



ASTM – AUTOSTRADA TORINO-MILANO S.p.A.

Turin, 12 November 2009

PRESS RELEASE

INTERMEDIATE MANAGEMENT REPORT OF THE ASTM GROUP AS AT 30 SEPTEMBER 2009

- The “Intermediate management report” of the ASTM Group as at 30 September 2009 has been approved by the Board of Directors;
- total traffic on the increase (+0.94%) in 3Q₀₉;
- 3Q₀₉ EBITDA up by EUR 16.6 million (+12%);
- investments in motorway infrastructures during the period 1 January-30 September 2009, amount to EUR 132 million;

TRAFFIC PERFORMANCE

The following table shows the traffic performance for the period in question (1):

<i>(thousands vehicles/km)</i>	2009			2008			Change		
	Light vehicles	Heavy vehicles	Total	Light vehicles	Heavy vehicles	Total	Light vehicles	Heavy vehicles	Total
Q₁: 1/1 – 31/3	1,791,153	567,778	2,358,931	1,901,952	671,359	2,573,311	-5.83%	-15.43%	-8.33%
Q₂: 1/4 – 30/6	2,245,014	639,003	2,884,017	2,166,777	736,036	2,902,813	+3.61%	-13.18%	-0.65%
1/7 – 31/7	898,501	238,524	1,137,025	865,148	258,551	1,123,699	+3.86%	-7.75%	+1.19%
1/8 – 31/8	892,379	157,178	1,049,557	878,254	162,974	1,041,228	+1.61%	-3.56%	+0.80%
1/9 – 30/9	742,724	219,411	962,135	733,672	220,793	954,465	+1.23%	-0.63%	0.80%
Q₃: 1/7 – 30/9	2,533,604	615,113	3,148,717	2,477,074	642,318	3,119,392	+2.28%	-4.24%	+0.94%
1/1 – 30/9	6,569,771	1,821,894	8,391,665	6,545,803	2,049,713	8,595,516	+0.37%	-11.11%	-2.37%

(1) For data comparison purposes, these values do not include figures for the “Asti-Cuneo” motorway section.

Traffic figures for the third quarter of 2009 show definite signs of a weakening of negative effects associated with the current global recession. Specifically, against a significantly lower decrease in the third quarter of 2009 (-4.24%), the heavy vehicle traffic figure as at 30 September 2009 recorded an overall decrease of 11%. The traffic figure for light vehicles, which in the first quarter of 2009 fell by 5.8%, showed significant signs of recovery in both the second and third quarters, resulting in a total increase of 0.37% for the first nine months of 2009.



Based on the trend seen to date, it is therefore possible to forecast a year-on-year decrease in traffic limited to 2%.

GROUP ECONOMIC PERFORMANCE

The main **revenue and expenditure items** for the third quarter of 2009 and as at 30 September 2009 (with the corresponding figures for the same period of 2008) may be summarised as follows:

1.1-30.9-2009	1.1-30.9-2008	Changes	<i>(amounts in thousands of EUR)</i>	3rd quarter 2009	3rd quarter 2008	Changes
586,697	577,792	8,905	Motorway sector revenue ⁽¹⁾	227,031	211,094	15,937
1,173	2,625	(1,452)	Construction sector revenue	448	1,622	(1,174)
10,348	5,757	4,591	Engineering sector revenue	3,674	1,951	1,723
10,602	11,594	(992)	Technology sector revenue	3,839	4,556	(717)
37,705	42,854	(5,149)	Other revenues	11,994	15,603	(3,609)
646,525	640,622	5,903	Turnover (A)	246,986	234,826	12,160
(320,987)	(333,193)	12,206	Operating costs (B) ⁽¹⁾	(102,438)	(112,071)	9,633
41,151	58,972	(17,821)	Capitalised costs on fixed assets (C)	11,573	16,794	(5,221)
366,689	366,401	288	EBITDA (A-B+C)	156,121	139,549	16,572
-	8,875	(8,875)	Significant “non-recurring” items	-	4,550	(4,550)
366,689	375,276	(8,587)	Adjusted EBITDA	156,121	144,099	12,022

(1) Art. 19, subsection 9-bis of Italian Decree Law 78/09, converted to Law 102/2009, from 5 August 2009 abolished the surcharge and replaced it with a surtax, leaving the calculation method and method of payment to ANAS unchanged. The toll proceeds are therefore recorded gross of the surcharge, which as a license fee is classified among “other operating costs”. To ensure comparability with figures for similar periods last year, this item was also reclassified for 2008.

In the third quarter of 2009, “*motorway sector revenue*” recorded an increase of EUR 15.9 million, mainly attributable to (i) the overall increase in traffic volumes (+0.94%) for EUR 0.8 million, (ii) toll increases payable to Licensees from 1 May 2009 (+6%) for EUR 11.8 million and (iii) the increase in tolls for the “Asti-Cuneo” motorway section (EUR +1.0 million).

The “*construction*” and “*technology*” sectors saw a decrease in both the work carried out for third parties and – as highlighted by the reduction in “*capitalised costs on fixed assets*” – in activities for Group companies.

The “*engineering sector*” saw an increase in the work carried out for third parties and a decrease in the work carried out for Group companies.

The change in “*other revenues*” was mainly due to the increase in services provided to the CAV.TO.MI Consortium during the quarter (by the subsidiary SATAP S.p.A.).

The decrease in “*construction*” and “*technology*” sector activities (including the related share of “*capitalised internal production*” and “*other revenues*”) has led to a similar reduction in “*operating costs*”. The higher “*motorway sector revenue*” therefore affected the “*gross operating margin (EBITDA)*” which recorded a EUR 16.6 million increase.



In the third quarter of 2008 “*significant non-recurring items*” referred to contingent assets.

In the period **1 January-30 September 2009**, “*motorway sector revenue*” recorded an increase of EUR 8.9 million, mainly attributable to (i) the decrease in overall traffic volumes (-2.37%) for EUR -17.9 million, (ii) toll increases payable from 1 May 2009 (+3.6%) for EUR 19.6 million and (iii) the increase in tolls for the “Asti-Cuneo” motorway section (EUR +5.1 million).

The “*construction*” and “*technology*” sectors recorded decreases in both activities carried out for third parties and for Group companies, due mainly to the delayed entry into force of agreements and subsequent postponement of implementation of the related investment plans.

The “*engineering sector*” saw an increase in works carried out for third parties (mainly due to major works carried out by SINA S.p.A.) and saw a decrease in work carried out for Group companies.

The decrease in “*construction*” and “*technology*” activities (including the related share of “*capitalised internal production*” and “*other revenues*”) only partially affected the total “*operating costs*”, as in the first half of 2009 the motorway companies recorded an overall increase in costs due to “*maintenance operations*” and “*winter services*” for a total of approximately EUR 8 million.

With reference to the above-mentioned aspects, “*EBITDA*” totalled EUR 366.7 million, EUR 366.4 million for the first nine months of 2008.

In the period 1 January-30 September 2008, “*significant non-recurring items*” referred to contingent assets.



GROUP FINANCIAL PERFORMANCE

The main **financial performance** items as at 30 September 2009, compared with those as at 30 June 2009, may be summarized as follows:

<i>(values in thousands of EUR)</i>	30/9/2009	30/6/2009	Changes
A) Cash and cash equivalents	323,858	220,712	103,146
B) Securities held for trading	-	-	-
C) Liquidity (A) + (B)	323,858	220,712	103,146
D) Financial receivables	50,337	30,275	20,062
E) Short-term borrowings	(86,704)	(117,563)	30,859
F) Current portion of medium/long-term borrowings (*)	(171,125)	(172,313)	1,188
G) Other financial liabilities (**)	(5,074)	(3,627)	(1,447)
H) Short-term borrowings (E) + (F) + (G)	(262,903)	(293,503)	30,600
D) Current net cash (indebtedness) (C) + (D) + (H)	111,292	(42,516)	153,808
J) Long-term borrowings (*)	(1,210,654)	(1,132,988)	(77,666)
K) Bonds issued (**)	(205,441)	(204,436)	(1,055)
L) Other long-term payables	(587)	(668)	81
M) Long-term borrowings (J) + (K) + (L)	(1,416,682)	(1,338,092)	(78,590)
N) Net cash (indebtedness) (I) + (M)	(1,305,390)	(1,380,608)	75,218

(*) As regards the loans disbursed by Mediobanca S.p.A. to the subsidiary SATAP S.p.A. (expiring on 14 December 2009 for EUR 400 million and on 15 January 2010 for EUR 180 million), the possibility to extend their duration until December 2021 ("extension option") was taken into account upon their classification.

(**) Net of bonds "SIAS 2.625% 2005-2017" owned by the parent company ASTM S.p.A. (book value, at consolidated level, is EUR 93 million).

The net financial position as at 30 September 2009 improved by about EUR 75 million to EUR 1,305.4 million; this amount, including the discounted value of the "payable due to ANAS-Central Insurance Fund", would be equal to EUR 1,670.5 million (EUR 1,740.9 million as at 30 June 2009). The decrease in borrowings for the period was mainly due to the positive trend in operating cash flow which during the summer months benefited from the seasonality typical of that period.

With regard to the structure of "net borrowing" it should be noted that the change in "cash and cash equivalents" and "financial receivables" is attributable to both the above-mentioned operating cash flow generated in the period and to the temporary use of cash from the issue of a further EUR 45 million tranche of the existing SATAP loan with Mediobanca S.p.A. In this quarter a repayment of approximately EUR 30 million reduced "short-term borrowings".

The increase in "long-term borrowings" is attributable to both the above-mentioned further issue on the Mediobanca S.p.A. loan and to the implementation of fair value as at 30 September 2009 on IRS contracts, which contributed by approximately EUR 22 million to the increase. In order to prevent the risk from interest rate fluctuation, the SIAS Group motorway companies have arranged **hedging contracts** (IRS-based) with leading banks. To date approximately 80% of the Group's medium/long-term borrowings are "fixed rate/hedged" and repaid on the basis of an outlay corresponding to a **3.8% weighted average rate**.



Investments

Investments were made in the third quarter of 2009 for a value of **EUR 39 million**, leading to total investments for the first nine months of the year of **EUR 132 million** in freely reverted assets.

With regard to **events occurring after** 30 September, the following should be noted:

On 2 October 2009, the European Commission dismissed the proceedings against Italy for infringement of the terms for licence assignment to **Autocamionale della Cisa S.p.A.** up to 2031 for both the existing motorway section and the new "Parma-Nogarole Rocca" section.

As readers will be aware, the validity of the Standard Agreement signed on 9 July 2007 was for the granting body, ANAS, subject to closure of the aforementioned European infringement proceedings. A formal notification is currently pending from ANAS regarding withdrawal of the above-mentioned suspension of validity.

The subsidiaries SINA S.p.A., SATAP S.p.A. and ATIVA S.p.A. participated in the tender (for a total of 42% of share capital in the future company ATI)¹ launched by CAP S.p.A. (Concessioni Autostradali Piemontese) for award of the design, construction and management licence for the **Pedemontana Piemontese** motorway link of approximately 45 kilometres (A4-Santhià-Biella-Gattinara-A26 Romagnano-Ghemme). The investment, based on the bid submitted, amounts to around EUR 600 million (with an estimated contribution of EUR 200 million) and envisages a 45-year duration from the licence award date.

On 14 October 2009 CAP S.p.A. announced that by the end of the bid period the only bid received was that from the ATI – Associazione Temporanea di Impresa – in which SATAP S.p.A. acted as representative, and that if the bid was successful the licence award would be made without delay.

In October the **European Investment Bank** (EIB) and **Cassa Depositi e Prestiti** (Deposit and Loan Bank, CdP) agreed long-term **loans** totalling **EUR 950 million** to fund the consistent investment plan that will affect Group licensees in the next few years. Specifically (i) the EIB approved loans to SIAS S.p.A. of EUR 350 million for SATAP S.p.A.'s completion of the Torino-Milano motorway section (with a maximum 25 years duration) and EUR 150 million for infrastructure safety upgrades to be allocated to the remaining Group licensees (with a maximum 20 years duration) and (ii) the CdP granted a 15-year loan to the subsidiary SATAP S.p.A. of EUR 450 million for upgrading works completion on the Torino-Milano motorway section.

On October 12, 2009, the Board of Directors of ASTM S.p.A. approved to submit an expression of interest to its Parent Company ARGO Finanziaria S.p.A. in order to:

- (i) purchase the whole equity investment held by ARGO in **IGLI S.p.A.**, equal to 33.33% of the share capital (IGLI holds an investment in **Impregilo S.p.A.** equal to 29,96%);

¹ Other partners in the initiative are: Impregilo S.p.A. (33%), Mattioda Pierino & Figli S.p.A. (13%), Itinera S.p.A. (9%), Gemmo S.p.A. (1%), CO.GE.FA. S.p.A. (0.5%) and Tubosider S.p.A. (0.5%).



- (ii) to take over the Total Return Equity Swap agreement signed by ARGO related to 8,000,000 ordinary shares of Impregilo S.p.A..

Based both on the monthly average stock prices of Impregilo S.p.A. (before October 12, 2009) and on Mediobanca advices, the BoD ruled on (i) a 57 euro million offer for the IGLI investment (accordingly, each Impregilo's share has been valued 3,22 euro) and (ii) on 2,5 million euro for the equity swap contract (equivalent to a 3,01 euro for each Impregilo's share).

On October 22 the Internal Audit Committee – supported by a fairness opinion of Morgan Stanley – approved the above values.

Today the BoD has decided to **postpone the final decision on the acquisition** according to the stock trend of Impregilo shares after October 12, 2009.

Interim dividend

By the end of the current year, will be submitted to the BoD an **interim dividend** proposal.

The ASTM Group Intermediate Management Report as at 30 September 2009 has been filed with the registered office and with Borsa Italiana S.p.A., and is also available from the web site www.autostradatomi.it.

Chairman
(Riccardo Formica)

The manager in charge of drawing up the corporate accounting documents, Mr Graziano Settime, hereby declares, pursuant to paragraph 2 of Article 154 bis of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the documented results, books and accounting records.

ASTM – Autostrada Turin-Milan S.p.A.
Registered Office: Course Queen Margherita, 165 10144 Turin – Offices: Via Bonzanigo, 22 – 10144 Turin (Italy)
Telephone (011) 43/92/111 (aut. sbd.) – Fax (011) 47/31/691
astm@autostradatomi.it
Web-Site: www.autostradatomi.it
Direction and coordination: Argo Finanziaria S.p.A.