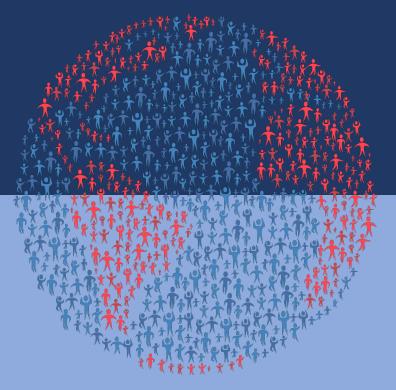


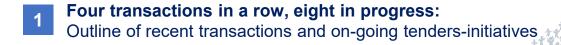


# **Infrastructure Day 2020**



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## Agenda



- Our platform to growth in South America:
  The EcoRodovias transaction
- Growth ability even in a challenging environment: SITAF's success and the upcoming opportunities
- H1 2020, strong reaction with improving outlook: Traffic update & expected financial trends
- 5 Appendix







# Four transactions in a row, eight in progress

Outline of recent transactions and on-going tenders-initiatives



# Overview of recent transactions and on-going tenders-initiatives





# Cross financing final approval, acquisition of SITAF, EcoRodovias Transaction, Disposal A7 Serravalle, and eight on-going tenders-initiatives in Italy, Brazil, Norway, and the USA

#### **Transactions completed**

#### **Asti-Cuneo cross-financing approval**



May 14th, 2020: The CIPE (Interministerial Economic Planning Committee) approved the updating/revision of the concession relationships and the PEFs (Economic and Financial Plans) of the companies SATAP S.p.A. A4 Milano-Torino Stretch and Asti-Cuneo S.p.A., which will be both involved in a cross-financing operation aimed at completing the construction work on the A33 Asti-Cuneo motorway.

#### Sitaf consolidation



July 23rd, 2020: ASTM Group was provisionally awarded the tender for the acquisition of the 19.347% stake in the share capital of SITAF (Società Italiana Traforo Autostradale del Frejus), bringing it to a 67.22 % total, direct and indirect, share capital holding.

#### Milano-Serravalle stake disposal



July 29th, 2020: ASTM Group sold the 13.6% stake in the share capital of MI-SE (A7)

#### **EcoRodovias consolidation of the control**



July 30th, 2020: ASTM Group entered into a certain dissociation agreement with Primav Construções to reorganize their equity stake held in EcoRodovias and, ultimately, to capitalize EcoRodovias. As a consequence of the transactions contemplated by the Agreement it is expected that ASTM Group will consolidate the control over EcoRodovias.

#### On-going tenders



Norway - Sotrasambandet Bridge RV555

PRE-QUALIFIED



Brazil - Nova Dutra

**TENDER OF INTEREST** 



USA - Georgia: SE400 Express Lane

PRE-QUALIFIED



Brazil - Santos New Bridge

CONCESSION EXTENSION NEGOTIATION



USA - Maryland: Capital Beltway

PRE-QUALIFIED



Italy - ATIVA / A21

BID PRESENTED



USA - Miami-Dade County Rapid Mass Transit Solution North Corridor

TENDER OF INTEREST



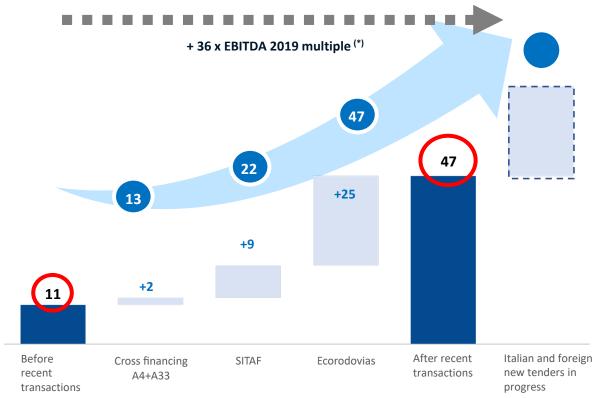
Italy - A12/A10

**BID PRESENTED** 

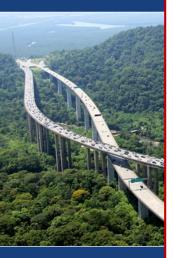
## **New transactions impact**

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- Increasing the EBITDA generation capabilities: multiplier of EBITDA from 11x to  $47x^{(*)}$
- Concessions average significant duration increasing



Overview of recent transactions and on-going tenders-initiatives







# Recent transactions impact on ASTM 2019 pro-forma (1) key figures



# ASTM 2019 pro-forma figures

Including recent transactions









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# Our platform to growth in South America

The EcoRodovias transaction





# The EcoRodovias transaction has a strong strategic rationale

... unlocking value, opportunities to unleash synergies and generate upsides for the next years

The **EcoRodovias** transaction





- Primay capital increase fully subscribed by ASTM Group to refund outstanding debt (currently R\$ 850m)
- Partial spin-off of Primav transferring of EcoRodovias and Vem ABC shares to ASTM Group
- EcoRodovias Capitalization: Public offering of newly issued shares up to R\$1.8bn
  - ASTM Group is committed to subscribe an aggregate amount of R\$1.2bn
  - ASTM Group has a priority right to subscribe and/or acquire on the market sufficient shares to reach a 51% stake, consolidating the control of the Company



Integrate EcoRodovias in the ASTM "One Company" **model**, improving its operational efficiency, development effectiveness, managerial standards and internal procedures

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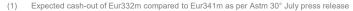
- Simplify group structure
- Allow EcoRodovias to maximize funding availability to seize upcoming opportunities
- Consolidate role to capture the positive outlook of the Brazilian market

**Significant** upsides

- Improve ASTM Group profitability and concessions' average duration
- Enhancement of EcoRodovias value perception in ASTM Group evaluation
- Strengthening to participate in the toll road privatization program that includes 13 concessions to tender by 2022, incl. the wealthy and growing Sao Paulo and Rio states

FX risk already hedged with a saving of circa Eur10m<sup>(1)</sup> thanks to an average cross-currency EUR/BRL @ 6,17



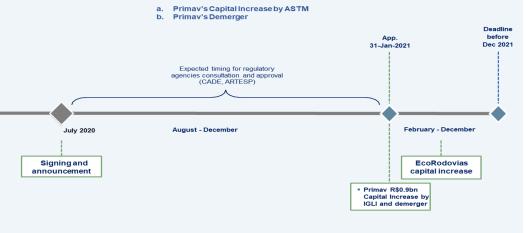


## Brazilian market brings new opportunities to grow



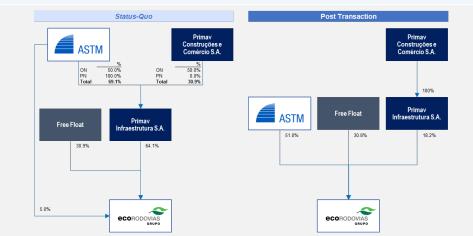
# Brazil snapshot







Group structure simplification





Brazil snapshot

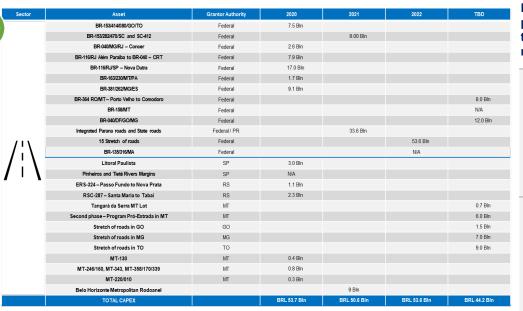
6

# Brazilian market brings new opportunities to grow

Execution timing to be ready ...

... to caught new opportunities

#### Toll road pipeline



Reference market of EcoRodovias presents a relevant pipeline in which the Company can invest fresh resources from the Follow-on



- Timing 2020-2022
- 13 projects (o/w 4 re-auctions)
- Amount R\$ 161 bn

STATE ROADS

- Timing 2020-2022
- 13 projects (o/w 9 re-auctions)
- Amount R\$ 40 bn

In the mid/long-term, Brazilian market fundamentals are expected to continue to be interesting and additional investments, for improving infrastructure performances, will be required







# Federal Government highway concession program

## **Brazil growth** opportunities



BR-163/230/MT/PA Concession tenor: 10 years Stretch: 970 km Capex: R\$1.9 billion Expected Date: 4Q 2020

Rodovia BR-116/RJ/SP (Dutra) - Rio de Janeiro to São Paulo Concession tenor: 30 years Stretch: 627 km Capex: R\$14.6 billion Expected Auction Date: 1Q 2021

BR-381/262/MG/ES Concession tenor: 30 years Stretch: 672 km Capex: R\$9.8 billion Expected Auction Date: 1Q 2021

Rodovia BR-116/493RJ - Além Paraíba to BR-040 (CRT) Concession tenor: 30 years Stretch: 711 km Capex: R\$7.9 billion Expected Auction Date: 3Q 2021



Concessões das Rodovias Integradas do Paraná (divided in 8 highway concessions) Concession tenor: 30 years Stretch: 3.800 km Capex: R\$33.6 billion Expected Auction Date: 3Q 2021

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BR-153/282/470/SC and SC-412 Concession tenor: 35 years

Stretch: 502 km Capex: R\$8.0 billion Expected Auction Date: 3Q 2021

Rodovia BR-040/MG/RJ – Juiz de Fora to Rio de Janeiro (Concer) Concession tenor: 30 years

Stretch: 211 km Capex: R\$3.1 billion

Expected Auction Date: 1Q 2022

BR-364/MT/RO Concession tenor: 30 years Stretch: 806 km

Capex: R\$8.0 billion Expected Auction Date: 3Q 2022

BR-364/060/452//MT/GO Concession tenor: 30 years

Stretch: 917 km Capex: n.a

Expected Auction Date: 3Q2022





# **State Governments highway concession programs**

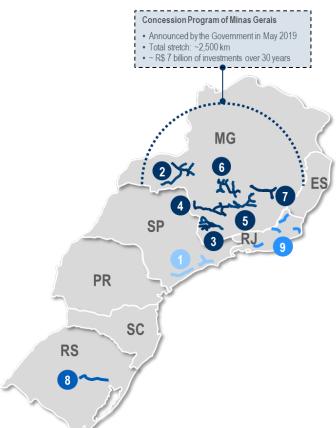
# **Brazil growth** opportunities











Itapecerica – Lagoa da Prata (BR-494 / BR-354 / MG-164 / MG-260 / MG-170 / MG-429 / MG-439) Stretch: 497 km Capex: R\$838 million Expected Auction Date: n.a.

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Ouro Preto (BR-356 / MG-262 / MG-329 / BR-120) Stretch: 242 km Capex: R\$936 million Expected Auction Date: n.a.

Concession tenor: 30 years Stretch: 205 km Capex: R\$2.3 billion Expected Auction Date: 4Q 2020

RJ-186/RJ-244/RJ-158-160/RJ-122 Concession tenor: 25 years Stretch: 240 km Capex: R\$1.7 billion Expected Auction Date: n.a.



Stretch: 377 km Capex: R\$909 million Expected Auction Date: n.a.



3

# Growth ability even in a challenging environment

SITAF's success and the upcoming opportunities





## The acquisition of the absolute majority stake of SITAF has a strong strategic rationale.

ale..

### SITAF

The acquisition of the absolute majority stake in SITAF...



T4 - Frejus Tunnel: 13km



A32 Motorway: 73Km (Torino – Bardonecchia)



Maturity: 2050



Revenues: 2019: €276m



... presents opportunities to unleash synergies and generate upsides for the next years



- Strengthening as leading motorway operator in North-Western Italy
- Extending average concession duration by 9 years<sup>(1)</sup>
- Ensuring stable tariff scheme
- Unlocking significant synergies through ASTM "One Company" model
- Rationalizating SITAF's subsidiaries operating in the O&M, Technology and Engineering
- Optimizing of SITAF debt-structure and centralization of treasury activities

Significant upsides

- Frejus 2nd tunnel, expected for next year, leading to increase in safety and traffic capacity coupled with the shortening of the waiting times
- Expected closure of the alternative route, for significant long period, conveying additional traffic, persistent drag effect
- Enhancement of relationship with by SFTRF, considering potential future privatization

On July 23<sup>rd</sup> 2020, ASTM was provisionally awarded the tender for the acquisition of the 19.347% stake in the share capital of SITAF, bringing it to a 67.22% total, direct and indirect, share capital holding



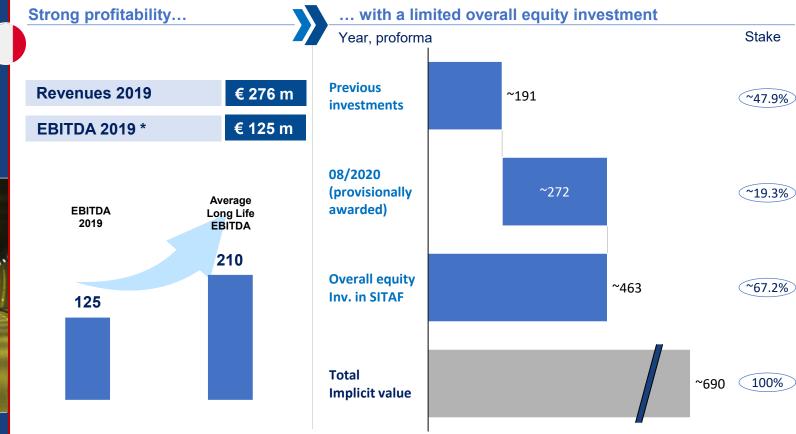


...and will generate significant profitability with a limited overall equity investment

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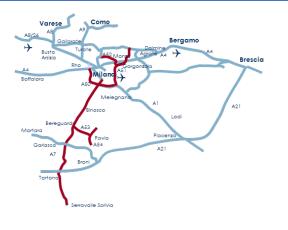


<sup>\*</sup> According to International Accounting Standards IAS/IFRS - € 92 m according to ITA GAAP

# The Milano-Serravalle minority stake disposal demonstrates the ability of the Astm Group in and capital rotation



# Mi-Se 13,6% stake disposal



Sale @ € 3,50 ps vs € 2,70 ps Book Value

Total consideration of €86m



### **Disposal strategic rationale**

- Minority stake with no governance
- Zero synergies for Astm Group
- Limited residual maturity of A7concession
- Large expected to be funded capex plan on Pedemontana Lombarda expected to be funded by Mi-Se shareholders
- Ability to generate a capital gain of circa €20m
- Cash-in of €86m to deploy in more strategic and synergic growing assets



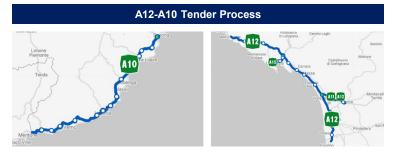


# The other on-going tenders in Italy represent an opportunity for ASTM, both in case of contrac or residual value cash-in



## Other ongoing bids in Italy





#### **BASE TENDER CONDITIONS:**

- Currently operated by ASTM
- Concession value estimated at €2 bn
- Investiments value, including terminal value, at €1.2 bn
- Duration: 12 years
- Concession awarded at the best economic bid
- WACC: 7.23% (nominal pre-tax)

- Currently operated by ASTM
- Concession value estimated at €2.5 bn
- Investiments value, including terminal value, at €1.6 bn
- Duration: 12 years
- Concession awarded at the best economic bid
- WACC: 7.01% (nominal pre-tax)



## ASTM has pre-qualified for PPP in: Norway, Georgia and Maryland



# Worldwide upcoming opportunities



#### Client:

Statens Vegvesen and Nye Veier

#### **Contract value:**

€900 million

#### **Bid timeline:**

First offer by Dec 18<sup>th</sup> 2020, contract signing by Nov 2021

#### **Project structure:**

7 years of construction and 25 years of O&M

#### **Concession type:**

Availability payment, O&M, no traffic risk



#### **Client:**

Georgia Department of Transportation (GDOT)

#### **Contract value:**

\$1,300 million

#### **Bid timeline:**

Offer by Mar 2021, contract signing by end of 2021

#### **Project structure:**

5 years of construction and 35 years of O&M

#### **Concession type:**

Availability payment P3 DBFM Express Lane contract with the state retaining toll operations and revenue risk



#### **Client:**

Maryland Department of Transportation (MLDOT)

#### **Contract value:**

\$3,000 million

#### **Bid timeline:**

Offer by Feb 2021, contract signing by end of 2021

#### **Project structure:**

4 years of construction and 46 years of O&M

#### **Concession type:**

Traffic and revenues risk P3
DBFM Managed Lane contract





4

# H1 2020, strong reaction with improving outlook

Traffic update & expected financial trends



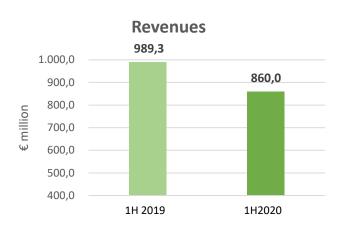
## **ASTM Group financial highlights**

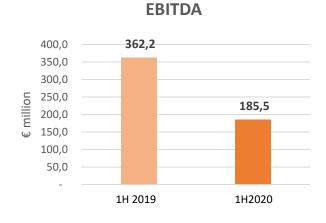
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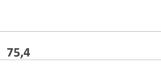
## **ASTM Group**

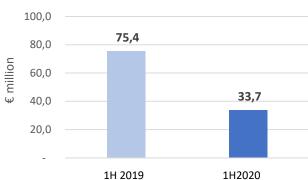






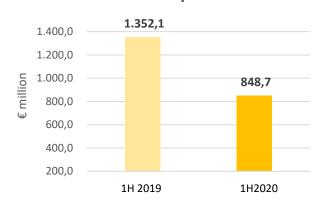






**Net profit** 

## **Net financial position**



# Traffic and toll-roads

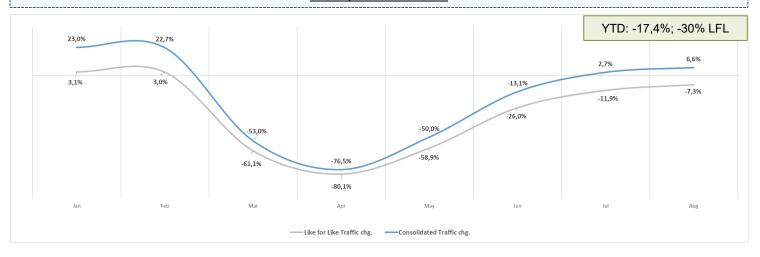
revenues



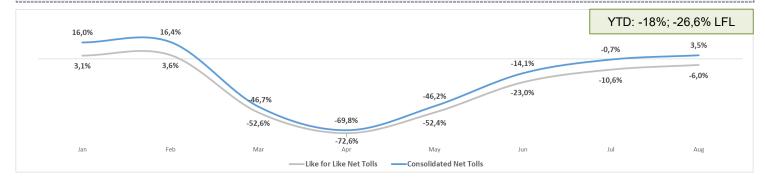


### **ASTM Italian traffic evolution**

#### Monthly concessions traffic



#### Monthly toll road revenues



# **ASTM Italian single concessions traffic evolution**

#### July and August monthly concessions traffic for single concession

Periodic Data	01 J	ul - 31 Jul 20	19	01 J	ul - 31 Jul 20	2020 vs 2019				
Vkm / Thousands	LV	HV Total		LV	HV	Total	LV	HV	HV Total	
SATAP A4	158.774	56.149	214.923	131.909	52.983	184.892	-16,9%	-5,6%	-14,0%	
SATAP A21	128.931	63.704	192.635	108.480	59.463	167.944	-15,9%	-6,7%	-12,8%	
SALT A12	171.801	37.344	209.146	144.565	32.913	177.479	-15,9%	-11,9%	-15,1%	
SALT A15	86.669	20.054	106.723	84.760	18.875	103.635	-2,2%	-5,9%	-2,9%	
ADF A10	108.367	29.410	137.777	82.668	26.507	109.176	-23,7%	-9,9%	-20,8%	
ADF A6	88.286	16.345	104.631	90.403	16.786	107.188	2,4%	2,7%	2,4%	
SAV A5	29.765	7.997	37.762	26.749	6.988	33.737	-10,1%	-12,6%	-10,7%	
ATCN A33	11.187	3.712	14.898	10.331	3.584	13.915	-7,6%	-3,4%	-6,6%	
AP A21	62.848	32.846	95.694	52.774	30.661	83.436	-16,0%	-6,6%	-12,8%	
Like for Like	846.627	267.562	1.114.189	732.640	248.762	981.402	-13,5%	-7,0%	-11,9%	
Ativa	143.542	32.429	175.971	132.732	30.418	163.150	-7,5%	-6,2%	-7,3%	
Consolidated	846.627	267.562	1.114.189	865.373	279.179	1.144.552	2,2%	4,3%	2,7%	
Periodic Data	01 Au	ıg - 31 Aug 2	019	01 Aı	ug - 31 Aug 2	2020 vs 2019				
Vkm / Thousands	LV	HV	Total	LV	HV	Total	LV	HV	Total	
SATAP A4	133.673	38.601	172.274	116.274	37.351	153.624	-13,0%	-3,2%	-10,8%	
SATAP A21	131.283	45.300	176.583	119.904	44.374	164.278	-8,7%	-2,0%	-7,0%	
SALT A12	193.753	29.868	223.621	180.114	28.083	208.197	-7,0%	-6,0%	-6,9%	
SALT A15	92.312	15.239	107.551	94.691	15.269	109.960	2,6%	0,2%	2,2%	
ADF A10	130.765	22.749	153.513	105.382	20.908	126.290	-19,4%	-8,1%	-17,7%	
ADF A6	89.139	12.103	101.242	91.318	12.619	103.937	2,4%	4,3%	2,7%	
SAV A5	35.622	6.367	41.989	34.052	6.118	40.170	-4,4%	-3,9%	-4,3%	
ATCN A33	9.505	2.734	12.239	9.545	2.762	12.307	0,4%	1,0%	0,6%	
AP A21	63.560	23.275	86.834	55.986	22.833	78.819	-11,9%	-1,9%	-9,2%	
Like for Like	879.611	196.235	1.075.846	807.267	190.316	997.583	-8,2%	-3,0%	-7,3%	
Ativa	128.688	21.832	150.521	126.731	22.025	148.755	-1,5%	0,9%	-1,2%	
Consolidated	879.611	196.235	1.075.846	933.997	212.341	1.146.338	6,2%	8,2%	6,6%	



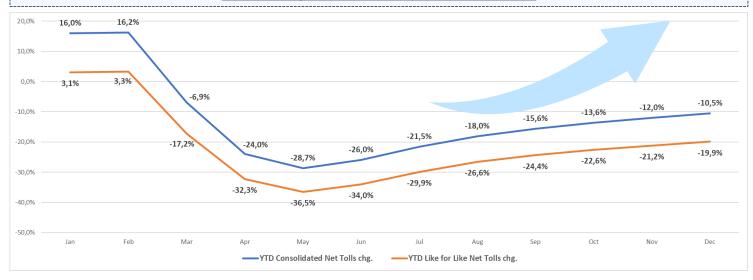




# Traffic and toll-roads revenues

## **ASTM Italian single concession revenues evolution**





#### Monthly performance and estimates

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep*	Oct*	Nov*	Dec*
YTD Consolidated Net Tolls chg.	16,0%	16,2%	-6,9%	-24,0%	-28,7%	-26,0%	-21,5%	-18,0%	-15,6%	-13,6%	-12,0%	-10,5%
YTD Like for Like Net Tolls chg.	3,1%	3,3%	-17,2%	-32,3%	-36,5%	-34,0%	-29,9%	-26,6%	-24,4%	-22,6%	-21,2%	-19,9%



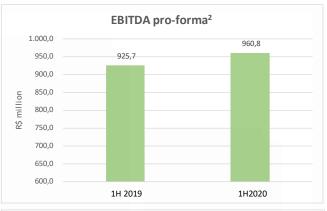
## **EcoRodovias financial highlights**

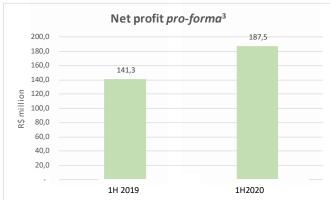
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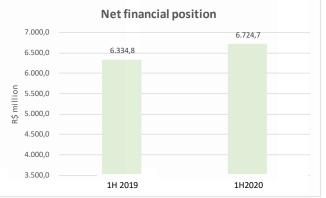
#### **EcoRodovias**











<sup>(1)</sup> Including revenues of Eco135 ed Eco050 (MGO) concessions, started from respectively April 1st and June 1st 2019



 $<sup>{}^{(2)} \, \</sup>text{Excludes Construction Revenue and Costs, Provision for Maintenance and Civil Non-Prosecution Agreement}$ 

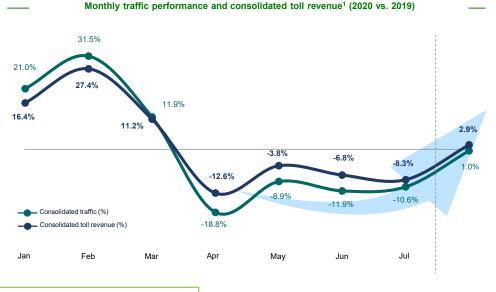
<sup>(3)</sup> Excludes the Civil Non-Prosecution Agreement and the inflation adjustment on the Leniency Agreement and Civil Non-Prosecution Agreement.

## **EcoRodovias traffic performance**

Covid-19 impact on EcoRodovias

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# Brazil snapshot



(1) It takes into account Eco135 as from April, 2019 and Eco050 as from June, 2019

Note: in July, it takes into account traffic and toll revenue until July 28 (inclusive)

EcoRodovias reaffirmed its understanding, from the regulatory viewpoint, that its concession contracts are protected by clauses against force majeure events and/or unforeseen circumstances and, therefore, believes Ecorodovias that its concessions will be entitled to economic and rebalancing caused by the impacts of the COVID-19 pandemic, considered a force majeure event.



## Sound recovery expected in H2 2020



### Outlook

FY20



• FY 2020 Revenues expected in line with FY 2019 levels

FY 2020 Group

expected to grow

versus FY 2019

Net Result

above 35%

**ASTM One Company** 

Ebitda generation in H2 2020 consistent with H2 2019

 FY 2020 NFP expected to further improve by more than 40% versus FY 2019<sup>(1)</sup>

 FY 2020 Capex expected to grow above 30% versus FY 2019

5 Appendix





SITAF

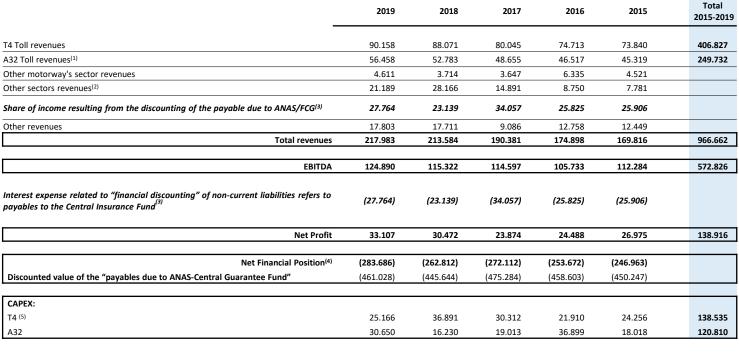
#### **SITAF Consolidated numbers 2015-2019**

#### (According to International Accounting Standards IAS/IFRS)

(Euro/000)

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<sup>(2)</sup> With regard to motorway licensees, the IFRIC 12 sets out full recognition in the income statement of costs and revenues for "construction activity" concerning non-compensated revertible assets. In order to provide a clearer representation in the table above, these components were reversed for the same amount from the corresponding revenue/cost items

- (4) Net financial indebtedness does not include the discounted value of the "payables due to ANAS-Central Guarantee Fund"
- (5) Net of capitalized interest expenses



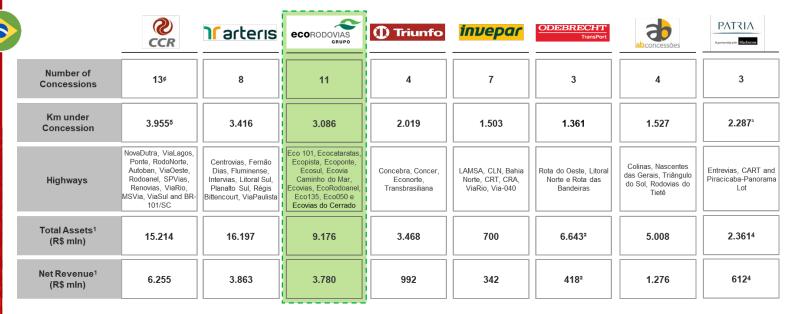


<sup>(3)</sup> Payables due to ANAS - Central Guarantee Fund: According to IFRS rules, the charge from the discounting process is imputed to the income statement among "financial expenses". At the same time, the amount previously deferred (and included in "deferred income") is posted to the item "other income"

# EcoRodovias is well positioned to capture the upcoming opportunities



# Market opportunities in Brazil





- (1) Total assets and net revenue for the road segment, excluding revenue with construction
- (2) Data from 2019, considering Concessionária Bahia Norte, Rota do Atlântico e Rota dos Coqueiros sold in Feb/20
- (3) Considering CART acquired by Patria in Dec/19 and Piracicaba-Panorama Lot won by auction in Jan/20
- 4) Considering only financial information from Entrevias.(5) Considering BR-101/SC





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