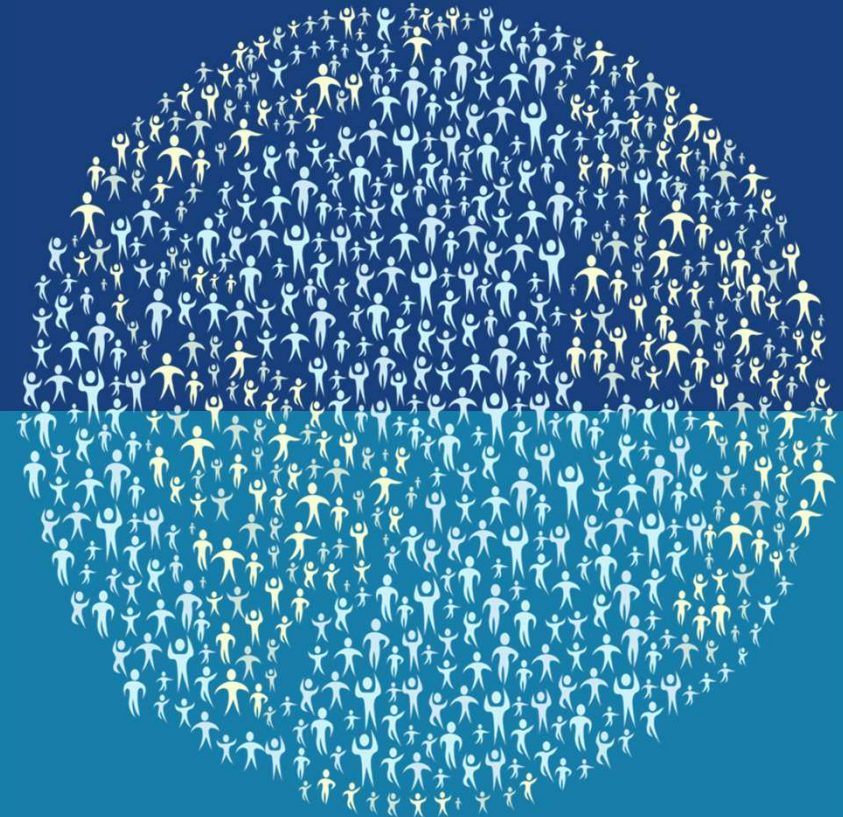




# ASTM GROUP

Infrastructure Day

Milan, 06 September 2018



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1. COMPANY PROFILE
2. FINANCIAL METRICS
3. PORTFOLIO REVIEW
4. STRATEGY

**1. COMPANY PROFILE**

- HISTORY**
- ASTM SNAPSHOT**
- PORTFOLIO**

1928

- Foundation of S.A. Autostrada Torino-Milano in order to build up Turin-Milan motorway

1932

- October 25th, 1932: inauguration of Turin-Milan motorway

1969

- Company listing at Italian Stock Exchange (firstly in Turin stock exchange and the year after in Milan stock exchange)

1977

- Gavio Group entered in the toll road sector, buying a minority stake in Turin-Piacenza motorway

1984

- Gavio Group bought the first stake in Turin-Milan motorway

2002

- Starting the Company re-organization: ASTM concessions spin-off (SALT) and listing of SIAS

2005

- Investment in Impregilo with a minority stake (10%) through IGLI and subscription of the capital increase to strengthen the company

2007

- Re-organization completed: concentration in SIAS Group of all toll road concessions whilst ASTM became a holding company

2011

- IGLI became the major shareholder of Impregilo (30%)

2013

- Exit from Impregilo (tendering the shares to Salini voluntary tender bid and €448m cashed in)

2015

- Acquisition of Ecorodovias joint control (through IGLI): €476m for the 41% read through

2016

- Acquisition of ITINERA control

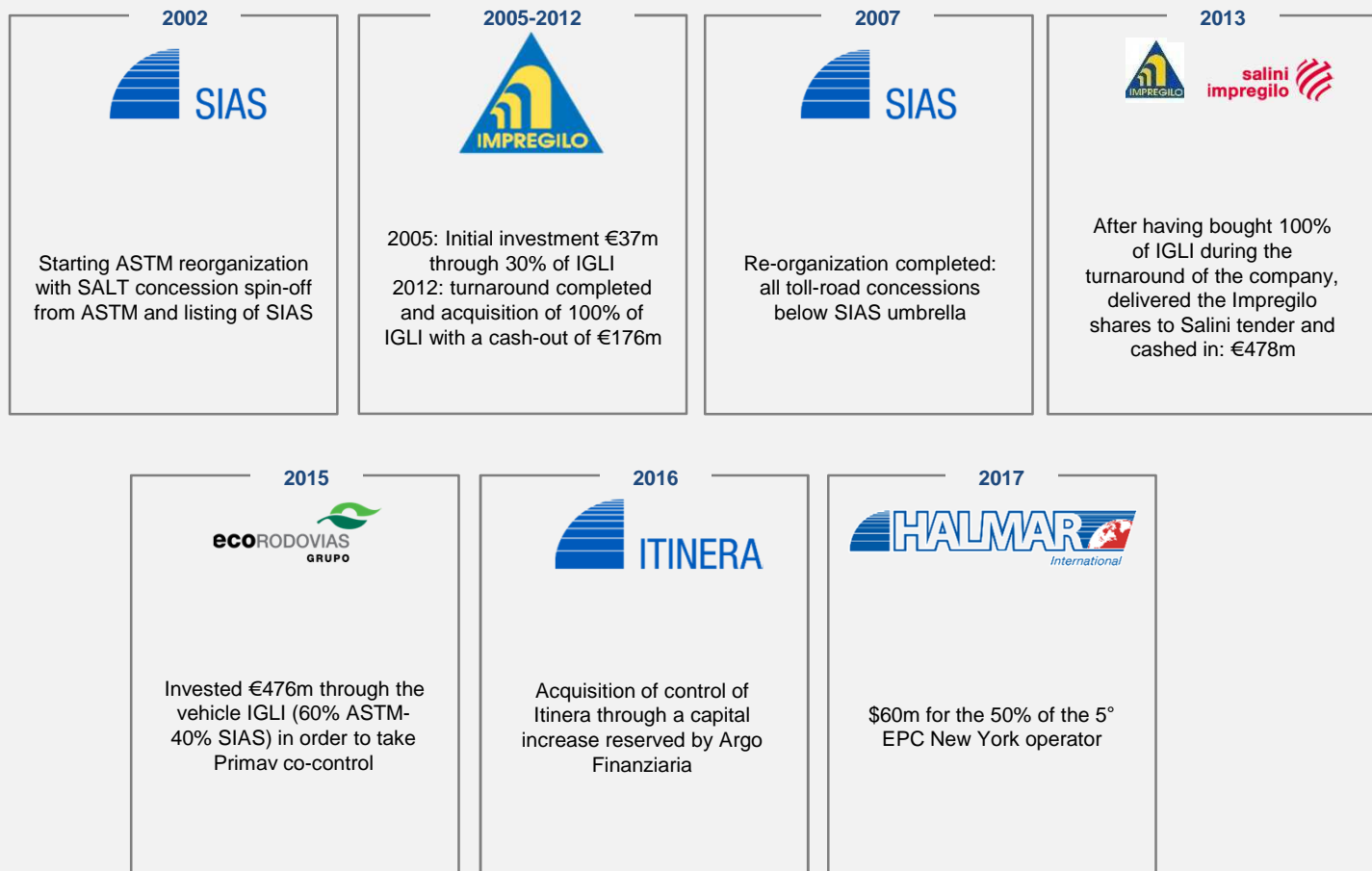
2017

- Majority share-holding acquisition in Halmar International LLC: \$60m for the 50% of the Company

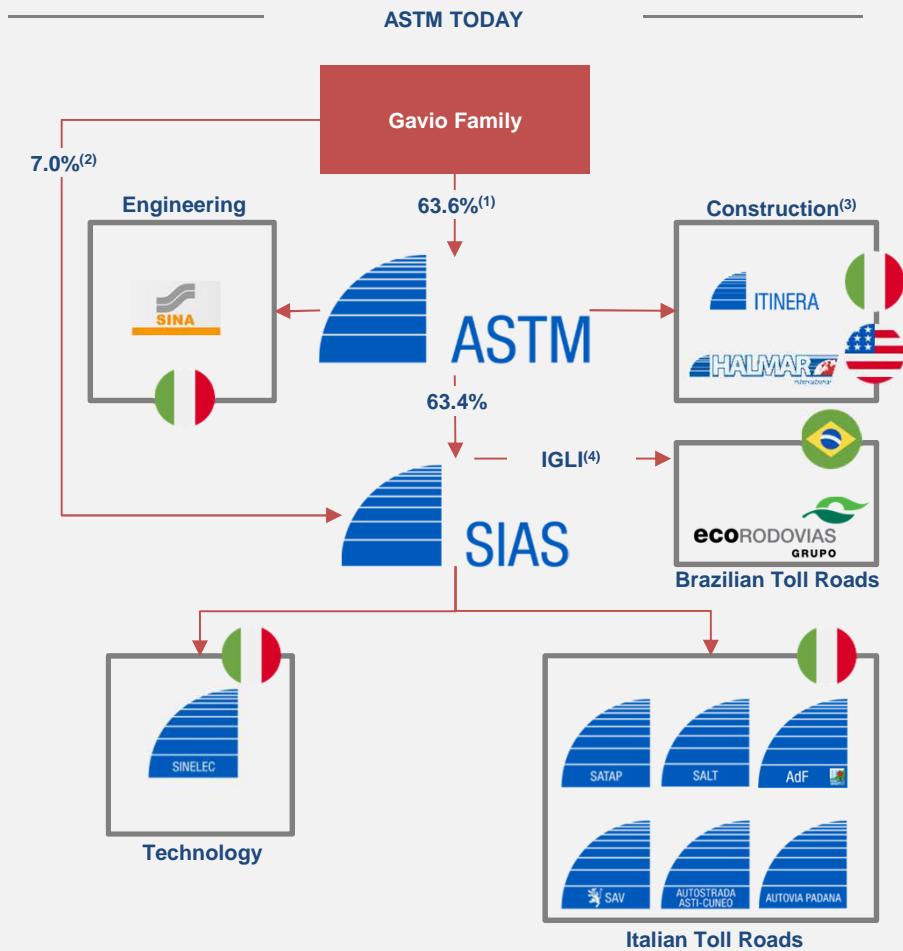
2018

- Ongoing transaction regarding the indirect entrance in the shareholding of ARDIAN France (minority shareholder)

## Main Transaction



## GROUP STRUCTURE



1) Including treasury shares (7.502% as of 31 Aug 18)

2) Aurelia: 6.844% + Argo Finanziaria: 0.155%

3) ITINERA owned by ASTM (66%) and SIAS (34%); Halmar controlled by ITINERA (50%)

4) Ecorodovias owned by ASTM and SIAS (49.21%) through IGLI (60% ASTM and 40% SIAS)



**ASTM SNAPSHOT**  
(2017 FIGURES)**2**Investments in listed assets  
(SIAS and Ecorodovias)**€1.7bn**Market Capitalization  
(August 31th 2018)**0.469€**

Dividend per Share (DPS)

**2.7%**Dividend Yield  
(August 31th 2018)**€1,436m**

Revenues

**€719m**

EBITDA

**€150m**Group  
Net Income**€533m**

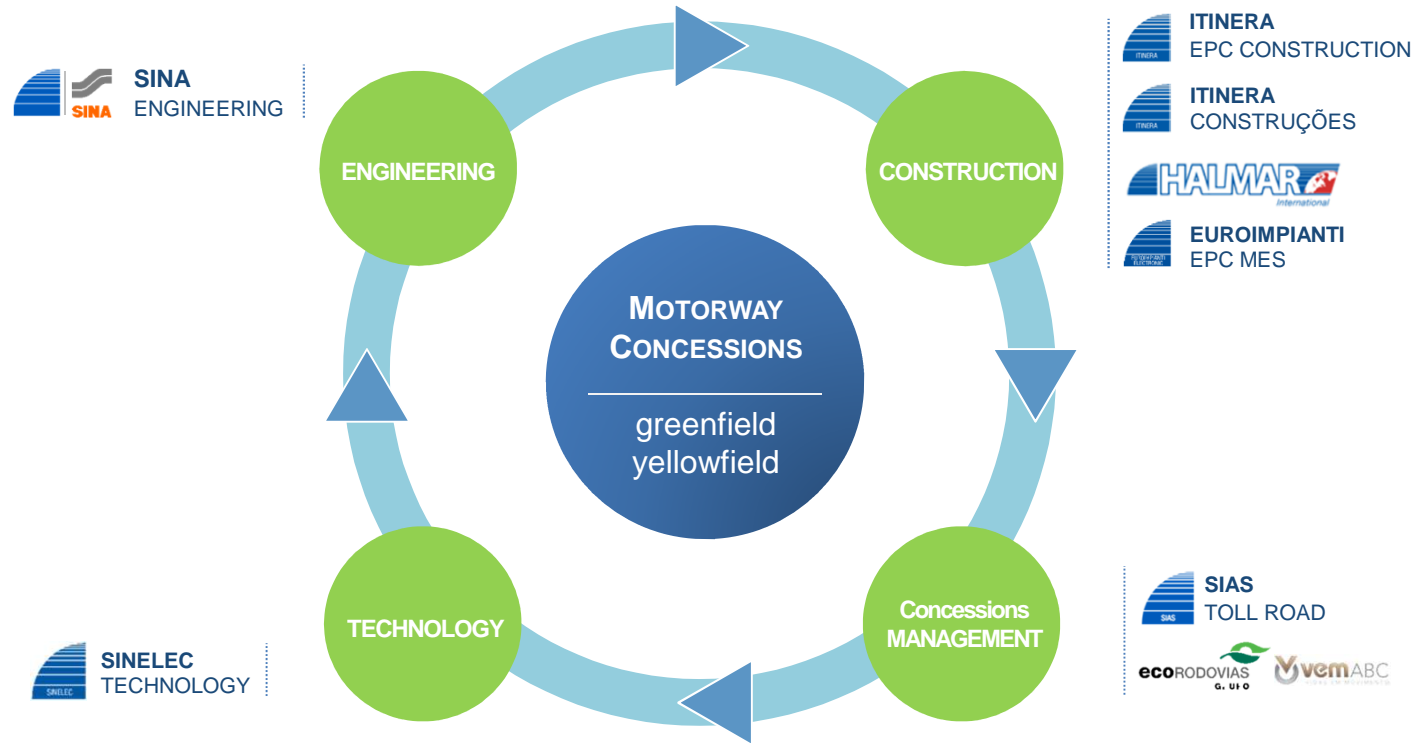
Funds From Operations (FFO)

**€4.3bn**

Capital Employed

**€1.3bn**Net Financial Position  
(1,85x EBITDA)**€3.0bn**

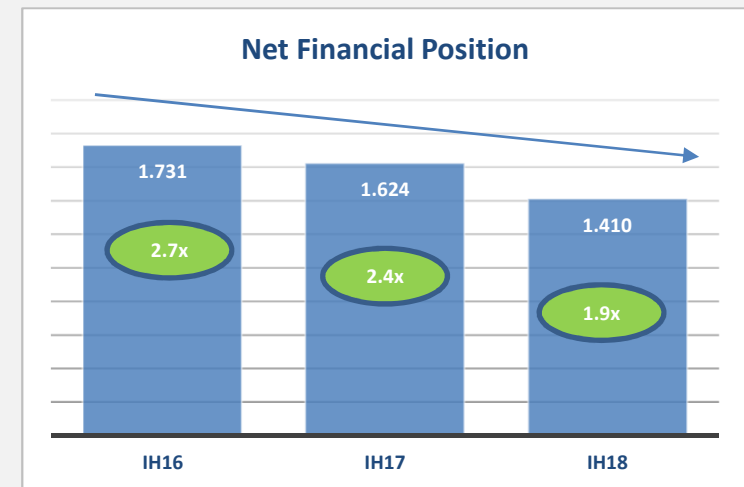
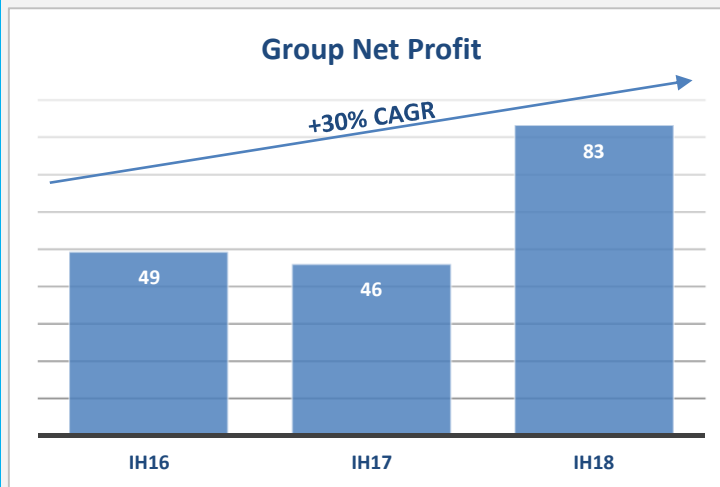
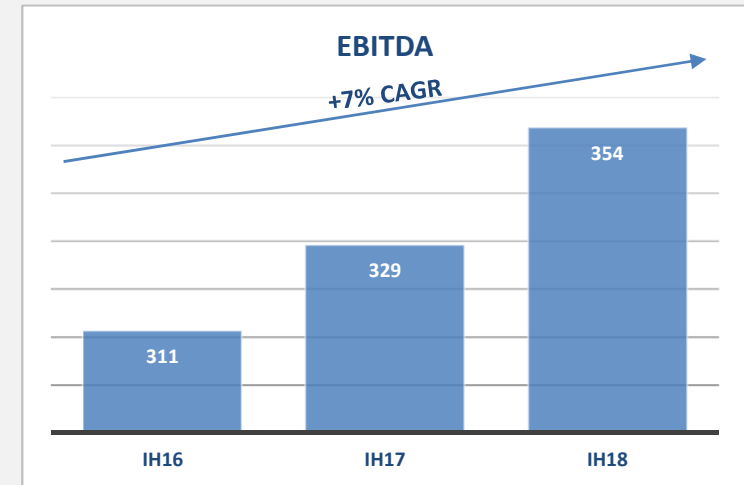
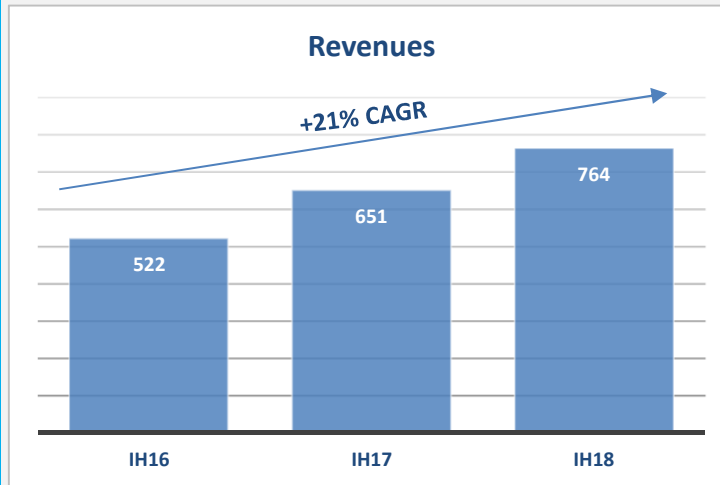
Equity



... covering the entire value chain:

ORIGINATION : FINANCING : DEVELOPMENT : OPERATIONS : DIVESTMENT

- HISTORICAL FINANCAL PERFORMANCE**
- MATURITY DEBT PROFILE AND LIQUIDITY**



## Motorway sector

- Italy:
  - ✓ EBITDA reached €349m (+8.5%)
  - ✓ Traffic increase: +7.03%<sup>(1)</sup> (light vehicles +5.07%, heavy vehicles +12.75%)
  - ✓ Increase of motorway network: +111.6 Km<sup>(2)</sup> related to Autovia Padana<sup>(3)</sup>
- Brazilian:
  - ✓ EBITDA increased by +4.3% (R\$891.4m)
  - ✓ Traffic increase: +2.4%<sup>(4)</sup>
  - ✓ Increase of motorway network: +849 Km related to MGO (437 Km), BR-135 - Montes Claros highway (364 Km) and Rodoanel Norte (48 Km)

## Construction

- Revenues reached €247m (+55.7%)
- Backlog achieved €4.0bn (of which 59% abroad)
- Net financial position: positive for €6.0m

(1) -0.31% on a like-for-like basis

(2) Of which 23 Km under construction

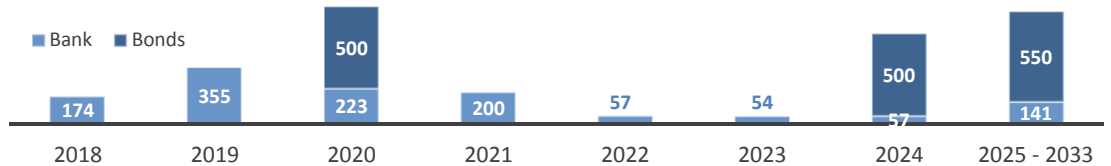
(3) Concession Autovia Padana (A21 Piacenza-Cremona-Brescia stretch) became effective on 1 March 2018

(4) -1.5% on a like-for-like basis, taking into account the effects of the tax on "suspended axles" and the truckers strikes who affected the period from 21 May to 03 June

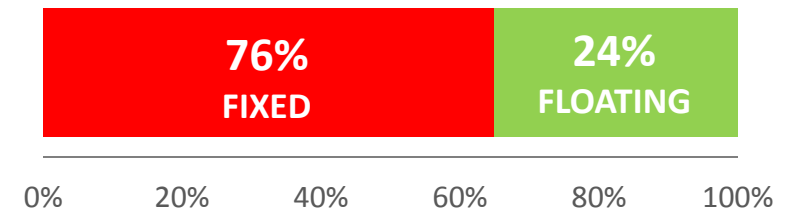
## FINANCIAL METRICS

**MATURITY DEBT  
PROFILE AND LIQUIDITY  
as of 30Jun18**
**GROUP DEBT: €2.9bn**

- Weighted average maturity: **c.7.0 years**
- Total committed ASTM Group financial debt (excl. SIAS Group): **€105mIn**
- **76%** of debt is at fixed rate

**ASTM Group – Long Term Debt Maturity**

**SOURCES OF FUNDING: €2.8bn**

€ in millions	30Jun 18
<b>Cash and Cash Equivalent</b>	<b>1,596</b>
<i>Committed undrawn capex facilities [at SIAS level]</i>	423
<i>Committed undrawn back up facilities [at SIAS level]</i>	80
<i>Committed undrawn capex facilities [at ASTM level]</i>	30
<i>Committed undrawn back up facilities [at ITINERA level]</i>	8
<b>Committed undrawn credit lines</b>	<b>541</b>
Uncommitted undrawn credit lines	658
<b>Total undrawn credit lines</b>	<b>1,199</b>
<b>TOTAL</b>	<b>2,795</b>

**Breakdown by interest rate**


### Signing 3 August 2018

- Aurelia S.r.l, the holding company of the Gavio family, and Mercure Holding, a vehicle owned by Ardian Infrastructure Fund, signed a framework agreement regarding to the acquisition of 40% Nuova Argo Finanziaria S.p.A., a new company that holds directly 58,56% of ASTM S.p.A. and indirectly 63,41% of Sias S.p.A.
- Cash considerations: €850.1m including earn-out
- Rationale of the deal: to reinforce the capital structure of the controlling shareholder of ASTM and SIAS, so to enable such companies and their subsidiaries to become stronger players and consolidators in the infrastructure, toll and non-toll motor-ways concessions and construction businesses

### Closing:

- As soon as all the conditions precedent will occur

### 3. PORTFOLIO REVIEW

- SIAS
- ECORODOVIAS
- ITINERA



## PORTFOLIO REVIEW

**SIAS**  
Industrial holding  
operating in toll  
motorways management,  
information technology  
applied to the transports  
and maintenance



## Motorways



## Technology



Telematic and ICT  
systems applied to  
transport and civil  
engineering  
infrastructures

## KEY HIGHLIGHTS

## Strong financial performance in IH18

- ✓ Revenues: €577.6m (+7.3%)
- ✓ EBITDA: €352.1m (+8.2%)
- ✓ Net profit: €127.8m (+62.2%)
- ✓ Operating cash flow: €268.7m (+9.8%)
- ✓ Adjusted net financial indebtedness: €1,394.6m which takes into account of the investment in the A21 PiacenzaBrescia for €233m

€ in millions	IH16	IH17	IH18	IH16-IH18 CAGR
Revenues	516	538	578	+6%
EBITDA	315	326	352	+6%
EBITDA %	61%	60%	61%	Stable
Net profit	76	79	128	+30%
NFP	1,660	1,568	1,395	(266)
NFP/EBITDA	2.5x	2.3x	1.9x	(0.6x)

## PORTFOLIO REVIEW

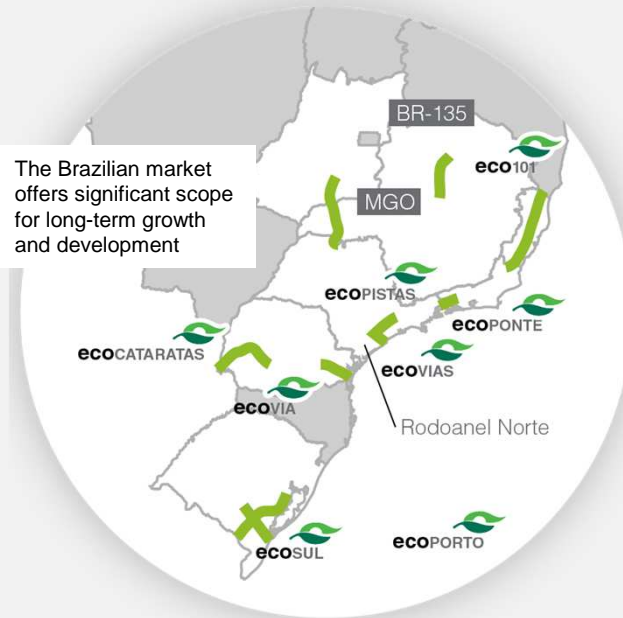
**ECORODOVIAS**

*One of Brazil's infrastructure groups. Its portfolio includes 10 highway concessions and one port asset*



## Motorways

The Brazilian market offers significant scope for long-term growth and development



## KEY HIGHLIGHTS

### Ecorodovias delivering sound growth and improving profitability

- ✓ Revenues: R\$1,245.6m (+2.1%)
- ✓ EBITDA: R\$891.4m (+4.3%)
- ✓ Net profit: R\$227.6m (+27.8%)
- ✓ Adjusted net financial indebtedness: R\$4,613.7m

R\$ in millions	IH16	IH17	IH18	IH16-IH18 CAGR
Revenues	1,168	1,220	1,246	+3%
EBITDA	754	855	891	+9%
EBITDA %	65%	70%	72%	+7ppt
Net profit	114	178	228	+41%
NFP	4,055	4,274	4,614	+559
NFP/EBITDA	2,7x	2,6x	2,6x	(0.1x)

PORTFOLIO REVIEW

**ITINERA**

*In the EPC Contractor sector the Group operates through Itinera, one of the leading Italian company in this business segment. Key player in the creation of large infrastructural works and civil and industrial buildings, as well as in the development of PPP concession projects*

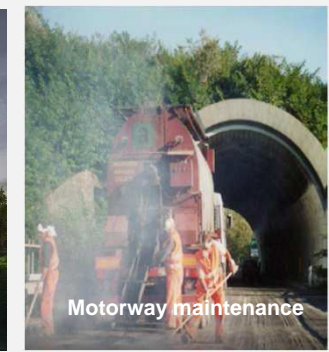


Worldwide presence directly or through its subsidiaries

- Europe
- South Africa
- Middle East
- Latin America
- United States



Business Segments





## THE INTERNATIONAL EXPANSION THROUGH THE PRESENCE IN 15 COUNTRIES

ABU DHABI

AUSTRIA

BOTSWANA

BRAZIL

DENMARK

DUBAI

ITALY

KENYA

NORWAY

OMAN

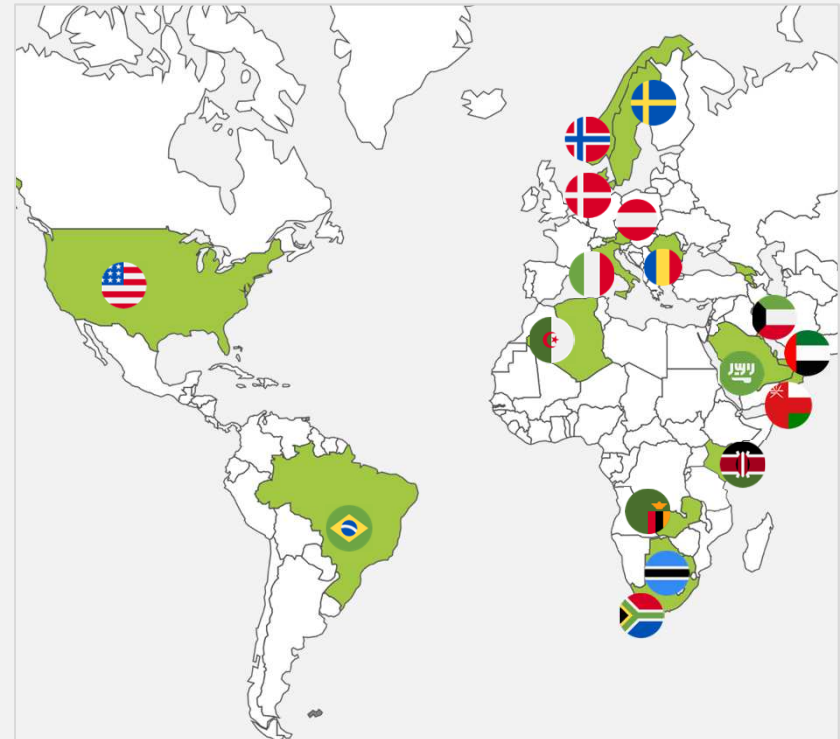
ROMANIA

SAUDI ARABIA

SWEDEN

SOUTH AFRICA

USA





## HALMAR INTERNATIONAL

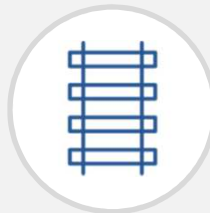
### ONE OF THE TOP 5 CONSTRUCTION COMPANIES IN THE NEW YORK CITY AREA



Airports



Subways



Railways



Motorways



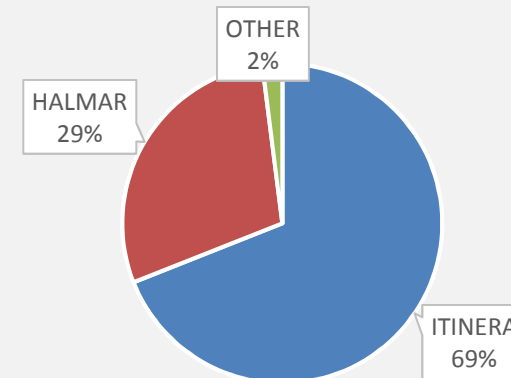
Bridges

- The **US market** offers considerable potential, represented by complex works with significant added value, where experience, skills and technological innovation are seen as key factors in success and competitiveness
- In July 2017, Itinera acquired 50% of **Halmar International** for \$60m and the control through the governance agreements signed by the shareholders
- The deal is the **starting point for USA market** development both for the **EPC** and **Concession Business Unit**





€ in millions	IH17	IH18	Chg. %
Revenues	158.6	247.0	+56%
EBITDA	4.6	5.2	+11%
Net profit	0.8	2.4	+>100%
NFP <sup>(*)</sup>	(14.5)	12.6	+27.1



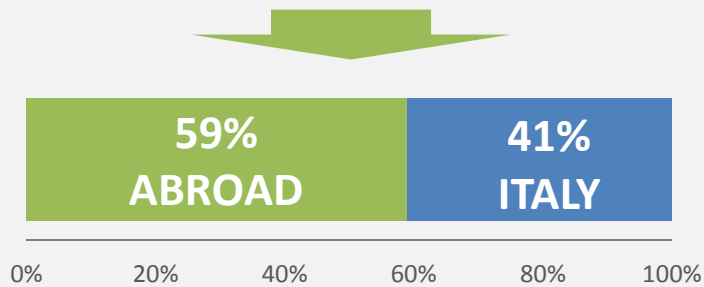
### IH18 Highlights

- Revenues reached €247m (+56% vs. IH17), mainly driven by Halmar Group contribution (€72m), of which control was acquired in July 2017
- Net financial position at 30Jun18 was positive for €6m
- 30Jun18 backlog achieved €4.0bn, of which 59% abroad
- Contracts awarded after 30Jun18: c.€0.5bn
- Overall pipeline (including pre-qualifications and outstanding bids)<sup>(\*)</sup> amounted to c.€4.0bn, of which c.41% in US and North Europe, 27% in Italy, 10% in East Europe, 18% in Middle East and Africa and 4% in West Europe

(\*) Pipeline updated with new contracts awarded after 30Jun18



Backlog as of 30Jun18: €4.0m



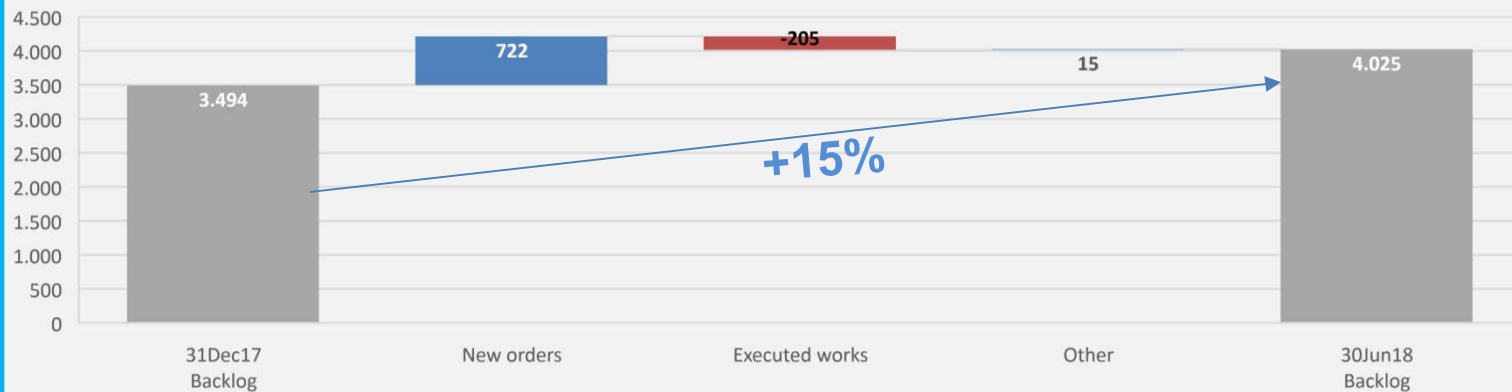
• 30Jun18 backlog amounted to €4.0bn (+€0.5bn vs. 31Dec17), driven by new orders for €0.7bn:

- ❑ Odense Hospital (Denmark): €187m
- ❑ Koge Hospital (Denmark): €150m
- ❑ Halmar (US Market): €358m

• Backlog by sector resulted composed as follows:

- ❑ Infrastructure: 62%
- ❑ Civils and industrial building: 16%
- ❑ Maintenance: 13%
- ❑ Maritime works: 10%

31Dec17 to 30Jun18 backlog evolution





### Halmar International has been declared preferred bidder for the KEW GARDEN road in New York

- Project worth \$370m
- Share awarded: 100%
- Asset: Key Garden road junction is a strategic hub for New York City, linking JFK International Airport and La Guardia Airport and being located between an important residential area (Kew Garden Hills) and a very busy commercial district (Queens Boulevard)
- Project: renewal of the road junction (built in 1930 and renewed in 1960), through the modernization of the access ramps

### Halmar International has been awarded the contract for the design and construction of the NEW METRO RAIL in Alexandria (Virginia)

- Project worth \$215m
- Share awarded: 60%
- Project: construction of the Potomac Yard Metrorail station, near the yellow and blue metropolitan railway lines, in a very commercial and residential area of Alexandria. The new station will have an effective area of about 9,000 square metres

**Continuous development in the US market, in according to the strategic lines of Itinera Group**

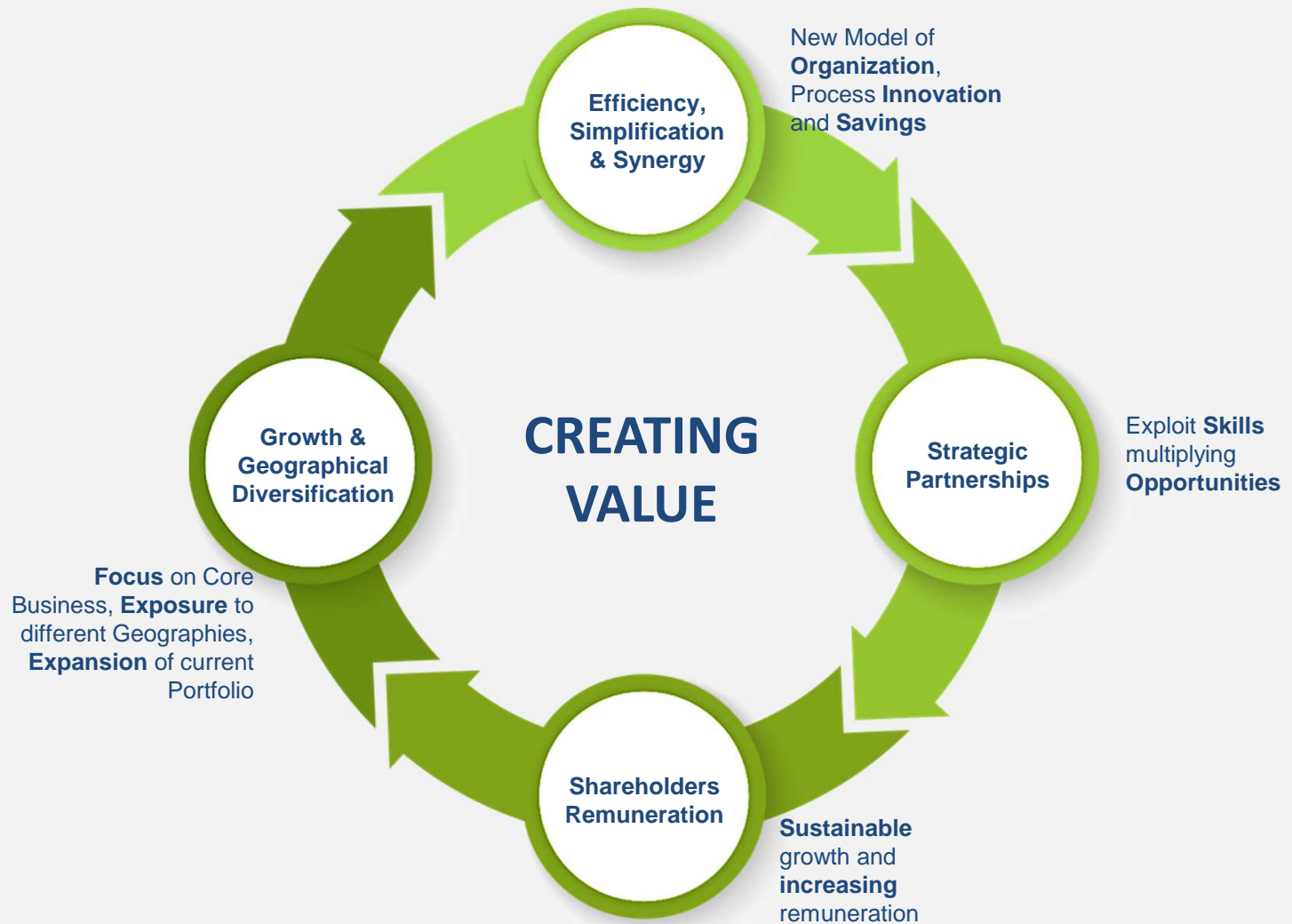
### Itinera has been awarded the contract for the upgrading and expansion of MARCO POLO AIRPORT in Venice

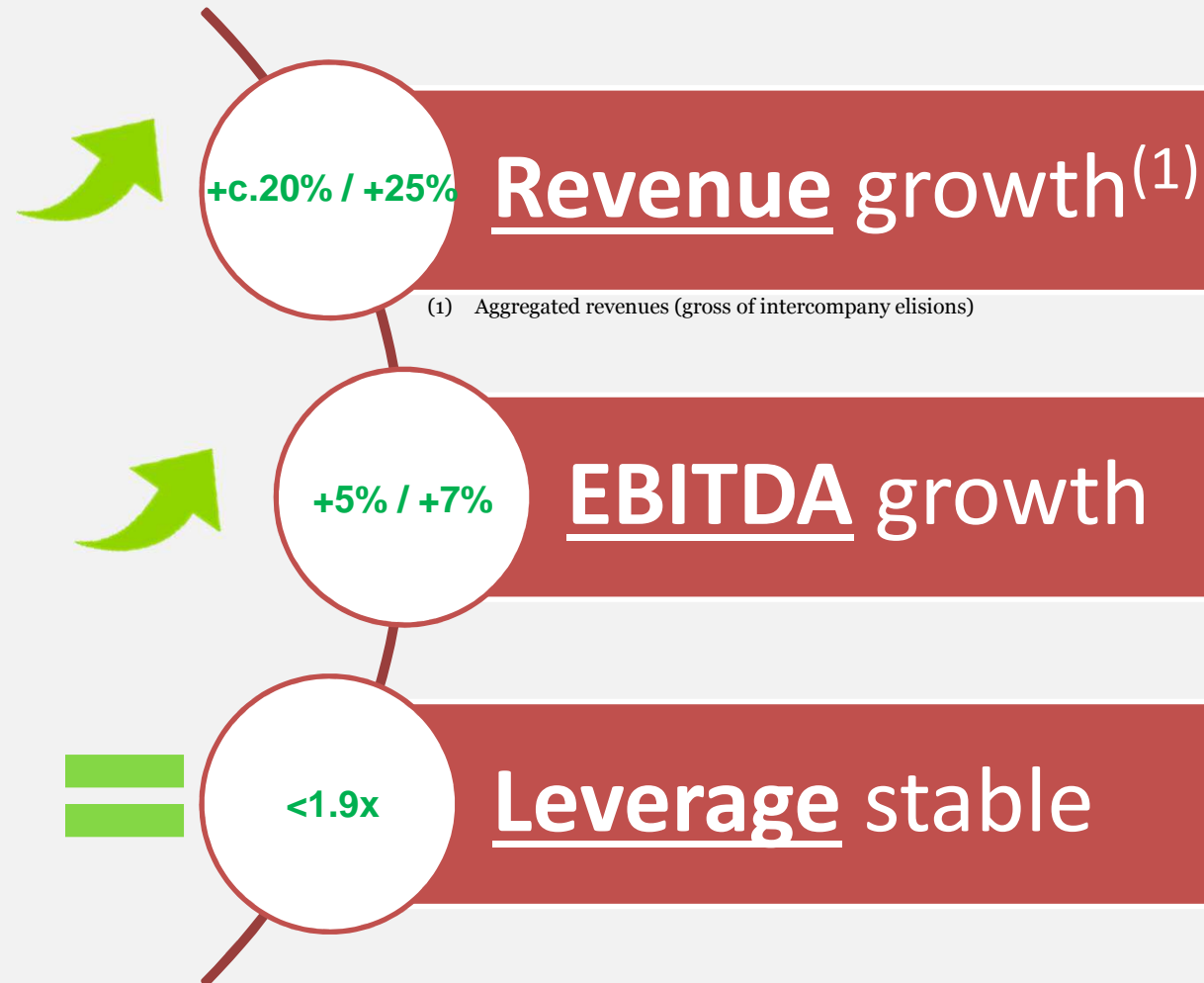
- Project worth €135m
- Share awarded: 39%
- Project: new pavement of runway, including the lengthening of the secondary runway and extraordinary maintenance works



- ❑ KEY STRATEGIC DRIVERS

- ❑ 2018 OUTLOOK







ASTM

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