statement and may not in any event exceed the amortised cost of the receivable had no previous impairment losses been recognised.

Payables are initially recognised at cost, which corresponds to the fair value of the liability, less any directly attributable transaction costs. After initial recognition, payables are recognised at amortised cost, using the effective interest method.

Trade receivables and payables, which are subject to normal commercial terms and conditions, are not discounted to present value.

### **Cash and cash equivalents**

Cash and cash equivalents are recognised at face value and include highly liquid demand or very short-term instruments of excellent quality which are subject to an insignificant risk of changes in value.

### **Derivative financial instruments**

All derivative financial instruments are recognised at fair value at the end of the reporting period.

As required by IAS 39, derivatives are designated as hedging instruments when the relationship between the derivative and the hedged item is formally documented and the periodically assessed effectiveness of the hedge is high and ranges between 80% and 125%.

Changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in the statement of comprehensive income, net of any deferred taxation. The gain or loss relating to the ineffective portion is recognised in the income statement.

Changes in the fair value of derivatives serving as fair value hedges are recognised in the income statement for the period. Analogously, the hedged assets and liabilities are restated at fair value through the income statement.

Changes in the fair value of derivative instruments that do not qualify for hedge accounting under IAS 39 are recognised in the income statement.

### **Other financial assets and liabilities**

Financial assets that the Company intends and is able to hold to maturity, as required by IAS 39, and financial liabilities are recognised at their fair value on acquisition of an asset or settlement of a liability, with assets being increased and liabilities being reduced by transaction costs directly attributable to the purchase of the asset or issuance of a financial liability. After initial recognition, financial assets and liabilities are measured at amortised cost using the original effective interest method.

Financial assets and liabilities are derecognised when, following their sale or settlement, the Company is no longer involved in their management and has transferred all risks and rewards of ownership.

Financial assets held for trading are accounted for and measured at fair value through profit or loss. Any other classes of financial asset are classified as available-for-sale financial instruments and recognised and measured at fair value through comprehensive income using a separate equity reserve. Financial instruments included in these categories have, to date, never been reclassified.

### Fair value hierarchy of financial instruments

IFRS 7 “Financial Instruments: Disclosures” requires that financial instruments recognised at fair value in the statement of financial position be classified with reference to a hierarchy of levels, based on the significance of the factors used to determine fair value.

The standard introduced the following levels:

- a) Level 1 - quoted prices for the asset or liability to be measured;
- b) Level 2 - directly observable market inputs other than level 1 inputs;
- c) Level 3 - inputs not based on observable market data.

There have to date been no transfers among the fair value hierarchy of levels in 2010. The Company, furthermore, holds no level 3 financial instruments.

### Provisions

Provisions, other than the provision for construction services required by contract, are made when: (i) the Company has a present (actual or constructive) obligation as a result of a past event; (ii) it is probable that an outflow of resources will be required to settle the obligation; and (iii) the related amount has been reliably estimated.

Provisions are measured on the basis of management’s best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the discount to present value is material, provisions are determined by discounting future expected cash flows to their present value using a discount rate used that reflects the market view of the time value of money. Any increase in provisions subsequent to the computation of present value is recognised as a financial expense.

In accordance with the contract obligations reflected in the financial plan annexed to the concession arrangement in force, “Provisions for the repair and replacement of assets to be handed over” are made at the end of the reporting period in order to cover the cost of future maintenance obligations, designed to ensure the necessary functionality and safety of motorway infrastructure. These provisions are calculated on the basis of the usage and wear and tear of assets to be handed over, taking into account, if material, of the time value of money.

Provisions for construction services required by contract relates to contractual obligations specifically in connection with the upgrading of motorway infrastructure, for which the Company receives no additional economic benefits. Such costs are treated as consideration for concession arrangements and are initially recognised at the present value of the fair value of construction services to be rendered in the future (ignoring any financial costs) less any grants received. They are accounted for as a contra item of concession rights without additional benefits. The present value of the liability is, consequently, periodically reassessed and changes to the measurement of the liabilities (such as, for example, changes to the estimated cash outflows necessary to extinguish the obligation, a change in the discount rate or a change in the construction period) are recognised as a matching increase or reduction in the corresponding intangible asset.

### Employee benefits

Short-term employee benefits, provided during the period of employment, are accounted for at the accrued liability at the balance sheet date.

Liabilities relating to other medium to long-term employee benefits net of any plan assets and advance payments made are recognised in the year in which they vest and are determined with reference to actuarial assumptions, if material, and are accrued consistent with services rendered to obtain such benefits.

Post-employment benefits in the form of defined contribution plans are recognised at the amount accrued at the end of the reporting period.

Post-employment benefits in the form of a defined benefit plan (post-employment benefits accrued to 31 December 2006 or, where applicable, to the date the employee joined a supplementary pension fund) are recognised on vesting, less any plan assets and advance payments made. Such defined benefit plans primarily regard the obligation, as determined in accordance with actuarial assumptions and are recognised on an accruals basis in line with the period of service necessary to obtain the benefit. The obligation is calculated by independent actuaries. Actuarial gains and losses are recognised in full in other components of comprehensive income in the period to which they relate, adjusting for deferred taxation.

### Non-current assets held for sale and assets/liabilities included in disposal groups and/or relating to discontinued operations

Where the carrying amount of non-current assets held for sale and assets/liabilities included in disposal groups and/or relating to discontinued operations, is intended to be recovered primarily through sale rather than through continued use, these items are presented separately in the statement of financial position.

Immediately prior to being classified as held for sale, the above assets and liabilities are recognised under the specific IFRS applicable to each asset and liability, and subsequently accounted for at the lower of the carrying amount and estimated fair value. Any impairment losses are recognised immediately in the income statement.

With regard to their classification in the income statement, discontinued or discontinuing operations are assets sold or classified as held for sale that satisfy one of the following requirements:

- a) they represent a major line of business or geographical area of operation;
- b) they are part of a single coordinated plan to dispose of a separate major line of business or geographical area of operation;
- c) they are subsidiaries acquired exclusively with a view to subsequent resale.

After tax gains and losses thereon are recognised in as one amount in profit or loss with comparatives.

### Revenue

Revenue is recognised when the fair value can be reliably measured and it is probable that the economic benefits associated with the transactions will flow to the Company. Depending on the type of transaction, revenue is recognised as shown below:

- a) toll revenue, on an accruals basis in the accounting period in which they are earned based on motorway usage. Due partially to the fact that the Company's network interconnects with other networks, and that it is consequently necessary to allocate revenues among the various operators, a portion of toll revenues, relating to the last part of the accounting period, are determined on the basis of reasonable estimates;
- b) revenues from sales, when the significant risks and rewards of ownership of the goods have been transferred to the buyer;
- c) revenue from the rendering of services, in proportion to the stage of completion of the transaction based on the same criteria used for construction contracts. When the amount of the revenues cannot be reliably determined, revenues are recognised only to the extent that expenses recognised are recoverable; revenue from construction services measured in accordance with IFRIC 12 corresponds to the construction costs of assets generating additional economic benefits;
- d) revenue in the form of rental income or royalties on an accruals basis, based on the agreed terms and conditions of contract;
- e) interest income and expense is accrued on assets and liabilities using the effective interest method;
- f) dividend income, when the right to receive payment is established.

### Government grants

Government grants are accounted for at fair value when: (i) the related amount can be reliably determined and there is reasonable certainty that (ii) the grant will be received and that (iii) the conditions attaching to the grant will be complied with.

Grants related to income are accounted for in the income statement for the accounting period in which they accrue, in line with the corresponding costs.

Grants for investments in motorway infrastructure are recognised as construction service revenue in accordance with the accounting policy on "Construction contracts and services in progress".

Any grants received to fund investments in property, plant and equipment and intangible assets (other than concession rights) are accounted for as a reduction in the cost of the asset to which they refer and result in a reduction in depreciation.



## Income taxes

Income taxes are recognised on the basis of a realistic estimate of tax expense to be paid, in compliance with the regulations in force and taking account of any applicable exemptions.

Deferred tax assets and liabilities are taxes expected to be recovered or paid on temporary differences between the carrying amounts of assets and liabilities in the balance sheet, determined in the manner described in this note, and the corresponding tax bases, as follows:

- a) deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the asset can be utilised;
- b) deferred tax liabilities are always recognised.

The Parent Company, Atlantia SpA, has established a tax consolidation arrangement in which Autostrade per l'Italia and certain other Group companies participate. Relations between the companies are regulated by a specific contract. This contract establishes that participation in the tax consolidation arrangement may not, under any circumstances, result in economic or financial disadvantages for the participating companies compared with the situation that would have arisen had they not participated in the arrangement. Should such disadvantages arise, they are to be offset by a corresponding indemnity to be paid to the participating companies concerned.

Income tax expense is recognised in current tax liabilities in the statement of financial position, less any payments on account, and includes the portion of IRES transferred to the Parent Company under the tax consolidation arrangement. Any tax credits are recognised in current tax assets.

## Share-based payments

The cost of services provided by employees and/or directors and remunerated in the form of share options and/or grants is based on the fair value of the rights at the grant date. Fair value is computed with reference to actuarial assumptions and all aspects, at the grant date, of the options (term, any consideration, conditions of exercise, etc.) and the plan's underlying securities. The amount of the liability is determined by independent actuaries. Cost is recognised in the income statement, with a contraentry in equity, over the vesting period, based on a best estimate of options that will vest.

## Impairment of assets and reversals (impairment testing)

At the end of the reporting period, the Company tests property, plant and equipment, intangible assets, financial assets and investments for impairment.

If there are indications that these assets have been impaired, the recoverable amounts of such assets are estimated in order to verify and eventually measure the amount of the impairment loss. Irrespective of whether there is an indication of impairment, intangible assets with indefinite lives and those which are not yet available for use are tested for impairment at least annually, or more frequently, if there are indications of impairment.

If it is not possible to separately estimate the recoverable amounts of individual assets, the recoverable amount of the cash-generating unit to which a particular asset belongs is estimated.

This entails estimating the recoverable amount of the asset (represented by the higher of the asset's fair value less costs to sell and its value in use) and comparing it with the carrying amount. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount. In calculating value in use, expected future pre-tax cash flow is discounted using a pre-tax rate that reflects current market assessments of the cost of capital which embodies the time value of money and the risks specific to the business.

Impairment losses are recognised in the income statement, and classified according to the nature of the asset written down. The impairments are subsequently reversed if the circumstances that resulted in the loss no longer exist, provided that the reversal does not exceed the cumulative impairment losses previously recognised, unless the impairment loss relates to goodwill or equity instruments measured at cost, where the related fair value cannot be reliably determined.

## Estimates and judgements

Preparation of financial statements in compliance with IFRS involves the estimates and judgements, which are reflected in the measurement of the carrying amounts of assets and liabilities at the balance sheet date, including contingent assets and liabilities, and in the disclosures provided in the notes to the financial statements. These estimates and judgements are especially important

in determining amortisation and depreciation, impairment testing of assets (including the measurement of receivables), provisions, employee benefits, the fair value of financial assets and liabilities, and deferred tax assets and liabilities.

The amounts subsequently recognised may, therefore, differ from these estimates. Moreover, these estimates and judgements are periodically reviewed and updated, and the resulting effects of each change immediately recognised in the financial statements.

### Translation of foreign currency items

Transactions in currencies other than the functional currency are recognised by application of the exchange rate of the transaction date. Assets and liabilities denominated in currencies other than the euro are, subsequently, remeasured by application of the exchange rate of the balance sheet date. Any exchange differences on remeasurement are recognised in the income statement. Non-monetary assets and liabilities denominated in foreign currencies and recognised at historic cost are translated using the exchange rate of the date of initial recognition.

### Earnings per share

Basic earnings per share are computed by dividing profit by the weighted average number of shares outstanding during the accounting period.

Diluted earnings per share are computed by taking into account, for both earnings for the year and the above weighted average, the effects deriving from the subscription and/or conversion of all potential shares that may be issued as a result of the exercise of any outstanding share options.

### New accounting standards and interpretations, or revisions and modifications of existing standards, that have either yet to come into effect or yet to be endorsed by the European Union

There were no new accounting standards or interpretations, or amendments and interpretations to existing standards, in 2011 that had a significant effect on Autostrade per l'Italia's financial statements.

As required by IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors", this section describes new accounting standards and interpretations, and revisions of existing standards and interpretations that are already applicable, but that have either yet to come into effect or yet to be endorsed by the European Union (EU), and that may in the future be applied in the Company's financial statements.

### IFRS 9 - Financial Instruments

The IASB issued the first part of IFRS 9 on 12 November 2009 that only revised requirements for the classification and measurement of financial assets currently regulated by IAS 39. When completed, IFRS 9 will fully replace IAS 39. The IASB subsequently released a revised version of IFRS 9 on 28 October 2010 containing requirements for the classification and measurement of financial liabilities. Other changes were made to the published version on 16 December 2011.

The standard, which must be retrospectively applied for accounting periods beginning on or after 1 January 2015, forms the first part of a project in phases that aims to replace IAS 39 in its entirety and introduce new criteria for the classification and measurement of financial assets and liabilities.

IFRS 9 only provides for two categories of financial assets. There are, furthermore, two alternate methods of measurement: amortised cost and fair value.

Classifications should be made with reference to the business model for managing the financial asset and the characteristics of its contractual cash flows.

Initial recognition and subsequent measurement at amortised cost are subject to both of the following conditions:

- a) the asset is held in conjunction with a business model whose objective is to hold assets in order to collect contractual cash flows; and
- b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

If either one of the above two conditions is not satisfied, the financial asset is required to be initially recognised and subsequently measured at fair value.

All financial assets in the form of shares are to be measured at fair value. Unlike IAS 39, the revised standard does not admit exception to the general rule. As a result, it is not possible to measure unlisted shares, for which fair value cannot be reliably determined, at cost.

A financial asset meeting the conditions to be classified and measured at amortised cost may, on initial recognition, be designated as a financial asset at fair value through profit or loss, to the extent that this accounting treatment would eliminate or significantly reduce a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

In addition, the new standard provides that an entity, with respect to investments in equity instruments, which consequently may not be carried and measured at amortised cost unless such instruments are shares that are not held for trading but rather for strategic reasons, may make an irrevocable election on initial recognition to present changes in the fair value in comprehensive income.

The new IFRS 9, on the other hand, has confirmed the provisions of IAS 39 for financial liabilities including the relative valuation at amortised cost or fair value through profit or loss in specific circumstances.

The requirements of IAS 39 which have been changed are:

- a) changes in the fair value of certain types of financial liabilities, due to the credit risk inherent in liabilities, are required by IFRS 9 to be recognised in comprehensive income rather than in the income statement as movements in fair value as a result of other risks;
- b) the elimination of the option to measure, at amortised cost, financial liabilities consisting of derivative financial instruments entailing the delivery of unlisted equity instruments. The consequence of the change is that all derivative financial instruments must now be recognised at fair value.

Phases 2 and 3 of the project regarding financial instruments, relating respectively to the impairment of financial assets and hedge accounting, are still in progress. The IASB is also considering limited improvements to IFRS 9 regarding the part dealing with the classification and measurement of financial assets.

#### **IFRS 10 - Consolidated Financial Statements, IAS 27 - Separate Financial Statements and IFRS 12 - Disclosure of Interests in Other Entities**

The IASB issued the new IFRS 10 on 12 May 2011 on the conclusion of the project to redefine the concept of control in order to overcome different manners of applying the concept. Whereas the old IAS 27 - Consolidated and Separate Financial Statements defined the control of an entity as the power to determine its financial and operating policies and to obtain the relevant benefits, SIC 12 - Consolidation: Special Purpose Entities interpreted the requirements of IAS 27 placing greater emphasis on risks and benefits.

The new IFRS 10, which was issued at the same time as the new IAS 27 - Separate Financial Statements, replaces certain of the provisions of the old IAS 27 and SIC 12 with a new definition of control but retains the provisions of IAS 27 for the preparation of IFRS compliant consolidated financial statements.

IFRS 10 provides that an investor controls an investee when the investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to influence those returns through its power over the investee. The concept of control is, consequently, based on three factors: (i) power over the investee; (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect the amount of the investor's returns.

Pursuant to IFRS 10, this concept of control must be applied in all of the following circumstances:

- a) when voting or similar rights give an investor power, including situations where the investor holds less than a majority of voting rights and in circumstances involving potential voting rights;
- b) when an investee is organised in such a manner that voting rights are not determinant in deciding who controls the investee, such as when any voting rights relate to administrative tasks only with more strategic activities being directed through contract;
- c) agency relationships;
- d) when the investor has control of specific activities of an investee.

Finally, disclosure requirements are contained in the new IFRS 12 - Disclosure of Interests in Other Entities rather than IFRS 10 (issued at the same time). IFRS 12, in fact, contains a series of disclosure requirements pertaining to investments in subsidiaries and associates as well as other joint arrangements (cf. IFRS 11 below).

The new IAS 27 - Separate Financial Statements is only applicable to the accounting treatment and disclosure requirements for investments in subsidiaries and the requirements for entities to present separate (non-consolidated) financial statements. The new standards also introduced revisions to certain parts of the old IAS 27.

The new standards, IFRS 10, IFRS 12 and IAS 27 were endorsed in December 2012 for application in the EU with mandatory adoption for accounting periods beginning on or after 1 January 2014.

### IFRS 11 - Joint Arrangements

The new IFRS 11 was issued on 12 May 2011 together with IFRS 10, IFRS 12 and IAS 27 on the conclusion of a revision of IAS 31 - Interests in Joint Ventures commenced in 2005 and including the new concept of control established by IFRS 10.

The new standard replaces IAS 31 - Interests in Joint Ventures and SIC 13 - Jointly Controlled Entities - Non-Monetary Contributions by Venturers. IFRS 11 requires that a party to a joint arrangement determines the nature of the agreement in which that party is involved by evaluation of its rights and obligations arising thereunder. A joint arrangement is an arrangement by which two or more parties have joint control, which, in turn, is defined by the standard as a contractually agreed sharing of control of an arrangement. Such arrangements only exist when decisions about activities that significantly affect the returns of the arrangement require the unanimous consent of the parties sharing control.

IFRS 11 requires that joint arrangements be classified as one of two types:

- a) joint operations - joint arrangements whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement;
- b) joint ventures - joint arrangements whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement, such as, for example, companies with a separate legal personality.

In determining the type of arrangement in which it is involved, an entity must identify the rights and obligations arising under the arrangement taking into consideration its structure and legal form, the contractual terms and conditions agreed by the parties and, if applicable, any other facts and circumstances.

The accounting treatment required by IFRS 11 for joint operations is the prorated recognition of assets, liabilities, revenues and costs arising under the arrangement to be measured in accordance with the relevant standards. The accounting treatment required by the new standard for joint ventures, on the other hand, is based on the equity method established by IAS 28. IFRS 11 was endorsed in December 2012 for application in the EU with mandatory adoption for accounting periods beginning on or after 1 January 2014.

### IFRS 13 - Fair Value Measurement

IFRS 13, issued on 12 May 2011, explains fair value measurements and the related disclosures and is applicable to all IFRS requiring or permitting fair value measurements or the presentation of information based on fair value.

Application of the new standard, endorsed for application in the EU in December 2012, which emphasises the use, where possible, of market sources, is mandatory for accounting periods beginning on or after 1 January 2013.

### IAS 1 - Presentation of Comprehensive Income

The IASB published an amendment to IAS 1 on 16 June 2011 to clarify the presentation of comprehensive income. The amendment does not relate to the items to be included in comprehensive income but only to the presentation of comprehensive income by nature and classified into two categories: (i) those that will be reclassified to profit or loss, and (ii) those that will be reclassified to profit or loss subject to certain conditions required by IFRS.

The amendments to IAS 1 became effective for financial years beginning on or after 1 July 2012 (therefore, 2013 for the Company) and were endorsed for application in the EU in June 2012.

### IAS 12 - Income Taxes

The IASB approved certain amendments to IAS 12 on 20 December 2010 having regard to the recovery of deferred taxes in connection with certain activities in addition to withdrawing SIC 21 - Income Taxes - Recovery of Revalued Non-Depreciable Assets.

The amendments, which abrogate the current general provision of IAS 12 requiring the method of the reversal of deferred taxes through use of an asset or liability rather than their transfer, introduce the presumption that deferred taxes relating to investment property, property plant and equipment and intangible assets carried at fair value will be fully reversed on sale of the asset unless there is unambiguous proof that such recovery has been through use.

The amendments to IAS 12 were endorsed for application in the EU in December 2012 and are mandatory for accounting periods beginning after December 2012 and, consequently for the Company on 1 January 2013.

### IAS 19 - Employee Benefits

The IASB approved the amended IAS 19 on 16 June 2011 having regard to the payment of benefits to employees.

Many aspects of the standard are modified by the amendment. The most significant of the changes to IAS 19 are:

- a) immediate recognition of all actuarial gains and losses in other comprehensive income at the reporting date. As a consequence, the option to defer recognition of such gains and losses in application of the corridor method and the option to recognise them in the income statement is no longer permitted. Since the existing accounting policy is to immediately recognise actuarial gains and losses in other comprehensive income the amendment to the standard is not expected to affect the Company's financial statements;
- b) any past service costs arising from changes to plans must be recognised in the year in which the plan was changed making it no longer possible for such costs to be deferred to future service years;
- c) any benefit entailing a service obligation subsequent to the termination of employment may not be classified as a termination benefit with the consequent reduction in the number of settlements that can be included in this category. Furthermore, an obligation to pay termination benefits may only be recognised to the extent that the entity also recognised the relative restructuring costs or when it is not possible to avoid offering termination benefits. This could result in the recognition of such benefits subsequent to date required by the original standard.

The new IAS 19 was endorsed for application in the EU in June 2012. Its adoption is mandatory for accounting periods beginning on or after 1 January 2013.

### IAS 28 - Investments in Associates and Joint Ventures

On 12 May 2011, the IASB issued the new standards IFRS 10, IFRS 11, IFRS 12 and IAS 27 as well as a revision to IAS 28 - Investments in Associates and Joint Ventures to take account of certain amendments introduced by the new standards.

The amended standard replaces the original IAS 28 - Investments in Associates, without, however, making substantial changes. Indeed, the amended standard did not change the concept of significant influence contained in the original standard.

In accordance with the conditions of its endorsement by the EU in December 2012, the new standard is required to be adopted by 1 January 2014 along with new standards IFRS 10, IFRS 11, IFRS 12 and IAS 27.

### IAS 32 and IFRS 7 - Offset of Financial Assets and Financial Liabilities

Amendments to IAS 32 and IFRS 7 were issued by the IASB on 16 December 2011 having regard to the manner of presenting set-offs of financial assets and financial liabilities and the relevant disclosures.

The amendments to IAS 32 provide that the entity presenting financial statements only has a legal right of set-off of previously recognised financial assets and financial liabilities to the extent that such right:

- a) is not conditional on the occurrence or otherwise of a future event;
- b) may be exercised regardless of whether the entity preparing financial statements and other parties involved are going concerns or is in default, insolvency or bankruptcy.

The amended IAS 32 is retroactively mandatory for financial years beginning on or after 1 January 2014 (earlier adoption permitted) whereas the amended IFRS 7 is mandatory for financial years commencing on or after 1 January 2013. The two standards were endorsed for application in the EU in December 2012.

#### Annual Improvements to IFRS

The IASB published the “Annual Improvements to IFRSs: 2009-2011 Cycle” on 17 May 2012 amending standards deemed necessary but not urgent as part of its annual improvements programme. The amendments that could be relevant to the Company are:

- a) IAS 1 Presentation of Financial Statements - clarifies that voluntary additional comparative information must be presented in accordance with IFRS. In addition, the opening statement of financial position must be presented in the following circumstances: when an entity changes its accounting policies; makes retrospective restatements or makes reclassifications. There is no requirement, however, for notes on such addition statement of financial position except for the restated or reclassified items;
- b) IAS 16 Property, Plant and Equipment - clarifies the classification of servicing equipment as property, plant and equipment to the extent available for use in more than one accounting period whereas it should be treated as inventories if used in only one period;
- c) IAS 32 Financial Instruments: Presentation - clarifies that income taxes arising from distributions to equity holders and equity instrument transaction costs are to be accounted for in accordance with IAS 12.

Although the amendments are required to be applied in accounting periods beginning on or after 1 January 2013, they have not yet been endorsed for the EU.

The effect of the future application of newly issued standards and interpretations as well as all revisions and amendments to existing standards is currently being evaluated by the Company with the exception of the amendments contained in IAS 19 which, as explained above, are in line with current accounting policies.

## 4. Concession arrangement

The purpose of the Single Concession Arrangement executed by the Company and ANAS on 12 October 2007 and approved by Law 101/2008 is the construction and operation of the motorways for which the concession is granted. The Single Concession Arrangement terminates on 31 December 2038.

Very briefly, the concession gives the Company, on the one hand, the right to retain tolls collected from motorway users, less the concession fees payable to ANAS SpA, with such tolls being revised annually based on a toll formula contained in the Single Concession Arrangement, while, on the other hand, requiring the Company to upgrade and/or modernise the motorway infrastructure operated under concession and provide maintenance and operating services.

At the end of the concession term, the operator shall hand over the motorway operated under the concession and the related assets free of charge to the Grantor in a good state of repair and unencumbered.

The five-yearly update of the financial plan is in the process of completion. Under the provisions of the Single Concession Arrangement, this does not involve revision of the financial plan, the realignment of tolls or changes to concession terms and conditions.

The five-yearly update uses actual figures and the latest analyses and projections to revise, among other things, the timing of investment still to be completed and future traffic estimates.

The five-yearly update of the financial plan will be formalised in an addendum to the Single Concession Arrangement.

With regard to the existing concession, the Company is engaged in the implementation of a programme of investment in “Major Works” worth approximately €12.7 billion. Works with a value of over €7.4 billion have already been completed as at 31 December 2012. The investment programme, which is included in the Company’s financial plan, essentially relates to the upgrade of existing sections of motorway.

The following table lists the sections of the motorways operated and maintained under the concession as at 31 December 2012.

Section of motorway	Kilometres in service
A1 Milan-Naples	803.5
A4 Milan-Brescia	93.5
A7 Genoa-Serravalle	50.0
A8/9 Milan-lakes	77.7
A8 / A26 link road	24.0
A10 Genoa-Savona	45.5
A11 Florence-Pisa North	81.7
A12 Genoa-Sestri Levante	48.7
A12 Rome-Civitavecchia	65.4
A13 Bologna-Padua	127.3
A14 Bologna-Taranto	781.4
A16 Naples-Canosa	172.3
A23 Udine-Tarvisio	101.2
A26 Genoa-Gravellona Toce	244.9
A27 Mestre-Belluno	82.2
A30 Caserta-Salerno	55.3
<b>Total</b>	<b>2,854.6</b>

The Company has made specific provisions to reflect estimated fines and penalties that may be imposed by the Grantor in connection with alleged breaches of the concession terms and conditions and/or non-fulfilment of its obligations under Annex N of the existing Concession Arrangement. These estimates have been updated on the basis of information received in 2012. A detailed analysis of the provisions is contained in note 5.13.

In addition to the above, in 2012 the Grantor notified the Company of further alleged breaches requiring provision to be made for fines or contingent liabilities in the financial statements, in addition to those covered by the provisions made as at 31 December 2012.

Finally, the obligation contained in the existing Single Concession Arrangement, requiring the Company to appropriate a portion of profit for the year to an extraordinary undistributable equity reserve for delayed investment, no longer applies, given that the Company has made up for the delays in full. The Grantor has, therefore, been asked for permission to release the undistributable equity reserve as at 31 December 2011.

## 5. Notes to the statement of financial position

The following notes provide information on each item of the statement of financial position as at 31 December 2012. Comparative amounts as at 31 December 2011 are shown in brackets.

## 5.1 Property, plant and equipment - €77,392 thousand (€80,101 thousand)

Property, plant and equipment, amounting to €77,392 thousand (€80,101 thousand at the end of 2011), consists of plant and equipment (€70,957 thousand) and investment property (€6,435 thousand). The reduction of €2,709 thousand compared with the previous year is due to depreciation (€20,882 thousand) and net disposals (€270 thousand), after additions during the year (€18,443 thousand). There were no changes in the expected useful lives of the assets during the year.

Property, plant and equipment as at 31 December 2012 is free of mortgages, liens or other charges restricting use.

(€000)	CHANGES DURING THE YEAR						
	31 Dec 2011			Cost			
	Original cost	Accumulated depreciation	Carrying amount	Additions: purchases and capitalisations	Assets entering service	Disposals	Reclassifications and other adjustments
<b>Property, plant and equipment:</b>							
Land	1,302	-	1,302	-	-	-	24
Buildings	35,848	-11,699	24,149	201	-	-	-1,873
Industrial and trading machinery	95,336	-62,845	32,491	11,814	1,925	-3,134	-
Other assets	66,724	-51,999	14,725	4,221	11	-1	-
Property, plant and equipment under construction and advances	2,010	-	2,010	2,207	-1,936	-	-
<b>Total</b>	<b>201,220</b>	<b>-126,543</b>	<b>74,677</b>	<b>18,443</b>	<b>-</b>	<b>-3,135</b>	<b>-1,849</b>
<b>Investment property:</b>							
Land	242	-	242	-	-	-	-24
Buildings	11,798	-6,616	5,182	-	-	-	1,873
<b>Total</b>	<b>12,040</b>	<b>-6,616</b>	<b>5,424</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,849</b>
<b>Total property, plant and equipment</b>	<b>213,260</b>	<b>-133,159</b>	<b>80,101</b>	<b>18,443</b>	<b>-</b>	<b>-3,135</b>	<b>-</b>



Investment property refers to certain land and buildings not used in operations and measured at cost. The fair value of these assets is estimated to be €20 thousand, based on property market trends for the types of investment held.

In 2012 certain properties rented primarily to Group companies generated rental income of €2,220 thousand, with direct maintenance and management costs of €2,359 thousand.

The balance as at 31 December 2012 has increased €1,011 thousand, primarily as a result of the reclassification to investment property of a portion of the industrial buildings following a review of investment properties.

The following table shows the opening and closing balances of property, plant and equipment and changes during the year.

Accumulated depreciation			31 Dec 2012		
Additions	Disposals	Reclassifications and other adjustments	Original cost	Accumulated depreciation	Carrying amount
-	-	-	1,326	-	1,326
-1,517	-	444	34,176	-12,772	21,404
-13,898	2,865	-	105,941	-73,878	32,063
-5,073	-	-	70,955	-57,072	13,883
-	-	-	2,281	-	2,281
<b>-20,488</b>	<b>2,865</b>	<b>444</b>	<b>214,679</b>	<b>-143,722</b>	<b>70,957</b>
-	-	-	218	-	218
-394	-	-444	13,671	-7,454	6,217
<b>-394</b>	<b>-</b>	<b>-444</b>	<b>13,889</b>	<b>-7,454</b>	<b>6,435</b>
<b>-20,882</b>	<b>2,865</b>	<b>-</b>	<b>228,568</b>	<b>-151,176</b>	<b>77,392</b>

## 5.2 Intangible assets - €18,006,066 thousand (€17,325,625 thousand)

Intangible assets amount to €18,006,066 thousand (€17,325,625 thousand as at 31 December 2011). In addition to the residual goodwill that arose on the transfer of motorway assets in 2003 (€6,111,198 thousand), intangible assets also included concession rights (€11,882,473 thousand) and other intangible assets of €12,394 thousand.

The €680,441 thousand increase during the year substantially reflects an increase in concession rights (€682,854 thousand), resulting from investment in construction services with additional economic benefits before accrued government grants (€674,968 thousand), and adjustment of the present value of works with no additional benefits (€442,102 thousand). These increases have been partially offset by amortisation of €424,572 thousand and government grants accruing during the year of €9,644 thousand.

There were no changes during the year in the expected useful lives of intangible assets.

Concession rights have been categorised as follows:

- 1) rights accruing from construction services with no additional economic benefits (€9,253,925 thousand as at 31 December 2012);
- 2) rights accruing from construction services with additional economic benefits (€2,559,010 thousand as at 31 December 2012);
- 3) rights accruing from construction services provided by sub-operators being capital expenditure on assets made by sub-operators subsequently handed over free of charge to the Company (€69,538 thousand as at 31 December 2012).

The Company invested a total of €1,165,435 thousand in motorway infrastructure in 2012 (€1,318,361 thousand in 2011). In application of IFRIC 12, operating costs and financial expenses, based on the nature of the expense, and the fair value of the construction services rendered are recognised in the income statement for the year. The following analysis shows the various components of investment in motorway infrastructure effected through construction services as reported in this year's financial statements.

(€000)	Note	2012	2011	Inc./ (Dec.)
Use of provisions for construction services required by contract with no additional realised economic benefits	5.12 / 6.9	460,575	491,596	-31,021
Revenue from government grants for construction services with no additional economic benefits	5.12 / 6.2	29,892	68,932	-39,040
Increase in intangible concession rights accruing from construction services with additional economic benefits	6.2	674,968	757,833	-82,865
<b>Total investment in motorway infrastructure</b>		<b>1,165,435</b>	<b>1,318,361</b>	<b>-152,926</b>

Goodwill arose on the transfer of the motorway operations from former Autostrade - Concessioni e Costruzioni Autostrade SpA (now Atlantia SpA), as part of the Group reorganisation in 2003. The value of goodwill was determined under Italian GAAP and is consistent with the net carrying amount at 1 January 2004, the IFRS transition date. In accordance with IAS 36, this goodwill has been allocated entirely to the single Cash Generating Unit represented by the concession held by the Company.

(€000)	31 Dec 2011		
	Original cost	Accumulated amortisation	Carrying amount
<b>Intangible assets deriving from concession rights:</b>			
Concession rights accruing from construction services with no additional economic benefits	11,587,814	-2,433,884	9,153,930
Concession rights accruing from construction services with additional economic benefits	2,114,517	-141,040	1,973,477
Concession rights accruing from construction services provided by sub-operators	87,067	-14,855	72,212
<b>Total</b>	<b>13,789,398</b>	<b>-2,589,779</b>	<b>11,199,619</b>
<b>Goodwill and other intangible assets with indefinite lives:</b>			
Goodwill	6,111,198	-	6,111,198
Trademarks	1	-	1
<b>Total</b>	<b>6,111,199</b>	<b>-</b>	<b>6,111,199</b>
<b>Other intangible assets:</b>			
Development costs	114,278	-104,262	10,016
Industrial patents and intellectual property rights	36,486	-32,498	3,988
Concessions and licences	1,351	-548	803
<b>Total</b>	<b>152,115</b>	<b>-137,308</b>	<b>14,807</b>
<b>Total intangible assets</b>	<b>20,052,712</b>	<b>-2,727,087</b>	<b>17,325,625</b>

Scheduled amortisation is not charged against goodwill. It is, instead, subject to regular impairment tests, which, again at 31 December 2012, confirmed recoverability of the carrying amount based on estimates of value in use. Estimated value in use was based on the Company's long-term business plan, based on the commitments in the updated financial plan annexed to the arrangement entered into with the Grantor, which includes traffic projections for the network over the full concession term and an estimated average inflation rate of 1.5%. The net present value of projected cash flows was computed using a discount rate of 5.9% (6.1% in 2011), representing the Company's after tax WACC. After tax cash flows and discount rates are used because the results are substantially the same as pre-tax computations.

The impairment tests carried out also confirmed the recoverability of concession rights carried in the Company's financial statements. Other intangible assets as at 31 December 2012, totalling €12,394 thousand, consist of the following main categories:

- a) "development costs" (€8,212 thousand), relating to software development and, to a lesser extent, new free-flow tolling systems;
- b) "industrial patents and intellectual property rights" (€3,213 thousand), relating to the cost of purchasing software licences;
- c) "concessions, licences and similar rights" (€969 thousand), including, among other things, licences for the use of fibre optic cables.

In 2012, moreover, research and development expenditure of approximately €1,208 thousand (€1,156 thousand in 2011) was charged against income. The purpose of research and development is the improvement of infrastructure, services offered, safety levels and protection and enhancement of the environment.

The following table shows amounts at the beginning and end of the year and changes in the different categories of intangible asset during 2012.

CHANGES DURING THE YEAR							
Cost				Accumulated amortisation	31 Dec 2012		
Additions: purchases and capitalisations	Additions/ Reductions due to changes in present value of commitments	Additions due to execution of construction services	Reductions due to government grants	Additions	Original cost	Accumulated amortisation	Carrying amount
-	442,102	-	-3,191	-338,916	12,026,725	-2,772,800	9,253,925
-	-	674,968	-6,453	-82,982	2,783,032	-224,022	2,559,010
-	-	-	-	-2,674	87,067	-17,529	69,538
-	442,102	674,968	-9,644	-424,572	14,896,824	-3,014,351	11,882,473
-	-	-	-	-	6,111,198	-	6,111,198
-	-	-	-	-	1	-	1
-	-	-	-	-	6,111,199	-	6,111,199
7,685	-	-	-	-9,489	121,963	-113,751	8,212
2,670	-	-	-	-3,445	39,156	-35,943	3,213
359	-	-	-	-193	1,710	-741	969
10,714	-	-	-	-13,127	162,829	-150,435	12,394
10,714	442,102	674,968	-9,644	-437,699	21,170,852	-3,164,786	18,006,066

### 5.3 Investments - €1,443,323 thousand (€824,338 thousand)

The following table shows an analysis of investments in addition to the percentage interest and the relevant carrying amount as at 31 December 2012, net of unpaid, called-up issued capital.

	Registered office
<b>Investments in subsidiaries</b>	
Autostrade Sud America Srl	Rome
Autostrade dell'Atlantico Srl	Rome
Stalexport Autostrady SA	Katowice (Poland)
Tangenziale di Napoli SpA	Naples
Pavimental SpA	Rome
Telepass SpA	Rome
Autostrade Meridionali SpA	Naples
Ecomouv' Sas	Paris (France)
Spea Ingegneria Europea SpA	Milan
AD Moving SpA	Rome
Infoblu SpA	Rome
Autostrade Tech SpA	Rome
Società Italiana pA per il Traforo del Monte Bianco	Pré Saint Didier
Tech Solutions Integrators Sas	Paris (France)
Newpass SpA	Verona
EsseDiEsse Società di Servizi SpA	Rome
Autostrade Indian Infrastructure Ltd	Mumbai (India)
Ecomouv' D&B Sas	Paris (France)
Giove Clear Srl	Rome
<b>Total investments in subsidiaries (A)</b>	
<b>Investments in associates and joint ventures</b>	
Tangenziali Esterne di Milan SpA (*)	Milan
Società Infrastrutture Toscane pA	Florence
Società Autostrada Tirrenica pA	Rome
Bologna & Fiera Parking SpA	Bologna
Pedemontana Veneta SpA (in liquidation)	Verona
Arcea Lazio SpA	Rome
Consorzio Autostrade Italiane Energia	Rome
<b>Total investments in associates and joint ventures (B)</b>	
<b>Investments in other companies</b>	
Uirnet SpA	Rome
Veneto Strade SpA	Venice
Tangenziale Esterna SpA (*)	Milan
Consorzio Fastigi	Civitavecchia
<b>Total investments in other companies (C)</b>	
<b>Total investments (A+B+C)</b>	

(\*) A general meeting of the company's shareholders has approved the issue of new shares that have yet to be subscribed at the date of approval of these financial statements.

Number of shares held	Issued capital/Consortium fund			Interest (%)	Investment	
	Par value		Issued capital/Consortium fund		Number of shares held	Carrying amount (A) (€000)
1	-	EUR	100,000,000	100.00%	1	742,952
1,000,000	1.00	EUR	1,000,000	100.00%	1,000,000	409,885
247,262,023	0.75	PLN	185,446,517	61.20%	151,323,463	72,608
20,945,250	5.16	EUR	108,077,490	100.00%	20,945,250	54,506
77,818,865	0.13	EUR	10,116,452	99.40%	77,350,836	47,413
26,000,000	1.00	EUR	26,000,000	96.15%	25,000,000	25,107
4,375,000	2.07	EUR	9,056,250	58.98%	2,580,500	14,708
300,000	100.00	EUR	30,000,000	70.00%	210,000	14,254
1,000,000	5.16	EUR	5,160,000	100.00%	1,000,000	5,994
1,000,000	1.00	EUR	1,000,000	100.00%	1,000,000	3,995
1,000,000	5.16	EUR	5,160,000	75.00%	750,000	3,875
1,120,000	1.00	EUR	1,120,000	100.00%	1,120,000	3,265
2,112,000	51.65	EUR	109,084,800	51.00%	1,077,120	2,318
2,000,000	1.00	EUR	2,000,000	100.00%	2,000,000	2,000
1,747,084	1.00	EUR	1,747,084	51.00%	891,013	891
500,000	1.00	EUR	500,000	100.00%	500,000	501
10,000	50.00	INR	500,000	99.99%	9,999	486
500,000	1.00	EUR	500,000	75.00%	375,000	375
10,000	1.00	EUR	10,000	100.00%	10,000	20
						1,405,153
71,488,562	0.75	EUR	53,616,422	26.40%	18,873,322	18,537
30,000,000	1.00	EUR	30,000,000	46.00%	13,800,000	6,900
163,072,000	0.15	EUR	24,460,800	24.98%	40,738,499	6,343
9,000,000	1.00	EUR	9,000,000	32.50%	4,925,000	2,812
12,000	500.00	EUR	6,000,000	29.77%	3,573	1,935
1,983,469	1.00	EUR	1,983,469	34.00%	674,379	674
-	-	EUR	107,112	29.00%	-	29
						37,231
987	1,000.00	EUR	987,000	1.62%	16	426
5,163,200	1.00	EUR	5,163,200	5.00%	258,160	258
100,000,000	1.00	EUR	100,000,000	0.25%	250,000	250
-	-	EUR	40,000	12.50%	-	5
						939
						1,443,323

Investments amount to €1,443,323 thousand (€824,338 thousand as at 31 December 2011) and essentially include investments in subsidiaries. The figure is up €618,985 thousand primarily due to the following principal events in 2012:

- a) the acquisition of the interests in Autostrade Sud America held by SIAS (45.765%) and Mediobanca (8.47%) at a price of €669,802 thousand;
- b) the payment of contributions for future capital increases to be carried out by the subsidiary, Autostrade dell'Atlantico (€129,109 thousand);
- c) payment on account of unpaid called-up capital payable to the subsidiary, Ecomouv' Sas (€5,536 thousand);
- d) the purchase in the market of shares in the subsidiary, Stalexport Autostrady SA (€2,065 thousand);

(€m)	31 Dec 2011		
	Original cost	Accumulated impairments/ revaluations	Carrying amount
<b>Investments in subsidiaries</b>			
Autostrade Sud America Srl	-	-	-
Autostrade dell'Atlantico Srl	275,024	-	275,024
Stalexport Autostrady SA	102,777	32,234	70,542
Tangenziale di Napoli SpA	54,506	-	54,506
Pavimental SpA	46,843	-	46,843
Telepass SpA	25,032	-	25,032
Autostrade Meridionali SpA	14,660	-	14,660
Ecomouv' Sas	8,718	-	8,718
Spea Ingegneria Europea SpA	5,883	-	5,883
AD Moving SpA	3,995	-	3,995
Infoblu SpA	3,875	-	3,875
Autostrade Tech SpA	3,163	-	3,163
Società Italiana pA per il Traforo del Monte Bianco	2,318	-	2,318
Tech Solutions Integrators Sas	1,000	-	1,000
Newpass SpA	2,127	1,236	891
EsseDiEsse Società di Servizi SpA	501	-	501
Autostrade Indian Infrastructure Ltd	486	-	486
Ecomouv' D&B Sas	375	-	375
Giove Clear Srl	10	-	10
Autostrada Torino-Savona SpA	161,059	-	161,059
Autostrade International US Holdings Inc.	19,411	13,659	5,752
Port Mobility SpA	1,127	-	1,127
Tirreno Clear Srl	10	-	10
	<b>732,900</b>	<b>47,129</b>	<b>685,771</b>
<b>Investments in associates</b>			
Tangenziali Esterne di Milano SpA	18,537	-	18,538
Società Infrastrutture Toscane pA	6,900	-	6,900
Società Autostrada Tirrenica pA	6,343	-	6,343
Bologna & Fiera Parking SpA	5,363	-	5,363
Pedemontana Veneta SpA (in liquidation)	-	-	-
Arcea Lazio SpA	703	29	674
Consorzio Autostrade Italiane Energia	29	-	29
Autostrade Sud America Srl	73,150	-	73,150
IGLI SpA	110,957	84,326	26,631
	<b>221,983</b>	<b>84,355</b>	<b>137,628</b>
<b>Investments in other Group companies</b>			
Uirnet SpA	426	-	426
Veneto Strade SpA	258	-	258
Tangenziale Esterna SpA	250	-	250
Consorzio Fastigi	5	-	5
	<b>939</b>	<b>-</b>	<b>939</b>
<b>Total</b>	<b>955,822</b>	<b>131,484</b>	<b>824,338</b>

- e) the sale of the investment in the subsidiary, Autostrada Torino-Savona, with a carrying amount as at 31 December 2012 of €161,059 thousand, to the SIAS group at a price of €223,000 thousand;
- f) the sale of a 33.3% investment in IGLI SpA to Autostrada Torino-Milano SpA at a price of €87,602 thousand, compared with a carrying amount as at 31 December 2012 of €26,631 thousand, and the investment in Port Mobility SpA, with a carrying amount as at 31 December 2012 of €1,127 thousand, at a price of €1,130 thousand.

The following table shows carrying amounts at the beginning and end of the year, grouped by category, and changes in investments during the year.

	New acquisitions and formations	Other additions and capital contributions	CHANGES DURING THE YEAR				Original cost	31 Dec 2012 Accumulated impairments/revaluations	Carrying amount
			Cost Disposals	Reclassifications	Increases related to share-based payment plans	Impairments/Revaluations Additions/Reductions			
	669,802	-	-	73,150	-	-	742,952	-	742,952
	-	129,109	-	19,411	-	13,659	423,544	13,659	409,885
	2,065	-	-	-	-	-	104,842	32,234	72,608
	-	-	-	-	-	-	54,506	-	54,506
	453	-	-	-	117	-	47,413	-	47,413
	-	-	-	-	75	-	25,107	-	25,107
	-	-	-	-	48	-	14,708	-	14,708
	-	5,536	-	-	-	-	14,254	-	14,254
	-	-	-	-	111	-	5,994	-	5,994
	-	-	-	-	-	-	3,995	-	3,995
	-	-	-	-	-	-	3,875	-	3,875
	-	-	-	-	102	-	3,265	-	3,265
	-	-	-	-	-	-	2,318	-	2,318
	-	1,000	-	-	-	-	2,000	-	2,000
	-	-	-	-	-	-	2,127	1,236	891
	-	-	-	-	-	-	501	-	501
	-	-	-	-	-	-	486	-	486
	-	-	-	-	-	-	375	-	375
	-	-	-	10	-	-	20	-	20
	-	-	161,059	-	-	-	-	-	-
	-	-	-	-19,411	-	-	-	-	-
	-	-	1,127	-	-	-	-	-	-
	-	-	-	-10	-	-	-	-	-
	672,320	135,645	162,186	73,150	453	-	1,452,282	47,129	1,405,153
	-	-	-	-	-	-	18,538	-	18,538
	-	-	-	-	-	-	6,900	-	6,900
	-	-	-	-	-	-	6,343	-	6,343
	-	195	-	-	-	2,746	5,558	2,746	2,812
	-	149	-	1,786	-	-	1,935	-	1,935
	-	-	-	-	-	-	703	29	674
	-	-	-	-	-	-	29	-	29
	-	-	-	-73,150	-	-	-	-	-
	-	-	110,957	-	-	-84,326	-	-	-
	-	344	110,957	-71,364	-	-81,580	40,006	2,775	37,231
	-	-	-	-	-	-	426	-	426
	-	-	-	-	-	-	258	-	258
	-	-	-	-	-	-	250	-	250
	-	-	-	-	-	-	5	-	5
	-	-	-	-	-	-	939	-	939
	672,320	135,989	273,143	1,786	453	-81,580	1,493,227	49,904	1,443,323

## 5.4 Other financial assets

(non-current) - €521,041 thousand (€552,797 thousand)

(current) - €374,940 thousand (€348,863 thousand)

The following table shows the composition of other financial assets at the beginning and end of the year.

(€000)	Note	31 Dec 2012			31 Dec 2011		
		Carrying amount	Current portion	Non-current portion	Carrying amount	Current portion	Non-current portion
Financial assets deriving from government grants related to construction services	(1)	141,837	9,870	131,967	130,212	38,865	91,347
Convertible term deposits	(2)	238,890	9,834	229,056	256,723	38,135	218,588
Medium/long-term loans	(1)	222,418	110,098	112,320	289,742	95,375	194,367
Other loans and receivables	(1)	28,364	-	28,364	29,246	-	29,246
Staff loans	(1)	8,441	-	8,441	7,668	-	7,668
Non-current prepayments	(1)	10,981	88	10,893	6,737	34	6,703
Loans and receivables due from ANAS	(1)	-	-	-	4,878	-	4,878
Derivative assets	(3)	-	-	-	29	29	-
<b>Other medium/long-term financial assets</b>		<b>270,204</b>	<b>110,186</b>	<b>160,018</b>	<b>338,300</b>	<b>95,438</b>	<b>242,862</b>
Short-term intercompany loans	(1)	215,393	215,393	-	139,907	139,907	-
Loans and receivables due from ANAS	(1)	22,731	22,731	-	34,791	34,791	-
Other financial assets	(1)	6,894	6,894	-	1,727	1,727	-
<b>Other short-term financial assets</b>		<b>245,018</b>	<b>245,018</b>	<b>-</b>	<b>176,425</b>	<b>176,425</b>	<b>-</b>
Derivative assets	(3)	32	32	-	-	-	-
<b>Total other financial assets</b>		<b>895,981</b>	<b>374,940</b>	<b>521,041</b>	<b>901,660</b>	<b>348,863</b>	<b>552,797</b>

(1) Assets classified as "loans and receivables" in accordance with IAS 39.

(2) Assets classified as "available-for-sale" financial instruments and in level 2 of the fair value hierarchy.

(3) Derivative assets are classified by IAS 39 as financial instruments at fair value through profit or loss and are included in level 2 of the fair value hierarchy.

Financial assets deriving from government grants include amounts payable by the Grantor, third parties or other government entities as grants payable for construction services and capital expenditure carried out at year end. As at 31 December 2012 this item amounts to €141,837 thousand, which is up €11,625 thousand on 31 December 2011, essentially due to grants accruing during the year (€39,536 thousand), partially offset by amounts collected during the year (€27,911 thousand), primarily consisting of grants for the Apennine section of the A1 as part of the upgrade of the Florence-Bologna section.

Convertible term deposits are essentially blocked cash reserve accounts amounting to €238,890 thousand (€256,723 thousand as at 31 December 2011). They primarily relate to loans disbursed by banks as a condition precedent for the grants financing the new construction required by Laws 662/1996, 345/1997 and 135/1997 relating to the Variante di Valico and the expansion of the motorway interchange serving Florence.

The balances on the accounts may not be withdrawn until such time as the Grantor specifically approves the substantial completion of the works and the stage of completion.

The current portion as at 31 December 2012, totalling €9,834 thousand, represents the sum expected to be released within twelve months.



Other medium/long-term financial assets of €270,204 thousand (€338,300 thousand as at 31 December 2011) are down €68,096 thousand, essentially due to repayment of the intercompany medium/long-term loan made to Autostrade Meridionali (€95,000 thousand), partially offset by the release of further tranches (€27,854 thousand) of the loan granted to the subsidiary, Ecomouv' Sas, in 2011, which as at 31 December 2012 totals €62,726 thousand, is subject to interest of 9% and matures on 2 December 2024.

Other short-term financial assets of €245,018 thousand are up €68,593 on 31 December 2011 (€176,425 thousand), primarily due to disbursement of a short-term loan to the subsidiary, Autostrade Meridionali, totalling €215,000 thousand and maturing in March 2013. This was partially offset by repayment by the same subsidiary of a loan with a face value of €140,000 thousand and a decrease of €12,060 thousand in the amount due from the Grantor.

No evidence of impairment was found for any of the financial assets reported in the financial statements.

## 5.5 Other non-current assets - €564 thousand (€1,120 thousand)

This item includes tax credits arising on the prepayment of taxes on post-employment benefits, which were reduced on the payment of benefits in 2012.

## 5.6 Trading assets - €568,013 thousand (€587,712 thousand)

Trading assets consist of:

- a) inventories of €37,363 thousand (€36,911 thousand as at 31 December 2011), primarily relating to stocks and spare parts used for the maintenance or assembly of plant;
- b) contract work in progress of €11,040 thousand, up €1,002 thousand on 31 December 2011 (€10,038 thousand). This item includes work and services in progress for ANAS and government entities and activities involved in the design and build phase of the Eco-Taxe project in France. These assets relate to work completed by year end, totalling €95,794 thousand, measured on the basis of contract targets and relating to the execution of works and services less impairments reflecting foreseeable contract losses (€4,500 thousand) and prepayments received (€80,254 thousand);
- c) trade receivables, totalling €519,610 thousand (€540,763 thousand as at 31 December 2011) and consisting of the following.

(€000)	31 Dec 2012					31 Dec 2011				
	Amounts due from customers	Other trade receivables	Prepayments for construction services	Other trading assets	Total	Amounts due from customers	Other trade receivables	Prepayments for construction services	Other trading assets	Total
Direct debit road users and similar: outstanding bills	251,623					244,617				
Road users for unpaid tolls	47,462					43,779				
Service area operators	119,152					137,718				
<b>Gross trade receivables</b>	<b>418,237</b>	<b>99,503</b>	<b>60,185</b>	<b>8,126</b>	<b>586,051</b>	<b>426,114</b>	<b>108,229</b>	<b>62,764</b>	<b>7,452</b>	<b>604,559</b>
<b>Allowance for doubtful trade receivables</b>	<b>-61,048</b>	<b>-5,393</b>	<b>-</b>	<b>-</b>	<b>-66,441</b>	<b>-58,519</b>	<b>-5,277</b>	<b>-</b>	<b>-</b>	<b>-63,796</b>
<b>Net trade receivables</b>	<b>357,189</b>	<b>94,110</b>	<b>60,185</b>	<b>8,126</b>	<b>519,610</b>	<b>367,595</b>	<b>102,952</b>	<b>62,764</b>	<b>7,452</b>	<b>540,763</b>

With regard to changes during the year:

- a) amounts due from customers, less provisions, amount to €357,189 thousand, down €10,406 thousand on the end of 2011 (€367,595 thousand), primarily due to a reduction in the fixed component of royalties from service areas, following the amendment of agreement with sub-operators.  
Receivables payable by service area operators included amounts receivable from the affiliate, Autogrill, totalling €33,331 thousand (€36,725 thousand as at 31 December 2011);
- b) other trade receivables, amounting to €94,110 thousand (€102,952 thousand as at 31 December 2011), are down €8,842 thousand. The amount includes trade receivables of €43,398 thousand owing from other Atlantia Group companies, principally relating to administrative services, rentals and fees and reimbursements, the latter due from Ecomouv' and Ecomouv' D&B in connection with the Eco-Taxe project in France.

The following table shows an ageing schedule for amounts due from customers and other trade receivables.

(€000)	Total receivables	Not yet due	Up to 90 days overdue	Between 90 and 365 days overdue	More than one year overdue
Amounts due from customers and other trade receivables	517,740	400,144	11,654	20,085	85,857

Overdue receivables regard uncollected and unpaid tolls, in addition to royalties due from service area operators and sales of other goods and services.

Movements during the year in provisions for doubtful trade receivables are shown in the following table.

(€000)	31 Dec 2011	Additions	Uses	31 Dec 2012
Allowance for doubtful trade receivables	63,796	3,807	1,162	66,441

The relevant allowance is adequate and has been determined with reference to experience gained with specific customers and historical data regarding losses on receivables.

The carrying amount of trade receivables approximates fair value.

## 5.7 Cash and cash equivalents - €2,877,234 thousand (€834,207 thousand)

This item includes:

- a) cash and cash equivalents, totalling €410,001 thousand (€298,221 thousand as at 31 December 2011), essentially relating to demand bank deposits;
- b) cash equivalents, totalling €2,183,881 thousand (€212,878 thousand as at 31 December 2011), which primarily regard demand bank deposits and bank deposits convertible after no more than three months;
- c) current accounts with Group companies, totalling €283,352 thousand (€323,108 thousand as at 31 December 2011), taking account of the centralised treasury management service provided by the Company.

Cash and cash equivalents, totalling €2,877,234 thousand, are up €2,043,027 thousand on 31 December 2011 (€834,207 thousand), essentially due to the liquidity acquired as a result of new short- and medium/long-term intercompany loans from Atlantia with a face value of €3,388,809 thousand, and use of the facilities made available by the EIB (a face value of €750,000 thousand) and by Cassa Depositi e Prestiti and SACE (a face value of €100,000 thousand); these inflows were partly offset by early repayment of a portion (€655,800 thousand) of the medium/long-term loan from Atlantia maturing in 2014, net outflows relating to the acquisition of investments (€496,240 thousand), the payment of dividends (totalling €561,690 thousand) and the payment of income tax (totalling €369,587 thousand).

## 5.8 Current tax assets and liabilities

Current tax assets - €97,675 thousand (€10,611 thousand)

Current tax liabilities - - (€105,832 thousand)

Current tax assets and liabilities at the beginning and end of the year are detailed below.

(€000)	31 Dec 2012	31 Dec 2011	31 Dec 2012	31 Dec 2011
	Assets		Liabilities	
IRAP	5,691	-	-	245
IRES	91,984	10,611	-	105,587
<b>Total</b>	<b>97,675</b>	<b>10,611</b>	<b>-</b>	<b>105,832</b>

The increase in net current tax assets as at 31 December 2012 (€192,896 thousand) essentially reflects payments on account of IRES and IRAP totalling €259,954 thousand and recognition of an asset totalling €22,737 thousand in relation to the refund for the deduction of IRAP from IRES in accordance with Law Decree 16/2012, converted into Law 44 of 26 April 2012 containing “Urgent measures designed to simplify taxation, and improve the efficiency of and strengthen audit procedures” and the tax authorities’ ruling of 17 December 2012; these effects were partially offset by increased current tax expense for the year (€91,717 thousand) compared with 2011, which benefitted from the tax recognition of the IFRIC 12 accounting treatment of the provisions of the Ministerial Decree of 8 June 2011 (the so-called Milleproroghe, or “Thousand postponements”, decree), and the response, received on 9 June 2011, to the request for a ruling submitted to the Italian tax authorities by Autostrade per l’Italia in 2010.

The Company participates in the tax consolidation arrangement headed by Atlantia, with the balance for current IRES accounted for in amounts due to and from the consolidating entity.

Current tax assets in 2012 also include receivables due from the parents, Atlantia and Sintonia SpA (which has absorbed Schemaventotto), totalling €17,109 thousand and €5,628 thousand, respectively. This reflects application for a refund of IRES following the non-deductibility of IRAP on staff costs in the five-year period 2007-2011, in accordance with the provisions of Law 44 of 26 April 2012 and the tax authorities’ ruling of 17 December 2012.

Current tax assets also include a receivable due from the parent, Sintonia SpA, relating to an application for the refund of an IRAP tax credit for IRES pursuant to art. 6 of Law Decree 185 of 29 November 2008 as a result of membership in the former parent’s Tax Consolidation Arrangement for years of assessment 2004-2007.

## 5.9 Other current assets - €73,584 thousand (€56,616 thousand)

This item consists of receivables and other current assets that are not eligible for classification as trading or financial. An analysis of the balance as at 31 December 2012 is shown below.

(€000)	31 Dec 2012	31 Dec 2011
Receivables due from end users and insurance companies for damages	41,088	34,367
Receivable from public entities	4,293	3,209
VAT credits	3,407	754
Other current assets	32,124	25,545
<b>Total</b>	<b>80,912</b>	<b>63,875</b>
Allowance for bad debts	-7,328	-7,259
<b>Total</b>	<b>73,584</b>	<b>56,616</b>

The increase for the year of €16,968 thousand is essentially due to an increase in VAT credits and higher claims for damages payable by insurance companies.

### 5.10 Non-current assets held for sale and related to discontinued operations - €3,898 thousand (€4,911 thousand)

As at 31 December 2012 this item regards the remaining 2% interest in Strada dei Parchi (€3,898 thousand), which is subject to a call/put option with the counterparty Toto Costruzioni Generali.

### 5.11 Equity - €2,099,015 thousand (€2,098,475 thousand)

Issued capital is fully subscribed and paid and consists of 622,027,000 ordinary shares of a par value of €1 each, amounting to a total of €622,027 thousand. This figure did not undergo any changes in 2012.

The principle changes in equity during the period regard:

- a) net comprehensive income for the year (€559,618 thousand), consisting of profit for the year of €644,587 thousand less losses on other components of comprehensive income totalling €84,969 thousand, due to the change in the fair value, after the related taxation, of cash flow hedges, essentially reflecting movements in interest rates at the end of the year (a loss of €63,735 thousand) and actuarial losses on provisions for employee benefits (€21,234 thousand), essentially reflecting the reduced discount rate used for the valuation as at 31 December 2012 compared with 31 December 2011;
- b) payment of the final dividend for 2011, amounting to €261,251 thousand, or €0.42 per share, and of the interim dividend for 2012, totalling €300,439 thousand, or €0.483 per share.

Autostrade per l'Italia aims to manage its capital in order to create value for shareholders, ensure the Company remains a going concern, safeguard the interests of stakeholders, maintain an adequate level of capital and guarantee efficient access to external sources of funding, so as to enable it to meet its obligations under the concession.

The table below shows an analysis of capital and equity reserves with their permitted uses.

Description	Balance at 31 Dec 2012 (€000)	Permitted uses (A, B, C)*	Available (€000)	Uses during the past three years	
				to cover losses	for other reasons
<b>Issued capital</b>	<b>622,027</b>	<b>B</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Reserves</b>					
Legal reserve	124,406	B	-	-	-
Share premium reserve	216,070	A, B, C	216,070	-	-
Extraordinary undistributable reserve for delayed investment	446,000	A, B	-	-	-
Cash flow hedge reserve	-235,793	B	-	-	-
Other reserves and retained earnings <sup>[1]</sup>	582,157	A, B, C	582,157	-	-
<b>Total reserves <sup>[2]</sup></b>	<b>1,132,840</b>				
<b>Total capital and reserves</b>	<b>1,754,867</b>		<b>798,227</b>	<b>-</b>	<b>-</b>
of which:					
Non distributable <sup>[3]</sup>			8,212		
Distributable			790,015		

\* Key:

A: capital increases

B: to cover losses

C: shareholder distributions

Note:

[1] Including €750,339 thousand in the "Extraordinary reserve", €568,638 thousand in the "IFRS transition reserve", the €962,198 thousand deficit in the "IFRIC 12 reserve", the €12,500 thousand deficit in the "Reserve for actuarial gains and losses on provisions for employee benefits", €4,324 thousand in the "Share-based payments plan reserve", and €233,554 thousand in "Retained earnings".

[2] In addition to issued capital, the Company's total reserves and retained earnings are €1,132,840 thousand. As a result of article 109, paragraph 4, letter b of the Consolidated Income Tax Act, the €566,648 declared by the Company for the year ended 31 December 2011, will, unless there are sufficient reserves, only become taxable if distributed to shareholders. Paragraph 4, letter b of article 109 was abrogated by the 2008 Finance Act (Law 244 of 24 December 2007) and replaced, although not retroactively, by article 103, paragraph 3 *bis* which abolished all restrictions on the distribution of equity reserves imposed by tax legislation arising in connection with the amortisation of trademarks and goodwill. As a result, there should be no increase in the amount of dividends subject to additional taxation.

[3] The undistributable portion to cover unamortised development costs.

## Other comprehensive income

The section "Financial statements" includes the "Statement of comprehensive income", which includes other comprehensive income, after the related taxation.

The following table shows the before and after tax amounts of this other comprehensive income.

(€000)	2012			2011		
	Before tax	Tax	After tax	Before tax	Tax	After tax
Fair value gains/(losses) on cash flow hedges	-87.910	24.175	-63.735	-52.362	14.400	-37.962
Gains/(losses) from actuarial valuations (IAS 19)	-22.138	904	-21.234	-1.056	-	-1.056
<b>Other comprehensive income for the year</b>	<b>-110.048</b>	<b>25.079</b>	<b>-84.969</b>	<b>-53.418</b>	<b>14.400</b>	<b>-39.018</b>

## Disclosures regarding share-based payments

Since 2009 the Group has put in place a number of share incentive plans, designed to incentivise and foster the loyalty of directors and/or employees of the Atlantia Group who hold key positions and responsibilities within the Company and Group companies, and linked to the achievement of pre-established corporate objectives. The plans aim to promote and disseminate a value creation culture in all strategic and operational decision-making processes, drive the Group's growth and boost management efficiency.

There were no substantial changes in 2012 to the existing incentive plans approved by Atlantia's shareholders at the General Meetings of 20 April 2011 and 23 April 2009.

The following table shows the main aspects of existing incentive plans as at 31 December 2012, including the options and units awarded to directors and employees of the Atlantia Group and changes during 2012. The table also shows the fair value of each option or unit awarded, as determined by a specially appointed expert, using the Monte Carlo model and the following parameters. The amounts have been adjusted for the amendments to the plans originally approved by General Meeting and required to ensure plan benefits remained substantially unchanged despite the dilution caused by the bonus issues approved by Atlantia's shareholders on 14 April 2010, 20 April 2011, and 24 April 2012.

Description	Number of options/units awarded <sup>(*)</sup>	Vesting date	Exercise / Grant date
<b>2009 SHARE OPTION PLAN</b>			
<b>Options outstanding as at 1 January 2011</b>			
- 8 May 2009 grant	534,614	23 April 2013	30 April 2014
- 16 July 2009 grant	174,987	23 April 2013	30 April 2014
- 15 July 2010 grant	140,399	23 April 2013	30 April 2014
- 13 May 2011 grant	26,731	23 April 2013	30 April 2014
	8,749	23 April 2013	30 April 2014
	76,476	23 April 2013	30 April 2014
- 14 October 2011 grant	28,067	23 April 2013	30 April 2014
	9,187	23 April 2013	30 April 2014
	10,844	23 April 2013	30 April 2014
	<b>1,010,054</b>		
<b>Changes in options in 2012</b>			
- 14 June 2012 grant	29,470	23 April 2013	30 April 2014
	9,646	23 April 2013	30 April 2014
	11,386	23 April 2013	30 April 2014
<b>Options outstanding as at 31 December 2012</b>	<b>1,060,556</b>		
<b>2011 SHARE OPTION PLAN</b>			
<b>Options outstanding as at 1 January 2011</b>			
- 13 May 2011 grant	279,860	13 May 2014	14 May 2017
- 14 October 2011 grant	13,993	13 May 2014	14 May 2017
	<b>293,853</b>		
<b>Changes in options in 2012</b>			
- 14 June 2012 grant	14,693	13 May 2014	14 May 2017
	345,887	14 June 2015	15 June 2018
<b>Options outstanding as at 31 December 2012</b>	<b>654,433</b>		
<b>2011 SHARE GRANT PLAN</b>			
<b>Units outstanding as at 1 January 2012</b>			
- 13 May 2011 grant	192,376	13 May 2014	13 May 2015 and 13 May 2016
- 14 October 2011 grant	9,619	13 May 2014	13 May 2015 and 13 May 2016
	<b>201,995</b>		
<b>Changes in units in 2012</b>			
- 14 June 2012 grant	10,100	13 May 2014	13 May 2015 and 13 May 2016
	348,394	14 June 2015	14 June 2016 and 14 June 2017
- expired units	-5,537		
<b>Units outstanding as at 31 December 2012</b>	<b>554,952</b>		
<b>MBO SHARE GRANT PLAN</b>			
<b>Changes in units in 2012</b>			
- 14 May 2012 grant	96,282	14 May 2015	14 May 2015
- 14 June 2012 grant	4,814	14 May 2015	14 May 2015
<b>Units outstanding as at 31 December 2012</b>	<b>101,096</b>		

(\*) Options awarded as a result of Atlantia's bonus issue which, therefore, do not represent the award of new benefits.

(\*\*) These are options and units awarded to all Atlantia Group employees and not only employees of Autostrade per l'Italia.



Exercise price (€)	Fair value of each option or unit at grant date (€)	Expected expiration at grant date (years)	Risk free interest rate used	Expected volatility (based on historic mean)	Expected dividends at grant date
11.20	1.66	5.0	2.52%	26.5%	3.44%
12.09	1.32	4.8	2.41%	25.8%	3.09%
13.68	1.42	3.8	1.62%	26.7%	3.67%
11.20	(*)	(*)	(*)	(*)	(*)
12.09	(*)	(*)	(*)	(*)	(*)
13.68	1.60	3.0	2.45%	26.3%	4.09%
11.20	(*)	(*)	(*)	(*)	(*)
12.09	(*)	(*)	(*)	(*)	(*)
13.68	(*)	(*)	(*)	(*)	(*)
11.20	(*)	(*)	(*)	(*)	(*)
12.09	(*)	(*)	(*)	(*)	(*)
13.68	(*)	(*)	(*)	(*)	(*)
14.78	3.48	6.0	2.60%	25.2%	4.09%
14.78	(*)	(*)	(*)	(*)	(*)
14.78	(*)	(*)	(*)	(*)	(*)
9.66	2.21	6.0	1.39%	28.0%	5.05%
n.a.	12.90	4.0-5.0	2.45%	26.3%	4.09%
n.a.	(*)	(*)	(*)	(*)	(*)
n.a.	(*)	(*)	(*)	(*)	(*)
n.a.	7.12	4.0-5.0	1.12%	29.9%	5.05%
n.a.	13.81	3.0	0.53%	27.2%	4.55%
n.a.	(*)	(*)	(*)	(*)	(*)

The main features of the plans are given below incorporating the modifications introduced in 2012. Detailed information on the plans is contained in an Information Memorandum published on the Group's website at [www.atlantia.it](http://www.atlantia.it) and prepared pursuant to art. 84-bis of CONSOB Regulation 11971/1999, as subsequently amended.

In general, the options and units awarded under any of the existing plans may not form part of *inter vivos* transfers by beneficiaries, and may not be subject to restrictions or be part of any disposition for any reason. The options and units cease to be exercisable or convertible on the unilateral termination of employment or in the event of dismissal for cause of the beneficiary prior to expiration of the vesting period.

### 2009 Share option plan

The 2009 Share Option Plan, approved by Atlantia's shareholders at the General Meeting of 23 April 2009, originally envisaged the grant of options on up to 850,000 ordinary shares. Each of the options granted gives the right to acquire one Atlantia ordinary share, held in treasury at that date, at a price equal to the normal value of the shares at the date on which Atlantia's Board of Directors selects the beneficiary and establishes the number of options to be granted.

Exercising the powers conferred on it by Atlantia's shareholders at the General Meeting of 20 April 2011, meeting on 14 June 2012 the Board of Directors of Atlantia, in execution of the authority conferred on them by the General Meeting, pursuant to and for the purposes of the Plan terms and conditions, made the alterations required to ensure that there is no change in the substantial and financial terms of the Plan, given the dilution caused by the bonus issue approved by the Annual General Meeting of Atlantia's shareholders on 24 April 2012 and executed on 4 June 2012. This entailed the Board of Directors' approval of resolutions (i) granting beneficiaries one new option for each 20 already held; (ii) a 5% adjustment to the exercise price of options already granted; and, (iii) the adjustment of the plan's "Final Value", being the value of the share needed to determine the percentage of vested options. As a result of these alterations, the options effectively awarded correspond to a maximum of 1,060,556 ordinary shares.

In execution of the rights granted, beneficiaries can purchase Atlantia shares at a price of €12.97 per share. The options will vest only if, at the end of the vesting period, Final Value (the market value of each share, by convention calculated on the basis of the average official price of Atlantia's ordinary shares at the end of each trading day in the period from 23 January 2013 to 23 April 2013, plus any dividends paid from the grant date to the end of the vesting period) is equal to or greater than €12.958. Should Final Value be less than €12.958, beneficiaries will definitively lose their right to exercise the options granted, unless otherwise decided by Atlantia's Board of Directors. Should Final Value be equal to or greater than €12.958, the number of vested options will be equal to a percentage of the options granted, based Final Value, as shown in the following table.

Final value (€)	Percentage of options granted that have vested
12.958	20%
13.821	27%
14.685	35%
15.550	42%
16.412	49%
17.277	56%
18.141	64%
19.004	71%
19.869	78%
20.732	85%
21.596	93%
22.460	100%
over 22.460	A percentage calculated on the basis of the following formula: $[(22.460 - \text{Exercise price}) / (\text{Final value} - \text{Exercise price})] \times 100$

The terms and conditions of the SOP expressly state that any capital gains resulting from the exercise of vested options may under no circumstances exceed twice (three in the case of the Chairman, the previous Chairman and the Chief Executive Officer) the beneficiary's gross annual fixed salary (i) as at 1 January 2009, or (ii) at the date of employment or election in the case of beneficiaries selected after the approval date.

### 2011 Share option plan

As approved by the Annual General Meeting of Atlantia's shareholders on 20 April 2011, the Plan entails the award of up to 1,300,000 options free of charge in three annual award cycles (2011, 2012 and 2013). Each option will grant beneficiaries the right to purchase one ordinary Atlantia share held in treasury, with settlement involving either physical delivery or, at the beneficiary's option, a cash payment equivalent to the proceeds from the sale of the shares on the stock exchange organised and managed by Borsa Italiana SpA, after deduction of the full exercise price. The exercise price is equivalent to the average of the official prices of Atlantia's ordinary shares in the month prior to the date on which Atlantia's Board of Directors announces the beneficiary and the number of options to be awarded.

The options granted will vest in accordance with the Plan terms and conditions and, in particular, only if, on expiration of the vesting period (three years from the date of award of the options to beneficiaries by the Board of Directors), the Company's cumulative FFO (total operating cash flow for each of the three financial years preceding expiration of the vesting period, adjusted for a number of specific items) is higher than a pre-established target, unless otherwise decided by the Board of Directors, which has the authority to assign beneficiaries further targets. Vested options may be exercised, in part, from the first day following expiration of the vesting period and, in part, from the end of the first year following expiration of the vesting period and, in any event, in the three years following expiration of the vesting period (subject to the clause in the Plan terms and conditions requiring executive Directors and key management personnel to maintain a minimum holding). The number of exercisable options will be calculated on the basis of a mathematical algorithm that takes account, among other things, of the current value and the exercise price, plus any dividends paid, so as to cap the realisable gain.

On 14 June 2012 Atlantia's Board of Directors, within the scope of the second annual award cycle (2012), identified the awardees and approved the award of 345,887 options to certain of the Group's directors and employees. These options vest between 14 June 2012 and 14 June 2015 and are exercisable in the period between 15 June 2015 and 15 June 2018 at an exercise price per share of €9.663. Furthermore, the Board of Directors of Atlantia, in execution of the authority conferred on them by the General Meeting,

pursuant to and for the purposes of the Plan terms and conditions, made the alterations required to ensure that there is no change in the substantial and financial terms of the Plan, given the dilution caused by the bonus issue approved by the Annual General Meeting of Atlantia's shareholders on 24 April 2012. The amendments were essentially: (i) adjustment of the exercise price of the options awarded at the Board of Directors meeting of 13 May 2011 to €14.777, and (ii) the award of one new option for each twenty already awarded at the adjusted exercise price in point (i).

### 2011 Share grant plan

The Plan approved by the Annual General Meeting of Atlantia's shareholders on 20 April 2011 entails the grant of up to 700,000 units free of charge in three annual award cycles (2011, 2012 and 2013). Each unit will grant beneficiaries the right to receive one Atlantia SpA ordinary share held in treasury, with settlement involving either physical delivery or, at the beneficiary's option, a cash payment equivalent to the proceeds from the sale of the shares on the stock exchange organised and managed by Borsa Italiana SpA.

The units granted will vest in accordance with the Plan terms and conditions and, in particular, only if, on expiration of the vesting period (three years from the date the units are granted to beneficiaries by the Board of Directors), the Group's cumulative FFO (total operating cash flow for each of the three financial years preceding expiration of the vesting period, adjusted for a number of specific items) is higher than a pre-established target, unless otherwise decided by the Board of Directors. Vested units may be converted into shares, in part, after one year from the date of expiration of the vesting period and, in part, after two years from the date of expiration of the vesting period (subject to the clause in the Plan terms and conditions requiring executive Directors and key management personnel to maintain a minimum holding). The number of convertible units will be calculated on the basis of a mathematical algorithm that takes account, among other things, of the current value and initial value of the shares so as to cap the realisable gain.

Certain shares resulting from the conversion of units will be subject to a lock-up for a period defined in the Plan terms and conditions, unless authorised in writing by Atlantia's Board of Directors.

On 14 June 2012 Atlantia's Board of Directors, within the scope of the second annual award cycle (2012), approved the grant of 348,394 units to certain of the Group's directors and employees. These units vest between 14 June 2012 and 14 June 2015 and are convertible, in accordance with the above terms and conditions, on 14 June 2016 and 14 June 2017.

Furthermore, the Board of Directors of Atlantia, in execution of the authority conferred on them by the General Meeting, pursuant to and for the purposes of the Plan terms and conditions, made the alterations required to ensure that there is no change in the substantial and financial terms of the Plan, given the dilution caused by the bonus issue approved by the Annual General Meeting of 24 April 2012. The amendments were: (i) adjustment of the initial value of the shares awarded at the Board of Directors meeting of 13 May 2011 to €14.777, and (ii) the award of one new option for each twenty already awarded at the adjusted value in point (i).

### MB0 Share grant plan

As approved by the Annual General Meeting of Atlantia's shareholders on 20 April 2011, the MB0 Share Grant Plan, serving as part payment of the annual bonus for the achievement of objectives assigned to each beneficiary under the Management by Objectives (MB0) plan adopted by the Group, entails the grant of up to 300,000 units free of charge annually for three years (2012, 2013 and 2014). Each unit will grant beneficiaries the right to receive one ordinary Atlantia SpA share held in treasury.

The units granted (the number of which is based on the unit price of the Company's shares at the time achievement of the assigned objectives is confirmed, and on the size of the bonus effectively awarded) will vest in accordance with the Plan terms and conditions, on achievement of the objectives assigned annually to each beneficiary, and on expiration of the vesting period (three years from the date of payment of the annual bonus to beneficiaries, following confirmation that the objectives assigned have been achieved). Vested units will be converted into shares on expiration of the vesting period, on the basis of a mathematical algorithm that takes

account, among other things, of the current value and initial value of the shares, plus any dividends paid, so as to cap the realisable gain.

On 11 May 2012, Atlantia's Board of Directors approved the award on 14 May 2012 of 96,282 units to Group directors and employees selected at the Board of Directors' meeting of 13 May 2011 based on the achievement of the 2011 targets. The units vest on 14 May 2015 and may be converted into shares from that date. Atlantia's Board of Directors also selected the plan beneficiaries for 2012 at the same Board meeting of 11 May 2012. However, given the above need to confirm achievement of the objectives assigned to each beneficiary prior to any grant, it is not at the moment possible to quantify the number of units to be granted for the second annual MBO share grant cycle, or, indeed, the fair value of each of the benefits. As, however, certain of these benefits have already vested since the grant date, the fair value of units awarded has been estimated for the purposes of these consolidated financial statements in order to accrue the amounts for the period.

On 14 June 2012, the Board of Directors of Atlantia, in execution of the authority conferred on them by the General Meeting, pursuant to and for the purposes of the Plan terms and conditions, made the alterations required to ensure that there is no change in the substantial and financial terms of the Plan, given the dilution caused by the bonus issue approved by the Annual General Meeting of 24 April 2012. The amendments were: (i) adjustment of the initial value of the shares awarded at the Board of Directors meeting of 11 May 2012 to €10.747, and (ii) the award of one new option for each twenty already awarded at the adjusted value in point (i).

The weighted average price of Atlantia's ordinary shares for 2012 (adjusted to take account of Atlantia's bonus issue with effect from 4 June 2012) was €11.30 per share, with the figure for the period 11 May-31 December 2012 amounting to €11.18 per share and, for the period 14 June 2012-31 December 2012, €11.60 per share. As at 11 May 2012 and 14 June 2012 (the date the new options and units were awarded, as described above) the values of Atlantia's ordinary shares were €10.49 and €9.17 per share, respectively, whilst as at 31 December 2012 the value was €13.74 per share.

A €2,611 thousand increase in Autostrade per l'Italia's equity reserves was recognised in 2012 as required by IFRS 2 in connection with these incentive plans. The increase was the fair value of the options vesting during the year. The double entries were €2,159 thousand accounted for in staff costs, for the amounts relating the Company's Directors and employees; and a €452 thousand increase in the value of the investments in the Company's subsidiaries with respect to the shares in the subsidiaries awarded to those companies Directors and employees.

#### **5.12 Provisions for construction services required by contract (non-current) - €4,186,485 thousand (€4,028,137 thousand) (current) - €472,208 thousand (€556,151 thousand)**

The following table shows provisions for construction services required by contract with no additional economic benefits. It shows amounts at the beginning and end of the year and movements during the year, by non-current and current portion.

These provisions represent the present value of motorway infrastructure construction and/or upgrade services that the Company is required to provide through to the end of the term of the Single Concession Arrangement. Provision of the services does not result in additional economic benefits in terms of specific toll charge increases and/or significant increases in traffic.

(€000)	31 Dec 2011			CHANGES DURING THE YEAR				31 Dec 2012		
	Balance	non-current	current	Additions/ Releases due to changes in present value of obligations	Financial provisions	Reductions for completed works	Grants accrued on completed works	Balance	non-current	current
<b>Provisions for construction services required by contract</b>										
Upgrade of Florence-Bologna section	2,061,518	1,671,436	390,082	176,722	34,461	-373,467	29,892	1,929,126	1,587,668	341,458
Third and fourth lanes	21,038	19,409	1,629	923	285	-9,993	-	12,253	11,765	488
Other construction services	2,501,732	2,337,292	164,440	264,457	58,132	-107,007	-	2,717,314	2,587,052	130,262
<b>Total</b>	<b>4,584,288</b>	<b>4,028,137</b>	<b>556,151</b>	<b>442,102</b>	<b>92,878</b>	<b>-490,467</b>	<b>29,892</b>	<b>4,658,693</b>	<b>4,186,485</b>	<b>472,208</b>

The €74,405 thousand increase in the combined current and non-current portions of the provisions is the net of the following:

- a) a €442,102 thousand increase in the present value of future construction services, linked to reductions in current and future interest rates, with an analogous increase in concession rights recognised as intangible assets;
- b) €92,878 thousand increase in finance-related provisions, being the double entry to the financial expense incurred in connection with discounting to present value;
- c) €460,575 thousand release, net of grants, for the year in connection with construction services completed.

### 5.13 Provisions

(non-current) - €928,405 thousand (€844,228 thousand)

(current) - €127,747 thousand (€121,252 thousand)

These provisions consist of:

#### Provisions for employee benefits

(non-current) - €113,892 thousand (€93,653 thousand)

(current) - €9,512 thousand (€10,000 thousand)

As at 31 December 2012 this item consisted of provisions for employee benefits.

Provisions, including both current and non-current components, amount to €123,404 thousand, up €19,751 thousand on the €103,653 thousand of 31 December 2011.

Movements during the year essentially related to:

- a) operating and financial provisions of €4,774 thousand for, respectively, staff costs and financial charges;
- b) releases during the year for payments and advances of €7,553 thousand;
- c) net actuarial losses recognised in other comprehensive income of €22,138 thousand.

The main actuarial assumptions applied in estimating provisions for employee benefits as at 31 December 2012 are shown below:

Financial assumptions:

• annual discount rate (*)	2.05%
• annual inflation rate	2.0%
• annual rate of increase in post-employment benefits	3.0%
• annual rate of increase in real salaries	0.65%
• annual turnover rate	2.0%-5.0%
• annual rate of advances paid	2.0%-3.5%

(\*) The annual discount rate is used to determine the present value of the obligation and was, in turn, determined with reference to the average yield curve taken from the Iboxx Eurozone Corporate AA on the valuation date for durations of 7-10 years which reflect the overall duration of the provisions.

Demographic assumptions:

- |                  |  |
|------------------|--|
| • Mortality      | Government General Accounting Office projections |
| • Disability     | INPS tables by age and sex                       |
| • Retirement age | Mandatory state pension retirement age           |

**Provisions for repair and replacement obligations**  
**(non-current) - €814,513 thousand (€750,575 thousand)**  
**(current) - €73,000 thousand (€74,300 thousand)**

This item regards the present value of provisions for the repair and replacement of assets operated under concession, in accordance with undertakings to the Grantor and designed to ensure the serviceability and safety of motorway infrastructure.

There was a net increase in total current and non-current provisions of €62,638 thousand, with provisions of €887,513 thousand as at 31 December 2012 (€824,875 thousand as at 31 December 2011). This represents the difference between new operating (€379,105 thousand) and financial (€35,059 thousand) provisions and uses (€351,526 thousand) in connection with repairs and replacements carried out during 2012.

**Provision for risk of fines and penalties under the single concession arrangement**  
**(current) - €1,584 thousand (€1,287 thousand)**

These provisions regard:

- a) the estimated charges to be incurred as a result of breaches of contract alleged by ANAS, in relation to failure to meet the requirements of the Annual Audit Plan required by Annex N of the Single Concession Arrangement executed on 12 October 2007. The cumulative provisions for 2009, 2010 and 2011 total €879 thousand;
- b) administrative fines as a result of traffic disruptions on the Pesaro-Marotta section of the A14 motorway on 31 January 2010 (€75 thousand). The Company has appealed to the Lazio Regional Administrative Court, requesting annulment but a date for the hearing on the merits has not yet been set;
- c) two penalties ordered by ANAS on 22 November 2011 for disruption to traffic caused by snow on the A1 Milan-Naples motorway near Florence (€484 thousand) and the Pescara-Vasto section of the A14 motorway (€96 thousand). The amount of the penalties, computed with reference to the formula provided in Annex N of the Single Concession Arrangement, is €580 thousand;
- d) administrative fines in relation to the snow events of 3 February 2012 on the A1 at the D18-Capua and D19 intersections and on 6 and 7 February 2012 on the A16 between Candela and Cerignola West. The fines total €50 thousand. Autostrade per l'Italia has appealed the fine for the event of 6 and 7 February 2012 before Lazio Regional Administrative Court, requesting annulment of the fine.

Additional information on events in 2012 is contained in note 8.4 "Significant regulatory aspects".

**Other provisions**  
**(current) - €43,651 thousand (€35,665 thousand)**

These provisions primarily relate to potential contingencies and liabilities that could arise in connection with pending litigation, particularly as a result of demands for compensation of damages primarily relating to contract maintenance reserves. The increase of €7,986 thousand compared with 31 December 2011 reflects provisions of €13,892 thousand made in response to developments in a number of contract disputes and in outstanding disputes with the tax authorities. These provisions were partially offset by uses and the reversal of surplus provisions of €5,906 thousand, essentially following settlement of a number of disputes.

The Company is involved in certain disputes with the tax authorities for which €1,135 thousand was provided during the year to cover the risk of negative outcomes to disputes regarding local taxes.

Further details on the status of current disputes are contained in note 8.4, which provides a description of significant events of a regulatory nature.

The following table shows provisions at the beginning and end of the year and movements during 2012, showing the non-current and current portions.

(€000)	31 Dec 2011			CHANGES DURING THE YEAR	
	Balance	non-current	current	Operating provisions	Financial provisions
<b>Provisions for employee benefits</b>					
Post-employment benefits	103,653	93,653	10,000	461	4,313
	<b>103,653</b>	<b>93,653</b>	<b>10,000</b>	<b>461</b>	<b>4,313</b>
<b>Provisions for repair and replacement obligations</b>	<b>824,875</b>	<b>750,575</b>	<b>74,300</b>	<b>379,105</b>	<b>35,059</b>
<b>Other provisions</b>					
Provisions for risk of Single Concession Arrangement fines and penalties	1,287	-	1,287	297	-
Provisions for tax disputes	898	-	898	1,135	-
Other provisions	34,767	-	34,767	12,757	-
	<b>36,952</b>	<b>-</b>	<b>36,952</b>	<b>14,189</b>	<b>-</b>
<b>Total provisions</b>	<b>965,480</b>	<b>844,228</b>	<b>121,252</b>	<b>393,755</b>	<b>39,372</b>

#### 5.14 Net deferred tax liabilities - €127,501 thousand (€107,779 thousand)

The following tables show the net of deferred tax liabilities and assets, in addition to movements on the deferred tax account in 2012 with respect to temporary timing differences between carrying amounts and the corresponding tax bases.

(€000)	31 Dec 2012	31 Dec 2011
Deferred tax assets	920,274	837,530
Deferred tax liabilities	-1,047,775	-945,309
<b>Net deferred tax assets/(liabilities)</b>	<b>-127,501</b>	<b>-107,779</b>



Actuarial gains/(losses) deferred to equity	CHANGES DURING THE YEAR					31 Dec 2012	
	Reductions due to post- employment benefits paid and advances	Reductions due to reversal of surplus provisions	Direct	Uses Indirect	Reclassifi- cations and other changes	Balance	non-current current
22,138	-7,553	-			392	123,404	113,892 9,512
22,138	-7,553				392	123,404	113,892 9,512
-	-	-	-	-351,526	-	887,513	814,513 73,000
-	-	-	-	-	-	1,584	- 1,584
-	-	-	-200	-	-	1,833	- 1,833
-	-	-1,262	-4,644	-	-	41,818	- 41,818
-	-	-1,262	-4,644	-	-	45,235	- 45,235
22,138	-7,553	-1,262	-4,644	-351,526	392	1,056,152	928,405 127,747

(€000)	CHANGES DURING THE YEAR					31 Dec 2012
	31 Dec 2011	Provisions	Releases	Deferred tax assets/ liabilities on gains and losses recognised in comprehensive income	Changes in prior year estimates	
Deferred tax liabilities on:						
Off-balance sheet deduction of goodwill	941,969	111,045	-5,245	-	-	1,047,769
Actuarial valuation of provisions for employee benefits	904	-	-	-904	-	-
Other temporary differences	2,436	-	-2,430	-	-	6
Deferred tax liabilities	945,309	111,045	-7,675	-904	-	1,047,775
Deferred tax assets on:						
Restatement of total amount subject to IFRIC 12	580,169	3,799	-23,240	-	-	560,728
Provisions						
- Provisions for repair and replacement obligations	157,411	89,957	-17,264	-	-	230,104
- Other provisions	14,688	4,452	-2,152	-	-	16,988
Impairment of receivables and inventories	17,920	287	-36	-	874	19,045
Measurement of cash flow hedges	65,264	-	-	24,175	-	89,439
Other temporary differences	2,078	2,023	-131	-	-	3,970
Deferred tax assets	837,530	100,518	-42,823	24,175	874	920,274
Net deferred tax assets/(liabilities)	-107,779	-10,527	-35,148	25,079	874	-127,501

As shown above, the 31 December 2012 balance substantially includes deferred tax liabilities relating to the deduction of amortised goodwill and deferred tax assets relating to the restatement of the total amount subject to IFRIC 12 and the non-deductible portion of provisions primarily relating to repairs and maintenance of concession assets.

The most important changes during the year were:

- a) the provision of deferred taxes on the deduction, solely for tax purposes, of amortised goodwill (€111,045 thousand);
- b) release of the portion, determined on a straight-line basis over the concession term, of the total amount subject to IFRIC 12 in accordance with art. 11, paragraph 3 of the Ministerial Decree of 8 June 2011 on the harmonisation of tax rules and international financial reporting standards (€23,240 thousand);
- c) recognition of deferred tax assets for the non-deductible portion of provisions, primarily for the repair and replacement of assets held under the concession (€89,957 thousand);
- d) the recognition in comprehensive income of net deferred tax assets on the fair value measurement of hedging derivatives (€24,175 thousand).

(€000)		31 Dec 2012			
	Note	Face value	Carrying amount	Current portion	Non-current portion
<b>Medium/long-term financial liabilities</b>					
<b>Intercompany loans</b>					
Loans from Atlantia SpA		9,826,976	9,807,662	-	9,807,662
<b>Total intercompany loans</b>		<b>9,826,976</b>	<b>9,807,662</b>	<b>-</b>	<b>9,807,662</b>
Term Loan Facility		560,000	555,567	157,560	398,007
EIB		1,619,346	1,619,346	40,123	1,579,223
Cassa Depositi e Prestiti and SACE		600,000	594,060	-	594,060
Borrowings linked to grants		261,710	261,710	49,409	212,301
<b>Total bank borrowings</b>		<b>3,041,056</b>	<b>3,030,683</b>	<b>247,092</b>	<b>2,783,591</b>
<b>Total medium/long-term borrowings</b>	<b>(1) (2)</b>	<b>12,868,032</b>	<b>12,838,345</b>	<b>247,092</b>	<b>12,591,253</b>
Derivative liabilities	(3)		325,229	-	325,229
Accrued expenses on medium/long-term financial liabilities			284,270	284,270	-
<b>Other medium/long-term financial liabilities</b>			<b>284,270</b>	<b>284,270</b>	<b>-</b>
<b>Total</b>		<b>12,868,032</b>	<b>13,447,844</b>	<b>531,362</b>	<b>12,916,482</b>

(1) Financial instruments classified as financial liabilities measured at amortised cost in accordance with IAS 39.

(2) Details on hedged liabilities are contained in note 7.2.

(3) Instruments classified as hedging derivatives in accordance with IAS 39 and in level 2 of the fair value hierarchy.

## 5.15 Financial liabilities

(non-current) - €12,916,482 thousand (€10,066,277 thousand)

(current) - €1,658,462 thousand (€919,470 thousand)

### Medium/long-term financial liabilities

(non-current) - €12,916,482 thousand (€10,066,277 thousand)

(current) - €531,362 thousand (€378,314 thousand)

The following two tables provide an analysis of medium/long-term financial liabilities, showing:

a) the composition of the balance with terms to maturity (current and non-current):

	Maturity		31 Dec 2011			
	between 13 and 60 months	after 60 months	Face value	Carrying amount	Current portion	Non-current portion
	4,621,935	5,185,727	7,649,176	7,650,741	-	7,650,741
	<b>4,621,935</b>	<b>5,185,727</b>	<b>7,649,176</b>	<b>7,650,741</b>	<b>-</b>	<b>7,650,741</b>
	398,007	-	640,000	632,731	77,185	555,546
	245,336	1,333,887	900,455	900,455	31,109	869,346
	90,919	503,141	500,000	493,612	-	493,612
	212,301	-	296,501	296,501	34,791	261,710
	<b>946,563</b>	<b>1,837,028</b>	<b>2,336,956</b>	<b>2,323,299</b>	<b>143,085</b>	<b>2,180,214</b>
	<b>5,568,498</b>	<b>7,022,755</b>	<b>9,986,132</b>	<b>9,974,040</b>	<b>143,085</b>	<b>9,830,955</b>
	30,015	295,214		237,318	1,996	235,322
	-	-		233,233	233,233	-
	-	-		233,233	233,233	-
	<b>5,598,513</b>	<b>7,317,969</b>	<b>9,986,132</b>	<b>10,444,591</b>	<b>378,314</b>	<b>10,066,277</b>

b) the carrying amount and fair value in the two comparative periods:

(€000)	Maturity	31 Dec 2012		31 Dec 2011	
		Carrying amount <sup>(1)</sup>	Fair value	Carrying amount <sup>(1)</sup>	Fair value
Intercompany loans					
Atlantia loan issue 2004	2014	2,085,504	2,307,603	2,732,264	3,097,611
Atlantia loan issue 2004	2024	984,462	1,501,920	983,553	1,420,133
Atlantia loan issue 2009	2016	1,536,431	1,822,916	1,546,272	1,823,299
Atlantia loan issue 2009	2038	149,176	250,589	149,176	235,549
Atlantia loan issue 2010	2017	1,000,000	1,143,772	1,000,000	1,103,438
Atlantia loan issue 2010	2025	500,000	663,865	500,000	619,902
Atlantia loan issue 2012	2019	1,000,000	1,278,230	-	-
Atlantia loan issue 2012	2020	750,000	943,619	-	-
Atlantia loan issue 2012	2032	35,000	51,882	-	-
Atlantia loan issue 2012	2032	48,600	74,775	-	-
Atlantia loan issue 2012	2018	978,156	1,176,926	-	-
- fixed rate		9,067,329	11,216,097	6,911,265	8,299,932
Atlantia loan issue 2004	2022	740,333	829,883	739,476	834,129
- floating rate		740,333	829,883	739,476	834,129
Total intercompany loans		9,807,662	12,045,980	7,650,741	9,134,061
Bank borrowings					
EIB	from 2013 to 2036	1,619,346	2,071,286	900,455	1,069,555
- fixed rate		1,619,346	2,071,286	900,455	1,069,555
Term Loan Facility	from 2013 to 2015	555,567	564,252	632,731	645,526
Cassa Depositi e Prestiti	from 2014 to 2034	494,060	590,109	493,612	571,446
Cassa Depositi e Prestiti and SACE	from 2023 to 2024	100,000	133,730	-	-
- floating rate		1,149,627	1,288,091	1,126,343	1,216,972
Borrowings linked to grants	from 2016 to 2017	261,710	261,710	296,501	296,501
- non-interest bearing		261,710	261,710	296,501	296,501
Total bank borrowings		3,030,683	3,621,087	2,323,299	2,583,028
Total medium/long-term borrowings		12,838,345	15,667,067	9,974,040	11,717,089
Non-current derivative liabilities		325,229	325,229	237,318	237,318
Accrued expenses on medium/long-term financial liabilities		284,270	284,270	233,233	233,233
Total		13,447,844	16,276,566	10,444,591	12,187,640

(1) The value of medium/long-term financial liabilities shown in the table includes both the non-current and current portions.

Fair value is determined by discounting expected future cash flows, using the market yield curve at the end of the period;

- c) the face value and carrying amount (which does not include the value of expenses accruing during the year and derivative liabilities), showing the issue currency and the average and effective interest rates:

(€000)	31 Dec 2012				31 Dec 2011	
	Face value	Carrying amount	Average rate until 31 Dec 2012 <sup>(1)</sup>	Effective interest rate	Face value	Carrying amount
Borrowings in euros (€)	12.868.032	12.838.345	4,98%	4,66%	9.986.132	9.974.040
<b>Total</b>	<b>12.868.032</b>	<b>12.838.345</b>	<b>4,98%</b>	<b>4,66%</b>	<b>9.986.132</b>	<b>9.974.040</b>

(1) This amount includes the effect of interest rate hedges as at 31 December 2012.

- d) changes during the year in medium/long-term borrowings in face value:

(€000)	Face value 31 Dec 2011 <sup>(1)</sup>	New borrowings	Repayments	Other changes <sup>(2)</sup>	Face value 31 Dec 2012 <sup>(1)</sup>
Intercompany loans	7,649,176	2,833,600	-655,800	-	9,826,976
Bank borrowings	2,336,956	850,000	-111,109	-34,791	3,041,056
<b>Total</b>	<b>9,986,132</b>	<b>3,683,600</b>	<b>-766,909</b>	<b>-34,791</b>	<b>12,868,032</b>

(1) The value of medium/long-term financial liabilities shown in the table includes both the non-current and current portions.

(2) This amount relate to changes in borrowings in connection with grants pursuant to Laws 662/1996, 345/1997 and 135/1997, for work on the sections "Florence North", Florence South" and "Cà Nova-Aglio" (Variante di Valico).

Financial liabilities, less borrowing costs, when incurred, include:

- a) medium/long-term borrowings of €12,838,345 thousand that essentially include:

- 1) loans provided by the Parent Company, totalling €9,807,662 thousand, up €2,156,921 thousand on 31 December 2011 (€7,650,741 thousand). The increase essentially reflects new loans replicating, at intercompany level, the issue of bonds by Atlantia, as follows: a loan with a face value of €1,000,000 thousand issued on 9 February 2012, with interest at 4.9% and maturing in 2019; a loan with a face value of €48,600 thousand issued on 2 April 2012, with interest at 5.242% and maturing in 2032; a loan with a face value of €35,000 thousand issued on 11 June 2012, with interest at 4.95% and maturing in 2032; a loan with a face value of €750,000 thousand issued on 14 September 2012, with interest at 4.668% and maturing in 2020, a loan with a face value of €1,000,000 thousand issued on 30 November 2012, with interest at 3.932% and maturing in 2018. These increases are partially offset by early repayment of a portion [€655,800 thousand] of the medium/long-term intercompany loan maturing in 2014. All the loans received from Atlantia mature between 2014 and 2038 and have a residual average term to maturity of approximately 6 years. The conditions applicable to these loans replicate those of the Parent Company's borrowings, increased by a spread that takes account of the cost of managing the loans;

- 2) bank borrowings of €3,030,683 thousand, as shown in the above schedules and which are up €707,384 thousand on the figure for 31 December 2011 (€2,323,299 thousand), essentially following use of the remaining tranche (€500,000 thousand) of the loan granted by the EIB in November 2008, the receipt, on 26 July 2012, of a line of credit with a face value of €500,000 thousand from the EIB, of which €250,000 thousand has been used to finance work on the section of motorway between Florence North and Barberino del Mugello, and use of €100,000 thousand of a facility made available by Cassa Depositi e Prestiti and SACE. The Term Loan Facility agreement (non-current portion totalling €398,007 thousand as at 31 December 2012), guaranteed by the Parent Company, Atlantia, contains certain covenants with which the borrower must comply throughout the term of the facility and which have to date not been breached. In particular, the ratios of Funds from Operations (FFO) to other net financial expenses and FFO to net debt and the borrower's equity must remain within a certain range. The variables used for the calculation of the ratios are specifically defined in the agreement;
- b) fair value losses on hedging instruments, amounting to €325,229 thousand, are up €87,911 thousand on the figure for 31 December 2011 (€237,318 thousand), essentially due to falling interest rates.  
In accordance with the Atlantia Group's hedging policy, derivatives have been entered into with Atlantia and a number of banks to hedge the exposure to interest rate risk of certain medium/long-term financial liabilities. As a result of tests showing cash flow hedges as highly effective, any changes in fair value have been recognised in full in equity, as required by IAS 39;
- c) accrued expenses on financial liabilities of €284,270 thousand, up €51,037 thousand on the figure for 31 December 2011 (€233,233 thousand), essentially in relation to accrued interest on medium to long-term financial liabilities and accrued hedge differentials.

#### Short-term financial liabilities -€1,127,100 thousand (€541,156 thousand)

The composition of short-term financial liabilities is shown below.

(€000)	31 Dec 2012	31 Dec 2011
Short-term borrowings	646,709	131,505
Intercompany current accounts payable	475,670	406,008
Other current financial liabilities	4,594	3,643
Derivative liabilities	122	-
Bank overdrafts	5	-
<b>Total</b>	<b>1,127,100</b>	<b>541,156</b>

The increase of €585,944 thousand in short-term financial liabilities primarily reflects the following:

- a) an increase of €515,204 thousand in short-term borrowings, essentially due to the loans assumed by Autostrade Sud America (€476,000 thousand), Autostrade dell'Atlantico (€40,000 thousand) and Ecomouv' D&B (€32,209 thousand), partially offset by repayment of the loan to Autostrade Meridionali (€40,000 thousand);
- b) a €69,662 thousand increase in intercompany current accounts payable, primarily due to the greater amount due to the Parent Company, Atlantia.

More detailed information on financial risks and the manner in which they are managed, in addition to outstanding derivative financial instruments, is contained in note 7.2 "Financial risk management".

#### 5.16 Other non-current liabilities - €26,497 thousand (€26,873 thousand)

This item refers to deferred income to be reversed over several years, primarily regarding advance payments received in return for use of the Company's fibre optic cables and fully equipped sites, and the residual grant received from the Extraordinary Commissioner for the Campania Region to compensate the Company for the loss of future revenue following the transfer of the Naples toll station.

### 5.17 Trading liabilities - €1,231,040 thousand (€1,415,649 thousand)

Trading liabilities primarily consist of the following:

(€000)	31 Dec 2012	31 Dec 2011
Trade payables	635,185	813,993
Payable to operators of interconnecting motorways	486,645	516,705
Tolls in the process of settlement	108,788	84,858
Deferred costs and other current liabilities	422	93
<b>Total</b>	<b>1,231,040</b>	<b>1,415,649</b>

The reduction compared with 31 December 2011 is essentially due to reduced capital expenditure in the second half of 2012 compared with the same period of 2011, when work was speeded up, above all on the A14 between Rimini North and Porto Sant'Elpidio, the A1 between Fiano and Settebagni and on the A9 between Lainate and Como.

Trading liabilities include amounts payable to Group companies, totalling €286,880 thousand. This sum includes €230,478 thousand in amounts payable and progress payments for construction work, maintenance work and other trade related transactions, and €35,870 thousand for amounts payable to the operators of interconnecting motorways.

The carrying amount of trading liabilities approximates fair value, in that the effect of discounting to present value is not significant.

### 5.18 Other current liabilities - €269,888 thousand (€336,778 thousand)

This item consists of payables and other current liabilities that are neither trading nor financial in nature. An analysis of the balance as at 31 December 2012 is shown below.

(€000)	31 Dec 2012	31 Dec 2011
Concession fees payable	81,279	146,254
Payable to expropriated entities	58,306	51,800
Social security contributions payable	23,565	25,341
Payable to staff	24,074	24,622
Taxation other than income taxes	6,504	15,174
Guarantee deposits by users who pay by direct debit	1,243	1,491
Other current liabilities	74,917	72,096
<b>Total</b>	<b>269,888</b>	<b>336,778</b>

The figure for 31 December 2012 is down €66,890 thousand on the balance as at 31 December 2011, primarily due to payment to the Grantor, the Ministry of the Economy and Finance and ANAS of concession fees that were payable as at 31 December 2011, and to a reduction in concession fees as a result of lower traffic volumes.

## 6. Notes to the income statement

This section describes the composition of and principal movements in income statement items for the two years, with amounts for 2011 being shown in brackets and negative components of income shown with a “-” sign in the headings and tables.

### 6.1 Toll revenue - €2,782,404 thousand (€2,925,573 thousand)

Toll revenue of €2,782,404 thousand is down €143,169 thousand (4.9%) on the figure for 2011 (€2,925,573 thousand), primarily reflecting:

- a) the 6.9% decline in traffic due to the ongoing economic downturn, partially offset by the positive leap year effect in February 2012, accounting for an increase of 0.2% in traffic in 2012;
- b) the reduction in traffic caused by the impact of exceptionally bad weather, with intense snowfall in the first two months of 2012, and the lorry drivers' strike at the end of January 2012, together accounting for a reduction of 0.9%;
- c) the reduced contribution of toll increases matching the increased concession fees payable by Italian operators, with the reduction linked to the fall in traffic;
- d) application of the annual toll increase for 2012 from 1 January (up 3.51%).

Gross toll revenue (€2,784,586 thousand) includes the additional concession fees payable to ANAS, totalling €330,617 thousand (€359,040 thousand for 2011), which pursuant to Laws 102/2009 and 122/2010, are calculated on the basis of the number of kilometres travelled, amounting to 6 thousandths of a euro per kilometre for toll classes A and B and 18 thousandths of a euro per kilometre for classes 3, 4 and 5. These additional fees are also recognised in other operating costs, without having any impact on the Company's operating results.

As described in note 3, “Accounting policies”, the portion of toll revenues relating to the last part of the year is calculated on the basis of reasonable estimates.

As required by the CIPE Resolution of 20 December 1996, tables containing monthly traffic figures for the various motorway sections operated under concession have been annexed to these notes.

### 6.2 Revenue from construction services - €704,860 thousand (€826,801 thousand)

An analysis of this revenue is shown below.

(€000)	2012	2011	Inc./ (Dec.)
Construction service revenue - services for which additional economic benefits are received	674,968	757,833	-82,865
Construction service revenue - government grants for services for which additional economic benefits are not received	29,892	68,932	-39,040
Revenue from services provided by sub-operators	-	36	-36
<b>Total</b>	<b>704,860</b>	<b>826,801</b>	<b>-121,941</b>

This item reflects the value of construction services rendered during the year, which is down €121,941 thousand on 2011. This reflects reduced investment in construction services with additional benefits and a reduction in government grants for construction services with no additional economic benefits. Consistent with the accounting treatment recommended by IFRIC 12, this revenue,



which excludes revenue from construction services rendered by sub-operators, is recognised on the basis of the construction costs incurred during the same period which are reported as operating costs. Moreover, in 2012 the Company executed additional construction services with no additional benefits, amounting to €460,575 thousand, for which it made use of a portion of the specific “Provisions for construction services required by contract” thus reducing operating costs for the year.

Details of investment in motorway infrastructure are provided in note 5.2, above.

### 6.3 Contract revenue - €25,988 thousand (€10,463 thousand)

Contract revenue of €25,988 thousand is up €15,525 thousand and primarily reflects the percentage completion of the “Design & Build” phase of the Eco-Taxe project in France. This work is carried out for the subsidiary, Ecomouv’ D&B.

### 6.4 Other operating income - €372,051 thousand (€392,914 thousand)

(€000)	2012	2011	Inc./ (Dec.)
Revenue from service areas	225,203	245,113	-19,910
Reimbursements and insurance payouts	51,631	54,339	-2,708
Other service revenues	35,164	43,750	-8,586
Other revenue from motorway operation	15,609	15,330	279
Penalties received	7,457	2,659	4,798
Advertising revenues	6,149	6,016	133
Revenue on the sale of technology devices and services	1,366	3,863	-2,497
Other recurring operating income	18,889	15,387	3,502
Other non-recurring operating income	10,583	6,457	4,126
<b>Total</b>	<b>372,051</b>	<b>392,914</b>	<b>-20,863</b>

Other operating income of €372,051 thousand is down €20,863 thousand (5.3%) on 2011. This reflects a decrease of €19,910 thousand in royalties from service areas as a result of agreements reached during the year with sub-operators regarding a reduction in the fixed component of royalties. In addition, income for 2011 included higher reimbursements of the prequalification fees for the Eco-Taxe project. These effects are partially offset by an increase in penalties received and in other recurring income, essentially regarding the in-house production of electricity.

### 6.5 Raw and consumable materials - -€119,620 thousand (- €94,058 thousand)

This item consists of the cost of materials, amounting to €120,072 thousand (€96,577 thousand in 2011), and the €452 thousand decrease in inventories of raw and consumable materials (€2,519 thousand in 2011). The increase of €25,562 thousand essentially regards the increased cost of expropriations, primarily linked to the upgrade of the A14.

## 6.6 Service costs - -€1,472,074 thousand (- €1,662,245 thousand)

This item includes construction, insurance, transport and professional services primarily relating to the maintenance and upgrade of motorways. An analysis of the balance is shown below.

(€000)	2012	2011	Inc./ (Dec.)
Construction and similar	-1,140,957	-1,315,703	174,746
Professional services	-190,902	-214,162	23,260
Utilities	-36,404	-33,540	-2,864
Transport and similar	-35,616	-22,815	-12,801
Insurance	-8,400	-8,611	211
Board of Statutory Auditors fees	-233	-241	8
Other services	-59,562	-67,173	7,611
<b>Total</b>	<b>-1,472,074</b>	<b>-1,662,245</b>	<b>190,171</b>

The reduction of €190,171 thousand (11.4%) is essentially due to a reduction in the cost of construction and professional services, linked to the reduction in motorway construction and maintenance. These reductions were partially offset by an increase in transport costs, reflecting an increase in the cost of winter operations, due primarily to the above exceptional snowfall in the first two months of 2012.

As noted above, in line with the accounting policy recommended by IFRIC 12, revenue from construction services is recognised on the basis of the cost of external services, staff costs and financial expenses (the latter being incurred in relation to investment in construction services for which additional economic benefits are received under the relevant concession arrangements). Provisions for construction services required by contract were also released on the basis of the above costs incurred in the provision of construction services for which no additional benefits are received.

## 6.7 Staff costs - -€386,156 thousand (- €380,095 thousand)

Staff costs break down as follows.

(€000)	2012	2011	Inc./ (Dec.)
Wages and salaries	-270,758	-270,237	-521
Social security contributions	-80,808	-83,560	2,752
Post-employment benefits (including payments to supplementary pension funds or to INPS)	-16,131	-15,700	-431
Directors' fees	-2,476	-2,567	91
Other staff costs	-15,983	-8,031	-7,952
<b>Total</b>	<b>-386,156</b>	<b>-380,095</b>	<b>-6,061</b>

Staff costs of €386,156 thousand (€380,095 thousand), after stripping out the release, in 2011, of surplus provisions of €6,894 thousand following closure of the three-year management incentive plan for the period 2008-2010, are down €833 thousand (0.2%) as a result of the following:

- a) a reduction of 64 (1.1%) in the average workforce, primarily reflecting the decision not to replace toll collectors leaving the Company, partially offset by an increase in headquarters staff, above all in IT and for the management of overseas operations;
- b) a reduction in other staff costs (down 0.4%), primarily due to an increase in reimbursements for personnel seconded to other Group companies, partially offset by an increase in early retirement incentives;
- c) an increase in the average unit cost (up 1.3%), essentially due to contractual expenses, partly offset by a reduction in the use of temporary staff.

Actuarial losses on provisions for employee benefits, which are subject to actuarial valuation in that they are considered a defined benefit plan, amount to €21,234 thousand for 2012 and are recognised in other comprehensive income.

Staff costs for 2012 include €2,159 thousand corresponding to the fair value of options and units vesting during the period under the incentive plans for certain of the Company's directors and managers, as more fully described in note 5.11, to which reference should be made.

The following table shows the average number of permanent and temporary employees by category, as noted in section 3.4 of the report on operations on the "Workforce".

Average workforce	2012	2011	Inc./ (Dec.)
Senior managers	121	118	3
Middle managers	344	342	2
Administrative staff	1,941	1,914	27
Toll collectors	2,205	2,280	-75
Manual workers	1,035	1,056	-21
<b>Total</b>	<b>5,646</b>	<b>5,710</b>	<b>-64</b>

## 6.8 Other operating costs - -€518,788 thousand (- €531,739 thousand)

An analysis of other operating costs is shown below.

(€000)	2012	2011	Inc./ (Dec.)
Concession fees	-403,689	-434,842	31,153
Grants and donations	-40,340	-30,753	-9,587
Change in provisions for the repair and replacement of assets to be handed over	-27,579	-32,532	4,953
Provisions	-14,189	-4,168	-10,021
Lease expense	-7,919	-8,701	782
Direct and indirect taxes	-6,619	-5,330	-1,289
Other recurring operating costs	-13,431	-9,640	-3,791
Other non-recurring operating costs	-5,022	-5,773	751
<b>Total</b>	<b>-518,788</b>	<b>-531,739</b>	<b>12,951</b>

The reduction in other operating costs compared with 2011 (€12,951 thousand) essentially reflects the decrease in concession fees recognised during the year (down €31,153 thousand), due to the downturn in traffic, partially offset by an increase in provisions (up €10,021 thousand), primarily due to an increase in provisions for litigation expense linked to developments relating to a number of outstanding disputes, and an increase in grants and donations (€9,587 thousand) as a result of the increased costs in 2012 of infrastructure upgrades for other organisations in connection with motorway construction services.

Law 102 of 3 August 2009 converting Law Decree 78 of 1 July 2009, with amendments, eliminated the toll surcharge pursuant to Law 296/2006 (the 2007 Finance Act) while simultaneously increasing concession fees computed on the distance travelled by vehicles on motorways. The fees payable to ANAS, are recouped through a matching increase in the tolls charged to road users. Whilst not having an impact on the Company's results, this regulatory change, which became effective on 5 August 2009, has led to increases of equal amounts in toll revenue and concession fees from that date.

Concession fees of €403,689 thousand for 2012, consequently, consist of the increased concession fees payable pursuant to Laws 102/2009 and 122/2010 of €330,617 thousand (€359,040 thousand in 2011), in addition to concession fees payable from toll revenue of €58,895 thousand and sub-concession fees of €13,512 thousand (€75,137 thousand in all in 2011).

#### **6.9 Use of provisions for construction services required by contract - €460,575 thousand (€491,596 thousand)**

This item regards the use, during the year, of provisions for construction services required by contract for works with no additional economic benefits, after accrued government grants (recognised in revenue from construction services, as described in note 6.2).

This item constitutes an indirect adjustment of the cost of construction services, classified by nature.

Further information on construction services and total capital expenditure in 2012 is provided in notes 5.2 and 6.2.

#### **6.10 (Impairment losses)/Reversal of impairment losses - - €1,674 thousand (- €1,356 thousand)**

This amount relates to provisions for the impairment of trade receivables arising in previous years due to the risk of non-collection of some receivables.

**6.11 Financial income/(expenses) - - €522,506 thousand (- €506,848 thousand)**  
**Financial income - €305,773 thousand (€256,768 thousand)**  
**Net financial expenses - - €828,305 thousand (- €762,116 thousand)**  
**Foreign exchange gains/(losses) - €26 thousand (- €1,500 thousand)**

(€000)	2012	2011	Inc./Dec.
Gains on the disposal of investments	122,940	84,933	38,007
Interest and fees on bank and post office deposits	25,936	36,637	-10,701
Income from transactions in derivative financial instruments	10,559	6,602	3,957
Other financial income	49,778	46,290	3,488
<b>Financial income</b>	<b>209,213</b>	<b>174,462</b>	<b>34,751</b>
<b>Dividends received from investee companies</b>	<b>96,560</b>	<b>82,306</b>	<b>14,254</b>
<b>Financial income</b>	<b>305,773</b>	<b>256,768</b>	<b>49,005</b>
<b>Financial expenses from discounting of provisions for construction services required by contract and other provisions</b>	<b>-132,251</b>	<b>-164,097</b>	<b>31,846</b>
Interest on medium/long-term borrowings	-564,252	-490,498	-73,754
Losses on derivative financial instruments	-112,987	-78,464	-34,523
Interest and fees on bank and post office deposits	-1,688	-208	-1,480
Other financial expenses	-14,381	-16,326	1,945
<b>Financial expenses</b>	<b>-693,308</b>	<b>-585,496</b>	<b>-107,812</b>
<b>Impairments of financial assets</b>	<b>-2,746</b>	<b>-12,523</b>	<b>9,777</b>
<b>Financial expenses</b>	<b>-828,305</b>	<b>-762,116</b>	<b>-66,189</b>
Unrealised foreign exchange gains/(losses)	1	-304	305
Realised foreign exchange gains/(losses)	25	-1,196	1,221
<b>Foreign exchange gains/(losses)</b>	<b>26</b>	<b>-1,500</b>	<b>1,526</b>
<b>Total</b>	<b>-522,506</b>	<b>-506,848</b>	<b>-15,658</b>

Financial expenses, after financial income and foreign exchange gains and losses, amount to €522,506 thousand, marking an increase of €15,658 thousand (3.1%) on the previous year.

This reflects a combination of the following:

- net financial expenses of €50,409 thousand recognised on the payment of differentials on derivatives linked to the value of certain directly and indirectly held investments in Chilean companies. These contracts do not meet all the conditions established by IAS 39 to qualify for hedge accounting and differentials are thus recognised in profit or loss;
- non-recurring financial expenses of €37,083 thousand connected to early repayment of the medium/long-term loan replicating, at intercompany level, the bonds maturing on 9 June 2014, which were also partially bought back by Atlantia;
- increased net interest expense (€22,050 thousand), essentially due to an increase in average net debt and a reduction in the average amount of cash invested;
- a reduction in the cost of discounting provisions for construction services required by contract and other provisions of €31,846 thousand, reflecting a reduction in the interest rates used to discount the provisions as at 31 December 2011, compared with those used as at 31 December 2010;

- e) an increase in gains (€38,007 thousand) realised in 2012, following the sale of the investments in Autostrada Torino-Savona (€61,941 thousand) and IGLI (€60,971 thousand), compared with the sale of investments in Strada dei Parchi (€34,644 thousand) and Società Autostrada Tirrenica (€50,110 thousand) in 2011;
- f) an increase in dividends received from investee companies in 2012 (totalling €14,254 thousand), above all from the subsidiaries, Telepass and Traforo del Monte Bianco;
- g) a reduction of €9,777 thousand in impairments of financial assets, amounting to €2,746 thousand in 2012. This regards the impairment of the investment in Bologna & Fiera Parking recognised in response to continuing uncertainty over conclusion of a new agreement with the Municipality of Bologna. The impairment loss of €12,523 thousand recorded in 2011 primarily regarded the impairment of the investment in Autostrade International US Holdings, totalling €11,075 thousand.

## 6.12 Income tax (expense)/benefit - - €221,930 thousand [- €331,087 thousand]

A comparison of the tax charges for 2012 and 2011 is shown in the following table.

(€000)	2012	2011	Inc./Dec.
IRES	-134,648	-201,574	66,926
IRAP	-65,300	-70,760	5,460
<b>Current tax expense</b>	<b>-199,948</b>	<b>-272,334</b>	<b>72,386</b>
Recovery of previous years' income taxes	23,058	164,244	-141,186
Previous years' income taxes	-240	-60	-180
<b>Differences on current tax expense for previous years</b>	<b>22,818</b>	<b>164,184</b>	<b>-141,366</b>
Provisions	100,518	103,181	-2,663
Releases	-42,824	-56,016	13,192
Change in prior year estimates	875	-164,303	165,178
<b>Deferred tax income</b>	<b>58,569</b>	<b>-117,138</b>	<b>175,707</b>
Provisions	-111,045	-111,045	-
Releases	7,676	5,246	2,430
<b>Deferred tax expense</b>	<b>-103,369</b>	<b>-105,799</b>	<b>2,430</b>
<b>Total</b>	<b>-221,930</b>	<b>-331,087</b>	<b>109,157</b>

Current tax expense was computed with reference to current rates of taxation, after adjusting for non-deductible costs for the year. The reduction of €109,157 thousand (33.0%) on 2011 is essentially due to lower operating profit and the increase in financial expenses and, among other things, reflects income following a refund for the deduction of IRAP from IRES, amounting to €22,737 thousand, in accordance with Law Decree 16/2012, converted into Law 44 of 26 April 2012 and the tax authorities' ruling of 17 December 2012.

The following table shows a reconciliation of the statutory rate of IRES with the effective charge.

(€000)	2012			2011		
	Taxable income	Tax expense	Tax rate	Taxable income	Tax expense	Tax rate
		Tax			Tax	
<b>Profit/(Loss) before tax from continuing operations</b>	866,517			1,058,077		
Tax expense/(benefit) at statutory rate		238,292	27.50%		290,971	27.50%
<b>Temporary differences deductible in future years:</b>	288,167	79,246	9.15%	293,491	80,710	7.63%
Provisions for the repair and replacement of assets to be handed over	265,519	73,018	8.43%	284,188	78,152	7.39%
Other differences	22,648	6,228	0.72%	9,303	2,558	0.24%
<b>Temporary differences taxable in subsequent years:</b>	-351,520	-96,668	-11.16%	-351,520	-96,668	-9.14%
Off-balance sheet deduction of goodwill	-351,520	-96,668	-11.16%	-351,520	-96,668	-9.14%
<b>Reversal of temporary differences arising in previous years</b>	-76,850	-21,134	-2.44%	-127,122	-34,959	-3.30%
<b>Permanent differences</b>	-236,685	-65,088	-7.51%	-139,922	-38,480	-3.64%
Non-taxable dividends	-91,732	-25,226	-2.91%	-78,191	-21,503	-2.03%
Other permanent differences (tax-exempt gains, deduction of IRAP from IRES,...)	-144,953	-39,862	-4.60%	-61,731	-16,977	-1.60%
<b>Income assessable to IRES</b>	489,629			733,004		
<b>IRES for the year</b>		134,648	15.54%		201,574	19.05%
<b>IRAP for the year</b>		65,300	7.54%		70,760	6.69%
<b>Income tax expense for the year</b>		199,948	23.07%		272,334	25.74%

## 6.13 Earnings per share

Profit for 2012 amounts to €644,587 thousand, down €82,403 thousand on 2011 (€726,990 thousand).

The following statement shows a breakdown of the calculation of earnings per share for the two years. In the absence of options or convertible bonds, diluted earnings per share coincide with the figure for basic earnings per share.

	2012	2011
Profit for the year (€000)	644,587	726,990
Average number of shares in issue ('000)	622,027	622,027
<b>Basic earnings per share (€)</b>	1.04	1.17
Profit from continuing operations (€000)	644,587	726,990
Average number of shares in issue ('000)	622,027	622,027
<b>Basic earnings per share from continuing operations (€)</b>	1.04	1.17
Profit from discontinued operations (€000)	-	-
Average number of shares in issue ('000)	-	-
<b>Basic earnings per share from discontinued operations (€)</b>	-	-

## 7. Other financial information

### 7.1 Notes to the cash flow statement

Cash and cash equivalents increased by €1,973,360 thousand in 2012, compared with the decrease of €2,146,902 thousand registered in 2011.

Cash flows from operating activities amount to €748,488 thousand, marking a reduction of €871,670 thousand compared with 2011 (€1,620,158 thousand). This reflects the reduction in profit from ordinary activities, but above all the differing contributions from working capital in the two comparative periods. In particular, cash outflows in 2012 are essentially due to the reduction in trading liabilities (€184,609 thousand), primarily reflecting reduced investment in motorway infrastructure, the settlement of other payables (€66,890 thousand), essentially regarding amounts due to the Grantor, and the fact that payments on account for income tax are in excess of the related tax expense for the year (€192,896 thousand). The cash inflow in 2011 was, on the other hand, primarily due to the positive impact of the deductibility of the carrying amounts recorded in application of IFRIC 12 (€109,844 thousand).

Cash flows used in investing activities, totalling €1,645,057 thousand, are up €204,148 thousand on the figure for 2011 (€1,440,909 thousand), despite reduced investment in motorway infrastructure, after the related government grants, which is down €122,833 thousand on the previous year. The volume of investment in motorway infrastructure in 2012 is down €152,926 thousand on 2011, essentially reflecting a reduction in work on projects, either completed or nearing completion, included in the Financial Plan of 1997 and the IV Addendum of 2002. The impact of these changes is amply described in the section "Network upgrades and modernisation". The increase in investing activities is thus primarily linked to the management of investments, as follows:

- a) €669,802 thousand regarding the acquisition of the 45.765% and 8.47% interests in Autostrade Sud America held by SIAS and Mediobanca;
- b) contributions for future capital increases by the subsidiary, Autostrade dell'Atlantico, totalling €129,109 thousand.

These outflows were partially offset by the €154,599 thousand difference in proceeds from disposals of investments in the two periods (primarily IGLI and Autostrada Torino-Savona, totalling €311,757 thousand, in 2012; and Strada dei Parchi and Società Autostrada Tirrenica, totalling €157,474 thousand, in 2011), in addition to the acquisition of investments and contributions for future capital increases in 2011.

Finally, cash flows for investing activities in 2011 also included the disbursement of loans to Group companies, totalling €290,000 thousand, of which €235,000 thousand was repaid in 2012.

Cash flows from financing activities in 2012 amount to €2,869,929 thousand (an outflow of €2,326,151 thousand in 2011) and substantially regard:

- a) the new loans from Atlantia referred to above, with a total face value of €2,833,600 thousand;
- b) the use of facilities made available by the European Investment Bank (EIB), Cassa Depositi e Prestiti and SACE, totalling €850,000 thousand;
- c) the short-term loan of €476,000 thousand from Autostrade Sud America.

These new borrowings were partially offset by the above early repayment of a portion (€655,800 thousand) of the medium/long-term loan from the Parent Company, Atlantia, maturing in 2014, and by payment, to Atlantia, of dividends during the year (totalling €561,690 thousand).

Cash flows used in financing activities in 2011 were, in contrast, related to repayment of the loan from Atlantia with a face value of €2 billion in June 2011, and the payment of dividends to Atlantia totalling €549,249 thousand, partially offset by the loan from Cassa Depositi e Prestiti, totalling €350,000 thousand and maturing in 2034.



## 7.2 Financial risk management

### Financial risk management objectives and policies

In the normal course of its business and finances, the Company is exposed to:

- a) market risk, principally with respect to the effect of movements in interest and foreign exchange rates on financial liabilities assumed and financial assets acquired;
- b) liquidity risk, with regard to ensuring the availability of sufficient financial resources to fund operating activities and repayment of the liabilities assumed;
- c) credit risk, linked to both ordinary trading relations and the likelihood of defaults by financial counterparties.

The Company's financial risk management strategy is derived from and consistent with the business goals set by the Atlantia Board of Directors that are contained in the various strategic plans approved by the Board. The strategy aims to both manage and control such risks.

### Market risk

The objective of market risk strategy for the Company is to minimise interest rate risk and borrowing costs, as defined in the Financial Policy approved by Atlantia's Board of Directors. Management of these risks is based on prudence and best market practice.

The main objectives set out in this policy are as follows:

- a) to protect the scenario forming the basis of the strategic plan from the effect of exposure to foreign exchange and interest rate risks, identifying the best combination of fixed and floating rates;
- b) to pursue a potential reduction of the Group's borrowing costs within the risk limits assigned by the Board of Directors;
- c) to manage derivative financial instruments taking account of their potential impact on the results of operations and financial position in relation to their classification and presentation.

The Company's derivative hedging instruments as at 31 December 2012 are classified essentially as cash flow hedges in accordance with IAS 39.

The fair value of these instruments is based on expected cash flows that are discounted at rates derived from the market yield curve at the measurement date.

Monitoring is, moreover, intended to assess, on a continuing basis, counterparty creditworthiness and the degree of risk concentration.

### Interest rate risk

Interest rate risk is linked to uncertainty regarding the performance of interest rates, and takes two forms:

- a) cash flow risk: this is linked to financial assets and liabilities with cash flows indexed to a market interest rate. In order to reduce floating rate debt, the Company has entered into interest rate swaps (IRS), classified as cash flow hedges. The hedging instruments and the underlying financial liabilities have matching terms to maturity and notional amounts. Tests have shown that the hedges were fully effective during the year. Changes in derivatives' fair value are recognised in the statement of comprehensive income, with no recognition of any ineffective portion in the income statement. Interest income or expense deriving from the hedged instruments is recognised simultaneously in the income statement. New interest rate swaps were arranged in December 2012 and classified as cash flow hedges, as defined by IAS 39. The purpose of the swaps is to hedge the interest rate risk associated with current and future uses of two tranches of the medium/long-term, floating rate loan from Cassa Depositi e Prestiti and SACE, totalling €200 million (including €100 million as at December 2012), which has a weighted average term to maturity of approximately 11 years. The swap has transformed the current exposure to Cassa Depositi e Prestiti and SACE, totalling €100 million, to a fixed rate exposure of approximately 4.93%;

- b) fair value risk: this represents the risk of losses deriving from an unexpected change in the value a financial asset or liability following an unfavourable shift in the market interest rate curve.

92% of the Company's debt as at 31 December 2012 has been swapped into fixed rate through cash flow hedges.

A list of derivative contracts outstanding as at 31 December 2012 (with 31 December 2011 comparatives) with the relevant underlying hedged financial liability for each is shown in the table below.

Type (€000)	Purpose of hedge	Currency
<b>Cash flow hedges <sup>(1)</sup></b>		
Interest Rate Swap	Interest rate risk	EUR
Interest Rate Swap	Interest rate risk	EUR
Interest Rate Swap	Interest rate risk	EUR
Interest Rate Swap	Interest rate risk	EUR
Interest Rate Swap	Interest rate risk	EUR
<b>Total cash flow hedges</b>		
<b>Derivatives not accounted for as hedges <sup>(2)</sup></b>		
Non-deliverable Forward	Foreign currency risk	CLP
Forward	Foreign currency risk	USD
Forward	Foreign currency risk	USD
<b>Total derivatives not accounted for as hedges</b>		
<b>Total derivatives</b>		

(1) The fair value of cash flow hedges excludes accruals at the end of the reporting period.

(2) The fair value of these hedges is reported under current financial liabilities.

## Sensitivity analysis

Sensitivity analysis describes the impact that the interest rate and foreign exchange movements to which the Company is exposed would have had on the income statement and on equity during the year.

The interest rate sensitivity analysis is based on the exposure of derivative and non-derivative financial instruments at the end of the reporting period, assuming, in terms of the impact on the income statement, a 0.10% (10 bps) shift in the interest rate curve at the beginning of the year, whilst, with regard to the impact of changes in fair value on other comprehensive income, the 10 bps shift in the curve was assumed to have occurred at the measurement date. The following outcomes resulted from the analysis carried out:

- a) in terms of interest rate risk, an unexpected and unfavourable 10 bps shift in market interest rates would have resulted in a negative impact on the income statement, totalling €775 thousand, and on other comprehensive income, totalling €16,401 thousand, before the related taxation;
- b) in terms of foreign exchange risk, relating solely to the remaining portion of the non-deliverable forward outstanding as at 31 December 2012, an unexpected and unfavourable 10% shift in the exchange rate would have resulted in a negative impact on the income statement, totalling approximately €5,611 thousand, before the related taxation.

31 Dec 2012		31 Dec 2011		Description	Hedged financial liability	
Fair value asset/(liability)	Notional amount	Fair value asset/(liability)	Notional amount		Face value	Term
-245,326	750,000	-191,596	750,000	Atlantia loan	750,000	2004-2022
-30,015	560,000	-32,665	640,000	Term Loan Facility	560,000	2004-2015
-48,056	500,000	-13,057	500,000	Cassa Depositi e Prestiti	500,000	2011-2034
-917	100,000	-	-	Cassa Depositi e Prestiti and SACE	100,000	2012-2024
-915	100,000	-	-	Cassa Depositi e Prestiti and SACE	100,000	2013-2024
-325,229	2,010,000	-237,318	1,890,000			
-90	67,160	-	-			
-32	18,338	-	-			
32	-18,338	-	-			
-90	67,160	-	-			
-325,319	2,077,160	-237,318	1,890,000			

### Liquidity risk

Liquidity risk relates to the possibility that cash resources may be insufficient to fund the payment of liabilities as they fall due. The Company believes that its ability to generate cash, the ample diversification of its sources of funding and the availability of committed and uncommitted lines of credit provides access to sufficient sources of finance to meet its projected financial needs.

The Company's cash reserves as at 31 December 2012 were estimated at €5,532,772 thousand made up of:

- a) 2,593,882 thousand in cash and/or investments with terms to maturity of no more than 120 days;
- b) €238,890 thousand in term deposits to part finance the execution of specific works;
- c) €2,700,000 thousand in undrawn committed lines of credit, with a weighted average residual term to maturity of approximately 9 years and a weighted average residual drawdown period of approximately 3 years, details of which are shown in the following table.

Facility (€000)	Drawdown period	Final maturity	31/12/2012		
			Available	Drawn	Undrawn
Committed Revolving Credit Facility	May 2015	June 2015	1,000,000	-	1,000,000
Medium/long-term committed EIB line - Tranche A	30 Nov 2012	31 Dec 2036	1,000,000	1,000,000	-
Medium/long-term committed EIB line - Tranche B	31 Dec 2014	31 Dec 2036	300,000	-	300,000
Medium/long-term committed CDP/EIB line	1 Aug 2013	19 Dec 2034	500,000	500,000	-
Medium/long-term committed CDP/SACE line	23 Sept 2014	23 Dec 2024	1,000,000	100,000	900,000
Medium/long-term committed CDP line	21 Nov 2016	20 Dec 2027	500,000	-	500,000
<b>Total lines of credit</b>			<b>4,300,000</b>	<b>1,600,000</b>	<b>2,700,000</b>

The following tables contain a maturity analysis of medium to long-term financial liabilities on the books as at 31 December 2012 and 31 December 2011 comparatives, net of accrued charges.

(€000)	31 Dec 2012					
	Carrying amount	Total contractual flows	Within 12 months	Between 1 and 2 years	Between 3 and 5 years	After 5 years
<b>Non-derivative financial liabilities<sup>(1)</sup></b>						
<b>Intercompany loans</b>						
Atlantia SpA 2004-2014	-2,085,504	-2,319,285	-112,543	-2,206,742	-	-
Atlantia SpA 2004-2022	-740,333	-857,905	-11,326	-11,357	-34,163	-801,059
Atlantia SpA 2004-2024	-984,462	-1,738,360	-61,530	-61,530	-184,590	-1,430,710
Atlantia SpA 2009-2016	-1,536,431	-1,851,180	-87,795	-87,795	-1,675,590	-
Atlantia SpA 2009-2038	-149,176	-364,416	-8,273	-8,273	-24,865	-323,005
Atlantia SpA 2010-2017	-1,000,000	-1,179,700	-35,940	-35,940	-1,107,820	-
Atlantia SpA 2010-2025	-500,000	-797,245	-22,865	-22,865	-68,595	-682,920
Atlantia SpA 2012-2019	-1,000,000	-1,343,000	-48,866	-49,134	-147,000	-1,098,000
Atlantia SpA 2012-2032	-35,000	-69,641	-1,728	-1,733	-5,197	-60,983
Atlantia SpA 2012-2032 ZCB	-48,600	-99,552	-2,548	-2,548	-7,642	-86,814
Atlantia SpA 2012-2020	-750,000	-1,012,623	-17,553	-35,106	-105,030	-854,934
Atlantia SpA 2012-2018	-978,156	-1,275,348	-39,320	-39,320	-117,960	-1,078,748
<b>Total intercompany loans (A)</b>	<b>-9,807,662</b>	<b>-12,908,255</b>	<b>-450,287</b>	<b>-2,562,343</b>	<b>-3,478,452</b>	<b>-6,417,173</b>
<b>Bank borrowings</b>						
Term Loan Facility	-555,567	-566,851	-163,753	-242,490	-160,608	-
EIB	-1,619,346	-2,446,282	-111,929	-119,489	-390,424	-1,824,440
Cassa Depositi e Prestiti and SACE	-594,060	-769,345	-14,243	-37,441	-109,426	-608,235
Borrowings linked to grants <sup>(2)</sup>	-261,710	-	-	-	-	-
<b>Total bank borrowings (B)</b>	<b>-3,030,683</b>	<b>-3,782,478</b>	<b>-289,925</b>	<b>-399,420</b>	<b>-660,458</b>	<b>-2,432,675</b>
<b>Total medium/long-term borrowings (A+B)</b>	<b>-12,838,345</b>	<b>-16,690,733</b>	<b>-740,212</b>	<b>-2,961,763</b>	<b>-4,138,910</b>	<b>-8,849,848</b>
<b>Derivatives<sup>(3)</sup></b>						
IRS	-325,229	-532,911	-63,351	-58,221	-142,219	-269,120
<b>Total derivatives</b>	<b>-325,229</b>	<b>-532,911</b>	<b>-63,351</b>	<b>-58,221</b>	<b>-142,219</b>	<b>-269,120</b>

(1) Future cash flows relating to floating rate loans have been calculated on the basis of the latest established rate and applied and held constant to final maturity.

(2) Repayment of these non-interest bearing loans is due from ANAS in accordance with the provisions of Laws 662/1996, 345/1997 and 135/1997.

(3) Includes derivative instruments hedging the interest rate and foreign exchange risks associated with bonds outstanding as at 31 December 2012. Future cash flows relating to swap differentials are projected on the basis of the latest rate fixed and held constant to the maturity of the contract.

(€000)	31 Dec 2011					
	Carrying amount	Total contractual flows	Within 12 months	Between 1 and 2 years	Between 3 and 5 years	After 5 years
<b>Non-derivative financial liabilities<sup>(1)</sup></b>						
<b>Intercompany loans</b>						
Atlantia SpA 2004-2014	-2,732,264	-3,193,355	-147,785	-147,785	-2,897,785	-
Atlantia SpA 2004-2022	-739,476	-978,302	-21,848	-21,669	-65,246	-869,539
Atlantia SpA 2004-2024	-983,553	-1,799,890	-61,530	-61,530	-184,590	-1,492,240
Atlantia SpA 2009-2016	-1,546,272	-1,938,975	-87,795	-87,795	-1,763,385	-
Atlantia SpA 2009-2038	-149,176	-372,667	-8,251	-8,273	-24,888	-331,255
Atlantia SpA 2010-2017	-1,000,000	-1,215,640	-35,940	-35,940	-107,820	-1,035,940
Atlantia SpA 2010-2025	-500,000	-820,110	-22,865	-22,865	-68,595	-705,785
<b>Total intercompany loans (A)</b>	<b>-7,650,741</b>	<b>-10,318,939</b>	<b>-386,014</b>	<b>-385,857</b>	<b>-5,112,309</b>	<b>-4,434,759</b>
<b>Bank borrowings</b>						
Term Loan Facility	-632,731	-671,457	-92,517	-170,445	-408,495	-
EIB	-900,455	-1,307,135	-71,264	-78,884	-259,510	-897,477
Cassa Depositi e Prestiti	-493,612	-688,470	-14,907	-14,432	-110,615	-548,516
Borrowings linked to grants <sup>(2)</sup>	-296,501	-	-	-	-	-
<b>Total bank borrowings (B)</b>	<b>-2,323,299</b>	<b>-2,667,062</b>	<b>-178,688</b>	<b>-263,761</b>	<b>-778,620</b>	<b>-1,445,993</b>
<b>Total medium/long-term borrowings (A+B)</b>	<b>-9,974,040</b>	<b>-12,986,001</b>	<b>-564,702</b>	<b>-649,618</b>	<b>-5,890,929</b>	<b>-5,880,752</b>
<b>Derivatives<sup>(3)</sup></b>						
IRS	-237,318	-442,863	-50,803	-47,923	-116,484	-227,653
<b>Total derivatives</b>	<b>-237,318</b>	<b>-442,863</b>	<b>-50,803</b>	<b>-47,923</b>	<b>-116,484</b>	<b>-227,653</b>

(1) Future cash flows relating to floating rate loans have been calculated on the basis of the latest established rate and applied and held constant to final maturity.

(2) Repayment of these non-interest bearing loans is due from ANAS in accordance with the provisions of Laws 662/1996, 345/1997 and 135/1997.

(3) Includes derivative instruments hedging the interest rate and foreign exchange risks associated with bonds outstanding as at 31 December 2011. Future cash flows relating to swap differentials are projected on the basis of the latest rate fixed and held constant to the maturity of the contract.

The amounts in the above tables include interest payments and exclude the impact of any offset agreements.

The time distribution of terms to maturity is based on the residual contract term or on the earliest date on which repayment of the liability may be required, unless a better estimate is available.

The distribution for liabilities with amortisation schedules is based on the date on which each instalment falls due.

The following table shows the time distribution of expected cash flows from cash flow hedges, and the periods in which they will be recognised in the income statement.

(€000)	31 Dec 2012					
	Carrying amount	Expected cash flows <sup>(1)</sup>	Within 12 months	Between 1 and 2 years	Between 3 and 5 years	After 5 years
Interest rate swaps						
Derivative assets	-					
Derivative liabilities	-325,229	-350,079	-65,946	-60,780	-123,250	-100,103
Total cash flow hedges	-325,229					
Accrued expenses on cash flow hedges	-24,850					
Accrued income on cash flow hedges	-					
Total cash flow hedge derivative assets/liabilities	-350,079	-350,079	-65,946	-60,780	-123,250	-100,103
Interest rate swaps						
Expenses on cash flow hedges		-325,229	-67,226	-59,922	-116,890	-81,191
Total income (expenses) on cash flow hedges		-325,229	-67,226	-59,922	-116,890	-81,191

[1] Expected cash flows from swap differentials are calculated on the basis of market curves at the measurement date.

## Credit risk

Credit risk is the exposure of the Company to potential losses as a result of a default in a counterparty's obligations. The risk can arise both from factors that are strictly technical and commercial or administrative and legal in nature (disputes regarding the nature quality of service, on the interpretation of contractual provisions, supporting invoices, etc.), as well as from factors that are financial in nature, such as the credit standing of a counterparty.

Trade receivables essentially arise in connection with the provision of services and relate to activities linked to the core business. These types of receivables include:

- a) concession fees and royalties receivable in connection with service areas;
- b) receivables relating to agreements permitting motorway crossings or the location of equipment;
- c) receivables relating to the sale of goods and services;
- d) receivables related to property rentals.

Trade receivables, on the other hand, do not include receivables arising in connection with the invoicing of tolls in arrears, following the execution of a novation agreement for this particular type of receivable with the subsidiary, Telepass.

Credit risk deriving from outstanding derivative financial instruments can be considered marginal in that the counterparties involved are the Parent Company, Atlantia, and major financial institutions.

Provisions for impairment losses on individually material items are established when there is objective evidence that the Company will not be able to collect all or any of the amount due. The amount of the provisions takes account of estimated future cash flows and the date of collection, any future recovery costs and expenses, and the value of guarantees. General provisions, based on the available historical and statistical data, are established for items for which specific provisions have not been made.

Details of the allowance for doubtful trade receivables are provided in note 5.6.

Carrying amount	Expected cash flows <sup>(1)</sup>	Within 12 months	31 Dec 2011		
			Between 1 and 2 years	Between 3 and 5 years	After 5 years
-237,318	-259,704	-36,364	-56,967	-89,652	-76,721
<b>-237,318</b>					
-22,415					
29					
<b>-259,704</b>	<b>-259,704</b>	<b>-36,364</b>	<b>-56,967</b>	<b>-89,652</b>	<b>-76,721</b>
	-237,318	-33,942	-58,693	-82,370	-62,313
	<b>-237,318</b>	<b>-33,942</b>	<b>-58,693</b>	<b>-82,370</b>	<b>-62,313</b>

## 8. Other information

### 8.1 Guarantees

The Company guarantees all the bonds issued by the Parent Company, Atlantia, amounting to a total of €11,896,051 thousand and representing 120% of bond issues. The proceeds from the bond issues have been used to provide the Company with intercompany loans of the same amount and with the same terms to maturity.

In addition, the Company reports the following outstanding personal and collateral guarantees issued to third parties, including the following material items:

- a) sureties issued on behalf of certain subsidiaries that operate motorway infrastructure, amounting to €9,678 thousand;
- b) the guarantee issued in favour of Pedemontana Veneta (€13,249 thousand);
- c) the joint and several guarantee issued with Società Autostrada Tirrenica in favour of the Grantor (€8,690 thousand) following the latter's release of the surety previously issued by Autostrade per l'Italia;
- d) the pledge to credit institutions, to collateralise loans issued, of shares in Bologna & Fiera Parking (€4,225 thousand) and of the 2% interest in Strada dei Parchi (€1,355 thousand) which is subject, in accordance with the agreement entered into with the purchaser, to a call option.

Atlantia, has also issued sureties, totalling €39,300 thousand, in favour of Autostrade per l'Italia and on behalf of Ecomouv' Sas, following the award of the contract for the Eco-Taxe project, involving the implementation and operation of a satellite-based tolling system for heavy vehicles on approximately 15,000 km of French road network, and sureties of €9,474 thousand in the form of a "Bid Bond" for the preliminary phase of the privatisation of Turkey's motorways, released at the beginning of January 2013 following the failure to be selected as the winning bidder.

## 8.2 Reserves

In relation to its investing activities, the Company has contract reserves to be quantified with contractors totalling approximately €1,652.0 million (€1,032.9 million as at 31 December 2011).

Any commitments recognised will be accounted for as an increase in the cost of property, plant and equipment and subsequently depreciated.

In the case of other contract reserves not related to investing activities (contract work and maintenance), any future charges are covered by provisions for disputes.

## 8.3 Related party transactions

This section describes the Company's principal transactions with related parties, identified as such according to the criteria in the procedure for related party transactions adopted by the Parent Company, Atlantia, in application of the Regulations adopted by the Commissione Nazionale per le Società e la Borsa (the CONSOB) in Resolution 17221 of 12 March 2010, as amended.

Related party transactions do not include transactions of an atypical or unusual nature, and are conducted on an arm's length basis.

### Relations with parent companies

The Company is subject to management and coordination by Atlantia, as also established in Atlantia's Corporate Governance Code. A condensed version of Atlantia's approved financial statements, showing key financial indicators, is included in note 9 to these financial statements.

Trading relations with Atlantia include the Company's provision of administrative, financial and tax services to Atlantia.

Transactions of a financial nature as at 31 December 2012 include medium/long-term loans from Atlantia with a total face value of €9,826,976 thousand, marking an increase of €2,177,800 thousand compared with 31 December 2011. This reflects the following new loans:

- a) a loan with a face value of €1,000,000 thousand, granted on 9 February 2012, with interest payable at 4.9% and maturing in 2019;
- b) a loan with a face value of €48,600 thousand, granted on 2 April 2012, with interest payable at 5.242% and maturing in 2032;
- c) a loan with a face value of €35,000 thousand, granted on 11 June 2012, with interest payable at 4.95% and maturing in 2032;
- d) a loan with a face value of €750,000 thousand, granted on 14 September 2012, with interest payable at 4.668% and maturing in 2020;
- e) a loan with a face value of €1,000,000 thousand, granted on 30 November 2012, with interest payable at 3.932% and maturing in 2018.

These new loans are partially offset by early repayment of a portion (€655,800 thousand) of the medium/long-term intercompany loan replicating, at intercompany level, the bonds issued by Atlantia maturing in 2014, which were also subject to partial early redemption. The conditions applicable to these loans replicate those of Atlantia's bond issues, increased by a spread that takes account of the cost of managing the loans. A portion of these loans is hedged against interest rate risk through the use of specific derivative financial instruments entered into with Atlantia. As at 31 December 2012 fair value losses on these instruments amount to €266,908 thousand.

As a result of the centralised treasury services provided to the Group by Autostrade per l'Italia, it maintains a current account with Atlantia that had a debit balance of €361,234 thousand as at 31 December 2012.

As a result of the tax consolidation arrangement, as at 31 December 2012 the Company has recognised current tax assets (IRES) due from Atlantia of €58,668 thousand. Current tax assets recognised in 2012 also include receivables due from the parents, Atlantia and Sintonia SpA (which has absorbed Schemaventotto), totalling €17,109 thousand and €16,239 thousand, respectively, relating to



the expected refund of income tax (IRES) paid during the periods when these companies headed the tax consolidation arrangement.

Finally, as at 31 December 2012 the Company has issued a number of personal guarantees in favour of Atlantia, as reported in note 8.1 to the financial statements, to which reference should be made.

#### Relations with subsidiaries and associates

Autostrade per l'Italia provides services to a number of subsidiaries and associates under specific contracts. The criteria used to determine the related fees take account of the estimated commitment of resources, for each company, broken down by area of activity.

In 2012 these contracts regarded the following services:

- a) the lease of buildings owned by the Company or of fully equipped office space;
- b) treasury, financial and insurance services and the related risk management;
- c) support for tax and administrative and accounting activities, operational planning and management controls;
- d) support for personnel management, training and development, including the secondment of staff to the above companies;
- e) professional services relating to the secretariat for the Board of Directors and other corporate bodies (the Internal Control Committee and Board of Statutory Auditors);
- f) corporate and legal affairs, including the conduct of legal actions;
- g) support for procurement and contract administration;
- h) risk management in the mapping of areas of risk, including the analyses required by Legislative Decree 231/01;
- i) internal auditing and monitoring activities, oversight and adjustment of the management and control organisational model pursuant to Legislative Decree 231/01.

Under specific agreements with the Company's Italian motorway subsidiaries and associates, the Company also provides services relating to the recording of traffic data and the settlement of amounts due to and from the operators of interconnecting motorways.

The Company also engages in transactions of a trading nature with the subsidiaries, Ecomouv', Ecomouv' D&B, Autostrade Tech and Tech Solutions Integrators, relating to the "Design & Build" phase of the Eco-Taxe Poids Lourds project, under the partnership agreement with France's Ministry of Ecology, Sustainable Development, Transport and Public Housing relating to implementation and operation of a satellite-based system for collecting taxes on heavy vehicles.

Other material transactions involving the purchase of goods and services from subsidiaries and associates include the following:

- a) motorway construction and maintenance contracts with Spea, under an existing agreement, including design, project management, supervision and infrastructure inspection services, and with Pavimental, as provided for in the regulations for tenders, for the construction of infrastructure, under the related contracts, and for maintenance and road surfacing;
- b) relations with Telepass primarily regard a novation agreement by which Telepass collects motorway tolls due to Autostrade per l'Italia by way of the Viacard and Telepass deferred toll payment systems. Under this agreement, Telepass establishes the relationship with the customer, guaranteeing Autostrade per l'Italia payment of the related motorway tolls. In return for this service, Autostrade per l'Italia pays Telepass a lump-sum fee based on the total toll charge handled;
- c) the services provided by Autostrade Tech following the spin-off to this company of the business unit responsible for the research, development, production, marketing and operation of technology equipment, systems and services;
- d) the provision of administrative, human resources, general and real estate services by EsseDiEsse;
- e) the lease of advertising space along the motorway network to AD Moving.

Transactions of a financial nature include current accounts with Group companies as part of the Company's provision of centralised treasury services. The conditions on these accounts are all at arm's length.

As at 31 December 2012 the following outstanding loans had been granted to investee companies:

- a) a total of €215,000 thousand to Autostrade Meridionali, maturing in March 2012;
- b) €49,561 thousand to Tangenziale di Napoli, to be repaid at maturity in March 2012;
- c) a loan of €62,726 thousand to Ecomouv', maturing in December 2024;
- d) €110,000 thousand to Società Autostrada Tirrenica, maturing in December 2013.

Finally, as at 31 December 2012 Autostrade per l'Italia has received short-term loans in its role as the Group's bank and consisting of cash deposited by the subsidiaries, Autostrade Sud America (€476,000 thousand), Autostrade dell'Atlantico (€40,000 thousand), Ecomouv' D&B (€32,209 thousand), Raccordo Autostradale Valle d'Aosta (€58,500 thousand) and Società Italiana per Azioni per il Traforo del Monte Bianco (€40,000 thousand).

#### Transactions with other related parties

The Company also engages in transactions with Autogrill and United Colors Communications, with which it shares the same ultimate parent, Edizione Srl.

As at 31 December 2012 Autogrill holds 128 food service concessions for service areas along the Company's motorway network, including 4 operated in temporary consortia with other companies. In 2012 the Company's revenue arising from its relationship with Autogrill amounted to €68,944 thousand, including €62,170 thousand in royalties for management of the service areas. Royalties are generated by contracts entered into over the years, of which a large part was entered into after transparent and non-discriminatory competitive tenders.

Relations with United Colors Communications regard the expenses incurred for the production of corporate advertising campaigns during the year, amounting to €5,373 thousand.

The following tables show amounts in the income statement for 2012 and in the statement of financial position as at 31 December 2012 generated by transactions with key related parties.

## TRADING AND OTHER (NON-FINANCIAL) TRANSACTIONS WITH RELATED PARTIES

(€000)	31 Dec 2012		2012			31 Dec 2011		2011		
Name	Receivables	Payables	Revenue <sup>(1)</sup>	Costs	Investment	Receivables	Payables	Revenue <sup>(1)</sup>	Costs	Investment
<b>Parent companies</b>										
Atlantia										
- tax	75,745	-	-	-	-	-	105,587	-	-	-
- trade	365	558	1,548	1,738	-	436	576	1,563	3,443	-
Sintonia <sup>(*)</sup>										
- tax	16,239	-	-	8	-	10,611	1	-	173	-
<b>Total parent companies</b>	<b>92,349</b>	<b>558</b>	<b>1,548</b>	<b>1,746</b>	<b>-</b>	<b>11,047</b>	<b>106,164</b>	<b>1,563</b>	<b>3,616</b>	<b>-</b>
<b>Subsidiaries</b>										
AD Moving	3,139	1,933	6,411	3,318	132	3,088	1,839	6,190	2,823	119
Autostrade Brasil	284	58	181	-	-	-	16	102	-	-
Autostrade Holding do Sur	18	176	-	51	-	317	176	185	-	-
Autostrade Meridionali	773	8,440	1,047	5	-	482	12,131	998	5	-
Autostrade Tech	8,821	7,325	7,006	15,792	2,775	10,725	6,661	8,248	4,335	3,135
Ecomouv'	3,041	146	829	-	-	9,562	9,383	9,562	-	-
Ecomouv' D&B	9,617	1,837	25,594	-	-	10,235	3,792	10,568	-	-
EsseDiEsse Società di Servizi	3,304	2,256	5,849	23,190	-	3,318	457	6,129	24,718	-
Giove Clear	208	1,467	422	4,945	-	99	351	92	1,147	-
Infoblu	860	815	1,021	815	-	138	485	1,367	485	-
Newpass	126	-	211	57	-	33	-	36	57	-
Pavimental	5,268	147,950	2,172	106,869	384,711	3,057	238,446	2,419	112,554	464,099
Raccordo Autostradale Valle d'Aosta	366	3,026	515	387	-	202	3,025	480	102	-
Società Italiana pA per il Traforo del Monte Bianco	509	26	957	125	-	746	20	1,047	118	-
Spea Ingegneria Europea	30,268	67,111	1,795	12,815	89,832	36,148	69,016	1,846	14,542	104,267
Tangenziale di Napoli	570	10,264	746	429	-	485	10,486	1,002	447	-
Tech Solutions Integrators	2,133	202	2,133	52	-	174	7	174	-	-
Telepass	5,415	5,910	9,117	8,642	-	3,874	7,030	11,110	8,238	-
Telepass France	-	160	-	-	-	-	142	-	142	-
<b>Total subsidiaries</b>	<b>74,720</b>	<b>259,102</b>	<b>66,006</b>	<b>177,492</b>	<b>477,450</b>	<b>82,683</b>	<b>363,463</b>	<b>61,555</b>	<b>169,713</b>	<b>571,620</b>
<b>Associates</b>										
Bologna & Fiera Parking	1,025	-	15	-	-	1,025	-	-	-	-
Società Autostrada Tirrenica	872	4,828	1,352	57	-	1,065	4,120	1,286	63	-
<b>Total associates</b>	<b>1,897</b>	<b>4,828</b>	<b>1,367</b>	<b>57</b>	<b>-</b>	<b>2,090</b>	<b>4,120</b>	<b>1,286</b>	<b>63</b>	<b>-</b>
<b>Affiliates</b>										
Autogrill	35,566	1,370	68,944	1,641	-	37,062	2,448	73,025	2,967	350
Benetton Group	-	-	-	-	-	-	-	-	2,076	-
TowerCo	4,296	-	4,338	-	-	4,446	-	4,703	64	-
United Colors Communications	-	5,373	-	5,373	-	-	-	-	-	-
<b>Total affiliates</b>	<b>39,862</b>	<b>6,743</b>	<b>73,282</b>	<b>7,014</b>	<b>-</b>	<b>41,508</b>	<b>2,448</b>	<b>77,728</b>	<b>5,107</b>	<b>350</b>
Pension funds (CAPIDI and ASTRI)	-	4,645	-	11,253	-	-	4,251	-	10,727	-
<b>Total pension funds</b>	<b>-</b>	<b>4,645</b>	<b>-</b>	<b>11,253</b>	<b>-</b>	<b>-</b>	<b>4,251</b>	<b>-</b>	<b>10,727</b>	<b>-</b>
Autostrade per l'Italia's key management personnel <sup>(2)</sup>	-	313	-	3,208	-	-	271	-	2,968	-
<b>Total key management personnel</b>	<b>-</b>	<b>313</b>	<b>-</b>	<b>3,208</b>	<b>-</b>	<b>-</b>	<b>271</b>	<b>-</b>	<b>2,968</b>	<b>-</b>
<b>Total</b>	<b>208,828</b>	<b>276,189</b>	<b>142,203</b>	<b>200,770</b>	<b>477,450</b>	<b>137,328</b>	<b>480,717</b>	<b>142,132</b>	<b>192,194</b>	<b>571,970</b>

(\*) The 31 December 2011 balance relates to Schemaventotto, which was merged with and into Sintonia in 2012.

(1) Revenue includes reimbursements that reduced operating costs reported in the income statement.

(2) Autostrade per l'Italia's key management personnel means the Directors, Statutory Auditors and other senior management. Expenses for each year include emoluments, salaries, non-monetary benefits, bonuses and other incentives (including the fair value of Atlantia's share-based incentive plans). The financial statements additionally include contributions of €316,403 thousand paid on behalf of Directors, Statutory Auditors and senior management and a liability of €114,631 thousand, substantially consistent with the figures for 2011.

## FINANCIAL TRANSACTIONS WITH RELATED PARTIES

(€000)	31 Dec 2012		2012		31 Dec 2011		2011	
Name	Assets	Liabilities <sup>(1)</sup>	Financial income <sup>(2)</sup>	Financial expenses	Assets	Liabilities <sup>(1)</sup>	Financial income <sup>(2)</sup>	Financial expenses
<b>Parent companies</b>								
Atlantia	53	10,673,122	26,655	501,215	-	8,351,865	29,732	478,304
<b>Total parent companies</b>	<b>53</b>	<b>10,673,122</b>	<b>26,655</b>	<b>501,215</b>	<b>-</b>	<b>8,351,865</b>	<b>29,732</b>	<b>478,304</b>
<b>Subsidiaries</b>								
AD Moving	1,143	-	4	4	1,667	-	36	-
Autostrade dell'Atlantico	32	42,929	32	931	-	5,048	-	502
Autostrade International US Holdings	-	-	-	-	-	138	26	-
Autostrade Meridionali	228,802	-	8,129	261	234,907	44,211	8,414	35
Autostrade Sud America	-	478,705	25	1,418	-	-	-	-
Autostrade Tech	22	13,307	1	15	10	3,653	-	73
Ecomouv'	62,727	6,746	5,577	-	35,367	12,282	375	-
Ecomouv' D&B	120	32,277	1	124	-	54	66	-
EsseDiEsse Società di Servizi	-	8,081	1,187	17	-	10,706	2,367	90
Giove Clear	243	-	367	-	-	111	225	2
Infoblu	-	2,617	368	12	-	1,760	382	41
Pavimental	48,114	1	1,646	-	86,103	8	2,430	627
Raccordo Autostradale Valle d'Aosta	-	66,267	16	1,241	-	60,356	23	1,148
Società Italiana pA per il Traforo del Monte Bianco	-	72,418	7,141	532	-	59,484	-	712
Spea Ingegneria Europea	-	253	30,004	6	-	2,194	28,500	50
Tangenziale di Napoli	62,066	-	6,360	-	62,778	-	6,001	-
Tech Solutions Integrators	-	10,685	-	33	-	9,636	-	1
Telepass	207,894	-	40,797	7,448	182,683	2	34,308	8,192
Telepass France	-	-	1	-	-	-	-	-
<b>Total subsidiaries</b>	<b>611,163</b>	<b>734,286</b>	<b>101,656</b>	<b>12,042</b>	<b>603,515</b>	<b>209,643</b>	<b>83,153</b>	<b>11,473</b>
<b>Associates</b>								
Società Autostrada Tirrenica	110,000	24,560	5,384	163	110,000	41,237	3,625	468
Società Infrastrutture Toscane	-	7,134	-	1	-	7,089	-	5
<b>Total associates</b>	<b>110,000</b>	<b>31,694</b>	<b>5,384</b>	<b>164</b>	<b>110,000</b>	<b>48,326</b>	<b>3,625</b>	<b>473</b>
<b>Affiliates</b>								
Autogrill	-	-	1,774	-	-	-	1,351	-
TowerCo	-	9,898	-	36	-	7,803	-	83
<b>Total affiliates</b>	<b>-</b>	<b>9,898</b>	<b>1,774</b>	<b>36</b>	<b>-</b>	<b>7,803</b>	<b>1,351</b>	<b>83</b>
<b>Total</b>	<b>721,216</b>	<b>11,449,000</b>	<b>135,469</b>	<b>513,457</b>	<b>713,515</b>	<b>8,617,637</b>	<b>117,861</b>	<b>490,333</b>

(1) Financial liabilities include unpaid, called-up capital.

(2) Financial income includes dividends received from investee companies.

## 8.4 Significant regulatory aspects

### The Ministry of Transport and Infrastructure's Department for Motorway Concessions

Law Decree 98/2011, converted into Law 111/2011, set up the Highways Agency within the Ministry of Infrastructure and Transport. The Agency was to take over the role of grantor for existing highway concessions from ANAS, exercising every aspect of the role previously assigned to the latter organisation. Given that adoption - pursuant to the provisions of Law Decree 216/2011, as amended on conversion into Law 14/2012 and by Law Decree 95/2012, converted into Law 135/2012 - of the Agency's bylaws and organisational and operational regulations had not taken place by 30 September 2012, the Agency was abolished by law and its activities and responsibilities transferred, from 1 October 2012, to the Ministry of Transport and Infrastructure, which thus took over the role of grantor from ANAS.

Ministerial Decree 341 of 1 October 2012 set up the Department for Motorway Concessions within the Ministry of Transport and Infrastructure's Department for Infrastructure, General Affairs and Personnel, to which the staff and resources of the Motorway Concession Inspectorate previously forming part of ANAS were transferred.

### The Office of Transport Regulation

Law Decree 201/2011 converted, with amendments, into Law 214/2011, has set up the Office of Transport Regulation to oversee conditions of access and prices for rail, airport and port infrastructure and the related urban transport links to stations, airports and ports.

This legislation was subsequently amended by art. 36 of Law Decree 1/2012 converted, with amendments, into Law 27/2012, which extended the scope of the new regulator's responsibilities to include the motorway sector. The staff of the regulatory body have as yet to be appointed. Whilst awaiting the Office's start-up of operations - to be established by resolution yet to be issued by the Office itself - its functions and responsibilities continue to be carried out by the relevant public administrations and bodies in the various affected sectors.

### Update of Autostrade per l'Italia's financial plan

Art. 11 of the Single Concession Arrangement requires the financial plan annexed to the arrangement to be updated by the Operator by 30 September 2012, and thereafter by the 30 September of the last year of every subsequent five-year period.

In compliance with the above requirement, Autostrade per l'Italia has submitted its five-yearly update of the financial plan to the Grantor. Completion of the process is in progress.

### Toll increases with effect from 1 January 2013

A decree issued by the Minister of Infrastructure and Transport, in agreement with the Minister of the Economy and Finance, provided that Autostrade per l'Italia could proceed to increase its tolls by 3.47% from 1 January 2013, whilst the Company had requested an increase of 3.54%. The same decree also provided that when conducting the five-yearly update of its financial plan the company could also apply an increase based on the K component with effect from 1 January 2013, upholding the company's request for an increase of 0.07%.

Autostrade per l'Italia has challenged the above decree before Lazio Regional Administrative Court, contesting the part in which it delays application of the K component until the update of the financial plan.

### Other motorway regulations

Law Decree 1/2012, converted, with amendments, into Law 27/2012, as amended, contains a range of provisions impacting, among other things, on motorway concessions, including (i) the regulation that, from 1 January 2014, has raised the minimum percentage of works to be contracted out to third-party contractors by the providers of construction services under concession to 60%; (ii) the regulation that has introduced a new regime for the holders of fuel service licences, who may now sell food and drink on their premises.

With regard to motorway service areas, the terms and conditions of sub-concession arrangements in force at 31 January 2012 are unaffected, as are the restrictions linked to competitive tenders for motorway areas under concession, conducted in accordance with the format required by the Office of Transport Regulation.

#### **Snow events in February 2012**

On 19 June 2012 the Grantor sent Autostrade per l'Italia two notices of violation regarding its handling of the following snow events: (i) on 3 February 2012 on the A1 (the D18-Capua intersection) and D19 (the entire section) and (ii) on 6/7 February 2012 along the A16 (the Candela- Cerignola West section).

On 8 January 2013 the Grantor notified the company that it was imposing two administrative fines of €25 thousand each. Provision has been made under provisions for the risk of fines and penalties under the single concession arrangement in these financial statements.

In both cases, the violation regards the failure to comply with the "Motorway service requirements for winter", with specific reference to inadequate information provided via variable message panels.

Autostrade per l'Italia has appealed the fine for the event of 6 and 7 February 2012 before Lazio Regional Administrative Court, requesting annulment of the fine.

#### **Other ongoing litigation**

With regard to the actions brought by Autostrade per l'Italia challenging the Grantor's decision regarding approval of the revised design for the A4 motorway between Milan and Bergamo (Lots 1, 2 and 3) - in respect of the decision not to recognise, for the purposes of fixing the related tolls, the increased costs resulting from the changes - at the hearing of 23 January 2013 the Commission adjourned proceedings until 19 June 2013.

With regard to tolls, court order 4330 of March 2012 dismissed the actions filed with Lazio Regional Administrative Court by Codacons and other consumers' associations challenging the toll increases introduced in 2003.

On 21 March 2011 Autostrade per l'Italia - together with Genoa Provincial Authority, the Municipality of Genoa, the Ministry of Infrastructure and Transport, Genoa Port Authority and ANAS - were notified of legal action brought before Liguria Regional Administrative Court by several hundred members of the public requesting an injunction annulling the Memorandum of Understanding signed on 8 February 2010, relating to construction of the "Genoa Road and Motorway Interchange" (the so-called Gronda di Ponente). The plaintiffs have subsequently presented further challenges during 2012 regarding regional authority resolutions and decisions, as well as the related ministerial documents and/or documents linked to the Memorandum of Understanding arising subsequent to the filing of the legal action. A date for the related hearing has yet to be set.

Finally, Autostrade per l'Italia is the defendant in a number of legal actions regarding expropriations, tenders and claims for damages deriving from motorway use.

At the present time, the outcomes of the above litigation proceedings are not expected to result in significant charges to be incurred by the Company, in addition to the amounts already provided in the consolidated statement of financial position as at 31 December 2012.

### **8.5 Events after 31 December 2012**

There have not been any material events after 31 December 2012.

## 9. Key indicators extracted from the most recent financial statements of the company exercising management and coordination, as defined by art. 2497-bis of the Italian Civil Code

Key indicators extracted from the most recent financial statements of the Parent Company, Atlantia SpA, which exercises management and coordination of the Company, are shown below.

These financial statements are available to the public at the Company's registered office or on line at [www.atlantia.it](http://www.atlantia.it).

### ATLANTIA SPA - KEY INDICATORS FROM THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2011

	(€000)
<b>STATEMENT OF FINANCIAL POSITION</b>	
Non-current assets	13,962,217
Current assets	649,487
<b>Total assets</b>	<b>14,611,704</b>
Equity	6,483,260
<i>of which issued capital</i>	<i>630,312</i>
Non-current liabilities	7,784,622
Current liabilities	343,822
<b>Total liabilities and equity</b>	<b>14,611,704</b>
<b>INCOME STATEMENT</b>	
Operating income	871
Operating costs	-11,533
Operating loss	-10,662
<b>Profit for the year</b>	<b>484,447</b>

## ANNEXES TO THE FINANCIAL STATEMENTS

**Annex 1** • Disclosures pursuant to art.149-*duodecies* of the CONSOB Regulation for Issuers 11971/1999

**Annex 2** • Traffic figures (pursuant to the CIPE Resolution of 20 December 1996)

**Annex 3** • Table of investment required by art. 2 of the Single Concession Arrangement of 2007

**Annex 4** • Subsidiaries, associates and joint ventures accounted for using the equity method (article 3, point 1.1 of the 2007 Single Concession Arrangement)

The above annexes are unaudited.

### Annex 1

#### Disclosures pursuant to art. 149-duodecies of the CONSOB Regulation for Issuers 11971/1999

(€000)			
Type of service	Provider of service	Note	Fees
Audit	Parent Company's auditor		276
Certification	Parent Company's auditor	(1)	61
Other services	Parent Company's auditor	(2)	51
<b>Total</b>			<b>388</b>

(1) Opinion on payment of the interim dividend and review of the Sustainability Report.

(2) Signature of consolidated and 770 tax forms, agreed upon procedures for data and accounting information.



## Annex 2

### Traffic figures (pursuant to the CIPE Resolution of 20 December 1996)

The kilometres travelled on Autostrade per l'Italia's network, as reported in the section "Traffic" of the Report on Operations, regard all traffic using the network, including traffic for which the relevant toll was not paid, recognised at the time effective use of the motorway is recorded. As a result, the following categories of non-paying traffic have also been counted: traffic exempted by agreement or for operational reasons (company vehicles, motorway police, ACI, which provides breakdown services, emergency vehicles and employees travelling to work); estimates traffic during toll collectors' strikes; and other non-paying traffic (users who fail to pay the required toll, etc.).

The figures for toll paid kilometres travelled shown in the following tables relate to traffic during the year paying the toll surcharge, pursuant to art. 15 of Law 531/1982 as amended by Law 407/1990 and, therefore, in addition to not including non-paying traffic, the figures exclude traffic that failed to pay the required toll and that was only recorded when the toll was subsequently paid.

Law 102/2009, which has abolished the motorway toll surcharge, at the same time has introduced an addition to the concession fee to be paid by Italian motorway operators. This is calculated on the basis of the number of kilometres travelled by each vehicle. The amounts, which are to be passed on to ANAS, are recouped via a matching increase in the tolls charged to road users. Whilst not having an impact on the Company's results, this regulatory change, which was effective from 5 August 2009, has led to increases of equal amounts in toll revenues and concession fees from this date.

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED) - 2012  
 AUTOSTRADA PER L'ITALIA: FULL NETWORK

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	2,032,177	403,486	242,633	45,984	41,663	7,123
February	1,588,367	317,058	231,892	44,169	44,422	7,879
March	2,200,464	433,822	310,747	59,346	54,516	9,476
April	2,355,293	481,496	295,348	57,959	48,717	8,781
May	2,347,399	470,417	330,258	63,855	57,593	10,700
June	2,541,670	536,459	320,659	63,023	57,241	10,990
July	2,975,192	650,851	335,065	65,889	64,553	12,959
August	3,143,935	702,127	274,476	57,451	49,543	10,871
September	2,555,065	538,568	310,078	60,637	53,586	10,489
October	2,248,327	443,155	318,043	60,644	54,654	9,769
November	2,067,026	394,798	279,194	52,212	47,986	8,243
December	2,121,960	420,333	246,965	47,076	41,534	7,276
<b>Year</b>	<b>28,176,874</b>	<b>5,792,569</b>	<b>3,495,358</b>	<b>678,244</b>	<b>616,008</b>	<b>114,557</b>

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)  
 A1 MOTORWAY MILAN-NAPLES / SECTION: MILAN-BOLOGNA

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	271,360	-	35,121	-	7,377	-
February	221,041	-	33,800	-	7,686	-
March	318,682	-	45,845	-	9,556	-
April	338,838	-	43,292	-	8,435	-
May	342,280	-	47,584	-	10,005	-
June	372,444	-	46,095	-	9,889	-
July	439,140	-	47,826	-	11,477	-
August	439,273	-	38,009	-	8,473	-
September	376,255	-	46,251	-	9,306	-
October	322,671	-	46,251	-	9,553	-
November	298,351	-	41,141	-	8,328	-
December	280,443	-	34,820	-	6,945	-
<b>Year</b>	<b>4,020,779</b>	<b>-</b>	<b>506,036</b>	<b>-</b>	<b>107,027</b>	<b>-</b>

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)  
 A1 MOTORWAY MILAN-NAPLES / SECTION: BOLOGNA-FLORENCE

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	1,758	83,352	207	11,791	22	2,263
February	1,470	58,199	184	10,844	21	2,483
March	1,860	88,378	233	15,293	25	2,980
April	1,741	96,664	211	15,038	22	2,743
May	1,870	94,740	243	16,131	25	3,258
June	1,807	100,313	243	15,549	24	3,195
July	1,808	117,938	236	15,756	25	3,622
August	1,362	130,797	176	13,158	20	2,796
September	1,799	107,258	222	15,641	23	3,098
October	1,882	89,292	235	15,607	25	3,015
November	1,303	80,495	153	13,250	17	2,529
December	114	83,163	14	11,738	1	2,242
<b>Year</b>	<b>18,775</b>	<b>1,130,589</b>	<b>2,355</b>	<b>169,795</b>	<b>250</b>	<b>34,223</b>

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
26,351	5,824	269,153	57,841	2,611,978	520,259	3,132,237	
29,158	6,665	303,725	68,365	2,197,564	444,135	2,641,700	
33,597	7,582	345,549	74,694	2,944,873	584,920	3,529,792	
31,477	7,108	288,088	63,088	3,018,923	618,432	3,637,356	
35,767	8,202	336,439	72,889	3,107,455	626,062	3,733,517	
33,571	7,520	321,752	69,342	3,274,893	687,334	3,962,227	
34,391	7,641	335,683	72,088	3,744,883	809,428	4,554,312	
23,448	5,416	244,950	56,423	3,736,352	832,288	4,568,639	
32,578	7,139	310,966	68,265	3,262,273	685,099	3,947,371	
34,890	7,604	336,702	72,923	2,992,617	594,094	3,586,711	
31,491	6,788	309,833	66,774	2,735,531	528,815	3,264,346	
27,044	5,833	259,159	56,216	2,696,663	536,734	3,233,397	
<b>373,764</b>	<b>83,323</b>	<b>3,662,000</b>	<b>798,908</b>	<b>36,324,004</b>	<b>7,467,601</b>	<b>43,791,605</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
5,395	-	51,788	-	371,041	-	371,041	
5,860	-	56,067	-	324,453	-	324,453	
6,678	-	65,898	-	446,658	-	446,658	
6,134	-	54,916	-	451,614	-	451,614	
7,047	-	64,053	-	470,968	-	470,968	
6,656	-	60,634	-	495,718	-	495,718	
6,695	-	63,346	-	568,484	-	568,484	
4,446	-	45,554	-	535,755	-	535,755	
6,392	-	58,368	-	496,572	-	496,572	
6,971	-	64,241	-	449,686	-	449,686	
6,352	-	58,947	-	413,118	-	413,118	
5,305	-	48,921	-	376,435	-	376,435	
<b>73,930</b>	<b>-</b>	<b>692,732</b>	<b>-</b>	<b>5,400,504</b>	<b>-</b>	<b>5,400,504</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
9	1,960	78	18,273	2,074	117,640	119,714	
10	2,167	87	21,135	1,772	94,829	96,601	
11	2,496	89	23,511	2,219	132,658	134,876	
10	2,295	77	19,389	2,061	136,128	138,189	
12	2,637	91	22,640	2,241	139,406	141,648	
13	2,529	86	21,670	2,174	143,255	145,429	
11	2,464	85	22,184	2,165	161,964	164,129	
8	1,652	67	15,694	1,633	164,096	165,729	
13	2,424	82	20,158	2,139	148,578	150,717	
12	2,531	92	22,314	2,246	132,758	135,004	
8	2,289	63	20,300	1,543	118,862	120,406	
1	2,022	6	17,410	136	116,574	116,710	
<b>119</b>	<b>27,465</b>	<b>905</b>	<b>244,676</b>	<b>22,403</b>	<b>1,606,749</b>	<b>1,629,152</b>	

# TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)

## A1 MOTORWAY MILAN-NAPLES / SECTION: FLORENCE-ROME

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	263,913	-	31,361	-	5,127	-
February	182,440	-	28,721	-	5,557	-
March	266,404	-	39,543	-	6,747	-
April	296,449	-	38,516	-	6,098	-
May	282,649	-	42,061	-	7,099	-
June	289,750	-	39,516	-	6,776	-
July	332,294	-	40,585	-	7,436	-
August	393,102	-	33,820	-	5,827	-
September	307,200	-	39,117	-	6,379	-
October	270,543	-	40,545	-	6,695	-
November	249,762	-	35,072	-	5,797	-
December	278,617	-	32,523	-	5,360	-
<b>Year</b>	<b>3,413,123</b>	-	<b>441,380</b>	-	<b>74,897</b>	-

# TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)

## A1 MOTORWAY MILAN-NAPLES / SECTION: FIANO-S.CESAREO

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	15,435	12,202	2,131	1,627	455	263
February	9,192	7,886	1,893	1,421	489	273
March	14,131	11,839	2,678	2,015	603	339
April	18,116	13,780	2,630	1,897	530	303
May	16,095	13,026	2,837	2,105	614	355
June	17,271	13,538	2,661	1,962	594	350
July	21,001	15,814	2,780	2,051	635	369
August	30,668	19,151	2,432	1,668	519	298
September	18,994	14,342	2,640	1,868	547	314
October	15,286	12,407	2,715	1,976	583	331
November	13,792	11,347	2,397	1,736	524	298
December	16,768	12,986	2,241	1,596	485	274
<b>Year</b>	<b>206,749</b>	<b>158,320</b>	<b>30,035</b>	<b>21,920</b>	<b>6,579</b>	<b>3,768</b>

# TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)

## A1 MOTORWAY MILAN-NAPLES / SECTION: ROME-NAPLES

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	274,189	-	28,266	-	3,897	-
February	196,122	-	26,475	-	4,228	-
March	277,259	-	35,883	-	5,095	-
April	308,835	-	34,341	-	4,574	-
May	296,386	-	38,246	-	5,245	-
June	309,532	-	35,910	-	5,146	-
July	353,386	-	37,401	-	5,631	-
August	397,423	-	31,038	-	4,553	-
September	319,974	-	34,697	-	4,883	-
October	283,304	-	36,763	-	5,079	-
November	265,652	-	32,032	-	4,539	-
December	299,210	-	30,015	-	4,124	-
<b>Year</b>	<b>3,581,272</b>	-	<b>401,067</b>	-	<b>56,993</b>	-

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
4,447	-	41,656	-	346,504	-	346,504	
4,875	-	48,749	-	270,341	-	270,341	
5,658	-	54,614	-	372,966	-	372,966	
5,311	-	44,958	-	391,333	-	391,333	
6,018	-	52,372	-	390,199	-	390,199	
5,583	-	50,174	-	391,798	-	391,798	
5,586	-	51,253	-	437,154	-	437,154	
3,770	-	37,078	-	473,596	-	473,596	
5,506	-	47,085	-	405,287	-	405,287	
5,755	-	51,429	-	374,967	-	374,967	
5,237	-	47,459	-	343,326	-	343,326	
4,690	-	41,438	-	362,629	-	362,629	
<b>62,436</b>	-	<b>568,266</b>	-	<b>4,560,101</b>	-	<b>4,560,101</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
327	176	3,927	1,908	22,275	16,176	38,451	
353	187	4,584	2,215	16,511	11,983	28,493	
410	219	5,314	2,572	23,136	16,985	40,120	
414	221	4,346	2,105	26,035	18,306	44,341	
460	253	5,082	2,483	25,088	18,222	43,310	
424	230	4,904	2,394	25,854	18,474	44,328	
429	231	4,953	2,406	29,799	20,870	50,669	
285	152	3,564	1,719	37,468	22,987	60,455	
414	218	4,567	2,204	27,162	18,946	46,108	
437	236	4,907	2,380	23,929	17,331	41,259	
390	207	4,615	2,243	21,718	15,830	37,548	
343	180	3,956	1,921	23,794	16,956	40,750	
<b>4,685</b>	<b>2,509</b>	<b>54,720</b>	<b>26,549</b>	<b>302,767</b>	<b>213,067</b>	<b>515,834</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
2,645	-	26,758	-	335,754	-	335,754	
3,047	-	32,040	-	261,912	-	261,912	
3,418	-	35,864	-	357,518	-	357,518	
3,543	-	29,926	-	381,219	-	381,219	
3,866	-	35,147	-	378,890	-	378,890	
3,581	-	33,632	-	387,800	-	387,800	
3,721	-	34,518	-	434,657	-	434,657	
2,542	-	26,863	-	462,418	-	462,418	
3,530	-	32,236	-	395,319	-	395,319	
3,758	-	33,619	-	362,523	-	362,523	
3,296	-	31,116	-	336,635	-	336,635	
2,962	-	27,355	-	363,666	-	363,666	
<b>39,906</b>	-	<b>379,073</b>	-	<b>4,458,312</b>	-	<b>4,458,312</b>	

# TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)

## A4 MOTORWAY TURIN-TRIESTE / SECTION: MILAN-BRESCIA

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	213,046	-	30,572	-	4,685	-
February	201,228	-	31,763	-	5,162	-
March	240,573	-	38,533	-	5,971	-
April	240,459	-	34,734	-	5,202	-
May	246,817	-	39,586	-	6,169	-
June	246,906	-	37,731	-	6,027	-
July	274,341	-	39,552	-	6,967	-
August	232,268	-	27,767	-	4,641	-
September	247,577	-	36,115	-	5,803	-
October	246,399	-	39,260	-	6,076	-
November	223,138	-	34,557	-	5,281	-
December	217,298	-	29,231	-	4,337	-
<b>Year</b>	<b>2,830,051</b>	<b>-</b>	<b>419,401</b>	<b>-</b>	<b>66,323</b>	<b>-</b>

# TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)

## A7 MOTORWAY MILAN-GENOA / SECTION: SERRAVALLE-GENOA

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	-	32,873	-	3,349	-	517
February	-	28,937	-	3,484	-	588
March	-	37,815	-	4,245	-	651
April	-	39,969	-	3,968	-	594
May	-	39,602	-	4,437	-	705
June	-	44,550	-	4,277	-	709
July	-	50,719	-	4,409	-	795
August	-	44,612	-	3,484	-	621
September	-	42,487	-	3,953	-	666
October	-	38,803	-	4,275	-	723
November	-	34,233	-	3,766	-	601
December	-	34,195	-	3,332	-	532
<b>Year</b>	<b>-</b>	<b>468,795</b>	<b>-</b>	<b>46,978</b>	<b>-</b>	<b>7,703</b>

# TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)

## A8/A9 MOTORWAY MILAN-LAKES

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	137,980	8,176	13,276	580	1,539	57
February	131,029	7,366	13,784	608	1,673	62
March	157,890	8,993	16,585	759	1,966	79
April	154,908	10,185	15,865	871	1,834	101
May	164,164	10,690	17,920	978	2,243	134
June	162,621	10,947	16,946	948	2,293	162
July	178,707	13,319	17,684	1,025	2,927	272
August	135,634	11,003	12,284	816	1,991	216
September	164,099	11,299	16,573	960	2,121	154
October	165,280	10,667	17,631	966	2,033	113
November	148,817	9,008	15,327	764	1,715	74
December	144,233	8,943	13,042	647	1,350	60
<b>Year</b>	<b>1,845,363</b>	<b>120,596</b>	<b>186,916</b>	<b>9,922</b>	<b>23,684</b>	<b>1,485</b>

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
2,064	-	25,408	-	275,774	-	275,774	
2,321	-	27,876	-	268,351	-	268,351	
2,777	-	30,681	-	318,536	-	318,536	
2,434	-	25,999	-	308,828	-	308,828	
2,784	-	30,461	-	325,817	-	325,817	
2,613	-	29,119	-	322,396	-	322,396	
2,740	-	30,350	-	353,950	-	353,950	
1,711	-	19,176	-	285,564	-	285,564	
2,439	-	27,641	-	319,575	-	319,575	
2,727	-	30,538	-	324,999	-	324,999	
2,453	-	27,870	-	293,299	-	293,299	
1,960	-	22,133	-	274,960	-	274,960	
<b>29,022</b>	-	<b>327,252</b>	-	<b>3,672,050</b>	-	<b>3,672,050</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
-	473	-	3,763	-	40,975	40,975	
-	602	-	4,907	-	38,519	38,519	
-	667	-	5,066	-	48,442	48,442	
-	583	-	4,431	-	49,546	49,546	
-	707	-	5,404	-	50,855	50,855	
-	651	-	5,109	-	55,295	55,295	
-	649	-	5,402	-	61,974	61,974	
-	454	-	4,107	-	53,279	53,279	
-	576	-	4,690	-	52,373	52,373	
-	635	-	5,322	-	49,758	49,758	
-	555	-	4,767	-	43,922	43,922	
-	455	-	4,131	-	42,645	42,645	
-	<b>7,008</b>	-	<b>57,098</b>	-	<b>587,581</b>	<b>587,581</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
843	64	7,128	548	160,766	9,425	170,191	
941	71	7,869	609	155,296	8,716	164,012	
1,082	83	8,808	662	186,331	10,575	196,906	
987	86	7,309	542	180,902	11,786	192,688	
1,171	98	8,447	608	193,946	12,507	206,453	
1,073	87	8,247	620	191,180	12,764	203,944	
1,113	94	8,641	622	209,072	15,331	224,403	
730	66	5,647	440	156,286	12,542	168,827	
1,021	82	7,715	570	191,529	13,066	204,595	
1,114	87	8,495	635	194,553	12,468	207,021	
1,003	78	7,745	571	174,607	10,495	185,102	
777	61	6,229	448	165,631	10,159	175,789	
<b>11,854</b>	<b>956</b>	<b>92,280</b>	<b>6,874</b>	<b>2,160,098</b>	<b>139,833</b>	<b>2,299,931</b>	

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)  
A8/A26 MOTORWAY GALLARATE-GATTICO BRANCH

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	20,723	7,854	2,101	788	300	112
February	19,606	7,187	2,240	834	334	125
March	24,512	9,052	2,792	1,074	410	157
April	24,964	9,514	2,552	999	350	135
May	25,374	9,181	2,997	1,122	429	160
June	26,884	10,141	2,874	1,129	417	160
July	30,747	11,912	2,995	1,180	471	180
August	25,890	10,733	1,927	787	288	110
September	26,203	10,103	2,683	1,049	391	146
October	24,998	9,330	2,855	1,088	400	149
November	22,208	8,139	2,473	932	339	125
December	22,016	8,382	2,061	784	271	99
<b>Year</b>	<b>294,125</b>	<b>111,528</b>	<b>30,551</b>	<b>11,767</b>	<b>4,399</b>	<b>1,658</b>

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)  
A10 MOTORWAY GENOA-VENTIMIGLIA / SECTION: GENOA-SAVONA

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	-	48,579	-	4,617	-	560
February	-	42,685	-	4,626	-	604
March	-	54,353	-	5,984	-	731
April	-	59,036	-	5,862	-	690
May	-	58,000	-	6,319	-	797
June	-	68,377	-	6,300	-	820
July	-	82,059	-	6,627	-	959
August	-	82,490	-	5,738	-	837
September	-	63,756	-	5,690	-	755
October	-	53,491	-	5,764	-	715
November	-	47,146	-	5,002	-	605
December	-	49,281	-	4,517	-	540
<b>Year</b>	-	<b>709,253</b>	-	<b>67,046</b>	-	<b>8,613</b>

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)  
A11 MOTORWAY FLORENCE-PISA NORTH

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	89,219	48	9,649	7	1,203	1
February	77,399	36	9,577	7	1,287	1
March	99,200	50	12,360	8	1,565	1
April	99,717	49	11,668	8	1,389	1
May	103,876	50	13,353	9	1,662	1
June	113,800	52	12,708	9	1,563	1
July	128,556	53	12,938	9	1,703	1
August	116,091	41	10,151	7	1,318	1
September	105,674	51	11,811	8	1,512	1
October	97,846	52	12,436	9	1,539	1
November	89,902	52	10,526	8	1,279	1
December	87,509	60	9,394	9	1,113	1
<b>Year</b>	<b>1,208,790</b>	<b>596</b>	<b>136,572</b>	<b>98</b>	<b>17,134</b>	<b>13</b>



						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
105	42	1,005	441	24,234	9,237	33,472	
109	47	1,102	485	23,391	8,679	32,069	
149	64	1,314	592	29,177	10,937	40,114	
133	56	1,137	504	29,135	11,209	40,345	
158	65	1,333	580	30,292	11,108	41,400	
156	67	1,274	569	31,605	12,066	43,672	
173	75	1,340	600	35,726	13,947	49,673	
94	41	813	368	29,012	12,040	41,052	
145	58	1,192	524	30,613	11,881	42,494	
152	63	1,323	587	29,729	11,217	40,946	
141	57	1,168	516	26,329	9,769	36,098	
100	39	887	385	25,335	9,689	35,024	
<b>1,616</b>	<b>674</b>	<b>13,888</b>	<b>6,152</b>	<b>344,580</b>	<b>131,779</b>	<b>476,359</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
-	475	-	4,989	-	59,221	59,221	
-	552	-	5,864	-	54,332	54,332	
-	655	-	6,419	-	68,141	68,141	
-	605	-	5,501	-	71,694	71,694	
-	719	-	6,176	-	72,011	72,011	
-	614	-	5,705	-	81,816	81,816	
-	633	-	5,912	-	96,191	96,191	
-	454	-	4,330	-	93,849	93,849	
-	557	-	5,426	-	76,183	76,183	
-	627	-	6,068	-	66,665	66,665	
-	560	-	5,625	-	58,938	58,938	
-	464	-	4,661	-	59,464	59,464	
-	<b>6,914</b>	-	<b>66,677</b>	-	<b>858,504</b>	<b>858,504</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
582	0	5,655	4	106,309	61	106,369	
649	1	6,499	4	95,411	48	95,459	
739	1	7,044	4	120,908	65	120,973	
653	1	5,922	4	119,349	63	119,412	
772	1	6,907	4	126,571	66	126,637	
687	1	6,499	4	135,257	67	135,325	
717	1	6,722	4	150,637	68	150,705	
482	0	4,888	3	132,931	53	132,983	
661	1	6,153	4	125,811	65	125,876	
745	1	6,755	5	119,321	67	119,388	
646	1	6,276	4	108,629	66	108,695	
558	1	5,157	5	103,731	76	103,807	
<b>7,892</b>	<b>6</b>	<b>74,479</b>	<b>50</b>	<b>1,444,866</b>	<b>764</b>	<b>1,445,630</b>	

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)  
A12 MOTORWAY GENOA-ROSIGNANO MARITTIMO / SECTION: GENOA-SESTRI LEVANTE

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	-	50,476	-	5,097	-	501
February	-	44,748	-	5,108	-	574
March	-	56,683	-	6,420	-	688
April	-	60,668	-	6,155	-	617
May	-	60,208	-	6,852	-	756
June	-	65,612	-	6,573	-	727
July	-	75,545	-	6,915	-	861
August	-	74,576	-	5,950	-	711
September	-	62,666	-	6,010	-	673
October	-	57,016	-	6,332	-	674
November	-	50,634	-	5,526	-	565
December	-	51,866	-	4,948	-	498
<b>Year</b>	-	<b>710,697</b>	-	<b>71,886</b>	-	<b>7,845</b>

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)  
A12 MOTORWAY ROME-CIVITAVECCHIA

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	37,230	-	2,845	-	429	-
February	29,318	-	2,751	-	483	-
March	41,324	-	3,617	-	560	-
April	44,739	-	3,960	-	525	-
May	45,497	-	4,777	-	588	-
June	55,880	-	4,909	-	591	-
July	68,061	-	5,113	-	644	-
August	66,795	-	4,494	-	598	-
September	48,655	-	4,282	-	538	-
October	41,118	-	4,428	-	527	-
November	36,144	-	3,408	-	447	-
December	38,154	-	2,959	-	427	-
<b>Year</b>	<b>552,916</b>	-	<b>47,544</b>	-	<b>6,358</b>	-

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)  
A13 MOTORWAY BOLOGNA-PADUA

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	104,641	-	14,747	-	2,686	-
February	84,480	-	14,193	-	2,728	-
March	117,914	-	19,271	-	3,430	-
April	119,104	-	18,138	-	3,079	-
May	121,951	-	20,331	-	3,553	-
June	125,307	-	19,589	-	3,562	-
July	138,956	-	20,449	-	3,901	-
August	135,503	-	16,794	-	2,998	-
September	132,218	-	19,415	-	3,417	-
October	121,937	-	19,949	-	3,467	-
November	111,107	-	17,494	-	3,020	-
December	105,510	-	14,971	-	2,639	-
<b>Year</b>	<b>1,418,628</b>	-	<b>215,341</b>	-	<b>38,480</b>	-

						Total	
	4		5				
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
-	356	-	3,021	-	59,452	59,452	
-	408	-	3,671	-	54,508	54,508	
-	442	-	3,957	-	68,191	68,191	
-	442	-	3,310	-	71,191	71,191	
-	528	-	3,899	-	72,243	72,243	
-	461	-	3,628	-	77,001	77,001	
-	478	-	3,722	-	87,521	87,521	
-	315	-	2,646	-	84,198	84,198	
-	413	-	3,429	-	73,191	73,191	
-	483	-	3,834	-	68,338	68,338	
-	426	-	3,526	-	60,677	60,677	
-	353	-	2,886	-	60,551	60,551	
-	<b>5,106</b>	-	<b>41,528</b>	-	<b>837,061</b>	<b>837,061</b>	

						Total	
	4		5				
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
315	-	2,114	-	42,933	-	42,933	
390	-	2,993	-	35,935	-	35,935	
336	-	2,800	-	48,638	-	48,638	
397	-	2,485	-	52,106	-	52,106	
462	-	2,840	-	54,164	-	54,164	
388	-	2,624	-	64,392	-	64,392	
395	-	2,771	-	76,985	-	76,985	
284	-	2,560	-	74,732	-	74,732	
342	-	2,495	-	56,313	-	56,313	
410	-	2,737	-	49,220	-	49,220	
317	-	2,202	-	42,519	-	42,519	
285	-	2,067	-	43,893	-	43,893	
<b>4,323</b>	-	<b>30,689</b>	-	<b>641,830</b>	-	<b>641,830</b>	

						Total	
	4		5				
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
1,624	-	16,363	-	140,062	-	140,062	
1,686	-	17,401	-	120,488	-	120,488	
2,001	-	20,040	-	162,655	-	162,655	
1,847	-	16,935	-	159,103	-	159,103	
2,097	-	19,876	-	167,809	-	167,809	
2,038	-	19,120	-	169,616	-	169,616	
2,084	-	20,632	-	186,021	-	186,021	
1,588	-	15,124	-	172,007	-	172,007	
1,967	-	18,703	-	175,720	-	175,720	
2,081	-	20,417	-	167,851	-	167,851	
1,907	-	18,408	-	151,935	-	151,935	
1,669	-	15,198	-	139,986	-	139,986	
<b>22,589</b>	-	<b>218,217</b>	-	<b>1,913,255</b>	-	<b>1,913,255</b>	

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)

A14 MOTORWAY BOLOGNA-TARANTO / RAVENNA BRANCH

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	8,385	-	858	-	138	-
February	6,883	-	798	-	147	-
March	10,608	-	1,169	-	194	-
April	11,237	-	1,151	-	172	-
May	12,159	-	1,272	-	192	-
June	16,070	-	1,336	-	201	-
July	17,577	-	1,381	-	223	-
August	15,396	-	1,117	-	171	-
September	12,040	-	1,142	-	180	-
October	9,931	-	1,113	-	182	-
November	9,009	-	990	-	161	-
December	8,447	-	842	-	140	-
<b>Year</b>	<b>137,742</b>	-	<b>13,169</b>	-	<b>2,100</b>	-

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)

A14 MOTORWAY BOLOGNA-TARANTO / SECTION: BOLOGNA-ANCONA

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	252,147	-	31,765	-	6,831	-
February	172,603	-	27,837	-	6,866	-
March	279,183	-	41,284	-	9,056	-
April	308,156	-	40,039	-	8,195	-
May	308,852	-	44,563	-	9,702	-
June	375,999	-	45,154	-	9,822	-
July	446,602	-	46,952	-	10,853	-
August	491,288	-	40,368	-	8,436	-
September	351,499	-	42,630	-	8,969	-
October	281,490	-	41,214	-	9,030	-
November	261,240	-	36,915	-	8,060	-
December	258,879	-	32,208	-	6,788	-
<b>Year</b>	<b>3,787,937</b>	-	<b>470,928</b>	-	<b>102,608</b>	-

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)

A14 MOTORWAY BOLOGNA-TARANTO / SECTION: ANCONA-PESCARA

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	96,470	-	12,258	-	2,410	-
February	62,334	-	10,586	-	2,522	-
March	99,998	-	15,816	-	3,361	-
April	112,343	-	14,915	-	2,977	-
May	108,855	-	16,770	-	3,622	-
June	120,799	-	17,184	-	3,641	-
July	152,344	-	18,332	-	3,877	-
August	192,112	-	16,921	-	3,145	-
September	124,797	-	15,799	-	3,165	-
October	104,227	-	15,824	-	3,355	-
November	96,821	-	14,203	-	3,055	-
December	102,281	-	12,975	-	2,659	-
<b>Year</b>	<b>1,373,381</b>	-	<b>181,582</b>	-	<b>37,788</b>	-

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
97	-	1,460	-	10,937	-	10,937	
116	-	1,835	-	9,779	-	9,779	
131	-	2,097	-	14,200	-	14,200	
120	-	1,723	-	14,404	-	14,404	
131	-	1,959	-	15,712	-	15,712	
116	-	1,810	-	19,533	-	19,533	
122	-	1,840	-	21,142	-	21,142	
80	-	1,298	-	18,061	-	18,061	
107	-	1,682	-	15,151	-	15,151	
117	-	1,932	-	13,275	-	13,275	
116	-	1,786	-	12,062	-	12,062	
99	-	1,367	-	10,894	-	10,894	
<b>1,351</b>	-	<b>20,789</b>	-	<b>175,150</b>	-	<b>175,150</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
3,807	-	42,612	-	337,162	-	337,162	
4,064	-	45,903	-	257,272	-	257,272	
4,868	-	55,198	-	389,589	-	389,589	
4,449	-	45,832	-	406,671	-	406,671	
5,090	-	53,566	-	421,773	-	421,773	
4,903	-	51,308	-	487,187	-	487,187	
4,988	-	54,173	-	563,569	-	563,569	
3,480	-	39,460	-	583,032	-	583,032	
4,769	-	50,848	-	458,715	-	458,715	
5,033	-	54,908	-	391,676	-	391,676	
4,602	-	50,776	-	361,594	-	361,594	
3,883	-	41,071	-	342,828	-	342,828	
<b>53,937</b>	-	<b>585,657</b>	-	<b>5,001,067</b>	-	<b>5,001,067</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
1,446	-	14,822	-	127,406	-	127,406	
1,568	-	16,717	-	93,727	-	93,727	
1,856	-	19,930	-	140,960	-	140,960	
1,729	-	16,412	-	148,376	-	148,376	
1,974	-	19,356	-	150,577	-	150,577	
1,855	-	18,568	-	162,046	-	162,046	
1,891	-	19,553	-	195,997	-	195,997	
1,358	-	14,884	-	228,421	-	228,421	
1,856	-	18,661	-	164,279	-	164,279	
1,959	-	19,745	-	145,109	-	145,109	
1,766	-	18,317	-	134,161	-	134,161	
1,554	-	15,131	-	134,598	-	134,598	
<b>20,813</b>	-	<b>212,094</b>	-	<b>1,825,658</b>	-	<b>1,825,658</b>	

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)  
A14 MOTORWAY BOLOGNA-TARANTO / SECTION: PESCARA-LANCIANO

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	8,683	18,968	1,158	2,283	238	422
February	5,446	12,143	1,012	2,031	254	473
March	8,719	19,006	1,495	2,939	330	592
April	10,120	21,864	1,400	2,793	286	513
May	9,474	20,566	1,596	3,149	345	615
June	10,769	22,926	1,625	3,198	342	614
July	14,251	29,946	1,766	3,471	373	671
August	18,981	39,865	1,674	3,411	307	574
September	11,542	25,261	1,523	3,060	306	564
October	9,227	20,465	1,520	3,039	326	580
November	8,600	19,300	1,352	2,728	294	530
December	9,397	21,647	1,237	2,551	259	462
<b>Year</b>	<b>125,207</b>	<b>271,957</b>	<b>17,358</b>	<b>34,652</b>	<b>3,662</b>	<b>6,610</b>

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)  
A14 MOTORWAY BOLOGNA-TARANTO / SECTION: LANCIANO-CANOSA

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	35,872	16,961	4,243	2,203	821	452
February	21,374	10,305	3,736	1,963	985	518
March	31,490	16,158	5,311	2,804	1,120	625
April	41,999	19,777	5,414	2,732	1,007	558
May	36,639	18,000	5,802	3,052	1,174	672
June	46,262	21,216	6,010	3,148	1,202	674
July	69,385	29,138	6,816	3,438	1,360	741
August	109,703	42,211	7,497	3,487	1,197	641
September	52,245	23,539	6,022	3,013	1,107	645
October	34,839	17,577	5,613	2,947	1,071	646
November	32,039	16,635	4,936	2,637	973	579
December	40,029	19,316	4,684	2,455	902	506
<b>Year</b>	<b>551,877</b>	<b>250,831</b>	<b>66,084</b>	<b>33,880</b>	<b>12,918</b>	<b>7,258</b>

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)  
A14 MOTORWAY BOLOGNA-TARANTO / SECTION: CANOSA-TARANTO

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	34,914	-	3,766	-	578	-
February	26,346	-	3,742	-	715	-
March	34,069	-	4,609	-	731	-
April	40,449	-	4,590	-	632	-
May	38,101	-	5,117	-	725	-
June	43,693	-	5,036	-	720	-
July	60,656	-	5,483	-	846	-
August	87,159	-	5,789	-	765	-
September	48,148	-	4,964	-	717	-
October	36,116	-	4,962	-	731	-
November	33,343	-	4,461	-	659	-
December	37,604	-	4,103	-	639	-
<b>Year</b>	<b>520,598</b>	-	<b>56,622</b>	-	<b>8,458</b>	-

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
155	290	1,550	2,815	11,784	24,779	36,563	
168	332	1,769	3,357	8,650	18,336	26,985	
193	368	2,059	3,775	12,795	26,680	39,475	
183	347	1,694	3,106	13,682	28,622	42,304	
208	394	1,995	3,669	13,618	28,393	42,012	
192	359	1,911	3,534	14,838	30,630	45,469	
197	365	2,000	3,660	18,587	38,113	56,701	
135	247	1,539	2,833	22,635	46,930	69,565	
193	361	1,916	3,526	15,481	32,772	48,252	
205	378	2,030	3,732	13,307	28,193	41,500	
184	340	1,896	3,487	12,328	26,386	38,713	
163	311	1,588	2,952	12,644	27,924	40,567	
<b>2,175</b>	<b>4,093</b>	<b>21,946</b>	<b>40,446</b>	<b>170,349</b>	<b>357,758</b>	<b>528,106</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
530	294	6,404	3,245	47,870	23,155	71,025	
657	355	7,983	3,922	34,735	17,063	51,797	
748	402	8,111	4,327	46,780	24,316	71,096	
682	370	6,695	3,580	55,797	27,017	82,814	
751	408	7,725	4,183	52,091	26,314	78,405	
701	375	7,559	4,118	61,734	29,532	91,266	
748	398	7,834	4,256	86,144	37,970	124,114	
505	272	6,354	3,331	125,256	49,942	175,198	
702	385	7,785	4,097	67,860	31,679	99,538	
748	407	8,080	4,317	50,352	25,894	76,246	
664	359	7,603	4,018	46,215	24,228	70,443	
607	322	6,567	3,372	52,789	25,972	78,761	
<b>8,043</b>	<b>4,346</b>	<b>88,700</b>	<b>46,767</b>	<b>727,622</b>	<b>343,081</b>	<b>1,070,703</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
301	-	3,587	-	43,145	-	43,145	
403	-	4,599	-	35,805	-	35,805	
406	-	4,251	-	44,066	-	44,066	
397	-	3,575	-	49,643	-	49,643	
435	-	4,209	-	48,586	-	48,586	
411	-	4,109	-	53,969	-	53,969	
432	-	4,293	-	71,711	-	71,711	
300	-	3,528	-	97,540	-	97,540	
410	-	4,048	-	58,286	-	58,286	
433	-	4,176	-	46,418	-	46,418	
391	-	4,036	-	42,890	-	42,890	
357	-	3,605	-	46,308	-	46,308	
<b>4,675</b>	<b>-</b>	<b>48,015</b>	<b>-</b>	<b>638,368</b>	<b>-</b>	<b>638,368</b>	

# TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)

## A16 MOTORWAY NAPLES-CANOSA

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	35,930	38,375	3,276	4,590	481	754
February	29,197	27,786	3,239	4,266	533	795
March	39,463	41,508	4,288	6,019	629	982
April	41,188	45,709	3,910	5,683	531	856
May	41,769	45,150	4,482	6,447	630	1,010
June	45,770	46,056	4,447	6,101	611	954
July	53,709	53,655	4,642	6,152	668	1,030
August	51,336	63,911	3,852	5,586	567	945
September	43,512	48,766	4,289	6,220	642	1,054
October	41,801	44,234	4,644	6,747	676	1,123
November	40,399	41,191	4,288	5,961	613	969
December	40,170	43,054	3,779	5,348	578	865
<b>Year</b>	<b>504,243</b>	<b>539,395</b>	<b>49,137</b>	<b>69,121</b>	<b>7,158</b>	<b>11,337</b>

# TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)

## A23 MOTORWAY UDINE-TARVISIO

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	14,289	8,463	1,628	1,250	159	116
February	11,287	6,135	1,606	1,231	178	132
March	12,986	7,693	1,971	1,567	231	194
April	13,880	9,917	2,020	1,820	278	277
May	17,795	14,239	2,644	2,382	533	608
June	22,312	19,916	2,801	2,657	757	933
July	28,244	26,424	3,046	2,905	1,106	1,427
August	31,639	30,978	3,067	3,120	1,067	1,394
September	23,651	21,476	2,862	2,810	667	823
October	13,553	8,436	2,153	1,785	262	227
November	11,302	6,707	1,720	1,331	190	149
December	13,412	8,472	1,612	1,276	173	135
<b>Year</b>	<b>214,350</b>	<b>168,857</b>	<b>27,128</b>	<b>24,134</b>	<b>5,601</b>	<b>6,414</b>

# TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)

## A26 MOTORWAY GENOA VOLTRI-GRAVELLONA TOCE / SECTION: GENOA VOLTRI-ALESSANDRIA

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	-	46,784	-	4,947	-	764
February	-	38,099	-	4,866	-	871
March	-	53,313	-	6,678	-	1,009
April	-	65,459	-	6,918	-	990
May	-	59,352	-	7,157	-	1,127
June	-	79,880	-	7,299	-	1,169
July	-	101,169	-	7,622	-	1,443
August	-	104,681	-	6,710	-	1,255
September	-	72,969	-	6,672	-	1,105
October	-	52,396	-	6,442	-	1,016
November	-	44,730	-	5,427	-	841
December	-	47,767	-	4,969	-	753
<b>Year</b>	<b>-</b>	<b>766,599</b>	<b>-</b>	<b>75,707</b>	<b>-</b>	<b>12,343</b>



						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
215	376	2,053	4,009	41,954	48,105	90,059	
263	415	2,510	4,755	35,742	38,018	73,760	
281	472	2,574	5,070	47,235	54,051	101,286	
286	461	2,230	4,431	48,145	57,139	105,284	
322	510	2,654	5,160	49,858	58,276	108,134	
314	478	2,495	4,845	53,637	58,434	112,070	
342	520	2,713	5,655	62,073	67,012	129,085	
219	496	2,341	8,017	58,315	78,955	137,270	
295	555	2,625	7,424	51,362	64,020	115,382	
297	509	2,666	5,386	50,084	57,999	108,082	
290	463	2,529	4,975	48,118	53,559	101,678	
263	425	2,171	4,251	46,961	53,943	100,905	
<b>3,385</b>	<b>5,681</b>	<b>29,561</b>	<b>63,979</b>	<b>593,484</b>	<b>689,513</b>	<b>1,282,997</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
189	229	2,724	3,773	18,988	13,831	32,819	
215	266	2,967	4,162	16,251	11,926	28,178	
254	324	3,253	4,508	18,697	14,286	32,983	
233	303	2,773	3,903	19,184	16,220	35,403	
279	350	3,018	4,157	24,268	21,737	46,005	
264	334	3,032	4,215	29,166	28,055	57,221	
293	374	3,163	4,369	35,853	35,499	71,351	
247	318	2,446	3,418	38,465	39,229	77,694	
249	312	2,885	3,986	30,315	29,407	59,722	
268	343	3,275	4,540	19,512	15,331	34,843	
226	285	2,948	4,080	16,386	12,552	28,938	
179	213	2,332	3,175	17,708	13,271	30,979	
<b>2,897</b>	<b>3,651</b>	<b>34,816</b>	<b>48,287</b>	<b>284,792</b>	<b>251,343</b>	<b>536,135</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
-	919	-	9,795	-	63,209	63,209	
-	1,065	-	11,851	-	56,752	56,752	
-	1,186	-	12,543	-	74,730	74,730	
-	1,159	-	10,842	-	85,366	85,366	
-	1,319	-	12,206	-	81,160	81,160	
-	1,122	-	11,260	-	100,730	100,730	
-	1,130	-	11,545	-	122,910	122,910	
-	797	-	8,350	-	121,794	121,794	
-	999	-	10,615	-	92,361	92,361	
-	1,099	-	11,968	-	72,921	72,921	
-	991	-	11,053	-	63,041	63,041	
-	854	-	9,487	-	63,830	63,830	
-	<b>12,639</b>	-	<b>131,516</b>	-	<b>998,804</b>	<b>998,804</b>	

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)  
A26 MOTORWAY GENOA VOLTRI-GRAVELLONA TOCE / SECTION: ALESSANDRIA-GRAVELLONA TOCE

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	39,299	12,599	4,627	1,371	762	192
February	35,051	11,383	4,717	1,436	843	222
March	45,056	14,141	6,175	1,878	971	265
April	47,040	15,638	5,875	1,820	879	243
May	45,954	14,956	6,451	2,057	1,020	289
June	52,337	17,114	6,464	2,057	1,047	292
July	63,647	21,704	6,913	2,203	1,212	333
August	59,939	20,984	5,186	1,629	859	230
September	50,970	17,621	6,066	1,965	974	275
October	45,221	15,377	6,341	1,966	1,010	270
November	39,318	13,063	5,371	1,628	848	218
December	39,715	13,688	4,680	1,424	719	179
<b>Year</b>	<b>563,548</b>	<b>188,269</b>	<b>68,866</b>	<b>21,432</b>	<b>11,144</b>	<b>3,009</b>

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)  
A27 MOTORWAY MESTRE-BELLUNO

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	31,852	17,774	3,495	1,483	537	148
February	28,969	14,162	3,683	1,443	587	157
March	33,378	14,841	4,318	1,663	673	183
April	31,375	13,266	3,863	1,397	598	159
May	32,186	12,657	4,422	1,659	702	212
June	33,010	15,821	4,346	1,815	689	231
July	37,582	21,457	4,714	2,127	767	254
August	35,673	26,093	3,555	1,899	550	241
September	34,423	16,974	4,184	1,719	660	216
October	33,511	13,612	4,416	1,702	685	189
November	30,123	12,119	3,916	1,515	614	158
December	32,387	17,511	3,558	1,483	525	129
<b>Year</b>	<b>394,470</b>	<b>196,287</b>	<b>48,470</b>	<b>19,906</b>	<b>7,586</b>	<b>2,278</b>

TOLL PAYING TRAFFIC BY MONTH AND SECTION (THOUSANDS OF KM TRAVELLED)  
A30 MOTORWAY CASERTA-SALERNO

Month	A		B		Toll class 3	
	Plains	Mountains	Plains	Mountains	Plains	Mountains
January	44,843	-	5,285	-	990	-
February	35,553	-	5,556	-	1,145	-
March	45,762	-	6,971	-	1,294	-
April	49,635	-	6,264	-	1,124	-
May	48,654	-	7,205	-	1,315	-
June	52,447	-	7,074	-	1,329	-
July	64,198	-	7,462	-	1,450	-
August	76,700	-	6,558	-	1,256	-
September	53,588	-	6,790	-	1,281	-
October	47,146	-	7,175	-	1,348	-
November	44,656	-	6,462	-	1,233	-
December	49,767	-	6,017	-	1,099	-
<b>Year</b>	<b>612,950</b>	-	<b>78,817</b>	-	<b>14,861</b>	-

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
499	114	4,907	831	50,094	15,107	65,201	
554	138	5,610	969	46,774	14,149	60,924	
589	135	6,114	1,138	58,905	17,557	76,462	
525	118	5,157	959	59,477	18,777	78,254	
618	133	5,977	1,126	60,019	18,561	78,581	
557	134	5,750	1,109	66,154	20,706	86,861	
574	155	6,049	1,153	78,395	25,548	103,943	
400	95	4,058	753	70,442	23,691	94,133	
555	130	5,421	1,065	63,986	21,056	85,042	
573	130	6,138	1,197	59,285	18,939	78,224	
509	114	5,526	1,043	51,572	16,066	67,639	
422	87	4,556	732	50,092	16,110	66,202	
<b>6,375</b>	<b>1,484</b>	<b>65,262</b>	<b>12,076</b>	<b>715,196</b>	<b>226,269</b>	<b>941,465</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
245	55	2,355	425	38,484	19,885	58,369	
271	58	2,617	458	36,127	16,279	52,406	
305	69	2,953	551	41,627	17,306	58,933	
283	63	2,549	483	38,668	15,368	54,036	
326	80	3,068	593	40,704	15,202	55,906	
310	79	2,932	562	41,287	18,507	59,795	
329	76	3,176	597	46,567	24,511	71,079	
210	57	2,069	412	42,056	28,703	70,759	
293	68	2,849	546	42,408	19,523	61,931	
324	75	3,161	638	42,097	16,216	58,313	
295	64	2,832	566	37,780	14,423	52,203	
245	47	2,289	400	39,005	19,571	58,576	
<b>3,437</b>	<b>792</b>	<b>32,849</b>	<b>6,232</b>	<b>486,812</b>	<b>225,494</b>	<b>712,306</b>	

						Total	
4		5					
Plains	Mountains	Plains	Mountains	Plains	Mountains	Total	
513	-	4,798	-	56,429	-	56,429	
638	-	5,949	-	48,841	-	48,841	
705	-	6,543	-	61,275	-	61,275	
729	-	5,438	-	63,190	-	63,190	
786	-	6,302	-	64,261	-	64,261	
738	-	5,964	-	67,552	-	67,552	
809	-	6,278	-	80,196	-	80,196	
575	-	5,639	-	90,727	-	90,727	
721	-	6,009	-	68,389	-	68,389	
771	-	6,036	-	62,476	-	62,476	
698	-	5,717	-	58,766	-	58,766	
625	-	5,135	-	62,642	-	62,642	
<b>8,308</b>	<b>-</b>	<b>69,809</b>	<b>-</b>	<b>784,745</b>	<b>-</b>	<b>784,745</b>	

## Annex 3

### Table of investment required by art. 2 of the Single Concession Arrangement of 2007

The following table shows a summary of the investment envisaged by art. 2 of the Single Concession Arrangement of 2007. The figures shown are presented on the basis of Italian GAAP and not under IFRS, which have been used in preparation of the financial statements as at and for the year ended 31 December 2012.

#### AUTOSTRADA PER L'ITALIA - SINGLE CONCESSION ARRANGEMENT - ART. 2

[€000 - Italian GAAP]		Completed as at 31 Dec 2011			
Art. 2 reference		Base tender price (*)	Available funding	Financial expenses	Total
<b>UPGRADE OF THE BOLOGNA-FLORENCE SECTION</b>					
Aa)	Casalecchio-Sasso Marconi	63,814	18,147	2,559	84,520
Ab)+Ba2)	Sasso Marconi-La Quercia <sup>(1)</sup>	460,444	99,143	38,636	598,223
Ac)	La Quercia-Aglio <sup>(2)</sup>	1,504,817	315,668	149,299	1,969,784
Ad)	Aglio-Barberino	260,322	50,334	26,864	337,520
Ae)	Barberino-Florence North	14,255	36,177	5,552	55,984
Af)	Florence North-Florence South	554,332	112,243	44,587	711,162
Ag)	Florence South-Incisa	-	10,910	1,834	12,744
Ah)	Construction of the Florence access roads	-	17,994	2,157	20,151
Ai)	Landscaping	53,194	111,268	12,128	176,590
	<b>Total</b>	<b>2,911,178</b>	<b>771,884</b>	<b>283,616</b>	<b>3,966,678</b>
<b>PENDING INVESTMENT IN THIRD AND FOURTH LANES</b>					
Ba1)	Bologna-Modena <sup>(3)</sup>	113,866	28,514	2,229	144,609
Ba3)	Rome-Orte <sup>(3)</sup>	157,340	33,042	8,582	198,964
Ba4)	Pending investments in third lanes <sup>(3)</sup>	9,143	6,346	686	16,175
B)	Milan-Lakes <sup>(4)</sup>	35,186	29,545	37	64,768
B)	Bologna Ring Road <sup>(4)</sup>	47,754	11,639	1,383	60,776
	<b>Total</b>	<b>363,289</b>	<b>109,086</b>	<b>12,917</b>	<b>485,292</b>
<b>ADDITIONAL WORKS UNDER THE IV ADDENDUM OF 2002</b>					
Da1)	A1 - Fiano-Settebagni	102,672	21,136	2,015	125,823
Db1)	Milan-Bergamo	375,154	114,914	3,842	493,910
Db2)	Structural repairs to Adda and Brembo bridges	8,098	1,071	180	9,349
Dc1)	A9 - Lainate-Como	151,541	48,564	6,299	206,404
Dd1.2)	A14 - Lot 1 Rimini North-Cattolica	146,034	32,349	5,975	184,358
Dd1.3)	A14 - Lot 2 Cattolica-Fano	121,208	36,424	3,199	160,831
Dd1.4)	A14 - Lot 3 Fano-Senigallia	182,609	41,975	2,871	227,455
Dd1.5)	A14 - Lot 4 Senigallia-Ancona North and the Marina di Montemarciano junction	64,089	24,875	3,546	92,510
Dd1.6)	A14 - Lot 5 Ancona North-Ancona South	2,235	16,339	2,632	21,206
Dd1.7)	A14 - Lot 6A Ancona South-P. S. Elpidio, Phase 1	114,749	25,706	8,214	148,669
Dd1.8)	A14 - Lot 6 B Ancona South-P. S. Elpidio, Phase 2 and Porto S. Elpidio junction	64,728	14,106	2,159	80,993
Dd1.9)	A14 - Lot 7A P. S. Elpidio-Pedaso, Phase 1	-	4,240	943	5,183
Dd1.10)	A14 - Lot 7B P. S. Elpidio-Pedaso, Phase 2	-	1,568	443	2,011
Dd1.11)	A14 - Lot 0	19,290	2,349	5,674	27,313
De)	Genoa bypass	-	37,283	261	37,544
Df)	Rho Exhibition Centre, Milan	78,550	7,428	-	85,978
Dg)	Castelnuovo di Porto junction	6,936	1,896	-	8,832
Dh)	Guidonia junction	9,631	3,705	-	13,336
Di)	Padua Industrial Estate junction and A13-A4 link at Km 101+093	-	1,251	-	1,251
Dl)	Rubicone junction	5,464	998	-	6,462
Dm)	Villa Marzana junction	2,147	1,862	-	4,009
Dn)	Ferentino junction	8,847	6,523	-	15,370
Do)	Maddaloni junction	-	336	-	336
Dp)	Tunnel Safety Plan	111,166	18,806	-	129,972
	<b>Total</b>	<b>1,575,148</b>	<b>465,704</b>	<b>48,253</b>	<b>2,089,105</b>

	2012				Completed as at 31 Dec 2012			
	Base tender price (*)	Available funding	Financial expenses	Total	Base tender price (*)	Available funding	Financial expenses	Total
	3	78	-	81	63,817	18,225	2,559	84,601
	-	264	-	264	460,444	99,407	38,636	598,487
	226,399	36,717	67,131	330,247	1,731,216	352,385	216,430	2,300,031
	30,428	4,277	14,372	49,077	290,750	54,611	41,236	386,597
	34,536	7,765	2,796	45,097	48,791	43,942	8,348	101,081
	9,270	7,772	7,772	24,814	563,602	120,015	52,359	735,976
	-	5,033	641	5,674	-	15,943	2,475	18,418
	-	58	863	921	-	18,052	3,020	21,072
	-134	8,091	2,501	10,458	53,060	119,359	14,629	187,048
	300,502	70,055	96,076	466,633	3,211,680	841,939	379,692	4,433,311
	-	764	43	807	113,866	29,278	2,272	145,416
	651	130	-	781	157,991	33,172	8,582	199,745
	-128	8,563	-	8,435	9,015	14,909	686	24,610
	-	2	-	2	35,186	29,547	37	64,770
	-	-	-	-	47,754	11,639	1,383	60,776
	523	9,459	43	10,025	363,812	118,545	12,960	495,317
	-9,482	1,438	-	-8,044	93,190	22,574	2,015	117,779
	-	1,173	-	1,173	375,154	116,087	3,842	495,083
	-	-	-	-	8,098	1,071	180	9,349
	79,842	7,447	-	87,289	231,383	56,011	6,299	293,693
	161,808	18,296	-	180,104	307,842	50,645	5,975	364,462
	93,412	20,676	4,145	118,233	214,620	57,100	7,344	279,064
	38,436	31,910	-	70,346	221,045	73,885	2,871	297,801
	81,067	12,297	4,773	98,137	145,156	37,172	8,319	190,647
	19,775	3,879	1,096	24,750	22,010	20,218	3,728	45,956
	1,424	496	-	1,920	116,173	26,202	8,214	150,589
	30,934	3,007	-	33,941	95,662	17,113	2,159	114,934
	-	-	239	239	-	4,240	1,182	5,422
	-	-	92	92	-	1,568	535	2,103
	-	-	1,261	1,261	19,290	2,349	6,935	28,574
	-	10,669	-	10,669	-	47,952	261	48,213
	-	64	-	64	78,550	7,492	-	86,042
	-933	51	-	-882	6,003	1,947	-	7,950
	-1,584	166	-	-1,418	8,047	3,871	-	11,918
	-	661	-	661	-	1,912	-	1,912
	4,985	1,106	-	6,091	10,449	2,104	-	12,553
	-	-	-	-	2,147	1,862	-	4,009
	-	138	-	138	8,847	6,661	-	15,508
	-	6	-	6	-	342	-	342
	2,359	673	-	3,032	113,525	19,479	-	133,004
	502,043	114,153	11,606	627,802	2,077,191	579,857	59,859	2,716,907

(€000 - Italian GAAP)

Art. 2 reference

Base tender  
price (\*)

Completed as at 31 Dec 2011

Available  
funding

Financial  
expenses

Total

OTHER INVESTMENT REQUIRED UNDER ART. 2

C1] Upgrade of service areas and related facilities

Ca4]	Reggello West Service Area	1,695	1,051	-	2,746
Ca5]	Prenestina East Service Area	1,538	1,084	-	2,622
Ca6]	Teano East Service Area	1,268	1,474	-	2,742
Ca6]	Teano West Service Area	2,098	1,509	-	3,607
Ca7]	Nicola West Service Area	2,848	1,223	-	4,071
Ca8]	S. Zenone East Service Area	-	840	-	840
Ca8]	S. Zenone West Service Area	-	313	-	313
Ca9]	Cantagallo East Service Area	1,162	990	-	2,152
Ca9]	Cantagallo West Service Area	-	633	-	633
Ca10]	S. Martino East Service Area	-	108	-	108
Ca10]	S. Martino West Service Area	-	97	-	97
Ca11]	Lucignano West Service Area	-	149	-	149
Ca12]	La Macchia West Service Area	-	551	-	551
Cb1]	Brianza North Service Area <sup>[5]</sup>	464	1,991	-	2,455
Cb2]	Lambro South Service Area	948	1,854	-	2,802
Cb3]	Valtrompia North Service Area	1,335	149	-	1,484
Cb4]	Sebino North Service Area	40	338	-	378
Cb4]	Sebino South Service Area	460	559	-	1,019
Cd1]	Villoresi East Service Area	-	140	-	140
Cd1]	Villoresi West Service Area	-	54	-	54
Cf1]	Po West Service Area	1,316	647	-	1,963
Cf2]	San Pelagio East Service Area	-	138	-	138
Cf2]	San Pelagio West Service Area	-	64	-	64
Cg2]	Metauro West Service Area	4,228	876	-	5,104
Cg3]	Esino East Service Area	3,348	1,347	-	4,695
Cg3]	Esino West Service Area	1,428	285	-	1,713
Cg4]	Sillaro East Service Area	2,773	4,598	-	7,371
Cg5]	Santerno East Service Area	-	114	-	114
Cg5]	Santerno West Service Area	-	113	-	113
Cg6]	La Piozza East Service Area	3,176	1,724	-	4,900
Cg7]	Murge West Service Area	-	103	-	103
Cg8]	Bevano West Service Area	-	97	-	97
Cg9]	Montefeltro East Service Area	-	363	-	363
Cg10]	Chienti West Service Area	-	352	-	352
	<b>Total</b>	<b>30,125</b>	<b>25,928</b>	<b>-</b>	<b>56,053</b>

C2] Toll stations, junctions and pending network investments

Ca1]	New junction at Caprara di Campegine	10,007	2,989	-	12,996
Ca2]	New junction and toll station at Ceprano	5,394	2,568	-	7,962
Ca3]	Junction and toll station at S. Maria Capua Vetere	6,035	4,262	-	10,297
Cc1]	Upgrade of Busalla junction	872	573	-	1,445
Ce1]	New junction at Capannori	13,860	4,054	-	17,914
Cg1]	Giulianova junction	967	737	-	1,704
	<b>Total</b>	<b>37,135</b>	<b>15,183</b>	<b>-</b>	<b>52,318</b>

Notes 179

(€000 - Italian GAAP)

Art. 2 reference

Completed as at 31 Dec 2011

Base tender  
price (\*)Available  
fundingFinancial  
expenses

Total

Upgrade and expansion of the motorway network and motorway feeder roads, improvement of traffic flows on access roads at port hubs and other less low value investments including five new automated toll stations

Ch1)	Construction of a new junction at Arezzo and interchange with the Strada dei Due Mari and the A1 and feeder roads	-	-	-	-
Ch2)	Nuova Bazzanese	-	-	-	-
Ch3)	S. Cesario Interchange	-	312	49	361
Ch4)	Improvement of local feeder roads to the A1 motorway at the Barberino-Calenzano-Firenze South-Incisa junctions with works on SP8-SS67-SS69-SP34 - support road to the Calenzano and Rignano industrial estates.	4,774	583	32	5,389
Ch5)	Rho-Monza (Section 1)	-	1,995	67	2,062
Ch6)	Port access road (Voltri)	-	323	-	323
Ch7)	New Crespellano (previously La Muffa) Junction	-	183	25	208
Ch8)	Local roads and improvement of access at the Lavagna toll station (Viale Kasman)	-	267	-	267
Ch9)	Civitavecchia link road	-	82	18	100
Ch10)	Bologna Ring Road <sup>(6)</sup>	95,130	20,431	3,246	118,807
Ch11)	Improvement of access roads at the Pedaso toll station	-	-	-	-
Ch12)	New access road for the P.S.Elpidio toll station in the direction of Fermo along the River Tenna	-	-	-	-
C3)	<b>Total</b>	<b>99,904</b>	<b>24,176</b>	<b>3,437</b>	<b>127,517</b>
	<b>TOTAL OTHER INVESTMENT REQUIRED UNDER ART. 2</b>	<b>167,164</b>	<b>65,287</b>	<b>3,437</b>	<b>235,888</b>

## OTHER UNSPECIFIED INVESTMENTS

C1)	Upgrade of service areas and related facilities				
C2)	Toll stations, junctions and pending network investments				
C3)	Upgrade and expansion of the motorway network and motorway feeder roads, improvement of traffic flows on access roads at port hubs and other less low value investments including five new automated toll stations				
C4)	Noise abatement plan	1,739,958		1,671	1,741,629
C5)	Improvement of safety standards				
C6)	Technological plant improvements				
C7)	Other improvements and capitalised unscheduled maintenance				
	<b>Total</b>	<b>1,739,958</b>		<b>1,671</b>	<b>1,741,629</b>
E)	New investment remunerated pursuant to CIPE Resolution 39 of 15 June 2007	14,026	785	-	14,811
	<b>GRAND TOTAL</b>	<b>8,183,509</b>		<b>349,894</b>	<b>8,533,403</b>

Handover of service areas free of charge					83,454
New works under art. 15 of the 2007 Single Concession Arrangement					28,361
Capitalised staff costs, change in advances paid to suppliers and other sundry					275,277
<b>TOTAL INVESTMENT IN ASSETS TO BE HANDED OVER</b>					<b>8,920,495</b>

(1) Includes Ab) "Sasso Marconi-La Quercia", Ba2) "Sasso Marconi-La Quercia - completion of Lot 4 and complementary works" and completed contracts under the 1997 Arrangement. Local works relating to the section and complementary works under Ba2) are included in Ai) "Landscaping".

(2) Local works relating to the section are included in Ai) "Landscaping".

(3) Including works completed under the 1997 Arrangement.

(4) Works completed under the 1997 Arrangement.

(5) The completion of expansion of the Brianza North service area was included in the first works appraisal for the fourth lane of the Milan-Bergamo Lot 1.

(6) Percentage of the works included in Other Investments.

(7) Following agreement with ANAS on the list of projects to be classified as "New projects pursuant to CIPE Resolution 38 of 15 June 2007", €51,809 thousand in investment completed between 2007 and 2012 was selected to be remunerated through variable K of the price cap formula. These projects had been previously classified in "Other unspecified investment".

(\*) Base Tender Price includes advance payments, reserves and savings to be refunded to the contractor pursuant to art. 11, Ministerial Decree 145/2000 and statutory payments for price changes.



	2012				Completed as at 31 Dec 2012			
	Base tender price (*)	Available funding	Financial expenses	Total	Base tender price (*)	Available funding	Financial expenses	Total
	-	-	-	-	-	-	-	-
	-	10,350	-	10,350	-	10,350	-	10,350
	-	-	18	18	-	312	67	379
	4,040	771	212	5,023	8,814	1,354	244	10,412
	-	188	94	282	-	2,183	161	2,344
	-	-	-	-	-	323	-	323
	-	183	9	192	-	366	34	400
	-	-	-	-	-	267	-	267
	-	-	5	5	-	82	23	105
	2,294	342	-	2,636	97,424	20,773	3,246	121,443
	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
	6,334	11,834	338	18,506	106,238	36,010	3,775	146,023
	7,347	14,627	338	22,312	174,511	79,914	3,775	258,200
79,884			61	79,945 <sup>(7)</sup>	1,819,842		1,732	1,821,574
79,884			61	79,945	1,819,842		1,732	1,821,574
	33,842	3,156	-	36,998	47,868	3,941	-	51,809 <sup>(7)</sup>
	1,135,591		108,124	1,243,715	9,319,100	458,018		9,777,118
				-				83,454
				2,376				30,737
				13,238				288,515
			1,259,329					10,179,824

Total investment in assets to be handed over (pursuant to art. 2 of the Single Concession Arrangement of 2007)

1,259,329

Adjusted by:

Capitalised financial expenses (relating to construction services for which no additional economic benefits are received)

-96,474

Change during the year in advances to suppliers of assets to be handed over

2,580

Total investment in motorway infrastructure (IFRS compliant)

1,165,435

## Annex 4

### Subsidiaries, associates and joint ventures accounted for using the equity method (article 3, point 1.1 of the 2007 Single Concession Arrangement)

(€000)				
Company	Measurement (art. 2426, para. 1, 4 <sup>(1)</sup> )	Carrying amount	Difference between art. 2426 measurement and carrying amount	Note
	(A)	(B)	(A-B)	
<b>Subsidiaries</b>				
Autostrade Sud America Srl	1,131,582	742,952	388,630	
Autostrade dell'Atlantico Srl	431,995	409,885	22,110	
Tangenziale di Napoli SpA	158,142	54,506	103,636	
Autostrade Meridionali SpA	62,892	14,708	48,184	
Spea Ingegneria Europea SpA	60,932	5,994	54,938	
Pavimental SpA	40,351	47,413	-7,062	(2)
Società Italiana pA per il Traforo del Monte Bianco	134,937	2,318	132,619	
Newpass SpA	956	891	65	
Autostrade Tech SpA	36,038	3,265	32,773	
AD Moving SpA	772	3,995	-3,223	(2)
EsseDiEsse Società di Servizi SpA	1,382	501	881	
Telepass SpA	95,044	25,107	69,937	
Giove Clear Srl	1,155	20	1,135	
Infoblu SpA	4,307	3,875	432	
Stalexport Autostrady SA <sup>(3)</sup>	68,125	72,607	-4,482	(2)
Autostrade Indian Infrastructure Development Private Ltd	258	487	-229	(2)
Tech Solutions Integrators Sas	-1,078	2,000	-3,078	(2)
Ecomouv' Sas	-7,705	14,254	-21,959	(2)
Ecomouv' D&B Sas	75	375	-300	(2)
<b>Total</b>	<b>2,220,160</b>	<b>1,405,153</b>	<b>815,007</b>	

(€000)			
Company	Measurement (art. 2426, para. 1, 4) <sup>(1)</sup>	Carrying amount	Difference between art. 2426 measurement and carrying amount
	(A)	(B)	(A-B)
<b>Associates and joint ventures</b>			
Società Autostrada Tirrenica pA	26,477	6,343	20,134
Società Infrastrutture Toscane SpA	5,969	6,900	-931
Tangenziali Esterne di Milano SpA	19,785	18,537	1,248
Pedemontana Veneta SpA (in liquidation)	1,682	1,935	-253
Arcea Lazio SpA	1,671	674	997
Bologna & Fiera Parking SpA	2,438	2,812	-374
Consorzio Autostrade Italiane Energia	35	29	6
<b>Total</b>	<b>58,057</b>	<b>37,230</b>	<b>20,827</b>

(1) Autostrade per l'Italia's measurement of subsidiaries, associates and joint ventures using the equity method is consistent with IFRS.

(2) The higher carrying amount of the investment compared with the value resulting from measurement using the equity method is not deemed to be a permanent impairment, in view of the investee company's prospective earnings.

(3) Valued with reference to the consolidation reporting package prepared for the purposes of the Atlantia Group's consolidation.





An aerial photograph showing a winding asphalt road through lush green fields. The road has white lane markings and a dashed center line. The surrounding landscape is flat and verdant, with some distant trees and structures visible on the horizon.

# 5.

## REPORTS

5.1	Report of the Board of Statutory Auditors to the Annual General Meeting	186
5.2	Report of the Independent Auditors	190

## 5.1 Report of the Board of Statutory Auditors to the Annual General Meeting (pursuant to art. 2429, paragraph 2 of the Italian Civil Code)

To the General Meeting of shareholders of Autostrade per l'Italia SpA

During the financial year ended 31 December 2012, we performed the audit procedures required by law, adopting, *inter alia*, the Standards recommended by the Italian accounting profession.

Specifically:

- we verified compliance with the law and the articles of association;
- we obtained reports from the Directors, providing adequate information on the Company's activities and on transactions carried out by the Company and its subsidiaries with a major impact on the Company's results of operations, financial position and cash flow, ensuring that the actions decided on and carried out were in compliance with the law and the articles of association, were not subject to any potential conflict of interest or contrary to the resolutions adopted by the General Meeting, and were not clearly imprudent or risky or such as to compromise the value of the Company;
- in accordance with our responsibilities, we obtained information on and checked the adequacy of the Company's organisational structure and on observance of the principles of good governance, by means of direct observation, the gathering of information from the heads of the various departments and through meetings with the independent auditors with a view to exchanging the relevant data and information; in this regard we have no special observations to make;
- we verified that the company is subject to the management and coordination of Atlantia SpA. In this regard, it should be noted that Sintonia SpA (formerly Sintonia SA, which was transferred to Italy and registered with Rome Companies' Register on 27 June 2012 under the name of Sintonia SpA), a subsidiary of Edizione Srl, is the shareholder that directly holds a relative majority (46.408%) of the issued capital of Atlantia (the merger of Schemaventotto SpA, which held approximately 37% of Atlantia's issued capital, with and into Sintonia SpA became effective from 4 October 2012).

However, Sintonia SpA does not manage or coordinate Atlantia SpA, pursuant to art. 2359 of the Italian Civil Code, as was confirmed in a specific declaration sent to Atlantia SpA on 12 March 2009 by Sintonia SA and by Schemaventotto SpA, stating that neither Sintonia SA nor Schemaventotto SpA has ever exercised management and coordination of Atlantia or of the Group of which it is the Parent Company.

In addition, on 20 March 2009 Atlantia's Board of Directors thus issued an attestation stating that Atlantia is not subject to the management and coordination of either Sintonia SA or Schemaventotto SpA.

Therefore, given that there have not been any further announcements or changes in circumstances, the basis for considering Atlantia as not subject to management and coordination by Sintonia SpA is deemed to be unchanged.

With reference, instead, to relations between Autostrade per l'Italia and its Parent Company, Atlantia, as noted in our report to last year's Annual General Meeting, at its meeting of 14 February 2008, Atlantia's Board of Directors acknowledged, based on the evidence, that Autostrade per l'Italia remains subject to the management and coordination of Atlantia.

In this regard, as noted in previous annual reports, following the Group's restructuring in 2007, Atlantia is considered as a holding company responsible for investments and portfolio strategies, capable of supporting growth in the infrastructure and network management sector, but without having any direct operational role, which has been assigned to the subsidiary, Autostrade per l'Italia SpA, as an operating parent company in the motorway sector. At its meeting of 14 December 2007, the Board of Directors, partly as a consequence of the new Corporate Governance Code, assigned Autostrade per l'Italia SpA responsibility for management and coordination of the motorway operators and industrial companies it controls. As a result, Autostrade per l'Italia's subsidiaries have complied with the requirements of art. 2497-bis of the Italian Civil Code.

In relation to the role of sub-holding company for the motorway sector assumed by Autostrade per l'Italia SpA, in order to improve and develop strategy with the aim of achieving performance targets and in accordance with the regulations governing the role of holding companies within corporate groups, Autostrade per l'Italia has established various committees: an Executive Committee, a Post Audit Committee, a Consultative Committee for the Monitoring of Reserves, a Stakeholders' Committee (abolished on 27 January 2012), a Sustainability Committee, a Data Protection Committee, a Technological Development Committee, a Liaison Committee for the Activities of Spea and Pavimental). The Committees consist of the main heads of the operating departments and are presided over by senior management;

- we assessed and verified the adequacy of the internal control system. In particular, during our periodic meetings with the heads of the Internal Audit and Risk Management departments, the Board of Statutory Auditors was kept fully informed regarding internal auditing activities (with a view to assessing the adequacy and functionality of the internal control system, and compliance with the law and with internal procedures and regulations), and the activities of the Risk Management department in identifying, measuring, managing and monitoring the risks included in the Company's current Business Risk Model (compliance, regulatory and operational risks), in order to provide the necessary support to these departments in reviewing the design of the internal control system and monitoring implementation of the resulting changes;
- we assessed and verified the adequacy of the administrative/accounting system and its ability to correctly represent operating

activities, by gathering information from the respective heads of department, examining corporate documents and analysing the results of the work carried out by the independent auditors;

- in accordance with the provisions of art. 3 of Legislative Decree 37 of 6 February 2004, which introduced a series of amendments to Legislative Decree 58/98, including the provision of the second paragraph of art. 151 permitting a parent company's board of statutory auditors to exchange information with the boards of statutory auditors of that company's subsidiaries, in planning our audit activities, Autostrade per l'Italia's Board of Statutory Auditors has, for many years now, established direct contact with the boards of statutory auditors of subsidiaries in order to obtain a better understanding of the problems confronting the Boards of Statutory Auditors of subsidiaries and the principal matters of concern for audit work. In this regard, we obtained information from the boards of statutory auditors of subsidiaries on their activities, by monitoring the minutes of the meetings of each board;
- with respect to the contractual obligations deriving from the Single Concession Arrangement signed by ANAS and Autostrade per l'Italia on 12 October 2007, which became fully effective from 8 June 2008, the day following publication of Law 101/2008 in the Official Gazette, which approved the single concession arrangements entered into at that time, including that of Autostrade per l'Italia, we had meetings with the head of the department responsible for compliance with the terms of the Single Concession Arrangement, and for preparing periodic reports for senior management on compliance with the terms of the Single Concession Arrangement with ANAS, in order to be periodically updated on the Company's compliance with the terms of the Single Concession Arrangement;
- we held meetings with representatives of the independent auditors, pursuant to art. 150, paragraph 2 of Legislative Decree 58/98, and no significant information that should be included in this report has come to light;
- as noted in last year's report, Autostrade per l'Italia has opted to participate in the tax consolidation arrangement prepared by the Parent Company, Atlantia;
- as reported in the notes to the financial statements, the Company has not presented consolidated financial statements in that paragraph 10 of IAS 27 is not applicable due to the fact that the Company is a wholly owned subsidiary of Atlantia SpA. Furthermore, the financial statements as at and for the year ended 31 December 2012 have been prepared on a going concern basis, pursuant to articles 2 and 4 of Legislative Decree 38/2005, and in compliance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board and endorsed by the European Commission, as in force at the end of the reporting period;
- we note that, as described in the Introduction to the section "Financial review" in the report on operations, the Company has presented the reclassified income statement, the statement of comprehensive income, the statement of changes in equity and the cash flow statement for the year ended 31 December 2012, and the reclassified statement of financial position as at 31 December 2012, which include comparative amounts for the previous year, prepared under the international financial reporting standards (IFRS) issued by the International Accounting Standards Board, endorsed by the European Commission, and in force as at 31 December 2012. The accounting standards and policies are unchanged with respect to those adopted for the previous year's financial statements;
- as noted in the report for the previous year, with regard to the engagement of independent auditors for the financial years 2012 -2020, the Board of Statutory Auditors selected the new independent auditors to be submitted to the General Meeting for approval. Specifically:
  - in view of the activities of the Board of Statutory Auditors of the Parent Company, Atlantia;
  - taking account of the meeting held with the Board of Statutory Auditors of the Parent Company, Atlantia, to discuss the criteria and the methods used for the tender process and to view the proposals submitted by the audit firms asked to bid;
  - based on the outcome of the above activities;
  - taking account of the fact that the proposal examined by the Board of Statutory Auditors of the Parent Company, Atlantia, regarded the audit of Group companies, including the audit of Autostrade per l'Italia SpA's financial statements.
  - We proposed that the Annual General Meeting held to approve the financial statements as at and for the year ended 31 December 2011 approve the appointment of Deloitte & Touche SpA as independent auditors for the financial years 2012 -2020. The General Meeting duly approved the Board of Statutory Auditors' proposal;
- the accounts have been submitted to the required controls by the independent auditors, as follows: KPMG SpA until approval of financial statements as at and for the year ended 31 December 2011; Deloitte & Touche SpA following their engagement by the above Annual General Meeting. During periodic meetings with the Board, the independent auditors had nothing to report in this regard;
- we checked that no complaints have been lodged under art. 2408 of the Italian Civil Code, and no petitions of any kind have been presented;



- we note that, during 2012, Autostrade per l'Italia's Supervisory Board, with the help of an expert in criminal law, continued its review of the organisational, management and control model adopted by Autostrade per l'Italia, pursuant to Legislative Decree 231/2001, in order to ensure that the model had kept pace with changes in legislation and in the Company's organisational structure during the year;
- we note that the section, "Other information", in the report on operations includes a statement that the Company, in accordance with the Data Protection Act (Legislative Decree 196/2003, annex B, point 26), has updated its Security Planning Document for 2012;
- the Board of Statutory Auditors did not issue opinions pursuant to the law during the year;
- we have examined the financial statements as at and for the year ended 31 December 2012, with regard to which we state the following:
  - In view of the fact that it is not our responsibility to audit the financial statements, we checked the overall basis of presentation of the financial statements and their general compliance with the laws relating to their preparation and structure; we have no particular observations to make in this regard.
  - We verified compliance with the laws governing preparation of the report on operations and have no particular observations to make in this regard.
  - To the best of our knowledge, in preparing the financial statements, the Directors did not elect to apply any of the exemptions permitted by art. 2433, paragraph 4 of the Italian Civil Code.
  - We verified that the financial statements are consistent with the information in our possession, as a result of carrying out our duties, and have no particular observations to make in this regard.
  - We note that the notes to the financial statements include a note entitled "Significant regulatory aspects", in which the Directors provide information on certain events in 2012, including reference to their potential implications for the future. In particular, full information is provided about:
    - the Ministry of Transport and Infrastructure's Department for Motorway Concessions
    - the Office of Transport Regulation;
    - the update of Autostrade per l'Italia's financial plan;
    - toll increases with effect from 1 January 2013;
    - other motorway regulations;
    - snow events in February 2012;
    - an update on significant pending litigation.
  - We note that the report on operations includes a section, "Outlook and risks or uncertainties", in which the Directors state that against a less than favourable macroeconomic backdrop in Italy, the Company expects to record a weaker operating performance in the current year.
  - After also considering the report of the independent auditors, we invite the Annual General Meeting to approve the Annual Report for the year ended 31 December 2012, as prepared by the Directors.

The above audit procedures were carried out during 13 meetings of the Board of Statutory Auditors and by taking part in 11 meetings of the Board of Directors.

As a result of the audit procedures carried out and on the basis of the information obtained from the independent auditors, we are not aware of any negligence, fraud, irregularities or any other material events that would require a report to be made to regulatory bodies or disclosed in this report. We also approve the proposal of the Board of Directors with respect to the appropriation of profit for the year.

26 March 2013

Alessandro Trotter (Chairman)

Gaetana Celico (Auditor)

Giandomenico Genta (Auditor)

Antonio Mastrapasqua (Auditor)

Stefano Meroi (Auditor)

## 5.2 Report of the Independent Auditors



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### AUDITORS' REPORT

PURSUANT TO ART. 14 OF LEGISLATIVE DECREE No. 39 OF JANUARY 27, 2010 AND  
ARTICLE 165 OF LEGISLATIVE DECREE No. 58 OF FEBRUARY 24, 1998

To the sole Shareholder of  
Autostrade per l'Italia S.p.A.

1. We have audited the financial statements of Autostrade per l'Italia S.p.A., which comprise the statement of financial position as of December 31, 2012, and the income statement, statement of comprehensive income, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes. These financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union 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 the auditors' report issued by other auditors on April 2, 2012.

3. In our opinion, the financial statements give a true and fair view of the financial position of Autostrade per l'Italia 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.
4. As required by law, the company disclosed the key figures from the latest financial statements of the company that manages and coordinates it in the notes on its own financial statements. Our opinion on the financial statements of Autostrade per l'Italia S.p.A. does not extend to such data.

Ancona Bari Bergamo Bologna Brescia Cagliari Firenze Genova Milano Napoli Padova  
Palermo Parma Roma Torino Treviso Verona

Sede Legale: Via Tortona, 25 - 20144 Milano - Capitale Sociale: Euro 10.328.220,00 i.v.  
Codice Fiscale/Registro delle Imprese Milano n. 03049560166 - R.E.A. Milano n. 1720239  
Partita IVA: IT 03049560166

Member of Deloitte Touche Tohmatsu Limited

5. The directors of Autotrade per l'Italia S.p.A. are responsible for the preparation of the report on operations in accordance with the applicable laws. Our responsibility is to express an opinion on the consistency of the report on operations 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 Report on Operations is consistent with the financial statements of Autostrade per l'Italia S.p.A. as of December 31, 2012.

DELOITTE & TOUCHE S.p.A.

*Signed by*  
Fabio Pompei  
Partner

Rome, Italy  
March 29, 2013

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





# 6.

KEY INDICATORS  
EXTRACTED FROM THE  
MOST RECENT FINANCIAL  
STATEMENTS  
OF SUBSIDIARIES,  
PRINCIPAL ASSOCIATES  
AND JOINT VENTURES

ACCORDING TO ART. 2497,  
PARAGRAPHS 3 AND 4  
OF THE ITALIAN CIVIL CODE

The figures provided below were extracted from the companies' most recent approved financial statements. The companies reporting date is 31 December of each year, unless otherwise indicated. Consolidated data is provided where available.

Telepass, Autostrade Meridionali and the Stalexport Autostrady Group present financial statements prepared in accordance with international financial reporting standards, whereas all other companies' financial statements are prepared in accordance with accounting principles generally accepted in their countries.

## Subsidiaries

(€000)	Financial position	AUTOSTRADE SUD AMERICA SRL		AUTOSTRADE DELL'ATLANTICO SRL	
		31 Dec 2012	31 Dec 2011	31 Dec 2012	31 Dec 2011
Non-current assets		612,346	194,753	436,580	267,638
<i>of which non-current investments</i>		136,346	194,753	356,619	243,873
Current assets		3,743	2,469	3,910	6,579
Other assets		1	1	4	23
<b>Total assets</b>		<b>616,090</b>	<b>197,223</b>	<b>440,494</b>	<b>274,240</b>
Equity		616,004	196,953	439,805	273,260
<i>of which issued capital</i>		100,000	100,000	1,000	1,000
Provisions including employee benefits		-	67	-	-
Payables		86	203	689	980
Other liabilities		-	-	-	-
<b>Total equity and liabilities</b>		<b>616,090</b>	<b>197,223</b>	<b>440,494</b>	<b>274,240</b>

(€000)	Results of operations	2012		2011	
		2012	2011	2012	2011
Value of production		607	1,074	-	-
Cost of production		-479	-646	-290	-135
Operating profit/(loss)		128	428	-290	-135
<b>Profit/(Loss) for the period</b>		<b>419,051</b>	<b>309</b>	<b>31,884</b>	<b>-3,929</b>

## STALEXPORT AUTOSTRADY GROUP (CONSOLIDATED AMOUNTS)

(PLN000)	Financial position	31 Dec 2012	31 Dec 2011
Non-current assets		1,116,603	1,146,046
Current Assets		179,093	221,956
<b>Total assets</b>		<b>1,295,696</b>	<b>1,368,002</b>
Equity		186,491	179,590
<i>of which issued capital</i>		<i>185,447</i>	<i>185,447</i>
Liabilities		1,109,205	1,188,412
<b>Total equity and liabilities</b>		<b>1,295,696</b>	<b>1,368,002</b>

(PLN000)	Results of operations	2012	2011
Operating income		188,840	183,926
Operating costs		-122,781	-120,651
Operating profit/(loss)		66,059	63,275
<b>Profit/(Loss) for the period</b>		<b>8,602</b>	<b>5,287</b>

## TANGENZIALE DI NAPOLI SPA

## PAVIMENTAL SPA

(€000)	Financial position	31 Dec 2012	31 Dec 2011	31 Dec 2012	31 Dec 2011
Non-current assets		243,161	245,556	42,316	45,280
<i>of which non-current investments</i>		<i>2</i>	<i>2</i>	<i>2,950</i>	<i>1,743</i>
Current assets		39,661	34,878	281,087	361,494
Other assets		228	228	1,134	1,386
<b>Total assets</b>		<b>283,050</b>	<b>280,662</b>	<b>324,537</b>	<b>408,160</b>
Equity		163,246	155,747	38,235	44,621
<i>of which issued capital</i>		<i>108,077</i>	<i>108,077</i>	<i>10,116</i>	<i>4,669</i>
Provisions including employee benefits		35,216	36,371	11,096	11,591
Payables		83,971	87,928	275,201	351,869
Other liabilities		617	616	5	79
<b>Total equity and liabilities</b>		<b>283,050</b>	<b>280,662</b>	<b>324,537</b>	<b>408,160</b>

(€000)	Results of operations	2012	2011	2012	2011
Value of production		70,578	71,172	511,904	656,412
Cost of production		-55,873	-59,076	-520,026	-646,912
Operating profit/(loss)		14,705	12,096	-8,122	9,500
<b>Profit/(Loss) for the period</b>		<b>10,850</b>	<b>4,476</b>	<b>-7,738</b>	<b>931</b>

		TELEPASS SPA		AUTOSTRADE MERIDIONALI SPA	
(€000)	Financial position	31 Dec 2012	31 Dec 2011	31 Dec 2012	31 Dec 2011
	Non-current assets	40,168	44,163	17,408	373,948
	Current assets	363,665	330,239	378,875	65,894
	<b>Total assets</b>	<b>403,833</b>	<b>374,402</b>	<b>396,283</b>	<b>439,842</b>
	Equity	95,044	91,962	106,633	110,331
	<i>of which issued capital</i>	<i>26,000</i>	<i>26,000</i>	<i>9,056</i>	<i>9,056</i>
	Liabilities	308,789	282,440	289,650	329,511
	<b>Total equity and liabilities</b>	<b>403,833</b>	<b>374,402</b>	<b>396,283</b>	<b>439,842</b>
(€000)	Results of operations	2012	2011	2012	2011
	Operating income	136,131	130,838	123,182	133,597
	Operating costs	-74,088	-73,537	-114,922	-117,606
	Operating profit/(loss)	62,043	57,301	8,260	15,991
	<b>Profit/(Loss) for the period</b>	<b>45,841</b>	<b>43,749</b>	<b>-246</b>	<b>4,018</b>

		ECOMOUV SAS	
(€000)	Financial position	31 Dec 2012	31 Dec 2011
	Due from shareholders as unpaid, called-up issued capital	9,638	17,460
	Non-current assets	355,897	37,422
	<i>of which non-current investments</i>	-	-
	Current assets	82,411	74,776
	<b>Total assets</b>	<b>447,946</b>	<b>129,658</b>
	Equity	9,741	26,317
	<i>of which issued capital</i>	<i>30,000</i>	<i>30,000</i>
	Provisions	-	-
	Payables	438,205	103,341
	<b>Total equity and liabilities</b>	<b>447,946</b>	<b>129,658</b>
(€000)	Results of operations	2012	2011
	Operating income	1,741	284
	Operating costs	-11,410	-1,701
	Operating profit/(loss)	-9,669	-1,417
	<b>Profit/(Loss) for the period</b>	<b>-16,575</b>	<b>-3,683</b>



(€000)	Financial position	SPEA INGEGNERIA EUROPEA SPA		AD MOVING SPA	
		31 Dec 2012	31 Dec 2011	31 Dec 2012	31 Dec 2011
Non-current assets		5.608	5.362	1.373	1.393
<i>of which non-current investments</i>		311	301	-	-
Current assets		137.185	154.530	4.817	7.744
Other assets		718	702	9	7
<b>Total assets</b>		<b>143.511</b>	<b>160.594</b>	<b>6.199</b>	<b>9.144</b>
Equity		60.889	63.650	824	394
<i>of which issued capital</i>		5.160	5.160	1.000	1.000
Provisions including employee benefits		19.823	20.400	147	205
Payables		62.799	76.544	5.212	8.486
Other liabilities		-	-	16	59
<b>Total equity and liabilities</b>		<b>143.511</b>	<b>160.594</b>	<b>6.199</b>	<b>9.144</b>

(€000)	Results of operations	2012	2011	2012	2011
Value of production		117.360	148.784	9.443	13.072
Cost of production		-79.033	-95.833	-8.819	-13.866
Operating profit/(loss)		38.327	52.951	624	-794
<b>Profit/(Loss) for the period</b>		<b>27.239</b>	<b>34.276</b>	<b>430</b>	<b>-624</b>

(€000)	Financial position	INFOBLU SPA		AUTOSTRATECH SPA	
		31 Dec 2012	31 Dec 2011	31 Dec 2012	31 Dec 2011
Non-current assets		954	1,073	6,621	7,075
<i>of which non-current investments</i>		-	-	1,039	1,025
Current assets		6,853	5,798	58,807	44,675
Other assets		788	638	38	24
<b>Total assets</b>		<b>8,595</b>	<b>7,509</b>	<b>65,466</b>	<b>51,774</b>
Equity		5,746	5,792	36,066	20,005
<i>of which issued capital</i>		5,160	5,160	1,120	1,120
Provisions including employee benefits		90	77	1,562	1,522
Payables		2,759	1,640	27,559	29,957
Other liabilities		-	-	279	290
<b>Total equity and liabilities</b>		<b>8,595</b>	<b>7,509</b>	<b>65,466</b>	<b>51,774</b>

(€000)	Results of operations	2012	2011	2012	2011
Value of production		5,209	5,217	78,005	57,538
Cost of production		-4,543	-4,443	-56,956	-47,602
Operating profit/(loss)		666	774	21,049	9,936
<b>Profit/(Loss) for the period</b>		<b>444</b>	<b>518</b>	<b>16,061</b>	<b>7,977</b>

## SOCIETÀ ITALIANA PER AZIONI PER IL TRAFORO DEL MONTE BIANCO

(€000)	Financial position	31 Dec 2012	31 Dec 2011
Non-current assets		253,179	256,637
<i>of which non-current investments</i>		165,752	165,752
Current assets		98,465	81,768
Other assets		672	640
<b>Total assets</b>		<b>352,316</b>	<b>339,045</b>
Equity		293,806	288,405
<i>of which issued capital</i>		109,085	109,085
Provisions including employee benefits		31,516	28,012
Payables		26,639	22,276
Other liabilities		355	352
<b>Total equity and liabilities</b>		<b>352,316</b>	<b>339,045</b>

(€000)	Results of operations	2012	2011
Value of production		62,576	64,006
Cost of production		-35,635	-36,820
Operating profit/(loss)		26,941	27,186
<b>Profit/(Loss) for the period</b>		<b>19,404</b>	<b>18,662</b>

## TECH SOLUTION INTEGRATORS SAS

(€000)	Financial position	31 Dec 2012	31 Dec 2011
Due from shareholders as unpaid, called-up issued capital		-	1,000
Non-current assets		6,837	6
<i>of which non-current investments</i>		-	-
Current assets		67,556	22,783
<b>Total assets</b>		<b>74,393</b>	<b>23,789</b>
Equity		-2,612	1,981
<i>of which issued capital</i>		2,000	2,000
Provisions		-	-
Payables		77,005	21,808
<b>Total equity and liabilities</b>		<b>74,393</b>	<b>23,789</b>

(€000)	Results of operations	2012	2011
Operating income		113,737	1,122
Operating costs		-118,364	-1,141
Operating profit/(loss)		-4,627	-19
<b>Profit/(Loss) for the period</b>		<b>-4,594</b>	<b>-19</b>

		NEWPASS SPA		ESSEDIESSE SOCIETÀ DI SERVIZI SPA	
(€000)	Financial position	31 Dec 2012	31 Dec 2011	31 Dec 2012	31 Dec 2011
Non-current assets		83	125	585	619
<i>of which non-current investments</i>		-	-	-	-
Current assets		2,021	1,916	13,291	12,816
Other assets		1	5	106	83
<b>Total assets</b>		<b>2,105</b>	<b>2,046</b>	<b>13,982</b>	<b>13,518</b>
Equity		1,802	1,662	1,466	1,775
<i>of which issued capital</i>		<i>1,747</i>	<i>1,747</i>	<i>500</i>	<i>500</i>
Provisions including employee benefits		17	14	5,109	4,857
Payables		253	337	6,954	6,443
Other liabilities		33	33	453	443
<b>Total equity and liabilities</b>		<b>2,105</b>	<b>2,046</b>	<b>13,982</b>	<b>13,518</b>

(€000)	Results of operations	2012	2011	2012	2011
Value of production		684	595	28,355	30,075
Cost of production		-468	-616	-26,153	-27,344
Operating profit/(loss)		216	-21	2,202	2,730
<b>Profit/(Loss) for the period</b>		<b>140</b>	<b>-28</b>	<b>866</b>	<b>1,175</b>

		AUTOSTRADE INDIAN INFRASTRUCTURE LTD	
(Rs000)	Financial position	31 Dec 2012	31 Dec 2011
Non-current assets		12,725	6,008
Current assets		26,401	31,503
<b>Total assets</b>		<b>39,126</b>	<b>37,511</b>
Equity		27,551	22,054
<i>of which issued capital</i>		<i>500</i>	<i>500</i>
Liabilities		11,575	15,457
<b>Total equity and liabilities</b>		<b>39,126</b>	<b>37,511</b>

(Rs000)	Results of operations	2012	2011
Operating income		67,500	49,500
Operating costs		-60,628	-46,203
Operating profit/(loss)		6,872	3,297
<b>Profit/(Loss) for the period</b>		<b>5,497</b>	<b>2,686</b>

## ECOMOUV D&amp;B SAS

(€000)	Financial position	31 Dec 2012	31 Dec 2011
	Due from shareholders as unpaid, called-up issued capital	94	94
	Non-current assets	-	-
	<i>of which non-current investments</i>	-	-
	Current assets	204,423	76,634
	<b>Total assets</b>	<b>204,517</b>	<b>76,728</b>
	Equity	40	421
	<i>of which issued capital</i>	500	500
	Provisions	-	-
	Payables	204,477	76,307
	<b>Total equity and liabilities</b>	<b>204,517</b>	<b>76,728</b>

(€000)	Results of operations	2012	2011
	Operating income	257,381	26,614
	Operating costs	-257,886	-26,693
	Operating profit/(loss)	-505	-79
	<b>Profit/(Loss) for the period</b>	<b>-380</b>	<b>-79</b>

## GIOVE CLEAR SRL

(€000)	Financial position	31 Dec 2012	31 Dec 2011
	Non-current assets	64	26
	<i>of which non-current investments</i>	-	-
	Current assets	3,693	1,098
	Other assets	-	-
	<b>Total assets</b>	<b>3,757</b>	<b>1,124</b>
	Equity	1,179	509
	<i>of which issued capital</i>	10	10
	Provisions including employee benefits	229	55
	Payables	2,349	560
	Other liabilities	-	-
	<b>Total equity and liabilities</b>	<b>3,757</b>	<b>1,124</b>

(€000)	Results of operations	2012	2011
	Value of production	8,785	2,114
	Cost of production	-7,288	-1,468
	Operating profit/(loss)	1,497	646
	<b>Profit/(Loss) for the period</b>	<b>825</b>	<b>412</b>

Amounts for 2012 reflect the impact of the merger of Tirreno Clear Srl with and into Giove Clear Srl, approved on 4 June 2012.

## Associates

### TANGENZIALI ESTERNE DI MILANO SPA

(€000)	Financial position	31 Dec 2011	31 Dec 2010
Non-current assets		76,771	48,276
<i>of which non-current investments</i>		76,740	48,240
Current assets		1,511	3,021
Other assets		10	8
<b>Total assets</b>		<b>78,292</b>	<b>51,305</b>
Equity		74,015	30,995
<i>of which issued capital</i>		27,930	27,930
Provisions including employee benefits		11	8
Payables		4,266	20,302
Other liabilities		-	-
<b>Total equity and liabilities</b>		<b>78,292</b>	<b>51,305</b>

(€000)	Results of operations	2010	2010
Value of production		-	-
Cost of production		-647	-666
Operating profit/(loss)		-647	-666
<b>Profit/(Loss) for the period</b>		<b>-550</b>	<b>-649</b>

### SOCIETÀ INFRASTRUTTURE TOSCANE SPA

(€000)	Financial position	31 Dec 2012	31 Dec 2011
Due from shareholders as unpaid, called-up issued capital		15,000	15,000
Non-current assets		8,433	7,967
<i>of which non-current investments</i>		-	-
Current assets		4,608	5,732
Other assets		10	4
<b>Total assets</b>		<b>28,051</b>	<b>28,703</b>
Equity		27,830	28,205
<i>of which issued capital</i>		30,000	30,000
Provisions including employee benefits		-	-
Payables		221	498
Other liabilities		-	-
<b>Total equity and liabilities</b>		<b>28,051</b>	<b>28,703</b>

(€000)	Results of operations	2012	2011
Value of production		-	-
Cost of production		-438	-459
Operating profit/(loss)		-438	-459
<b>Profit/(Loss) for the period</b>		<b>-375</b>	<b>-376</b>

		SOCIETÀ AUTOSTRADA TIRRENICA PA		BOLOGNA & FIERA PARKING SPA	
(€000)	Financial position	31 Dec 2012	31 Dec 2011	31 Dec 2011	31 Dec 2010
Non-current assets		207,187	190,671	53,762	55,626
<i>of which non-current investments</i>		52	52	-	-
Current assets		37,405	51,363	7,726	7,837
Other assets		86	75	34	22
<b>Total assets</b>		<b>244,678</b>	<b>242,109</b>	<b>61,522</b>	<b>63,485</b>
Equity		56,468	49,001	10,096	11,910
<i>of which issued capital</i>		24,461	24,461	13,000	13,000
Provisions including employee benefits		7,419	7,382	316	316
Payables		180,568	185,534	47,214	47,289
Other liabilities		223	192	3,896	3,970
<b>Total equity and liabilities</b>		<b>244,678</b>	<b>242,109</b>	<b>61,522</b>	<b>63,485</b>

(€000)	Results of operations	2012	2011	2011	2010
Value of production		35,684	34,528	2,559	3,427
Cost of production		-19,141	-17,054	-2,970	-3,678
Operating profit/(loss)		16,543	17,474	-411	-251
<b>Profit/(Loss) for the period</b>		<b>7,467</b>	<b>9,291</b>	<b>-2,814</b>	<b>-2,759</b>

		PEDEMONTANA VENETA SPA (IN LIQUIDATION)		ARCEA LAZIO SPA	
(€000)	Financial position	31 Dec 2011	31 Dec 2010	31 Dec 2011	31 Dec 2010
Non-current assets		1	2	-	-
<i>of which non-current investments</i>		-	-	-	-
Current assets		7,198	7,222	5,872	10,767
Other assets		-	-	1	23
<b>Total assets</b>		<b>7,199</b>	<b>7,224</b>	<b>5,873</b>	<b>10,790</b>
Equity		5,059	5,249	5,314	5,708
<i>of which issued capital</i>		6,000	6,000	1,983	1,983
Provisions including employee benefits		-	-	81	-
Payables		2,140	1,975	130	5,060
Other liabilities		-	-	348	22
<b>Total equity and liabilities</b>		<b>7,199</b>	<b>7,224</b>	<b>5,873</b>	<b>10,790</b>

(€000)	Results of operations	2011	2010	2011	2010
Value of production		-	-	-	10
Cost of production		-173	-94	-413	-385
Operating profit/(loss)		-173	-94	-413	-375
<b>Profit/(Loss) for the period</b>		<b>-190</b>	<b>-86</b>	<b>-394</b>	<b>-338</b>

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An aerial photograph of a multi-lane highway, likely the A14 in Italy, showing several lanes of traffic moving in both directions. The road is flanked by greenery and some infrastructure. A teal banner is overlaid on the image.

A14 km. 011,5 Itinere Nord

A14 km. 014,7 Itinere Nord



# 7.

## SHAREHOLDERS' RESOLUTIONS



## Shareholders' resolutions

The Annual General Meeting (AGM) of Autostrade per l'Italia SpA's shareholders, held in ordinary session and in first call at the registered office of the Company at via Alberto Bergamini 50 in Rome on 23 April 2013, passed resolutions on the following

### Agenda

1. Financial statements for the year ended 31 December 2012. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Appropriation of profit for the year. Related and resulting resolutions.
2. Extraordinary undistributable reserve for delayed investments: related and resulting resolutions.
3. Determination of the number of the members of the Board of Directors, election of the Directors and of the Chairman to serve for the years 2013-2014-2015, pursuant to art. 21 of the Bylaws; determination of the remuneration to be paid to Directors.

With regard to item 1) on the agenda the shareholders resolved:

- to approve the Board of Directors' management report on operations and the financial statements for the year ended 31 December 2012, which report profit for the year of €644,586,871.00;
- to pay a final dividend of €344,147,830.00, after payment of the interim dividend of €300,439,041.00 paid in 2012;
- to establish the dividend payment date as 21 May 2013.

With regard to item 2) on the agenda the shareholders resolved:

- to postpone to a future Annual General Meeting the examination of the extraordinary undistributable reserve for delayed investments.

With regard to item 3) on the agenda the shareholders resolved:

- to confirm in 7 (seven) the number of the Board of Directors' members;
- to confirm for the financial years 2013-2014-2015, until the approval of the financial statements for the year 2015, the current Board of Directors: Valerio Bellamoli, Stefano Cao, Giovanni Castellucci, Fabio Cerchiai, Giuseppe Piaggio, Roberto Pistorelli and Antonino Turicchi;
- to appoint Fabio Cerchiai Chairman of the Board of Directors;
- to fix, pursuant to art. 2389, 1st paragraph of Italian Civil Code, the annual remuneration in €35,000.00 for each Director; an attendance fee of €250.00 is to be paid for attendance at the meetings.

## Legal information and contacts

### Registered office and operating headquarters

Via A. Bergamini, 50  
00159 Rome

Share capital €622,027,000 fully paid-in  
Tax code, VAT number and Rome Companies'  
Register no. 07516911000  
REA no. 1037417

Company subject to management and coordination by Atlantia SpA

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### Co-ordination

zero3zero9 (Milan)

### Design

19novanta communication partners (Rome)

### Pictures

Autostrade per l'Italia library/Donato Di Bello (Milan)

### Printing

Varigrafica Alto Lazio (Viterbo - Italy)

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