



SPAFID CONNECT

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Oggetto : The Board of Directors of ASTM approves
the Interim Financial Report as at 30 June
2019

Testo del comunicato

The Board of Directors of ASTM approves the Interim Financial Report as
at 30 June 2019

PRESS RELEASE

The Board of Directors of ASTM approves the Interim Financial Report as at 30 June 2019

- Total revenue growth: +30%
- EBITDA growth: +3.1%
- Increase in motorway traffic in Italy and Brazil
- Strong growth in construction sector revenue
- CIPE gives the green light to the financing scheme for the completion of Asti-Cuneo motorway

Key highlights of consolidated economic and financial results:

• Turnover:	€ 986.5 million (€ 764.2 million in the first half 2018)
• EBITDA:	€ 362.2 million (€ 351.2 million in the first half of 2018)
• “Normalised” EBITDA ¹ :	€ 369.6 million
• Net profit:	€ 75.4 million (€ 83.3 million in the first half of 2018)
• Operating cash flow:	€ 288.3 million (€ 271.6 million in the first half of 2018)
• Net financial indebtedness:	€ 1,269.6 million (€ 1,268.8 as at 31 December 2018)

Key highlights - motorway concessions sector:

- SIAS (Italy)
 - Motorway sector revenues: € 556 million
 - Motorway sector EBITDA: € 342 million
 - Traffic performance: +3.74%² (“light vehicles” +2.98%, “heavy vehicles” +5.78%)
- Ecorodovias (Brazil)³
 - Motorway sector revenues: 1,392 million reais
 - Proforma EBITDA: 923 million reais (+2.6%)
 - Traffic performance: +8.9%⁴ (“light vehicles” +7.4%, “heavy vehicles” +10.6%)

Key highlights - construction sector:

- Itinera
 - Growth in value of production: € 464⁵ million (+88%)
 - Backlog: €4.6 billion - of which 65% abroad
 - Net financial indebtedness: (€ 78 million)
 - The overall pipeline, including tenders under preparation or awaiting completion, totals approximately € 3.2 billion

Tortona, 2 August 2019. The Board of Directors of ASTM, in today's meeting chaired by Gian Maria Gros-Pietro, examined and approved the “Interim Financial Report as at 30 June 2019”.

¹ “Normalised” EBITDA - amounting to EUR 7.4 million - takes into account the effects of the advancement to the first half the programme of maintenance work planned for the full year of 2019.
² +0.68% on a like-for-like basis (+1.57% heavy vehicles, +0,37% light vehicles), net of traffic for the period from March to June 2018 related to the Piacenza-Cremona-Brescia stretch, of which the concession managed by the subsidiary Autovia Padana became effective on 1 March 2018.
³ The group operates on the Brazilian market through its jointly-held subsidiary Ecorodovias Infraestrutura e Logistica S.A..
⁴ -0.2% on a like-for-like basis - with the exception of (i) the traffic of the licensees Eco135 and Eco050 (MGO), subject to tolls since 1 April and 1 June 2019 respectively, and (ii) the effects of “suspended axes”, including - for the first half of 2018 - the effects of the truck drivers’ strikes that affected the period between 21 May and 3 June 2018.
⁵ Amount including intergroup eliminations.

ANALYSIS OF ECONOMIC AND FINANCIAL HIGHLIGHTS

CONSOLIDATED GROUP ECONOMIC DATA

The overall **“turnover”** was equal to EUR **986.5** million (EUR 764.2 million in the first half of 2018), with an overall growth of 29.1% compared to the same period in the previous year.

The item **“motorway sector revenue”** totalled EUR 556.1 million (EUR 539.2 million in the first half of 2018) and breaks down as follows:

- **“Net toll revenue”**, equal to EUR 540.5 million, an increase of EUR 17 million (+3.2%) due to higher revenues from the licensee Autovia Padana¹ (EUR +9.6 million), the growth in traffic volumes (EUR +5 million) and the recognition as at 1 January 2019 of toll adjustments (EUR +2.2 million);
- **“rental income and other accessory revenues”** equal to EUR 15.6 million.

“Construction sector revenue” amounts to EUR 376.8 million, recording a positive change of EUR 194.7 million due mainly to a considerable growth in business volumes and the consolidation of SEA Segnaletica Stradale S.p.A, control of which was acquired in the second half of 2018.

“Engineering sector revenue” totalled EUR 3.6 million (EUR 3.1 million in the first half of 2018).

“Technology sector revenue” totalled EUR 23.4 million (EUR 17.3 million in the first half of 2018).

“Operating costs”, totalling EUR **624.3** million, increased by EUR 211.2 million, mainly due to higher production achieved by companies operating in the construction, engineering and technology sectors, and to higher costs of both Autovia Padana S.p.A.¹ and the other companies operating in the motorway sector.

With regard to the above, the **“Gross operating margin (EBITDA)”** amounted to EUR **362.2** million, showing an **increase of EUR 11 million**, reflecting the growth of the “Construction sector” (EUR +9.1 million), the “Engineering sector” (EUR +5.4 million), the “Technology sector” (EUR 2.3 million) and the “Services sector” (EUR 0.8 million), which is offset by the decrease in the gross operating margin of the “Motorway sector” (approximately EUR 6.6 million) due – for EUR 7.4 million – to the advancement, to the first half, of the maintenance work programme planned for the entire year under way. The **“Normalised EBITDA”** resulting from this advancement has therefore **grown by EUR 18.4 million**, settling at an amount equal to **EUR 369.6 million**.

“Net amortisation/depreciation and provisions” is equal to EUR 151.4 million (EUR 146.3 million in the first half of FY 2018); the change is due to: (i) higher amortisation and depreciation for EUR 20.3 million², (ii) lower net provisions in the “provision for restoration and replacement” of non-compensated revertible assets for EUR 14.9 million and (iii) lower provisions for risks and charges for EUR 0.3 million.

“Financial income” amounted to EUR 10.4 million, with a decrease of EUR 1.2 million as a result of lower dividends distributed by investee companies and higher income resulting from cash investments.

The item **“financial expenses”** – including the expenses for Interest Rate Swap contracts – decreased by EUR 3.3 million due to the process to streamline financial resources and funding sources. The change in “capitalised financial expenses” is mainly related to the performance of the investments made.

The item **“profit (loss) of companies accounted for by the equity method”** included the share of results from jointly controlled entities and associated companies. The change in the half, compared to the same period the previous year, is mainly attributable to the lower contribution of certain investee companies operating in the motorway sector (ATIVA S.p.A., SITAF S.p.A., both Brazilian licensees) and to losses incurred in certain construction sector projects.

The amount of **“income taxes”** of the first half of FY 2019 benefited - for an amount equal to EUR 13.6 million - from the positive outcome of an “ACE” tax clearance application in the FYs 2013-2018.

The **share attributable to Parent Company’s Shareholders of profit for the period** was equal to EUR **75.4** million (EUR 83.3 million in the first half of 2018).

¹ The concession to Autovia Padana became effective as from 1 March 2018. Consequently, the revenues and costs related to the management of the A21 Piacenza-Cremona-Brescia motorway stretch related only to four months (March to June).

² In determining the amortisation and depreciation of non-compensated revertible assets, the “takeover values” in the PEFs approved by the Granting Body in September 2017 and the agreements signed with the body with reference to the A21 stretch, were also considered.

Summary table of consolidated earnings data

<i>(amounts in thousands of EUR)</i>	1HY 2019	1H 2018⁽⁴⁾	Changes
Motorway sector revenue – operating activities ⁽¹⁾	556,095	539,236	16,859
Construction sector revenues	376,783	182,076	194,707
Engineering sector revenues ⁽²⁾	3,561	3,096	465
Technology sector revenue	23,417	17,331	6,086
Other revenues ⁽³⁾	26,622	22,503	4,119
Total turnover	986,478	764,242	222,236
Operating costs ⁽¹⁾⁽²⁾⁽³⁾	(624,285)	(413,082)	(211,203)
Gross operating margin (EBITDA)	362,193	351,160	11,033
Net amortisation/depreciation and provisions	(151,410)	(146,280)	(5,130)
Operating income	210,783	204,880	5,903
Financial income	10,375	11,537	(1,162)
Financial expenses	(46,295)	(49,556)	3,261
Capitalised financial expenses	7,782	6,385	1,397
Profit (loss) of companies accounted for by the equity method	(5,494)	21,440	(26,934)
Net financial income (expense)	(33,632)	(10,194)	(23,438)
Profit before tax	177,151	194,686	(17,535)
Income taxes (current and deferred)	(43,413)	(52,651)	9,238
Profit for the period	133,738	142,035	(8,297)
• Profit assigned to Non-Controlling Interests	58,368	58,700	(332)
• Profit assigned to the owners of the parent company	75,370	83,335	(7,965)

⁽¹⁾ Amounts net of the fee/additional fee payable to ANAS (EUR 41.5 million in the first half of 2019 and EUR 39.7 million in the first half of 2018).

⁽²⁾ With regard to licensee companies, IFRIC 12 gives full recognition, in the income statement, to costs and revenues for "construction activity" concerning non-compensated reversible assets. In order to provide a clearer representation in the table above, these components – amounting to EUR 126.1 million in the first half of 2018 and EUR 98.8 million in the first half of 2018 – of which EUR 115.7 million relating to the motorway sector and EUR 10.4 million relating to the construction sector (EUR 68 million referred to the motorway sector and EUR 30.8 million referred to the construction sector, in the half of 2018) – were reversed for the same amount from the corresponding revenue/cost items.

⁽³⁾ Amounts net of cost /revenues reversals were equal to EUR 2.8 million in 2018 (EUR 3.3 million in the first half of 2018).

⁽⁴⁾ With reference to the data relating to the first half of 2018, note that the concession granted to the subsidiary Autovia Padana took effect as of 1 March 2018; consequently, its management of the A21 Piacenza-Cremona-Brescia stretch contributed to the profit/(loss) of the first half of 2018 for four months only.

GROUP CONSOLIDATED FINANCIAL DATA

“Adjusted net financial indebtedness” at 30 June 2019 showed a balance equal to EUR **1,269.6** million, which is substantially in line with the figure at 31 December 2018, despite the significant investment programme carried out in the period, the payment of the final of dividends relating to the year 2018 and the effects related to the accounting of lease contracts pursuant to IFRS 16¹.

The change in the half year to “net financial indebtedness” (equal to EUR 1.2 million) was due to: (i) the payment of dividends by ASTM S.p.A. (EUR 27.6 million), (ii) the payment of dividends by subsidiaries to minority shareholders (EUR 68.4 million), (iii) the execution of enhancement works on the Group’s motorway infrastructure (EUR 115.7 million), (iv) the payment of advances with reference to revertible assets and investments in other works net of contributions received (EUR 45.5 million), (v) the acquisition of treasury shares (EUR 0.7 million), (vi) the acquisition of equity investments, the purchase of minorities and loans (EUR 47.1 million), (vii) the above-mentioned effect relating to the accounting of the lease contracts pursuant to IFRS 16 (EUR 22.8 million) and as the related increases for the period (EUR 14.4 million). These outflows were offset by: (i) “operating cash flow” (EUR 288.3 million), (ii) the sale of equity investments and related loans (EUR 20.6 million) and (iii) the change in net working capital (EUR 20.6 million) and (iii) other minor changes (EUR 25.8 million).

“Net financial indebtedness” as at 30 June 2019 also includes the positive difference accrued during the half year (EUR 6.3 million) for the fair value of IRS agreements (no cash item).

The item “non-current financial receivables” includes (i) receivables of EUR 120.7 million at the so-called “takeover value” for the A21 Torino-Piacenza stretch, the concession for which expired on 30 June 2017, (ii) EUR 18.5 million relative to “investment funds” subscribed as an investment of liquidity in previous financial years and (iii) EUR 2.3 million that represent – as provided for in IFRIC 12 – the discounted value of the medium/long term portion of cash flows related to the so-called “minimum amount guaranteed by the Granting Body”.

The change in the “discounted value of the payable due to ANAS - FCG” is due to the charges for discounting the payable itself.

Financial resources available as at 30 June 2019 totalled EUR 3,009 million.

Summary table of consolidated financial data

<i>(amounts in thousands of EUR)</i>	30/06/2019	31/12/2018	Changes
A) Cash and cash equivalents	1,029,703	1,087,633	(57,930)
B) Securities held for trading	-	-	-
C) Liquidity (A) + (B)	1,029,703	1,087,633	(57,930)
D) Financial receivables	553,249	510,362	42,887
E) Bank short-term borrowings	(140,071)	(100,191)	(39,880)
F) Current portion of medium/long-term borrowings	(324,537)	(338,735)	14,198
G) Other current financial liabilities	(77,337)	(62,761)	(14,576)
H) Short-term borrowings (E) + (F) + (G)	(541,945)	(501,687)	(40,258)
I) Current net cash (C) + (D) + (H)	1,041,007	1,096,308	(55,301)
J) Bank long-term borrowings	(718,353)	(793,691)	75,338
K) Hedging derivatives	(29,475)	(35,730)	6,255
L) Bonds issued	(1,538,306)	(1,537,183)	(1,123)
M) Other long-term payables	(29,004)	(2,607)	(26,397)
N) Long-term borrowings (J) + (K) + (L) + (M)	(2,315,138)	(2,369,211)	54,073
O) Net financial indebtedness^(*) (I) + (N)	(1,274,131)	(1,272,903)	(1,228)
P) Non-current financial receivables	141,470	136,952	4,518
Q) Discounted value of the payable due to ANAS – FCG	(136,951)	(132,830)	(4,121)
R) “Adjusted” net financial indebtedness (O) + (P) + (Q)	(1,269,612)	(1,268,781)	(831)

() Pursuant to ESMA Recommendation*

¹ From 1 January 2019, the “IFRS 16 - Leases” international accounting standard has applied; the standard establishes a single model for the recognition and measurement of lease contracts for the lessee, which calls for the leased asset, including operating assets, to be recognised as an asset but with a balancing entry under financial payables. When transitioning to the new standard, the Group choose to apply the “simplified retrospective method”, recognising in shareholders equity the cumulative effect of applying the standard as at 1 January 2019 and, therefore, not amending the comparative data relating to the previous period. The application of this standard resulted in the recognition in Adjusted net financial indebtedness as at 1 January 2019 (under “Other current financial liabilities” and “Other long-term payables”) of financial debt increased by around EUR 22.8 million.

MOTORWAY CONCESSIONS SECTOR

Motorway traffic performance – Italy

As regards performance in the motorway concessions sector, the overall traffic performance in the first half of 2019 is reported, compared to the same period in 2018, reflecting a growth of **3.74%** (+0.68% on a like-for-like basis) – with reference to both the “heavy vehicles” category (**+5.78%**) and “light vehicles” category (**+2.98%**).

The traffic figures from the first half of 2019 benefited from the calculation for the entire half year of the traffic data relating to the licensee Autovia Padana, whose concession took effect as of 1 March 2018. The comparison on a like-for-like basis (excluding the data relating to Autovia Padana) nevertheless shows a growth in traffic equal to approximately 0.68% (+1.57% of “heavy vehicles” and +0.37% of “light vehicles”).

Regulatory framework – Italy

With Resolution 16/2019 of 18 February 2019, the **Transport Regulatory Authority** (hereinafter also referred to as the Authority or ART) had decided to initiate the consultation procedure intended to define the toll rate system, based on the price-cap method, with determination of the productivity indicator “X” every five years.

Upon conclusion of the preliminary investigation, on 19 June 2019 ART adopted specific resolutions for each licensee with the PEF being updated; as regards the Group, the specific resolutions related to the subsidiaries SATAP S.p.A. (Stretch A4), Asti-Cuneo S.p.A., SALT p.A. (Stretch A15 and Stretch A12), Autostrada dei Fiori S.p.A. (Stretch A10 and Stretch A6) and SAV S.p.A., in addition to the associated company SITAF S.p.A. in terms of the A32 motorway only (as the Fréjus T4 tunnel is regulated by a specific intergovernmental convention between Italy and France).

Reference to the content of the specific resolutions shows that the new toll rate system, as from 1 January 2020, requires the distinction of the toll rate in two main components (i) the management fee and (ii) the construction fee.

The resolutions in question also define a safeguard mechanism designed to ensure that the licensees recover the capital costs related to investments already made or yet to be made, in accordance with the level of profitability resulting from the application of the rate system previously in force.

In turn, the licensee companies of the Group filed an appeal through said ART resolution no. 16/2019. In addition, the Companies subject to the Resolutions of 19 June 2019 are assessing their contents in order to file an opposition, where applicable, in the relevant forums, including through these measures.

In this context, it is noted, however, that the validity of the amendments proposed by ART is subject to their recognition in specific additional acts to be signed jointly by the licensee and by the granting body, the MIT, and submitted for approval according to the administrative procedure in force, which requires - among other things - their registration by the Court of Auditors.

Additionally, it is noted that as of 1 January 2019, the licensees of the Group were authorised to apply the requested increases in tolls, broken down as follows:

- +1.86% SALT p.A. – Stretch A15
- +0.71% Autostrada dei Fiori S.p.A. – Stretch A10
- +2.22% Autostrada dei Fiori S.p.A. – Stretch A6
- +0.10% Autovia Padana

A33 Asti-Cuneo: CIPE gives the green light to the financing scheme for the completion of the motorway

On August 1st, the Italian Interministerial Committee for Economic Planning (CIPE, Comitato Interministeriale per la Programmazione Economica) approved a new financing scheme regulation the completion of the Asti – Cuneo motorway. According to said financing scheme, the investments already made and the additional investments required to complete the motorway shall be charged to SATAP A4 Torino-Milano. In exchange for said charges, SATAP A4 shall be awarded with a terminal value upon the expiry of its concession on 31st December 2026, likewise the company Asti-Cuneo upon expiry of its concession in 2031.

The Group has worked together with all the institutional stakeholders to achieve a common goal that will now allow the start of works on a project of great strategic importance for Piedmont and for the entire area of North-west Italy.

Ecorodovias

With reference to Ecorodovias, one of the main operators of Brazilian motorways of which the group has jointly-held control and which is listed on the Novo Mercado Bovespa ("Ecorodovias"), the Company posted the following in the **first half of FY 2019**:

- **traffic volume growth** of 8.9%¹;
- 6.9% **growth in revenues** from **motorway management** totalling 1,392 million Reais (EUR 319.9 million²);
- a pro-forma **EBITDA** equal to **922.6** million Reais (EUR 212 million²), **up by 2.6%**;
- a **net profit equal** to **142.7** million Reais (EUR 32.8 million²).

Note that (i) on 1 April 2019 the licensee "Eco135" officially opened all six toll stations and (ii) on 30 May 2019 the transfer of the "Eco 050 (MGO)" concession to the Ecorodovias Group was completed.

CONSTRUCTION SECTOR

Itinera Group

The Itinera Group, through which the ASTM Group operates in the construction industry, is a world player in the construction of major infrastructure works and civil and industrial construction projects. The Group's main operating areas, besides Italy, cover central and northern Europe (Denmark, Sweden, Romania and Austria), the US, Brazil, Gulf nations (UAE, Kuwait and Oman), and Southern Africa (Kenya and Botswana).

Highlights of the first half of 2019 include:

- strong growth in the **value of production**, which amounts to about EUR **464**³ million (EUR 247 million in the first half of 2018). The change compared to the first half of 2018 was mainly due to a general **growth in business volumes** of the main works in progress, with particular reference to the jobs carried out in the US market, Brazilian and Middle Eastern;
- the **backlog** amounted to approximately EUR **4.6**⁴ billion, of which about **65%** referred to overseas projects;
- as at 30 June 2019, the "**net financial indebtedness**" totalled EUR **78** million (EUR 1.4 million as at 31 December 2018). The change - mainly due to resources absorbed by operating activity and investment activity - reflects, among other things, the effects of the initial adoption of IFRS 16 which provides for the recognition of a financial liability for a leased asset, including operating assets, to be recognised as an asset, for a total amount of about EUR 13 million;
- the company's overall pipeline of activities, covering pre-qualifications carried out and tenders under preparation or awaiting completion, totals approximately EUR **3.2** billion, of which about 23% in the United States, 24% in Eastern Europe, 30% in Italy and 23% in the Middle East and Africa.

¹ -0.2% on a like-for-like basis - with the exception of (i) the traffic of the licensees Eco135 and Eco050 (MGO), subject to tolls since 1 April and 1 June 2019 respectively, and (ii) the effects of "suspended axes", including - for the first half of 2018 - the effects of the truck drivers' strikes that affected the period between 21 May and 3 June 2018.

² Based on the Euro/Reais exchange rate of 4.3511 as at 28 June 2019.

³ Amount including intergroup eliminations.

⁴ Data resulting from the conversion exchange rates as at 28 June 2019 for contracts in currencies other than the euro.

BUSINESS OUTLOOK

As previously reported, on 13 June 2019 the Board of Directors of ASTM S.p.A. and the Board of Directors of SIAS S.p.A. convened their respective Shareholders' Meetings for 16 October of this year to deliberate on the merger by incorporation of SIAS S.p.A. into ASTM S.p.A., which in the absence of events beyond the control of the Companies, should be completed by the end of 2019.

This operation, in addition to streamlining the corporate structure and further strengthening the industrial and financial synergies, will establish a Group characterised as one company capable of expressing specific knowledge of the sectors of motorway concessions, construction, engineering and technological innovation.

With reference to the evolving management of its activities, the ASTM Group, in line with its identified strategic objectives, intends to continue to strengthen its leadership in the area of motorway concessions both in the domestic market – where it seeks to become a benchmark in terms of management expertise – and in international markets, particularly in Brazil, where it shall participate in significant envisaged tenders, through its jointly held subsidiary Ecorodovias. It is also aiming at the USA and North America, areas where the group is tracking the development of important concessions in green field projects.

As regards the other sectors of activity, the group intends to continue its path of growth and development in the EPC sector, expanding its backlog in Italy and especially abroad, while also maintaining balance in its financial structure. The group shall also target the technology sector, where it is pursuing its own market diversification goals, and the US market. Development of innovative projects ("Smart road") and new technologies (Artificial intelligence and Edge Computing) continues apace.

As regards the management of its own infrastructures, the Group intends to continue to invest in improving the service offered to its customers, raising the technological standards of its network to help improve safety. In this context, the subsidiary SINA plays a fundamental role in the field of engineering, where it is developing monitoring technologies to implement and further improve the useful life cycle of the infrastructures.

APPROVAL OF THE TREASURY SHARES PURCHASE PLAN

Today, the Board of Directors of ASTM S.p.A., in execution of the resolution passed by the Shareholders' Meeting of 16 May 2019, resolved to launch a buy-back plan for the purchase of a maximum of 3,960,000 treasury shares, corresponding to approximately 4% of the share capital.

For the purposes of the execution of the plan, ASTM will appoint a leading authorised intermediary who will take decisions on acquisitions in full autonomy and independence, also in relation to the timing of operations, in compliance with the provisions set forth by the applicable legislation.

In line with the provisions of the authorising shareholders' resolution, the share buy-back plan is aimed at pursuing the following objectives:

- building a portfolio of treasury shares available for the purpose of setting up a so-called "securities warehouse" or in any case for any other use deemed to be of financial, operating and/or strategic interest for the Company;
- operating on the market, in compliance with the provisions in force, with a view to make investments or otherwise seize opportunities to maximise the value of the stock that may derive from market trends;
- offering shareholders an additional instrument for monetising their investment.

Purchases will be made on the Italian Electronic Stock Market (MTA, *Mercato Telematico Azionario*) organised and managed by Borsa Italiana S.p.A., pursuant to Article 144-*bis*, paragraph 1, letter b) of Consob Regulation 11971/1999 and therefore with operating procedures that ensure equal treatment of shareholders.

The programme may be carried out until expiry of the authorisation granted by the Shareholders' Meeting of 16 May 2019 (*i.e.* until the date of the Shareholders' Meeting convened to approve the 2019 financial statements and in any case for a period not exceeding 18 months from the date of the aforesaid authorisation, unless the authorisation is revoked).

As part of the execution of the share buy-back programme, the Company will communicate to the public the details of the repurchase transactions carried out, in the manner and within the terms provided for by the applicable legislation.

As of today, the Company holds 7,652,828 treasury shares (equal to approximately 7.73% of the share capital) of which 7,631,328 shares held directly and 21,500 shares held through the jointly held subsidiary ATWA S.p.A..

OTHER INFORMATION

With reference to the merger by incorporation of SIAS S.p.A. into ASTM S.p.A., note that on 5 July 2019, CONSOB approved the offer document relating to the voluntary partial public tender offer submitted by ASTM, pursuant to art. 102 of the TUF, regarding a maximum number of 11,377,108 SIAS shares, equal to 5% of the subscribed and paid share capital of SIAS. The consideration for each SIAS share tendered to the offer and purchased by ASTM is equal to EUR 17.50.

The tender acceptance period, agreed with Borsa Italiana S.p.A., began on 8 July and ended on 26 July 2019. During the tender period, 24,356,361 shares were tendered, amounting to about 214.082% of the shares subject to the offer and approximately 10.704% of the share capital. Since the number of SIAS shares tendered was greater than the maximum number of shares subject to the offer, the tendered shares were allocated according to the "pro-rata" method described in the offer document (the applicable allocation coefficient was equal to 46.711%). On 2 August 2019 - taking into account the rounding effect of the allocation coefficient - ASTM withdrew a total of 11,376,796 SIAS shares (amounting to approximately EUR 199.1 million) and arranged for the renewed availability to their respective owners (without the charging of fees or costs to them) of 12,979,565 shares that

were not acquired under the tender.

For further information, please refer to the press releases issued on 5, 26 and 31 July 2019 and 1 August 2019.

The Interim Financial Report at 30 June 2019 will be made available, as provided by law, at the registered offices of the company and is available on the Company's website: www.astm.it, on the website of Borsa Italiana S.p.A.: www.borsaitaliana.it and on the authorised storage platform: www.emarketstorage.com

The manager in charge of drawing up the corporate accounting documentation, Mr Alberto Pernigotti, hereby declares – pursuant to Paragraph 2, Article 154 bis of the Legislative Decree no. 58 of 24 February 1998 – that the accounting disclosure contained in this press release corresponds to the Company's documentary records, books and accounting entries.

Att.: - Condensed Consolidated Interim Financial Report Schedules as at 30 June 2019

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ALTERNATIVE PERFORMANCE MEASURES - APM

Pursuant to Consob Communication of 3 December 2015 implementing in Italy the guidelines on Alternative Performance Measures (hereinafter also "APM") issued by the European Securities and Markets Authority (ESMA), which are mandatory when publishing regulated information or prospectuses after 3 July 2016, the criteria used to develop the main APMs published by the ASTM Group are described below.

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

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

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

- a) "Turnover": differs from "Total revenues" in the Consolidated Financial Statements as it does not include (i) revenue for the planning and construction activity of non-compensated revertible assets, (ii) the fee/surcharge payable to ANAS and (iii) reversals of costs/revenue for consortium companies (iv).
- b) "Value of production": value of production in the construction sector refers to revenue for works and planning and changes in works to order.
- c) "Gross operating margin" (EBITDA): is the summary indicator of profitability deriving from operating activities and is determined by subtracting from the "Total revenue" all recurring operating costs, excluding amortisation and depreciation, provisions and write-downs of intangible and tangible assets.
- d) "Normalised gross operating margin (EBITDA)": exposes the "Gross operating margin" (EBITDA) normalised to account for the effects of the advancement - to the first half - of the programme of maintenance work planned for the full period 2019.
- e) "Operating income/EBITDA": measures the profitability of total capital invested in the company and is determined by subtracting the amortisation and depreciation, provisions and write-downs of intangible and tangible assets from the "gross operating margin".
- f) "Net invested capital": shows the total amount of non-financial assets, net of non-financial liabilities.
- g) Backlog: the orders acquired by the constructions sector, but not yet performed.
- h) "Adjusted net financial indebtedness": is the indicator of the net invested capital portion covered by net financial liabilities and corresponds to "Current and non-current financial liabilities", net of "Current financial assets", "Insurance capitalisation policies", "Investment funds", "Receivables for the takeover value" and "Financial receivables from minimum guaranteed amounts (IFRIC 12)". Note that the "Adjusted net financial indebtedness" differs from the net financial position prepared in accordance with the ESMA recommendation of 20 March 2013, as it includes the "Discounted value of the payable due to ANAS – Central Insurance Fund (FCG)" and "Non-current financial receivables". The adjusted net financial indebtedness statement contains an indication of the value of the net financial position prepared in accordance with the aforementioned ESMA recommendation.
- i) "Operating cash flow": indicates the cash generated or absorbed by operating activities and was calculated by adding to the profit for the period the depreciation, amortisation, adjustment of the provision for restoration/replacement of non-compensated revertible assets, the adjustment of the provision for employee severance indemnities, the provisions for risks, the loss (profits) of companies accounted for by the equity method and the (revaluations) write-downs of financial assets, and by deducting the capitalisation of financial expenses.



ASTM Group
Condensed Interim Financial Report Schedules
as at 30 June 2019

Consolidated balance sheet

<i>(amounts in thousands of EUR)</i>	30 June 2019	31 December 2018
Assets		
Non-current assets		
Intangible assets		
goodwill	86,273	86,026
other intangible assets	17,036	16,853
concessions – non-compensated revertible assets	3,067,159	3,080,281
Total intangible assets	3,170,468	3,183,160
Tangible assets		
property, plant, machinery and other assets	138,660	124,094
rights of use	38,679	5,925
Total tangible assets	177,339	130,019
Non-current financial assets		
equity accounted investments	977,630	973,323
other equity investments	119,879	112,800
other non-current financial assets	500,724	543,989
Total non-current financial assets	1,598,233	1,630,112
Deferred tax assets	141,378	146,504
Total non-current assets	5,087,418	5,089,795
Current assets		
Inventories and contract assets	293,408	234,225
Trade receivables	320,353	244,765
Current tax assets	46,377	36,170
Other receivables	101,767	189,695
Current financial assets	369,825	293,871
Total	1,131,730	998,726
Cash and cash equivalents	1,029,703	1,087,633
Total current assets	2,161,433	2,086,359
Total assets	7,248,851	7,176,154
Shareholders' equity and liabilities		
Shareholders' equity		
Shareholders' equity attributed to owners of the parent company		
share capital	45,684	45,704
reserves and earnings	1,940,320	1,880,051
Total	1,986,004	1,925,755
Shareholders' equity attributed to minority interests	1,141,718	1,151,140
Total shareholders' equity	3,127,722	3,076,895
Liabilities		
Non-current liabilities		
Provisions for risks and charges and employee benefits	198,176	214,397
Trade payables	-	-
Other payables and contract liabilities	194,211	205,212
Bank debt	718,353	793,691
Hedging derivatives	29,475	35,730
Other financial liabilities	1,567,310	1,539,790
Deferred tax liabilities	54,463	54,209
Total non-current liabilities	2,761,988	2,843,029
Current liabilities		
Trade payables	399,773	350,500
Other payables and contract liabilities	337,388	388,817
Bank debt	464,608	438,926
Other financial liabilities	77,337	62,761
Current tax liabilities	80,035	15,226
Total current liabilities	1,359,141	1,256,230
Total liabilities	4,121,129	4,099,259
Total shareholders' equity and liabilities	7,248,851	7,176,154

Consolidated income statement

<i>(amounts in thousands of EUR)</i>	1HY 2019	1HY 2018
Revenues		
motorway sector – operating activities	597,563	578,925
motorway sector – planning and construction activities	115,692	67,988
construction sector - planning and construction activities	10,453	30,781
construction sector	376,783	182,076
engineering sector	3,561	3,096
technology sector	23,417	17,331
Other	29,406	25,861
Total revenues	1,156,875	906,058
Payroll costs	(187,190)	(146,128)
Costs for services	(429,703)	(287,364)
Costs for raw materials	(101,829)	(48,606)
Other Costs	(76,156)	(73,440)
Capitalised costs on fixed assets	196	640
Amortisation, depreciation and write-downs	(164,631)	(144,609)
Adjustment of the provision for restoration/replacement of non-compensated revertible assets	13,249	(1,609)
Other provisions for risks and charges	(28)	(62)
Financial income:		
from unconsolidated investments	1,482	3,969
other	8,893	7,568
Financial expenses:		
interest expense	(37,192)	(40,906)
other	(1,321)	(2,265)
Profit (loss) of companies accounted for by the equity method	(5,494)	21,440
Profit (loss) before taxes	177,151	194,686
Taxes		
Current taxes	(38,840)	(50,149)
Deferred taxes	(4,573)	(2,502)
Profit (loss) for the period	133,738	142,035
• share attributed to minority interests	58,368	58,700
• share attributed to owners of the parent company	75,370	83,335
Earnings (euro per share)	0.819	0.901

Statement of comprehensive income

<i>(amounts in thousands of EUR)</i>	1HY 2019	1HY 2018
Profit (loss) for the period (a)	133,738	142,035
Actuarial profit (loss) on employee benefits (Employee Severance Indemnity)		
Actuarial profit (loss) on employee benefits (Employee Severance Indemnity) – companies accounted for by the equity method		
Profit (loss) allocated to "Reserves for revaluation at fair value"	7,254	554
Tax effect on profit (loss) that will not be subsequently reclassified in the Income Statement when certain conditions are met	(163)	54
Profit (loss) that will not be subsequently reclassified in the Income Statement (b)	7,091	608
Profit (loss) posted to "cash flow hedge reserve" (interest rate swaps)	508	10,937
Profit (loss) allocated to "cash flow hedge reserve" (<i>foreign exchange hedge</i>)	292	1,448
Share of other profit/(loss) of companies accounted for by the equity method (reserve for foreign exchange translations)	12,379	(70,772)
Tax effect on profit (loss) that will be subsequently reclassified in the Income Statement when certain conditions are met	(1,646)	(1,490)
Profit (loss) that will be subsequently reclassified in the Income Statement when certain conditions are met (c)	11,533	(59,877)
Comprehensive income (a) + (b) + (c)	152,362	82,766
• share attributed to minority interests	61,944	52,995
• share attributed to owners of the parent company	90,418	29,771

Consolidated cash flow statement

<i>(amounts in thousands of EUR)</i>	1HY 2019	1HY 2018
Cash and cash equivalents – opening balance	1,087,633	554,936
Change in the scope of consolidation	(226)	-
Cash and cash equivalents, adjusted – opening balance (a)	1,087,407	554,936
Profit (loss)	133,738	142,035
Adjustments		
Amortisation and depreciation	164,631	143,014
Adjustment to the provision for restoration/replacement of non-compensated revertible assets	(13,249)	1,609
Adjustment to the provision for employee benefits	589	571
Provisions for risks	28	62
Profit (loss) of companies accounted for by the equity method (net of dividends collected)	17,187	(3,003)
Other capitalised financial expenses (income)	(6,814)	(6,274)
Capitalisation of financial expenses	(7,782)	(6,385)
<i>Operating Cash Flow (I)</i>	<u>288,328</u>	<u>271,629</u>
Net change in deferred tax credits and liabilities	3,569	2,093
Change in net working capital	39,767	30,690
Other changes from operating activities	(3,448)	(1,444)
<i>Change in net working capital and other changes (II)</i>	<u>39,888</u>	<u>31,339</u>
Cash generated (absorbed) by operating activities (I+II) (b)	328,216	302,968
Investments in revertible assets and related advances	(143,383)	(398,532)
Divestiture of revertible assets	-	-
Grants related to revertible assets	9,933	18,549
<i>Net investments in revertible assets (III)</i>	<u>(133,450)</u>	<u>(379,983)</u>
Net investments in property, plant, machinery and other assets	(21,889)	(2,571)
Net investments in intangible assets	(2,132)	(4,312)
<i>Net investments in intangible and tangible assets (IV)</i>	<u>(24,021)</u>	<u>(6,883)</u>
(Investments)/Divestiture in non-current financial assets - equity investments	8,388	5,564
(Investments)/Divestiture in non-current financial assets	(4,235)	(8,923)
<i>Loans purchased TE</i>	(11,277)	-
<i>Shares purchased TE/TEM</i>	(22,779)	-
<i>Purchase of Primav Infrastruttura SA and Ecorodovias Infrastruttura e Logistica SA shares</i>	-	(30,150)
<i>Net investments in non-current financial assets (V)</i>	<u>(29,903)</u>	<u>(33,509)</u>
Cash generated (absorbed) by investment activity (III+IV+V+VI) (c)	(187,374)	(420,375)
Net change in bank debt	(49,659)	68,785
Issue/(Reimbursement) of bond loans	-	541,023
Change in financial assets	(66,830)	(51,950)
(Investments)/Divestiture of capitalisation insurance policies	34,708	38,454
(Investments)/Divestiture in other financial assets	(9,124)	5,915
Change in other financial liabilities (including Central Insurance Fund)	(6,123)	26,234
Changes in shareholders' equity attributed to minority interests	(4,816)	74,952
(Purchase)/sale of treasury shares	(746)	(3,591)
Changes in shareholders' equity attributed to the owners of the parent company	-	-
Dividends (and interim dividends) distributed by the Parent Company	(27,593)	(23,589)
Dividends (and interim dividends) distributed by Subsidiaries to minority interests	(68,363)	(36,637)
Cash generated (absorbed) by financial activity (d)	(198,546)	639,596
Cash and cash equivalents – closing balance (a+b+c+d)	1,029,703	1,077,125
Additional information:		
• Taxes paid during the period	1,702	4,951
• Financial expenses paid during the period	40,842	40,335
• Operating Free Cash Flow		
<i>Operating Cash Flow</i>	288,328	271,629
<i>Change in net working capital and other changes</i>	39,888	31,339
<i>Net investments in revertible assets</i>	(133,450)	(78,983)
<i>A21 Piacenza-Cremona-Brescia concession-takeover</i>	-	(301,000)
<i>Free Operating Cash Flow</i>	<u>194,766</u>	<u>(77,015)</u>

Fine Comunicato n.0021-50

Numero di Pagine: 15