



Atlantia

Integrated Annual  
Report 2021



Atlantia  
We

Cover image



**GRUPO COSTANERA**

**Angela Sanzana Parra**

Technical Secretary

Chile



Atlantia

Integrated Annual  
Report 2021

WE ARE ATLANTIA



**Géraldine Verger**

Clerk of works  
Nice, France

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▶ **Telepass**

**Filomena Liotti**

Senior Audit Expert  
Rome, Italy



# Snapshot

**This section provides a snapshot of the Group, its performance highlights and the most significant events that took place in 2021**

# Letter to stakeholders

**2021** was a year of great transformation, in terms of the challenges we faced and the results we achieved, but even more so because of the important choices we made as part of a broader strategic review of the Group's activities and medium to long-term objectives.

In April, the opening up of Telepass' capital was completed with the arrival of Partners Group, which acquired a 49% stake in the company in order to accompany it on its growth path.

In June, given the favourable advisory vote at the General Meeting held on 31 May 2021, the offer submitted by CDP Equity, The Blackstone Group International Partners and Macquarie European Infrastructure Fund 6 to acquire our entire stake in Autostrade per l'Italia was accepted. The sale is expected to go through once the conditions precedent have been met.

Moreover, with a view to further rationalising and simplifying the Group's asset portfolio, the divestment of a number of minority interests was also finalised, including stakes of 8% in Hochtief, 33% in Alienor and, finally, 17% in Lusoponte at the beginning of 2022.

On the basis of the Group's new scope of consolidation and the resources resulting from the various divestments, in June 2021 we adopted and reported new medium-term strategic guidelines, and also drew up a capital allocation plan aimed at identifying new investment opportunities focusing on innovation and mobility.

In the challenging and constantly evolving market environment, Atlantia aims to actively promote and drive change by playing a central role in the mobility ecosystem, and underpinning value creation for all our stakeholders with sustainability and innovation.

We aim to ensure efficient, safe and sustainable integration between the various levels of the mobility ecosystem, through the synergistic interplay of physical and digital infrastructure and new value-added

services. These will respond to the growing complexity of the current environment, by simplifying user's everyday lives and enhancing the customer experience.

To achieve these goals, we seek to leverage the unique nature of our assets and to consolidate our leadership in transport infrastructure management. We also aim to boost our role in the mobility ecosystem by extending our positioning to adjacent sectors offering synergies, thereby enriching our portfolio with new and distinctive competences to boost resilience and speed up growth.

An initial concrete application of this strategic vision is the recently announced acquisition of Yunex Traffic, which will accelerate our digitalisation process and enable synergistic dialogue between physical transport infrastructure, mobility services and technology systems. This integration is designed to make mobility safer and more efficient and responsive to the needs of the whole community, thus supporting the development of more sustainable urban environments.

In keeping with our ambition, together with our daily commitment to meeting the community's current needs, we also keep a watchful eye on a changing world that is driven by innovative trends and new requirements. Therefore, as well as going along with and adapting to the changing environment, at Atlantia we are also aware of our responsibility, and the opportunity, to actively promote change. This means adapting our existing infrastructure and supporting and pioneering innovations that will play a decisive role in addressing and overcoming current and future challenges in the mobility sector. This underlies our investment in Volocopter, a German company and leader in urban air mobility, which designs and builds completely sustainable electric vertical take-off and landing aircraft (eVTOLs) that can transport people and freight without gas emissions or additional noise impact. Atlantia has also promoted the creation of Urban Blue - a newco in which Aeroporti di Roma, Aéroports de la Côte d'Azur, Venice Airport and Guglielmo Marconi Airport in Bolo-



gna are stakeholders - to encourage and accelerate the development of urban air mobility infrastructure at an international level, starting with vertical take-off and landing airports.

Other challenges awaiting us include the electrification of mobility, the efficiency of logistics and the intelligent use of data, for which we soon intend to provide new solutions and develop innovative and concrete opportunities to create value for the entire community in which we operate. We can count on a solid Group that even in particularly difficult times has been able to react and adjust its growth path, not least in the past financial year.

2021 saw an easing of the health crisis arising from the Covid-19 pandemic, thanks in part to global vaccination campaigns that allowed countries to reduce some of the restrictions on people's mobility that were introduced in 2020. However, there has only been a partial recovery in traffic volumes, especially on the main motorway networks under concession (where overall traffic volumes are down 4% on 2019), while at airports the recovery is still lagging far behind (down 68% on 2019).

Nevertheless, 2021 marked an overall improvement compared with 2020, posting revenue of €6.4 billion, up €1.1 billion (22%) on 2020, and EBITDA of €4.0 billion, up €1.0 billion (31%) on 2020. As in 2020, the pandemic did not halt capital expenditure, which amounted to approximately €1.1 billion in 2021. At the same time, net debt fell by €3.8 billion (11%) to stand at €30 billion at the end of the year. In this regard, it should be noted that from the beginning of 2021, the Group completed bond issues amounting to approximately €4.5 billion, thus confirming our ability to access the market even in a period of great uncertainty. Highlights include the issue of the first Sustainability-Linked bond, which was successfully placed by Aeroporti di Roma in recognition of the Group's sound sustainability strategy.

The strengthened operational and financial framework includes the Company's new dividend policy, which provides for dividends of approximately €600 million for 2021, and growth of between 3 and 5% in the following two years, as well as - partly on the basis of the Group's strategic review - the share buy-back programme.

This was approved by the General Meeting held on 3 December 2021 and regards approximately 15% of the issued capital and a maximum outlay of €2 billion.

In 2021, overall progress was also made towards meeting the social, environmental and governance (ESG) targets set for 2023.

Significant investments were made in human capital, with approximately 600,000 hours of training, including over 40,000 hours on sustainability. Training hours per capita rose 40% compared to 2020. With regard to diversity, equality and inclusion, the share of women in middle and senior management positions rose to 29%, marking an increase of more than 2 percentage points compared with 2020. In January 2022, Atlantia was included in Bloomberg's Gender Equality Index, which selects the 400 or so best companies in the world for their commitment to gender equality.

Increasing engagement and open and transparent dialogue with stakeholders has resulted in a significant reputational recovery, as measured by the independent international company (up 4.9 points in the period April-December 2021, placing us among the top movers).

Constant engagement with the Group's subsidiaries on embedding ESG aspects into business processes led to a further improvement in the governance framework, including alignment with the range of policies already adopted by the parent company, Atlantia. All the major Group companies (which together account for 85% of consolidated revenue) now have an internal board committee to strategically oversee sustainability issues; a long-term sustainability plan with medium- and long-term objectives and targets; a published sustainability report available to stakeholders; and ESG performance integrated into managerial incentive schemes, together with financial and operational metrics.

In terms of environmental impacts, direct CO<sub>2</sub> emissions have been cut by 14% compared with 2020, partly thanks to due to commencement of the transition to using more electricity from renewable sources. The performance registered is in line with the target of a 50% reduction in direct emissions by 2030, and with the long-term ambition to achieve

zero emissions by 2040. To this end, a long-term Climate Action Plan has been drawn up. This sets out guidelines for achieving total decarbonisation of our subsidiaries' activities under their direct control, and a substantial and steady reduction in upstream and downstream value chain emissions, with a commitment to develop a further set of actions to pursue our goal of net zero, including indirect emissions, by 2050.

The challenge of decarbonisation calls for a radical transformation of the mobility ecosystem, involving a host of actors who will need to share objectives and priorities to ensure a fair transition and long-term prosperity. Transport infrastructure, new forms of mobility and technology applied to the entire ecosystem

will play a central enabling role in this transformation. Aware of the risks and opportunities associated with the transformation of the sector we operate in, we believe that transparency and stakeholder engagement are of utmost importance. Therefore, the Climate Action Plan will be put to an advisory vote at the Shareholders' Meeting on 29 April, thereby launching a season of periodic consultation with shareholders (the so-called "Say on Climate"), which is unprecedented in the Italian market.

We consider our stakeholders to be vital partners with whom we strive to guide our growth in line with the principles of inclusion and sustainability, which are among our founding values and an integral part of our DNA.



**Fabio Cerchiai**  
Chairman



**Carlo Bertazzo**  
Chief Executive Officer

# The Integrated Annual Report for 2021

With the aim of increasing and improving the disclosures provided to stakeholders, in 2020 Atlantia embarked on the process of integrating our financial and non-financial reporting. 2021 is the second year for which we are presenting the Group's Integrated Annual Report.

The document also includes key information taken from the Report on Corporate Governance and the Remuneration Report.

The document consists of four sections entitled "Snapshot", "Business Model", "Performance" and "Financial Statements", which have been designed to provide progressively greater detail and guide the reader towards the most important information.

Following the connectivity of information principle, the Integrated Annual Report aims to provide a transparent, detailed presentation of the financial and non-financial performances of the Atlantia Group as a whole, our strategies, the principal risks to which the Group is exposed and our corporate governance system and remuneration policies.

Atlantia's Integrated Annual Report also meets the requirements of Legislative Decree 254/2016 on non-financial reporting. The Report thus includes a specific section called the Non-financial Statement and a framework showing links enabling the ready identification of non-financial disclosures within the document.



# OI. 2021

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**Elena Raimundo**

**Caterina Pingitore**

Operators of the Traffic Operations Center  
A4 Holding, Italy

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# I.1 Ownership structure and share price performance

Atlantia SpA, listed on the screen-based trading system (Mercato Telematico Azionario) organised and managed by Borsa Italiana SpA, is one of the leading constituents of the FTSE MIB index. As of 2021, the Company is also one of the main constituents of the new MIB ESG index.

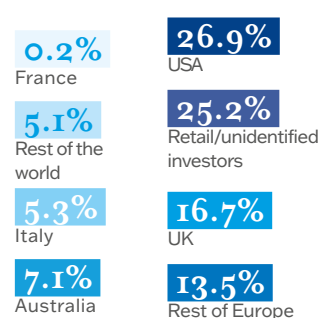
The main shareholders are Sintonia with a 31% stake as at 31 December 2021 (33.10% in 2022), GIC, HSBC Holdings and Fondazione Cassa di Risparmio di Torino.

The Company's free float accounts for 50.01% of its shares, of which approximately 70% was held by international institutions, approximately 5% by Italian institutions and the remainder by retail investors at the end of 2021.

## Atlantia's ownership structure <sup>1</sup>

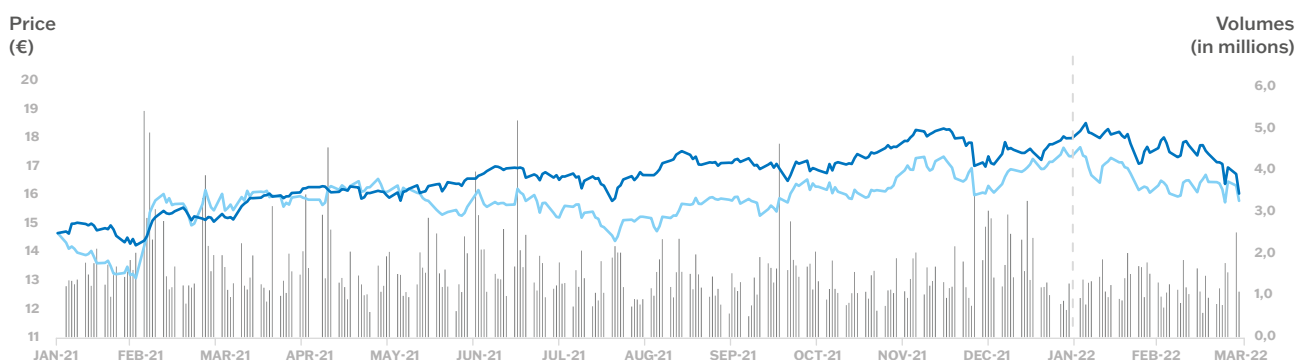


## Geographical breakdown of the free float <sup>2</sup>



## Share price performance

In 2021, Atlantia's shares performed well after a partial recovery in traffic (compared with a lacklustre performance in 2020 due to Covid-19), especially in the motorway sector. The market capitalisation reached €14.4 billion at the end of 2021.



● Volume of atlantia shares traded ● Atlantia share price ● FTSE/MIB rebased

PERFORMANCE OF ATLANTIA'S SHARES	YTD <sup>3</sup>	2021
Closing price (€)	16.38	17.46 <sup>4</sup>
High (€)	17.78	17.76
Low (€)	16.25	13.11
Stock market capitalisation (€m) <sup>5</sup>	13,101	14,414

1 - Source: Consob, data as of 31.12.2021

2 - Source: Nasdaq, data as of 31.12.2021

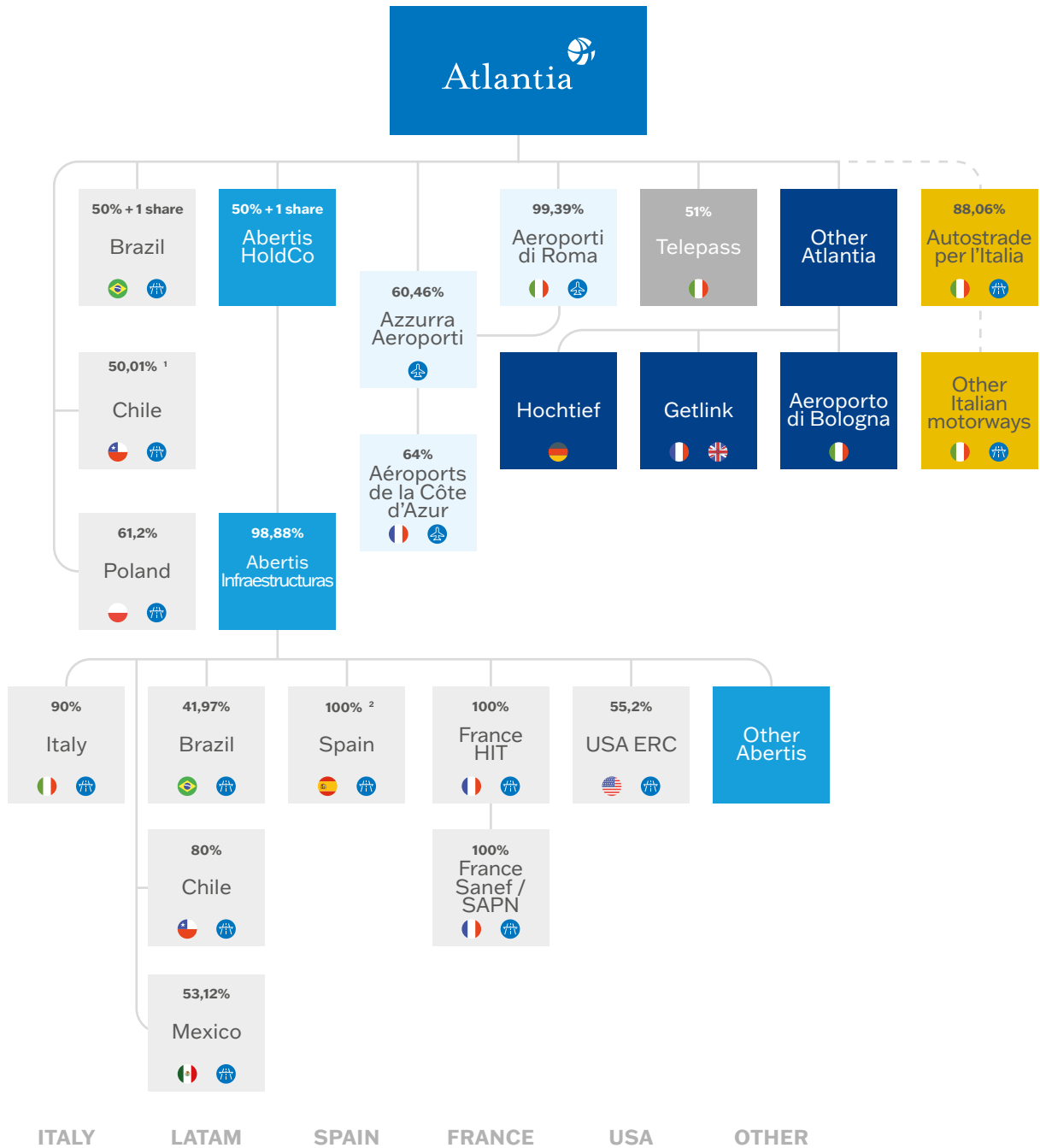
3 - Period from 1 January to 1 March 2022

4 - Closing price in 2021

5 - For 2021, based on the closing price on 30 December 2021; for the YTD, based on the closing price on 1 March 2022

Source: Thomson Reuters.

# Structure of the Atlantia Group



- Motorways
- Mobility services
- Airports
- Other Abertis
- Other Atlantia
- Discontinued operation

1 - The interest in Grupo Costanera is 50.01% whilst the interest in Sociedad Concesionaria de Los Lagos is 100%.

2 - The interests in Túneles de Barcelona i Cadí and Trados-45 are 50.01% and 51%, respectively.

## Atlantia around the world

	Brazil		France		Spain
	4,321 km		1,769 km		1,105 km
			3 airports		
	Chile		Mexico		Italy
	1,100 km		876 km		236 km
					2 airports
	Argentina		India		Puerto Rico
	175 km		152 km		90 km
	Poland		USA		
	61 km		12 km		Motorway/airport concessions
					Motorway/airport concessions and tolling services
					Tolling services

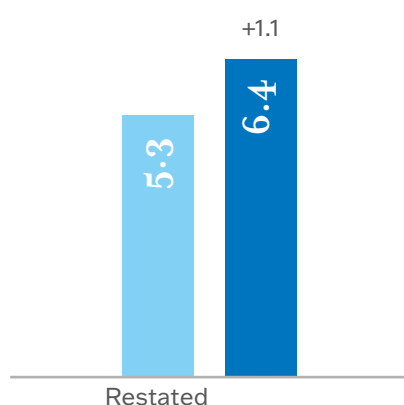




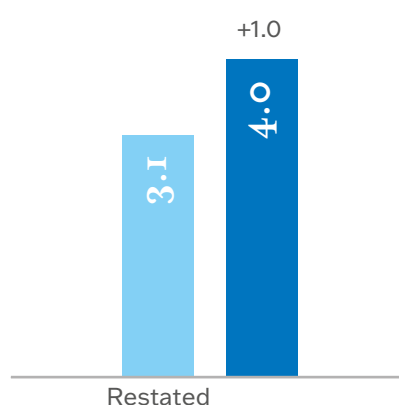
# I.2 Financial and non-financial performance highlights

## Consolidated financial highlights

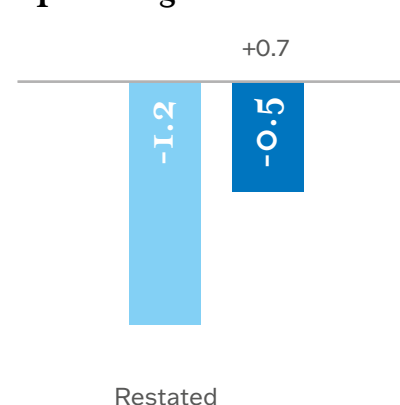
### Operating revenue



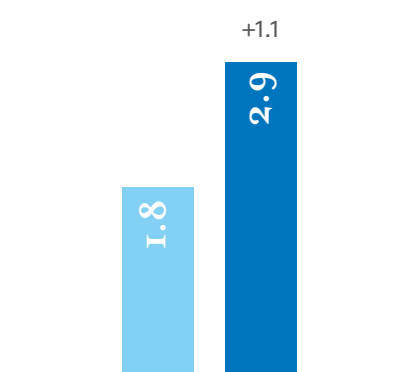
### EBITDA



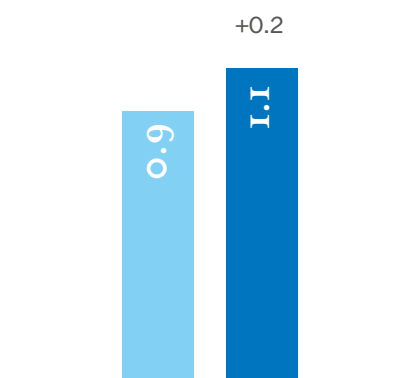
### Profit/(Loss) from operating activities



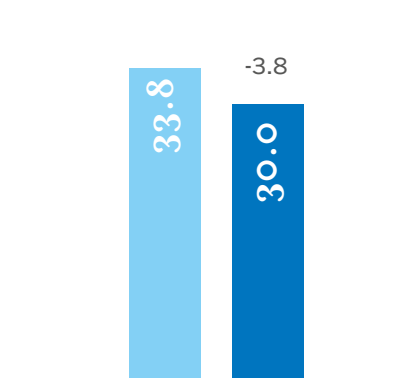
### Operating cash flow



### Capex



### Net debt



● 2020 ● 2021

Amounts in €bn

The consolidated financial performance is presented after stripping out the Autostrade per l'Italia group's contribution following the share purchase agreement signed in June 2021.

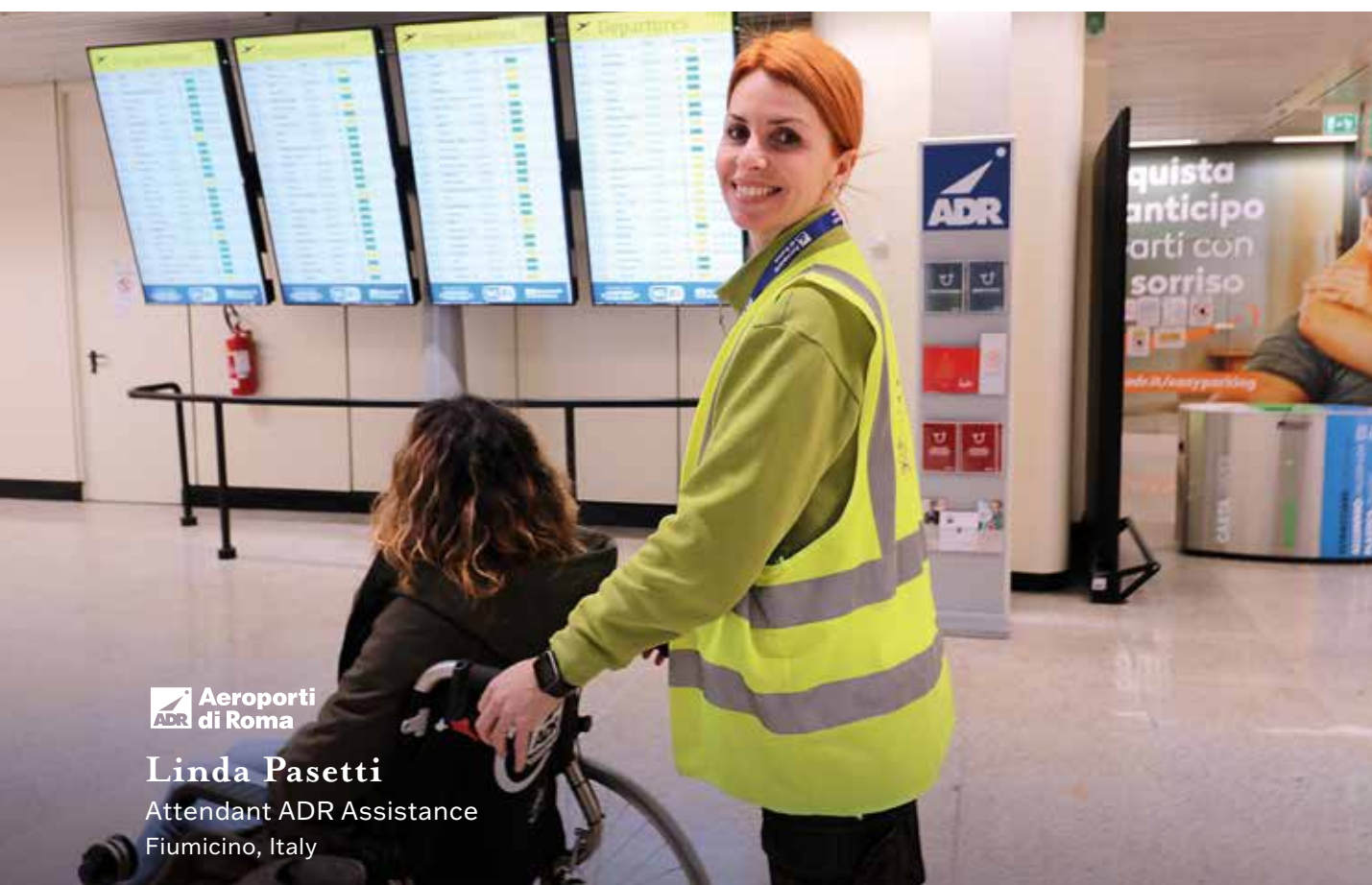
The 2021 performance (revenue, EBITDA, profit and operating cash flow) marks a significant improvement compared to 2020, having benefitted from the recovery of traffic in the motorway sector (up 22% on 2020) and in the airport sector (up 28% on 2020).

Net debt of €30.0 billion is down €3.8 billion, primarily reflecting the positive impact of operating cash flow (€2.9 billion) and proceeds from the sale of equity interests in subsidiaries (Telepass, Hochtief and Alienor, totalling €1.7 billion), before capital expenditure (€1.1 billion).

## Results by operating segment

The following table shows the Group's key performance indicators by operating segment as at 31 December 2021 (€m)

BUSINESS BY SEGMENT	OPERATING REVENUE	EBITDA	OPERATING CASH FLOW	CAPEX	NET DEBT
Abertis group	4,854	3,350	2,096	652	23,958
Other overseas motorways	569	402	386	74	191
Aeroporti di Roma group	528	262	282	175	1,672
Aéroports de la Côte d'Azur group	174	56	67	44	954
Telepass group	269	121	105	81	616
Atlantia, other activities, consolidation adjustments	-3	-162	-9	40	2,575
<b>Sub-total operating segments</b>	<b>6,391</b>	<b>4,029</b>	<b>2,927</b>	<b>1,066</b>	<b>29,966</b>
Autostrade per l'Italia group's discontinued operations	-	-	986	1,026	8,671
<b>Group total</b>	<b>6,391</b>	<b>4,029</b>	<b>3,913</b>	<b>2,092</b>	<b>38.637</b>



 **Aeroporti di Roma**

**Linda Pasetti**  
Attendant ADR Assistance  
Fiumicino, Italy

## Non-financial performance

Our non-financial performance regarding key drivers of sustainable business growth shows significant progress on social, environmental and governance matters.

### Social impact

The Group's commitment to diversity, equality and inclusion is evidenced by a more even gender balance. 29% of middle and senior management positions are held by women, marking an increase of more than 2 percentage points compared with 2020. Gender balance among the members of the management and oversight bodies of consolidated companies also improved greatly, with women accounting for 45% of the 29 appointments Atlantia made in 2021.

The number of occupational injuries rose to 12 events per 1,000,000 employee-hours worked, compared with 8.5 in 2020. This upturn, while not desirable, is in line with the upturn in activity, especially in the motorway sector. The Company's commitment on this front is still strong, as evidenced by the injury rate reduction target for the period 2021-2023, and also in the long-term ambition to reduce occupational injuries to best-in-class levels in all operating segments by 2030.

Significant investments were made in human capital during the year, with the provision of over 600,000 hours of training, or an average of 30 hours of training per employee. Training hours per capita rose 40% compared with 2020. Over 40,000 hours were dedicated to sustainability training, involving around 6,000 employees. The senior management of Atlantia and the main subsidiaries played an active role in the first part of the executive education programme on embedding ESG (Environmental, Social, Governance) risks and opportunities into the management of our businesses. This was held in partnership with one of the most prestigious international business schools.

Intense engagement and open and transparent dialogue with stakeholders has significantly strengthened the Company's reputational recovery (up 4.9 points in the period April-December 2021, which puts us in the top tier of the best performers), as measured by a third-party, independent international company.

### Ethical and transparent governance

During 2021, the Company constantly engaged with our investee companies via activities regarding the integration of ESG aspects into business processes. The main investee companies, which account for more than 85% of revenue, govern sustainability via an internal board committee. Moreover, the main investee companies, accounting for over 90% of revenue, have drawn up a long-term sustainability plan, with medium- and long-term objectives and targets. In line with the commitment to transparency, two of the main investee companies, accounting for 85% of revenue, have published a sustainability report. The vast majority of investee companies, accounting for over 95% of revenue, have embedded ESG objectives into their management incentive schemes together with traditional financial and operational metrics.

### Environmental footprint

With the upturn in traffic, energy consumption rose by 3%, but is still below pre-pandemic levels, in line with the only partial recovery in the airport sector. Despite the growth in energy consumption, direct CO<sub>2</sub> emissions (scopes 1 and 2) have been reduced by 14% compared with 2020 as a result of two main factors. On the one hand, the above-mentioned difference in passenger volumes in the airport segment compared to 2019 and, on the other, the start of a transition towards increased use of electricity from renewable sources that appreciably contributes to reducing direct CO<sub>2</sub> emissions. The performance achieved is in line with the objectives of cutting direct emissions by 50% by 2030, which is partly thanks to a progressive increase in the use of energy from renewable sources.

As regards the circular economy, the rate of recycling/reuse of waste stood at 65%, marking an improvement of 12 points compared to 2020. In particular, the rate of recycling/reuse in the airport sector registered an excellent performance with approximately 90% of waste reused as part of circular economy processes.

# Sustainability and innovation are the strategic drivers of our development projects

## Capitals

### People

20,326 employees  
 39% women, 61% men  
 16% under-30s  
 2.5% vulnerable groups  
 >600,000 hours of training provided

### The environment

2,905 TJ total energy consumed  
 534 kt waste produced  
 5,534 ML water abstracted

### Assets

5 airports  
 48 concessions in 11 countries  
 >9,000 km of toll motorway  
 20 million airport passengers  
 >9 million on-board units  
 >20,000 suppliers

### Financial resources

EBITDA 4.0 €bn  
 Operating cash flow 2.9 €bn  
 Capex 1.1 €bn  
 Net debt 30.0 €bn

## Business model

### Strategic pillars



DEVELOPMENT



INNOVATION

### Our sustainable development roadmap

People-centricity



Climate change

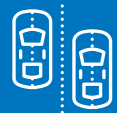


Circular economy, responsible consumption and production of resources



### Sectors

Share



85 %



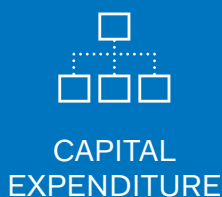
11 %



4 %

We aim to make mobility infrastructure, services and technologies increasingly sustainable, integrated, safe and accessible to more people, from the first to the last mile. Every strategic choice is carefully considered in terms of its social, environmental and economic sustainability.

## Impacts



Local communities and relationship capital with stakeholders



Ethical and transparent management

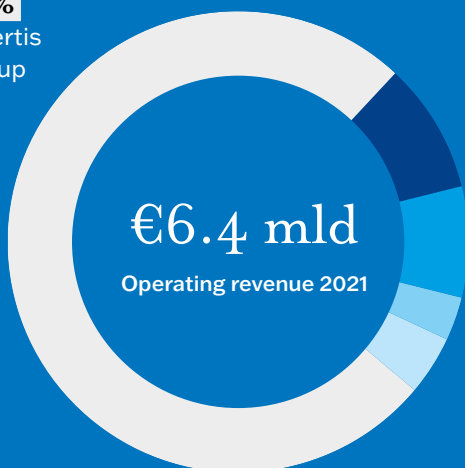


Digitalisation and innovation



## Operating revenue

**76%**  
Abertis group



**9%**  
Other overseas motorway operations

**8%**  
Aeroporti di Roma group

**3%**  
Aéroports de la Côte d'Azur group

**4%**  
Telepass group

## People

**96%** of employees on permanent contracts  
**29%** of managerial positions held by women, up **2 percentage points** on 2020

Bloomberg **GEI** employer **12 injuries per 1,000,000 employee-hours worked**, compared with 8.5 in 2020

**30 hours** of training per capita, up **40%** on 2020  
**>6,000** employees trained on **ESG** aspects

## Planet

**186,862t** direct CO<sub>2</sub> emissions, **down 14%** on 2020

**32%** of electricity from renewable sources

**≈90%** of waste recycled in the airports segment

**65%** of waste recycled in the motorways segment

**5 out of the 10** most virtuous airports in the world

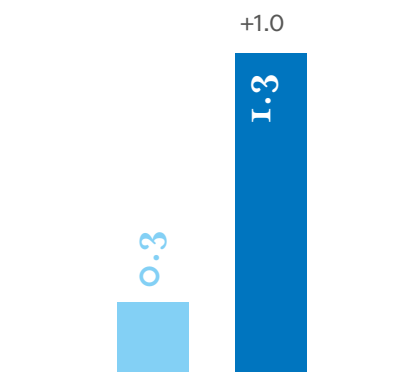
## Value

**€7.4bn** of direct economic value created, including **26%** in the downstream supply chain and local communities

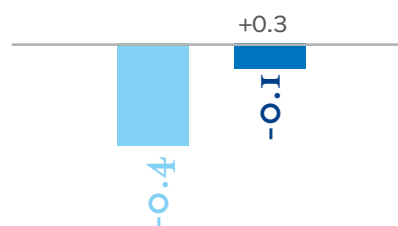
**85%** of revenue eligible under EU green taxonomy

## Financial performance of Atlantia S.p.A.

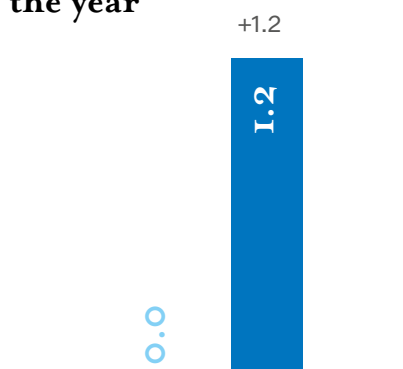
**Profit/(Loss) from investments**



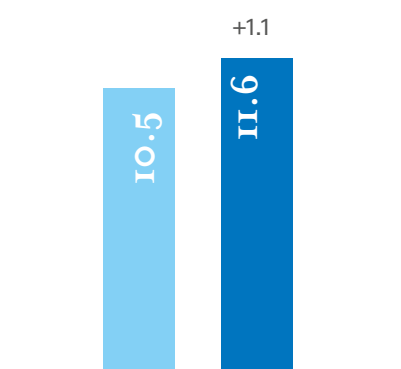
**Profit/(Loss) from financial activities**



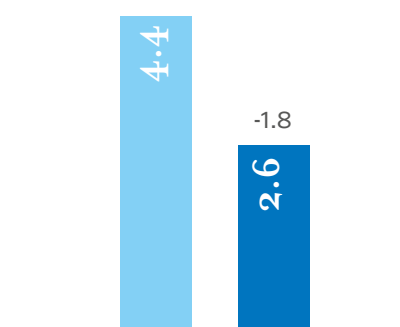
**Profit/(Loss) for the year**



**Equity**



**Net debt**



● 2020 ● 2021

Amounts in €bn

Atlantia posted a profit of €1.2 billion for 2021, primarily due to the gain on the sale of a 49% stake in Telepass (€1.0 billion) and dividends received amounting to €0.4 billion, including approximately €0.3 billion from Abertis. The 2021 result includes write-offs totalling approximately €0.1 billion, relating to impairment losses on investments in the airport sector.

Equity amounts to €11.6 billion, marking an increase of €1.1 billion.

Net debt amounts to €2.6 billion, down €1.8 billion as a result of proceeds from the sale of stakes in investee companies (Telepass and Hochtief, totalling €1.4 billion) and dividends received from investee companies amounting to €0.4 billion.

## Financial ratings

In 2021, the rating agencies' assessments of Atlantia were positively affected by the gradual finalisation of the agreement to sell the entire stake in Autostrade per l'Italia. In particular, the agencies acknowledged the steady reduction in the risks associated with the withdrawal from Autostrade per l'Italia's concession and an acceleration of debt repayments.

In detail:

- On 4 June, Fitch placed the credit rating on "Rating Watch Positive" (from "Rating Watch Evolving");
- On 22 June, Standard & Poor's upgraded the credit rating by one notch to "BB" outlook "Positive" from "BB-" outlook "Developing";
- On 22 October, Moody's placed the credit rating and the outlook "under review for upgrade".

	ISSUER RATING	RATING OF BONDS ISSUED BY ATLANTIA (HOLDING COMPANY)
	<b>Rating e outlook</b>	<b>Rating e outlook</b>
Fitch Rating	BB+ <sup>4</sup>	BB Rating Watch Positive
Moody's	Ba2 <sup>5</sup> (under review for upgrade) Positive outlook (under review for upgrade)	Ba3 (under review for upgrade) Positive outlook (under review for upgrade)
Standard & Poor's	BB Positive outlook	BB Positive outlook

## Non-financial ratings

In terms of Atlantia's non-financial performance at 31 December 2021, the ratings published by the leading non-financial rating agencies are as follows.

	SCALE	ATLANTIA 2021	VS. SECTOR AVERAGE
ISS Corporate Rating	D- / A+	C	^
MSCI ESG Rating	CCC / AAA	BBB	^
FTSE Russel	0 / 5	3.8	^
CDP (Climate)	D- / A	B	^
Sustainalytics	40+ / 0 (Severe / Negl. risk)	21.1 (Medium Risk)	=
Refinitiv	D- / A+	C+	n.d.
Moody's ESG	0 / 100	59	^

The progress made in 2021 in drawing up long-term action plans aimed at improving ESG performance across the Group's portfolio of businesses also led to an improvement in the Company's ESG ratings, including:

- an upgrade from BB to BBB from MSCI ESG;
- the improvement from 47 to 59 in the score assigned by Moody's ESG (previously Vigeo Eiris), which led to Atlantia being included in Borsa Italiana's Euronext Eurozone 120 and MIB ESG indices;

At the beginning of 2022, Sustainalytics improved its ESG risk rating from 21.1 (medium risk) to 14.7 (low risk).

4 - "Consolidated rating" for the Atlantia Group.

5 - "Corporate family rating" for the Atlantia Group.

# 1.3 Milestones during the year 1/2

## March



Equity investment in Volocopter



Board of Directors adopts new sustainability guidelines and ESG objectives for 2021-2023



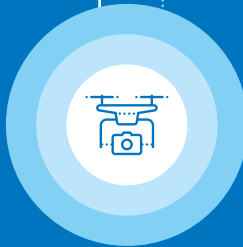
Aeroporti di Roma's two airports awarded top Airport Carbon Accreditation 4+. Zero emissions by 2030



## February



€1bn bond issue



## April



Completion of sale of 49% stake in Telepass



First Integrated Annual Report



Annual General Meeting votes 98% in favour of the new remuneration policy based on transparency, value and sustainability



## May



Ordinary General Meeting approves the sale of Atlantia's entire stake in Autostrade per l'Italia to the Consortium established by CDP, Blackstone and Macquarie



## July



Atlantia confirmed in the FTSE4Good Index



## June



Atlantia meets the financial community to communicate its strategic guidelines

Standard and Poor's upgrades the ratings of Atlantia, Autostrade per l'Italia and Aeroporti di Roma

Board of Directors accepts the CDP, Blackstone and Macquarie Consortium's offer to acquire the entire stake in Autostrade per l'Italia






Moody's upgrades the ratings of Atlantia, Autostrade per l'Italia and Aeroporti di Roma to positive outlook



Fitch upgrades the ratings of Atlantia, Autostrade per l'Italia and Aeroporti di Roma to rating watch positive


# I.3 Milestones during the year 2/2

## August

-  Sale of Atlantia's stake in Autostrade per l'Italia cleared by the Cabinet Office (golden power provision)
-  Diversity, equality and inclusion guidelines approved
-  Aéroports de la Côte d'Azur's three airports awarded top Airport Carbon Accreditation 4+. Zero emissions by 2030








## September

-  Sustainability rating on the MSCI ESG Global Index improves





## October

-  Management and coordination of Italian investee companies ceases
-  Board of Directors approves Engagement Policy and Responsible Investment Policy
-  Autopista Central signs Addendum worth €300m with Chilean government for the construction of two new tunnels in Santiago

-  Rating under review for upgrade by Moody's. Baa3 rating with positive outlook confirmed for Aeroporti di Roma, and Autostrade per l'Italia's rating upgraded to Ba2
-  Atlantia joins the MIB ESG Index


## November


 Atlantia's equity investment in Autostrade per l'Italia: consent solicitation procedures for Autostrade per l'Italia bondholders guaranteed by Atlantia

 Board of Directors approves revision of Code of Ethics incorporating ESG aspects among principles of conduct




## December

 Share buy-back plan worth up to €2bn approved

 Atlantia joins the "We Economy"

 Atlantia joins the Euronext Eurozone 120 Index

 General Meeting votes 99% in favour of inclusion of the principle of pursuit of sustainable long-term success in the Articles of Association, as a guiding principle to be applied by the Board of Directors

# I.4 Events after 31 December 2021



## Yunex Traffic

On 17 January 2022, Atlantia agreed to purchase Yunex Traffic, a global leader in the innovative Intelligent Transport Systems (ITS) sector, from the Siemens Group at a price of €950 million (Enterprise Value).

Yunex Traffic's traffic management and urban mobility infrastructure and platforms are used in over 600 cities and on 4 continents (Europe, the Americas, Asia and Oceania).

The transaction marks a major step in delivering on our strategy of expanding into new adjacent areas offering synergies with core sectors in which Atlantia is a leader (motorways, airports, mobility digital payments).



## Bloomberg Gender Equality Index

On 26 January 2022, in recognition of the progress made along Atlantia's sustainability pathway, above all in terms of diversity, equality and inclusion, the Company was included for the first time in Bloomberg's Gender-Equality Index. The index ranks companies based on how they deliver on their gender equality strategies and the transparency of their disclosures.

The index includes 418 major global companies, judged to be the most committed to transparent practices and to creating a fair working environment.



## Sustainalytics's ESG Risk Rating

On 27 January 2022, Sustainalytics upgraded Atlantia's ESG risk rating to 14.7, judging the Company to be "low risk".



## Volocopter

On 4 March 2022, Atlantia took part in the latest (series E) financing round of Volocopter, the German-based leader in Urban Air Mobility solutions. The Company has invested a further €35 million, following its subscription for new shares in Volocopter worth €15 million in March 2021.

## 1.5 Outlook for 2022

Based on the traffic figures for the first two months of 2022 (motorway traffic is up 2% and airport traffic is down 56% compared with the figures for 2019, as the latter continues to be hit by the impact of the Covid-19 pandemic), and assuming that no further major restrictions on movement are introduced later in the year, we expect motorway traffic to grow by approximately 4% and airport traffic to fall by approximately 40%, again compared with 2019.

In addition, it should be noted that it is not currently possible to predict the direct and indirect effects on the wider economy of the conflict that broke out in Ukraine at the end of February 2022, or the implications for traffic volumes.

We expect the Group's revenue for 2022 to be in the order of €6.6 billion and EBITDA to amount to approximately €4.1 billion, with an improvement on the results for 2021. EBITDA for 2021 benefitted from both the government grant received by Aeroporti di Roma to compensate for lost passenger traffic due to Covid-19 (approximately €220 million), and the contribution from the Spanish companies, Acesa and Invicat, whose concessions expired in August 2021 (approximately €350 million). We expect the Group to generate operating cash flow of approximately €2.4 billion, capital expenditure to total approximately €1.5 billion and net financial debt to be approximately €23 billion in December 2022, down from the €30 billion of the end of 2021, primarily due to the expected proceeds after completion of the sale of Autostrade per l'Italia. The above estimates should be considered as forecasts of a purely indicative nature and based on the above assumptions. These will need to be updated based on future performance and, as such, do not constitute targets for the Group.

Following receipt of clearance from all the relevant authorities, we expect the acquisition of Yunex Traffic from the Siemens group to complete in the second half of 2022.

Implementation of the growth strategy will continue during the year, with investment in core sectors in which the Company is a leader (motorways, airports, mobility digital payments), and in new adjacent areas offering synergies: Intelligent Transport Systems, Electrification/Renewables, Rail and Mobility Hubs.

A capital deployment plan was drawn up in 2021 for the proceeds from completion of the sale of Autostrade per l'Italia SpA. This aims to drive organic growth at Group companies, with financial support provided to take advantage of growth opportunities, guarantee financial stability, identify new investment opportunities with a focus on innovation and sustainability, and return cash to shareholders through a share buy-back programme worth up to €2 billion.

Implementation of the Company's sustainability roadmap will also continue in 2022, carrying out the planned activities designed to enable us to achieve specific targets by 2023. More wide-ranging actions will also be taken to ensure that we meet our social and environmental goals and ambitions by 2030. These initiatives will include our long-term Climate Action Plan, further impetus for efforts to bridge the gender gap, a stepped-up commitment to occupational safety, the promotion of active citizenship and sharing the value created with employees.



**Sophie Dalmasso**

Head of Customer Relationships and Quality of Service Dept  
Nice, France

# Business Model

**This section contains a high-level overview of the strategic guidelines followed by our core businesses, and of the organisation's risk management, governance and control systems.**

# 02. Our strategy and values

Atlantia 

**Francesca Romana Renzetti**  
Legal Associate  
Rome, Italy



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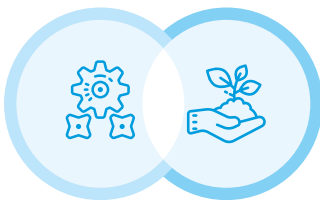
# Our strategy and values

Transport infrastructure is essential for economic and social development, as it enables connections between people, goods, communities and territories. Against a backdrop of ever greater global challenges such as climate change, population growth and social pressure for fairer distribution of resources, as well as the rapid changes brought about by digital technology, the mobility ecosystem is undergoing a major transformation. We are committed to taking part in the shift towards a new mobility model **that is focuses on people's needs** and is able to generate a **positive social, environmental and economic impact**. Our aim is to meet people's basic need to move around, by offering the opportunity to do so in a more **sustainable, safe, integrated and smart way**.

**Innovation, sustainability and the simplification of daily life will be the driving forces behind the Group's future growth and value creation. Environmental, social and governance (ESG) factors have thus taken on an even more central and essential role in achieving the Company's mission.**

**Carlo Bertazzo**  
Chief Executive Officer

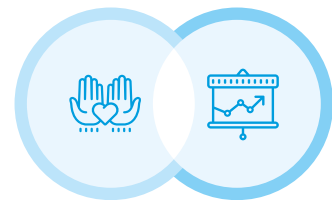
Our mission is to create economic and social value for communities and territories through active investment in cutting-edge assets, capable of offering mobility services that provide a stand-out travel experience and simplify daily life. Innovation and sustainability are the drivers for the Company's long-term growth, within the framework provided by the values that inspire our approach to business.



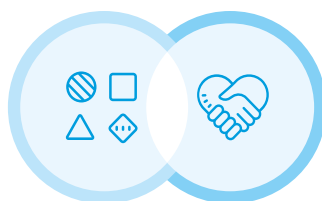
DEVELOPMENT AND SUSTAINABILITY



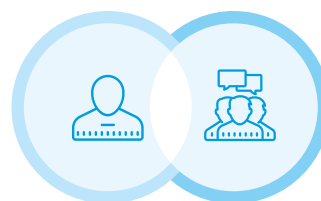
CONTINUITY AND INNOVATION



VALUE AND PROGRESS



DIVERSITY AND INCLUSION



INDIVIDUALITY AND COMMUNITY

## 2.1 Our stakeholders - planning the future together

Mobility is an ecosystem that involves many parties, with whom it is essential to have shared objectives and priorities to ensure long-term prosperity throughout the value chain. Therefore, our stakeholders are at the heart of our value creation strategy.

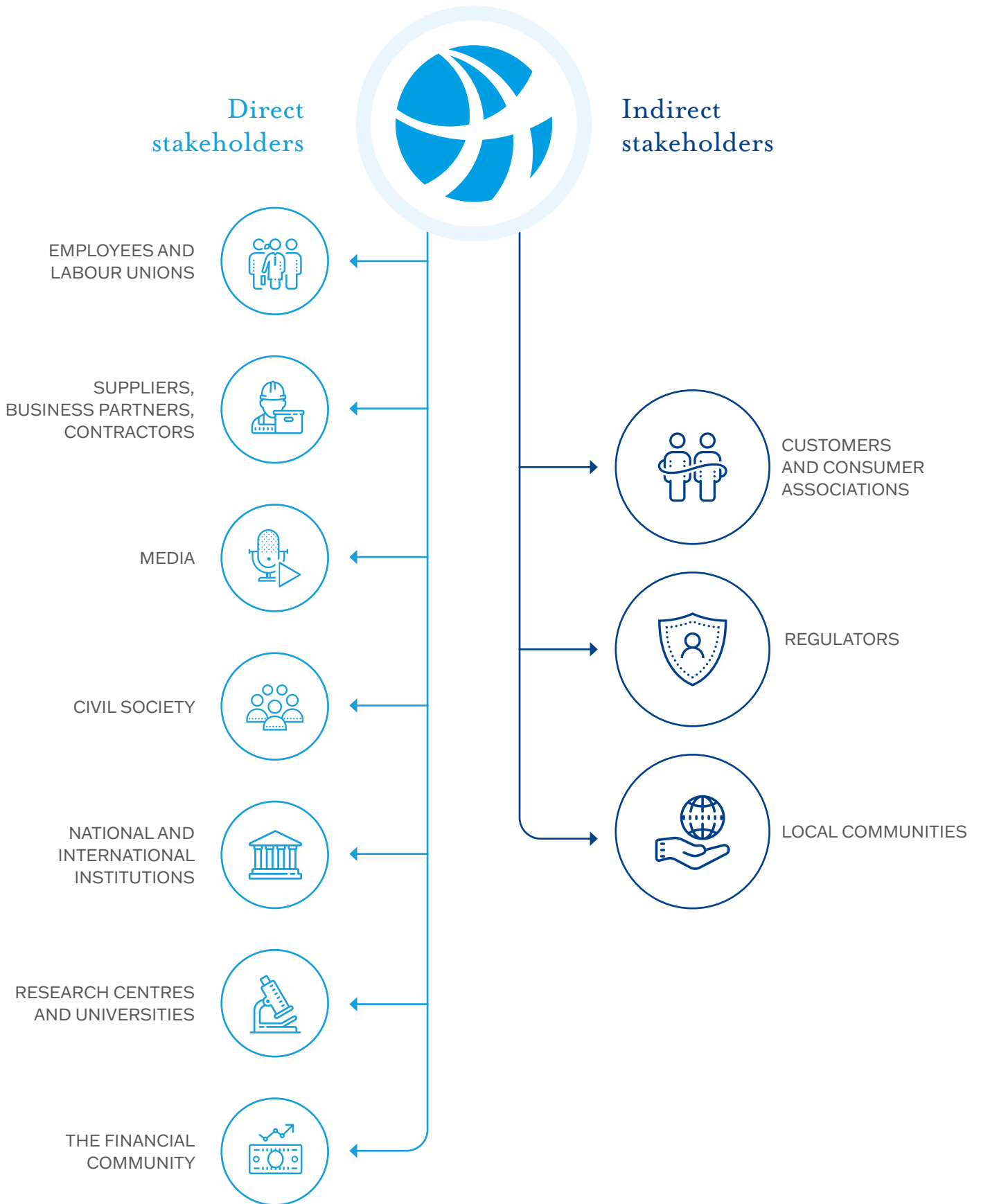
“We look to the future, taking inspiration from our stakeholders. Over the years, we have strengthened our listening and engagement processes, by promoting a participatory, integrated approach. We are convinced that reconciling and matching the needs and expectations of stakeholders in relation to the mobility ecosystem is an essential prerequisite for sustainable, inclusive and long-term growth for all.”

We believe that relationships of trust with shareholders, investors and stakeholders in general are the foundation for achieving growth via a stakeholder capitalism approach that, together with economic and financial value, seeks to create social value by having a positive impact on people and the environment. Atlantia is committed to strengthening relationships of trust with our stakeholders by fostering stable, ongoing relations, based on active listening and dialogue, which respect the principles of fairness and transparency, and help to improve understanding of mutual perspectives and legitimate interests, in order to encourage the creation of long-term value. **The reputation the Company enjoys with our stakeholders is an important part of our intangible value**, and as such is one of the metrics we regularly use to monitor our performance.

Over the years, Atlantia has taken an increasingly organised approach to listening to and engaging with our stakeholders, year after year by broadening and enhancing preliminary assessment procedures designed to define more a responsible and shared allocation of resources and to focus management's attention on aspects deemed significant by stakeholders. In 2021, with a view to further strengthening the primary role played by our stakeholders, the Company adopted an Engagement Policy aimed at establishing and maintaining constant and ongoing relations with shareholders, investors and key stakeholders. The Engagement Policy, which was approved by the Board of Directors, which regularly monitors its application, is based on the following principles:

- **Responsibility** in establishing and maintaining long-term relations based on ethics and integrity;
- **Transparency** through the sharing of relevant, useful, truthful, clear and comprehensive information;
- **Active listening** based on direct and constructive dialogue that respects diversity, and is inclusive and multicultural;
- **Reconciling the expectations** of stakeholders with a view to promoting collaboration to achieve the goal of creating sustainable long-term value.

# Stakeholder map



The Company promotes dialogue with stakeholders as a tool for long-term value creation, including by our subsidiaries. The transparent, open and constructive approach to dialogue also forms a point of reference which - while respecting the specific nature of the corporate governance structures of individual Group companies - may inspire the adoption of similar policies by Group companies in their relations with their stakeholders. Therefore, the Company is committed to encouraging Group companies to gradually adopt the Engagement Policy, in addition to the good practices of constant interaction with their key stakeholder ecosystem and the policies they already have in place.



## Dialogue with stakeholders

During 2021, the quality and frequency of interaction with our stakeholders increased:

**280 meetings**

were held with the financial community in the second half of the year alone

**>200 stakeholders**

were involved in identifying key issues for Atlantia's sustainable development

**≈3000 stakeholder**

were asked about their relationship of trust\* with Atlantia during the year

**2x**

the number of followers on LinkedIn, which has an average engagement rate of over 5% per post

**+5% more time spent**

on the new corporate website [www.atlantia.com](http://www.atlantia.com)

**+30% more**

pages viewed during each visit to the corporate site

**>17.000 unique visitors**

in just two months since Infra Journal went live, and >30,000 page views

(\*Corporate reputation monitoring was conducted by the independent company RepTrak)

## 2.2 Material topics

The materiality analysis was updated in 2021 in collaboration with an even balance of around 200 internal and external direct stakeholders, via a listening process aimed at identifying priority topics - from the viewpoints of the various stakeholders involved - for Atlantia's sustainable development. This process, carried out in line with the Engagement Policy, was broken down into several phases.

### 1. Analysis of market trends to identify topics on which to seek the views of stakeholders. This activity included:

- benchmarking of a sample of around 35 Italian and international companies representing the mobility ecosystem, and investment companies with a particular focus on investors in the infrastructure sector; the benchmarking also involved the main listed companies on the Italian market deemed to be "best in class" with regard to sustainable growth topics;
- leading international frameworks such as the Global Reporting Initiative (GRI) and the Sustainability Accounting Standards Board (SASB);
- the Datamaran intelligent data analysis platform which compared key topics for over 600 companies, based in Europe and North and South America, that operate in the mobility sector and adjacent sectors, such as construction and engineering.

Analysis of market trends revealed 21 topics relevant to the sustainable development of Atlantia's business.

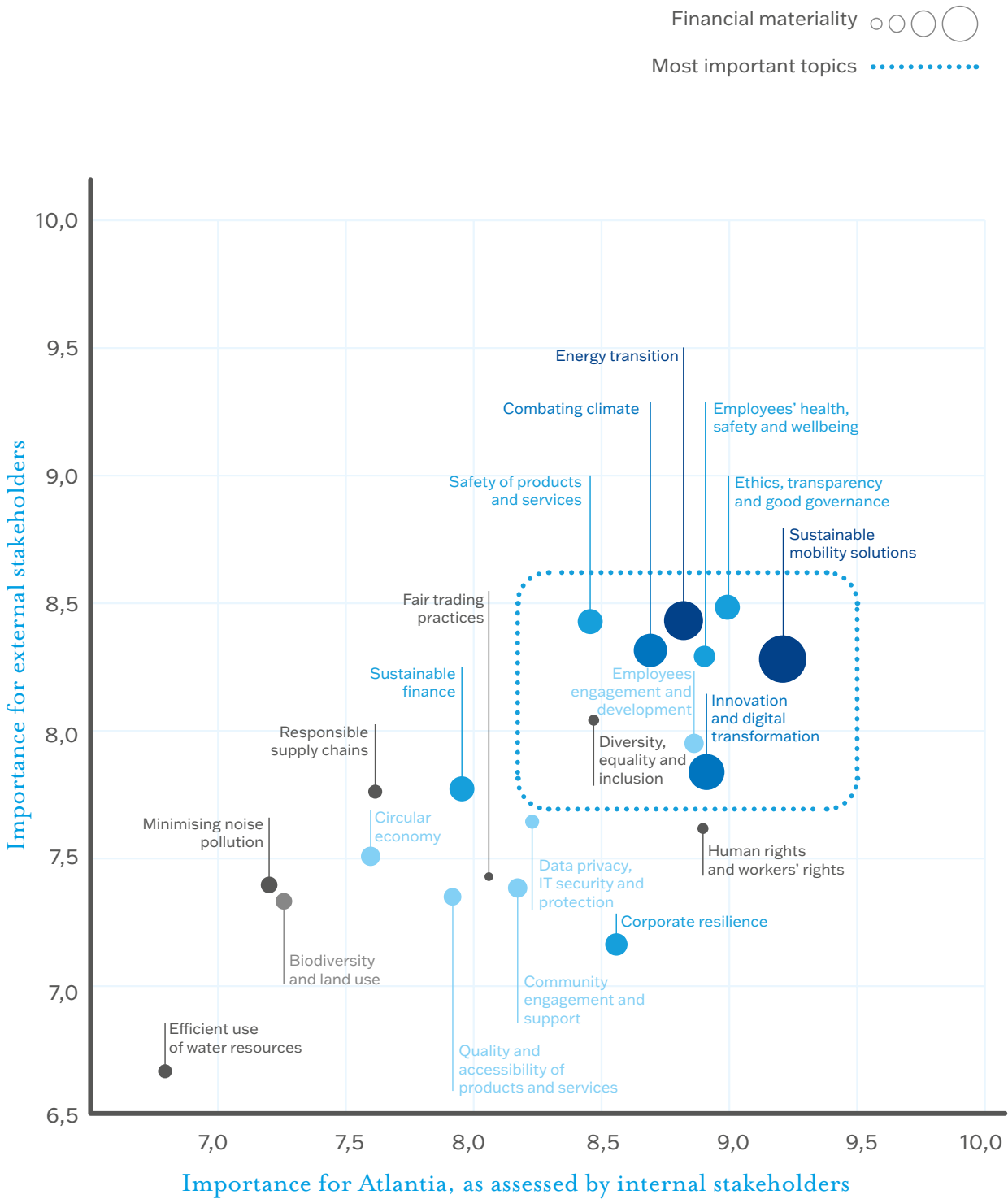
**2. Active listening to stakeholders regarding the 21 topics identified.** Stakeholders were engaged by the various corporate departments of Atlantia that manage dialogue and interaction with them on a daily basis. Overall, more than 300 stakeholders were invited to offer their views via an anonymous digital questionnaire that gave them the opportunity to:

- express their opinion on the importance of the 21 topics put forward;
- identify other relevant topics that Atlantia should consider;
- highlight the outlook for the mobility of the future;
- report opportunities for dialogue and engagement with Atlantia to work towards shared objectives.

Moreover, stakeholders with greater financial awareness (such as the Board of Directors and senior management, the financial market and investors) were asked to identify the three topics with the greatest and least financial impact on Atlantia's business, which gave rise to a "double" interpretation of the importance of the topics proposed in terms of so-called double materiality

The results of this activity were approved by the Board of Directors on 20 January 2022.

# Materiality matrix



Stakeholders highlighted 9 priority topics on which to focus Atlantia’s sustainable growth strategy, delineating the roadmap for the Company’s **sustainable success**.

Key topics	
<b>The business’s impact on the environment</b>	Sustainable mobility solutions
	Energy transition
	Combating climate change
	Innovation and digital transformation
<b>How the business is governed</b>	Ethics, transparency and good governance
<b>The social impacts of our activities</b>	Safety of products and services
	Employees’ health, safety and wellbeing
	Employees engagement and development
	Diversity, equality and inclusion





**Vincent Lebegue**  
Head of Maintenance Department  
Nice, France

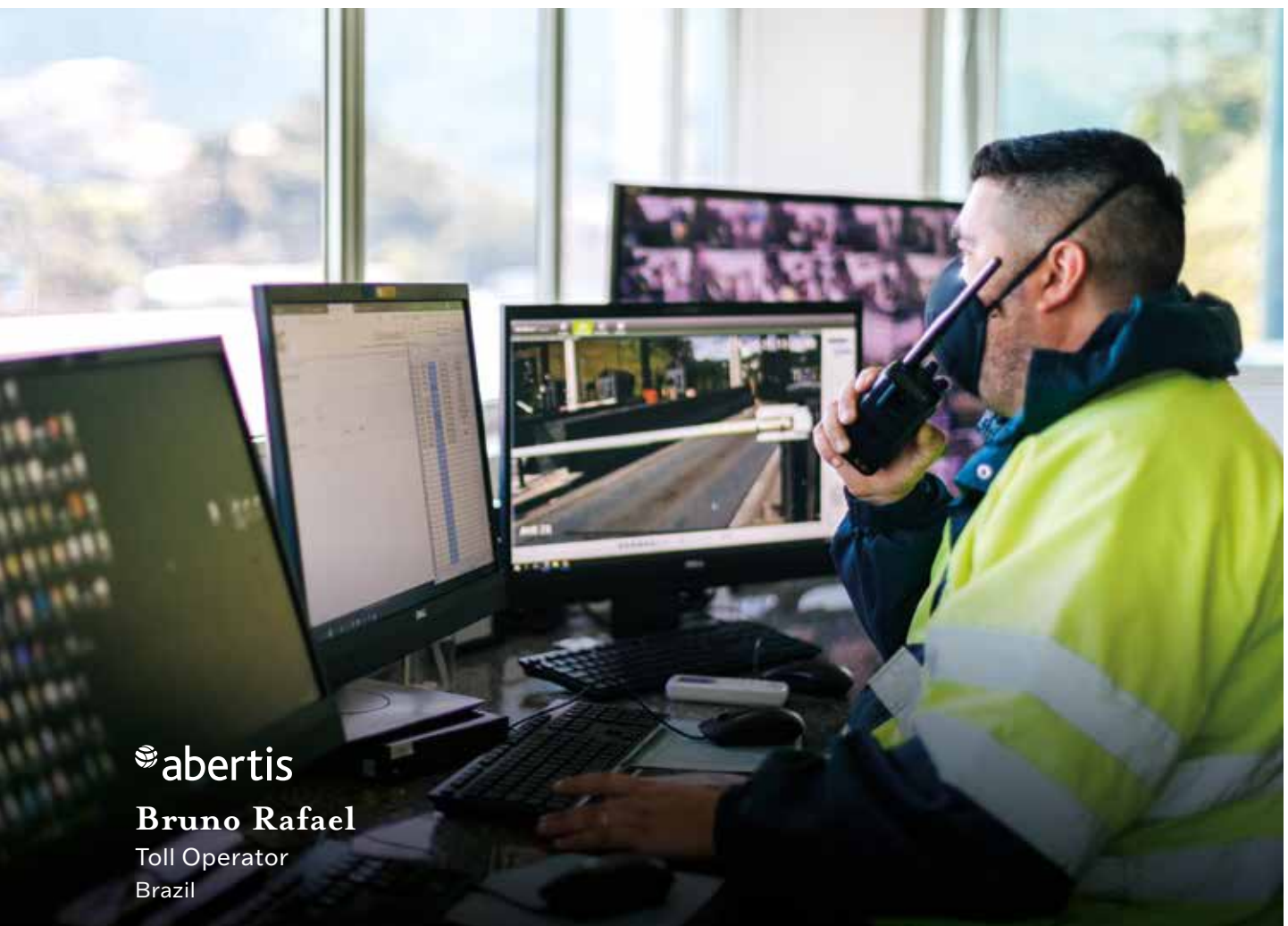
## 2.3 Strategic guidelines and plans

In 2020, Atlantia drew up new guidelines for the Group's development, aimed, among other things, at strengthening its position in current sectors of operation and expanding into adjacent ones, based on a synergistic diversification approach and the resilience of its portfolio, and making sustainability and innovation the lowest common denominator in value creation for all stakeholders.

With the aim of implementing the strategic guidelines and building its future positioning, Atlantia has developed its own long-term vision regarding the evolution of mobility, on two complementary fronts:

- definition of its role in the future mobility ecosystem, where traditional supply and demand approaches will be called into question in the coming years under the influence of global mega-trends;
- identification of the market segments with the greatest potential and capable of generating new opportunities of interest to Atlantia, in view of the priorities set and the added value they are expected to provide.

Atlantia believes that in the coming years the mobility sphere will be at the centre of a growing and radical transformation brought about by the impact of **global mega-trends** and **burgeoning technological development**.



 **abertis**  
**Bruno Rafael**  
 Toll Operator  
 Brazil

Mega-trend	Main expected impacts on mobility
<p><b>Rapid urbanisation</b></p>	<ul style="list-style-type: none"> <li>• increasing levels of congestion on urban road networks</li> <li>• emergence of new, unconventional transport models that will complement current ones</li> <li>• increase in new, unsystematic long-distance journeys</li> </ul>
<p><b>Technological disruption</b></p>	<ul style="list-style-type: none"> <li>• emergence of new mobility services enabled by digital platforms</li> <li>• intelligent data processing as the main critical success factor</li> <li>• increasingly connected, autonomous and electrified vehicles</li> </ul>
<p><b>Combating climate change</b></p>	<ul style="list-style-type: none"> <li>• transition towards sustainable transport models, also supported by public incentive policies</li> <li>• smart infrastructure for monitoring emissions and achieving greater operational efficiency</li> <li>• growing penetration of electric vehicles and shared mobility models</li> </ul>
<p><b>Changing economic equilibria</b></p>	<ul style="list-style-type: none"> <li>• trade growth in consolidated and new corridors</li> <li>• boosting of new infrastructure investment and cross-border service provision</li> <li>• vertical integration of logistics operators</li> </ul>
<p><b>Demographic and social changes</b></p>	<ul style="list-style-type: none"> <li>• changing needs and consumption habits driving the emergence of diversified and customised services</li> <li>• need to adapt existing infrastructure capacity in line with population growth and mobility flows</li> <li>• repositioning of industrial players (e.g., car manufacturers) as providers of a wide range of mobility services</li> </ul>

Mobility will be increasingly shaped by dynamic interaction between various mega-trends, which Atlantia believes will stimulate the emergence of a **new market scenario** characterised by:

#### Individualism

- customers seeking customised mobility solutions that meet their specific needs and expectations.

#### Business fragmentation

- increased specialisation of operators in the mobility value chain and the appearance of new players focused on technology and intelligent data management;
- digital platforms will increasingly be a key to the integration of different services and actors within the fragmented mobility ecosystem;
- physical integration of different mobility solutions in multimodal hubs will be crucial to ensure a seamless travel experience for customers;
- on-demand services will develop further, thus helping to achieve more efficient use of transport capacity.

#### Race for sustainability

- Joint commitment of society and institutions to the achievement of sustainability goals defined at national and international level.

Atlantia believes that this evolutionary scenario will have significant **impacts** on traditional market processes, in terms of **mobility demand** and **supply**:

#### Impacts on mobility demand

- more diversified mobility needs in terms of required characteristics and service levels (e.g., destination, travel time and speed, price, comfort);
- changes in transport modes (e.g., electrification of road vehicles, and growth in rail use for passengers and freight);
- transition from mobility models based on vehicle ownership to shared models (e.g., on-demand shared mobility).

#### Impacts on mobility supply

- introduction of new technology-based value-added services

- development of mobility-as-a-service offerings based on subscription models;
- new transport models with dynamic demand-driven capacity modulation;
- intermodal journey planning systems based on data sharing;
- emergence of last-mile platforms to manage the integrated collection, transport and delivery of goods, as well as the optimisation of vehicle loading by sharing fleets between operators;
- conversion of transport hubs into multimodal mobility hubs that can cater to multiple needs (e.g., short-, medium- and long-haul transport) resulting from diversified market demand.

Given the above scenario, characterised by growing levels of complexity and fragmentation compared to the current environment, Atlantia envisages a need for ever greater integration and interaction **between the different layers of the mobility ecosystem** (see chart below):

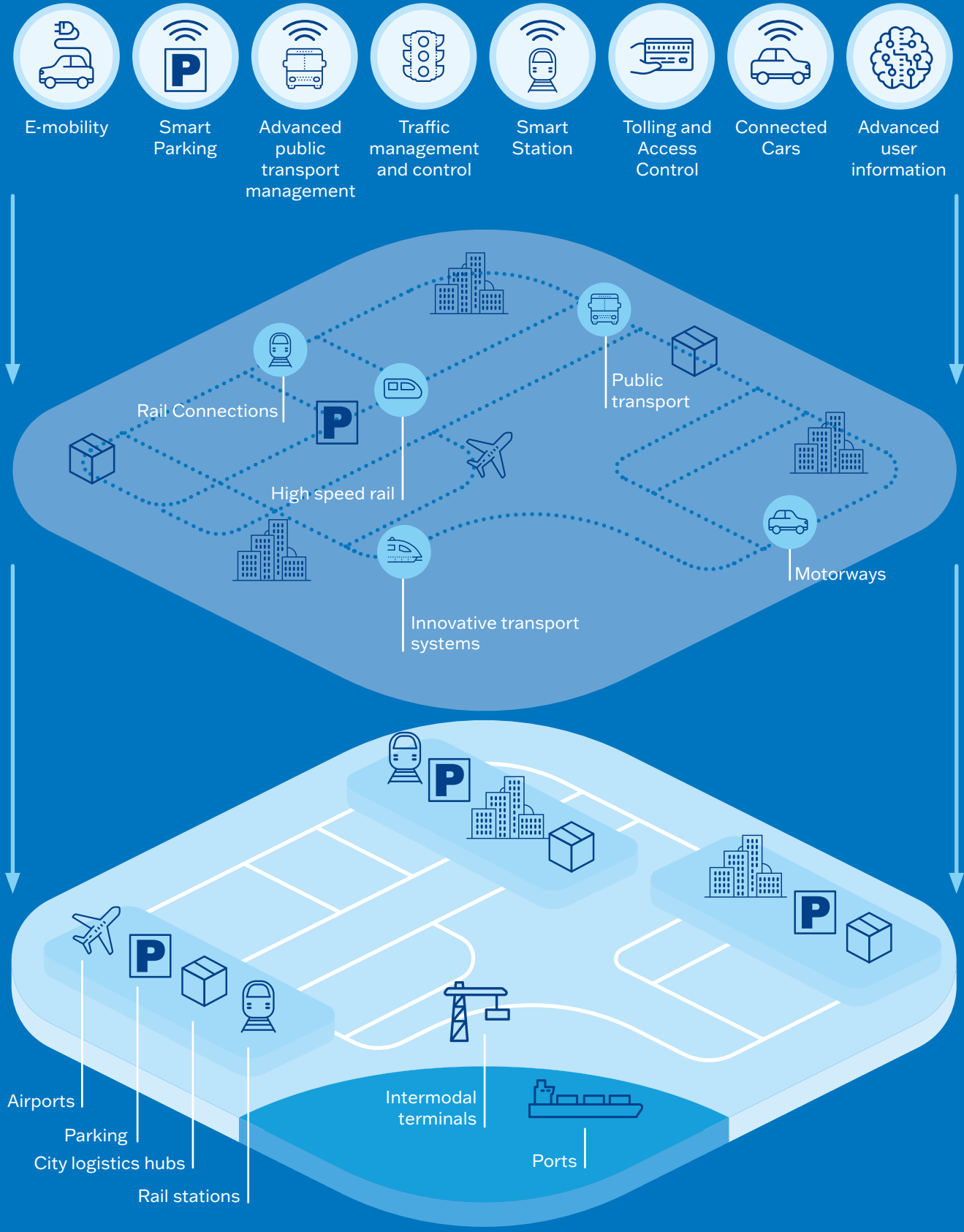
1. **mobility hubs**, where traffic flows and interchanges between different modes of transport are clustered together (e.g., airports, railway stations, ports, logistics centres, parking and interchange facilities)
2. **a network connecting** the various mobility centres and hubs spread across the entire transport network (e.g., motorways, railway lines and, in the future, vertical air mobility and hyperloops)
3. **intelligent data processing technologies and platforms**, to enable effective communication between mobility infrastructures, and modulate use of the transport network to meet customers' actual needs (e.g., intelligent transport systems, e-mobility, smart parking, connected cars, advanced tolling and access control systems), whilst helping to reduce environmental impacts generated by traffic flows and improving safety levels

In this changing scenario, **Atlantia** believes it can play the role of **integrated and pivotal player able to efficiently and sustainably manage and develop a complex physical and digital infrastructure network within the ecosystem, and leveraging technological innovation to offer new value-added services.**



**Oliver Llanos**  
Terrain Road Supervisor  
Chile

# Need for synergistic integration between the different layers of the mobility ecosystem



## Enabling Technologies

Technologies and platforms that operate via transport network hubs and connections, thus enabling efficient network use focused on customers' needs

## Multimodal Connections

Connections between various mobility hubs and interchanges spread across the entire transport network

## Mobility Hubs

Centres for traffic generation and interchange between different modes of transport

**Atlantia believes it can play the role of integrated and pivotal player of the mobility ecosystem, able to efficiently and sustainably manage and develop complex physical and digital infrastructure networks within the ecosystem, and leveraging technological innovation to offer new value-added services**

To achieve the positioning described above, through reinvestment of the proceeds from the sale of our stake in Autostrade per l'Italia (a decision taken in 2021, with completion of the current authorization process awaited), Atlantia has identified a number of specific market segments in the mobility sector that it believes have the greatest potential to generate the most interesting opportunities, taking into account two factors:

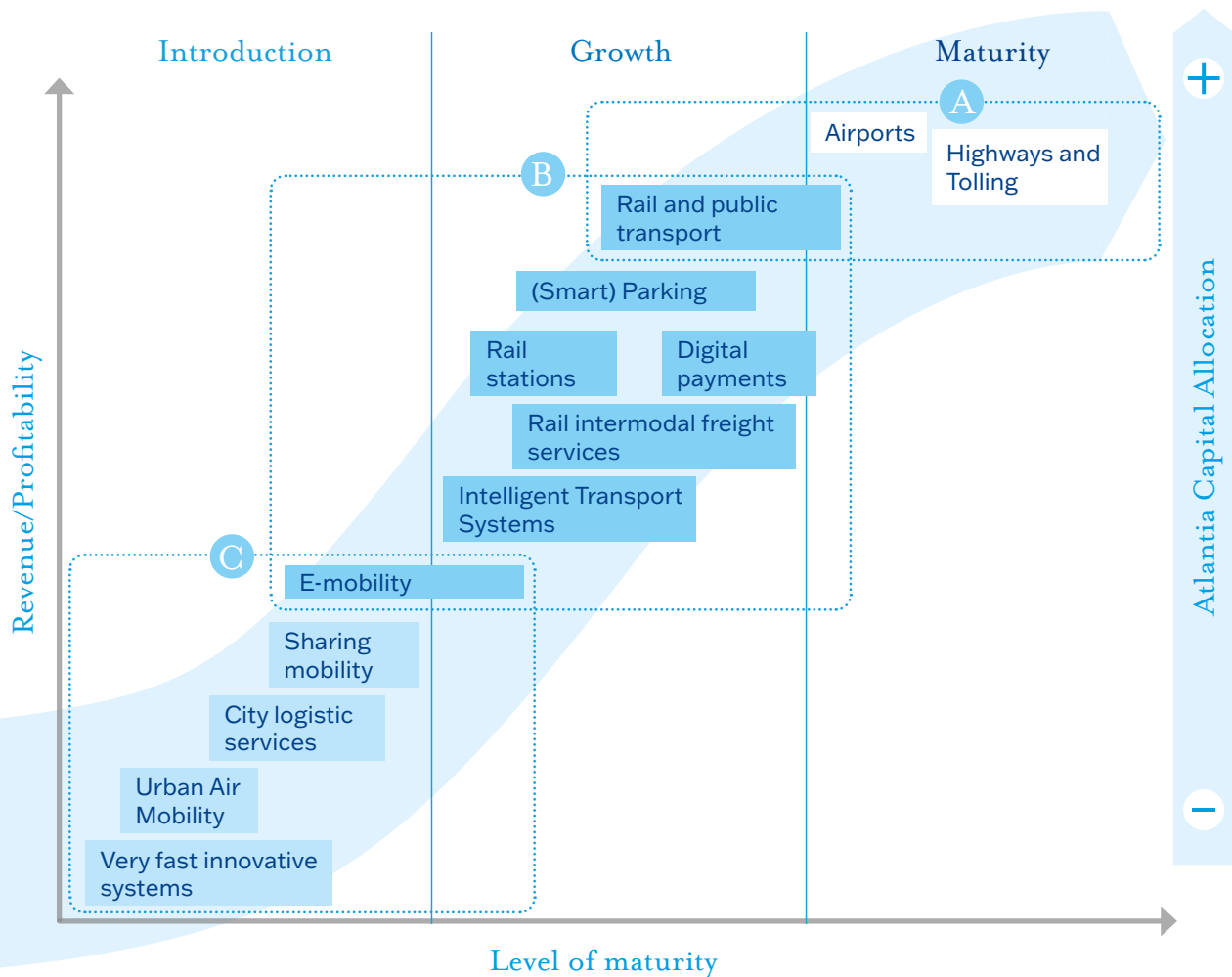
- the presence of characteristics that Atlantia deems to be priority (e.g., attractiveness, market competitiveness, positioning with regard to macro-trends, generation of positive environmental, economic and social impacts);
- the added value that Atlantia believes it can bring and create (e.g., adjacency to current businesses, synergies and development opportunities across its businesses).

Regarding the areas of opportunity identified, which

are characterised by different levels of maturity, Atlantia has defined a diversified investment approach structured around three objectives with different levels of priority (see chart below):

- A. growth and consolidation in the mature sectors** where Atlantia is already positioned via our subsidiaries, and in which we intend to continue to invest and generate and enable new value, including by leveraging innovation and technology;
- B. the development of new lines of business in adjacent sectors** that are synergistic with our existing operations, and that have already begun to establish themselves and the related markets, thereby creating further growth potential;
- C. positioning and skills creation in emerging and innovative mobility areas**, where the market is still taking shape but where there is high potential for future growth.

## Priority market segments





## Differentiated investment approach

### A. Grow in core business

- Continue investing in existing sectors
- Enable new growth through new technological solutions

### B. Build new lines of business

- Expand and diversify actual portfolio and fostering its resilience
- Develop new technological solutions to upgrade existing assets

### C. Chase emerging trends

- Ride emerging market trends and be ready to scale emerging market opportunities

#### A. Strategy regarding existing areas of business

##### Motorways segment (Abertis)

Given the expected rapid recovery of traffic to pre-pandemic levels, the main development objectives and strategies in the motorways segment are focused on:

- strengthening our competitive position as a world leader in the development and operation of motorway infrastructure, by promoting Abertis as the Group's leading motorway platform;
- rationalisation, renewal and development of the portfolio in accordance with the expiry of existing concessions, and adoption of a selective approach to the evaluation of new investments;
- actively seeking growth opportunities by leveraging the assets in our portfolio and proposing new supply models to grantors, including via targeted partnerships in individual countries;
- investment in innovation and digitalisation programmes that support infrastructure development and operational excellence, thus ensuring a safe and comfortable travel experience, while facilitating the transition to more sustainable mobility (e.g., EV charging infrastructure on motorways) and enabling dialogue between the infrastructure and the new generation of connected and autonomous vehicles (e.g., smart roads, V2I);
- development and application of technology as a distinctive factor in our own proposition, in order to expand our supply model (e.g., electronic tolling) and enable further investment opportunities by looking at new concession models and changes in the regulatory framework, including in urban environments and on motorways (e.g., congestion charging/low emission zones).

#### Airports segment (ADR and ACA)

Given the significant impact of the Covid-19 pandemic, which has been felt around the world by the entire sector, a rapid recovery of traffic (especially relating to tourism) is expected, as well as a return to growth in the medium to long term. In this context, the main priorities for future development are:

- support for the gradual recovery of traffic, especially in the international inbound segments, offering competitive fees and efficient operating and development models that are in step with demand;
- a strong commitment to innovation and service quality, by promoting a simplified travel experience and speeding up the introduction of digital technologies to facilitate airport procedures and passenger flow management (e.g., biometric recognition, smart baggage handling);
- revamping of the retail experience, partly thanks to new digital initiatives that can offer new personalised services via the smart use of data;
- constant boosting of sustainability-oriented initiatives at airports, continuing along the path towards zero emissions and encouraging the circular economy, and promoting innovative initiatives aimed at supporting the decarbonisation of air transport, such as the ADR-Eni partnership to supply aviation biofuels at Fiumicino and Ciampino airports; the ADR-FS partnership to launch intermodal services and expand rail access; and the development of urban air mobility for commuting between airports and city centres, including the Urban Blue initiative promoted by ADR and ACA regarding the development of vertiports;
- a commitment to modular and flexible infrastructure development, in order to accommodate future traffic while optimising the use of resources;

- consolidation of the leadership acquired in the sector, and exploring investment opportunities, especially in countries that welcome large numbers of tourists or where traffic has turned out to be more resilient and with strong growth potential due to greater expected propensity to fly, by developing a Group airport platform that leverages the sharing of experience, know-how and best practices, as well as ADR and ACA's notable track record.

### Mobility services/digital payments segment (Telepass)

In an increasingly fragmented mobility environment, characterised by a growing number of players and simplified travel and consumption patterns - where the need for a multimodal services aggregation platform that users can freely and easily move through is ever greater, and in which simple, user-friendly and invisibly paid for services are vital ingredients - the strategic priorities defined focus on:

- consolidating the company's leadership in the Italian market, and stepping up Telepass's penetration in the sector by transforming distribution channels (online and proximity channels);
- reinforcing growth in the European HGV sector by capitalising on Telepass's technological prowess to offer a borderless mobility service in keeping with the spirit of the new European directive;
- expanding consumer mobility services by strengthening the mobility-as-a-service value proposition, and extending reach in Italy's emerging smart cities;
- managing mobility services for companies by creating a "one stop" platform for business customers, and offering companies a complete range of payment and mobility solutions;
- further development of insurtech services, by expanding the offering with innovative products tailored to meet individual users' needs and habits.

### B. Creation of new lines of business in adjacent sectors

As previously mentioned, with a view to expanding our position in the mobility ecosystem, strengthening and diversifying our portfolio and adapting to a rapidly changing market, Atlantia has identified new promising opportunities in market segments that are adjacent to the current ones (e.g., intelligent transport systems, e-mobility and rail mobility).

Our first investment along these lines was the recent acquisition of **Yunex Traffic**, a leading global operator in the

Intelligent Transport Systems (ITS) sector, whose traffic flow and urban mobility management infrastructure and platforms are used in over 600 cities across four continents (Europe, the Americas, Asia and Oceania).

This deal fits in perfectly with Atlantia's vision and growth strategy as described above and is consistent with its ambition to play a pivotal role in the mobility ecosystem, while offering significant synergies with the Group's other businesses and enabling new areas of growth.

Indeed, as illustrated above, current and expected changes in the mobility sector make it necessary to implement new platforms (infrastructure and services) to enable efficient and dynamic transport infrastructure management, by proactively channelling traffic flows, improving safety and effectively controlling emissions within and beyond urban centres.

Yunex Traffic focuses on these objectives, by offering a broad spectrum of infrastructure and mobility services for active traffic management on roads, motorways and tunnels, and developing solutions based on artificial intelligence, vehicle-infrastructure communication and advanced emission-based tolling systems.

Bearing this in mind, **Yunex Traffic** has set out a clear **development strategy**, focusing primarily on:

- the development of advanced software and digital services based on intelligent data collection and processing;
- geographical expansion, by further extending and strengthening its footprint across new geographies;
- improving operational efficiency by focusing on the key needs and priorities voiced by the market, which are able to deliver the greatest added value to customers and users;
- consolidating its position within the sector, which is still fragmented, by complementing its skills and strengthening its critical mass.

Moreover, Yunex Traffic's entry into the Atlantia Group will enable further growth potential in two main areas:

- the reciprocal opportunity to cover new geographical areas (e.g., the entry of Yunex Traffic into the Italian, French and Spanish markets where Atlantia has a long-standing and established presence), and to develop commercial synergies (e.g., accreditation of Atlantia's assets by cities and public authorities in urban and metropolitan areas);

- the opportunity to collaborate with the Group's various assets on the innovation front, thereby encouraging cross-fertilisation of technological and sectoral expertise in order to sustainably upgrade transport infrastructure and develop new joint value propositions (e.g., low emission zone/congestion charging solutions integrated with digital payment/tolling solutions)

### C. Positioning in emerging mobility areas with high innovation potential

Together with our constant commitment to addressing the daily challenges posed by the current environment, Atlantia also keeps a watchful eye on a constantly changing world driven by innovative trends, which will lead to a different scenario to be addressed in the future.

In line with our ambition to be a pivotal player in the mobility ecosystem, and in addition to going along with and adapting to the changing environment, at Atlantia we are also aware of our responsibility, and the opportunity, **to actively promote change**, by supporting and pioneering innovations that will play a decisive role in addressing and overcoming current and future challenges in the mobility sector.

With this objective in mind, among its priority investment targets Atlantia has identified a number of areas that are currently positioned as potential drivers of the mobility of the future, and proposes to develop and offer innovative solutions to the world's most pressing mobility needs, including:

- travelling and moving around as quickly and safely as possible;
- improving sustainability and quality of life in ever more crowded and chaotic cities;
- responding to new mobility needs and new consumer habits/preferences with integrated solutions rather than with fragmented individual products and services.

In line with this vision, and with the aim of positioning Atlantia as a market first mover in the most promising areas of opportunity, we will continue to deploy our efforts directly and via the assets in our portfolio, as well as through venture capital initiatives that we intend to embark on with other partners.

A first example of Atlantia's commitment to the above themes is **urban air mobility**, a new form of sustainable mobility to provide a concrete alternative for the urban

transport of the future, by enabling faster journeys with reduced environmental impact using autonomous, electrically powered vertical take-off and landing aircraft.

Following on from Atlantia's investment in 2021 in **Volocopter**, a world leader in the development of electric vertical take-off and landing aircraft for passenger and freight transport (especially in urban areas), the Group has confirmed its commitment to this innovative sector with a second initiative called **Urban Blue**. This sustainable mobility project, launched in 2021, envisages setting up a company owned by ADR and ACA, together with Venice and Bologna airports, regarding the development, construction and operation of vertiports, providing infrastructure to serve electric vertical take-off and landing aircraft. The launch of this initiative marks a fundamental step forward in linking airports with towns and cities, thus helping to decongest urban road traffic and facilitate mobility within cities.

## 2.4 Innovation

The Company's strategic guidelines are geared towards transforming Atlantia into **an integrated, pivotal operator in the mobility of the future**, best able to manage the impact of global mega-trends in terms of challenges and opportunities. To achieve this, Atlantia has embarked on a process of change across the entire Group, including: our business model, our organisation, the sectors and geographies we operate in, and our investment portfolio and its growth, all based on the "Sustainability and Innovation" principles and guidelines.

With the **mission** of being one of the key drivers of the change process, the Innovation department was set up within the new organisation in 2021 and assigned the following **responsibilities**:

- coordinating the Group's internal innovation processes by encouraging the development of a common opportunities agenda between the holding company and our subsidiaries
- positioning Atlantia within a global network of partnerships and collaborations to capture, assess and transform the new frontiers of smart and connected mobility for people, goods and data into investment opportunities
- identifying and assessing investment opportunities with a strong focus on innovation (technological, social and business), including by setting up a corporate venture capital vehicle dedicated to the development and growth of start-ups in the field of future mobility.

The main innovation initiatives undertaken include:



**Tap into and analyse trends** to identify risks and opportunities arising from emerging technologies and business models



**Contribute to the selection and assessment** of investments to expand into new areas of business in adjacent sectors



**Build a strategic network of mobility ecosystem players** with whom we can develop innovation initiatives



**Act as a focal point for frontier topics** to guide positioning in areas of mobility with high innovation potential



**Be a key partner for asset companies** in order to generate value and increase competitiveness



Acquire skills and knowledge **to foster blue sky thinking** on future mobility and position Atlantia as a leading innovator

## Yunex

One of the first initiatives in the area of sustainability and innovation was undoubtedly the acquisition of Yunex Traffic. This deal will enable the exploitation of several synergies with the Group's existing assets, and the development of new medium- to long-term value creation scenarios in line with our strategy of positioning Atlantia as the mobility operator of the future.

## Mobius

In 2021, as founding members, SDA Bocconi and Atlantia set up Mobius Lab, a smart mobility analysis and research laboratory specialising in mobility end users, which provides a unique space in Europe for study and research into new forms of integrated mobility.

The laboratory will carry out applied research activities with the aim of analysing the key evolving trends in the mobility sector at global level, in line with the vital currents that are radically changing social and economic habits and behaviours regarding the movement of people and goods over short, medium and long distances. The systematic study of mobility in terms of these phenomena will enable Mobius researchers to analyse macro-trends in the sector's development over the next few decades, thereby helping institutions and the business world to draw up their growth and new positioning strategies.



 abertis

**Juan Antonio Fisac Sanz**

Head of Conservation and Maintenance AP-6  
Autopistas, Spain



## Innovation at Abertis

Abertis has set up an innovation model that includes a centrally managed programme aimed at maximising the entire group's capacities and resources, and cross-cutting collaboration with the key players in its ecosystem.

- managing assets more efficiently to ensure a safer and higher quality travel experience
- developing skills and experience to take a proactive approach to managing the impacts of new technological trends

The main innovative initiatives in 2021 include:

- the participation of A4, Sanef and Autopistas in local pilot projects from the C-ROADS programme, a joint initiative of European Union member states to facilitate the harmonious and interoperable adoption of autonomous and connected vehicles on the European motorway network.
- the participation of Autopistas and Sanef in the 5GMED and 5GCroco projects respectively, which are focused on the sustainable implementation of 5G to enable future mobility along European strategic corridors.
- successful completion of the pilot project regarding the use of satellite-based tolling systems for determining journey lengths and collecting payment. The project, carried out in collaboration with a major road haulage company, highlighted the flexibility of the solution and its compliance with the safety and performance standards required by the Spanish motorway network.
- the use of big data for personalised customer management in a free-flow tolling context: the development of artificial intelligence algorithms has enabled optimisation of the customer interaction and management model, which is far more critical than in a traditional tolling environment involving barriers and toll booths.
- the development of a system for optimising winter operations, to increase road safety and reduce environmental impact, based on a decision support system that analyses and correlates weather data and road surface conditions to predict the future state of the road surface and determine any need for ice prevention treatments.

Regarding development of the innovation ecosystem, the main initiatives were:

- the launch by E-Movis, the group's leading mobility services technology company, of the 2025 Mobility Challenge, a call for ideas which received applications from 108 start-ups from 14 industrial sectors in 44 different countries.
- awards by Abertis Chairs, an international committee that promotes cooperation between companies and universities, for "Transport Infrastructure Management" and "Road Safety", which recognised innovative university projects from leading universities in Spain, France, Puerto Rico, Brazil, Chile, Italy and Mexico.



## Innovation at Aeroporti di Roma

Innovation is an integral part of ADR's strategy and is developed via its Open Innovation model and the implementation of innovative projects.

ADR has adopted a new innovation model aimed at managing ideas throughout their life cycle, and an Open Innovation ecosystem has been created to involve start-ups and SMEs, universities and other corporate entities. ADR launched its first call for ideas, which saw the participation of 96 start-ups from all over the world who submitted 116 project proposals. These will be selected and implemented at the first vertical business incubator in the Italian aviation sector, which will be built at Terminal 1 to facilitate the development of new digital solutions and collaboration with start-ups. ADR and AENA also launched "Airports For Innovation", an international network aimed at strengthening collaboration between airports, with the primary objective of helping to develop new solutions to make airports more digital. During 2021, partnership agreements were also signed with major corporations such as Enel, Eni and Leonardo, to launch joint initiatives with a strong focus on sustainability and innovation.

With regard to innovative projects, the new AirPort Operation Centre (APOC) entered service. The centre is equipped with state-of-the-art technological systems, designed to guarantee operational continuity even in the event of critical situations and possible cyber-attacks. In addition, the project regarding the installation of 75 VDGS (Visual Docking Guidance System) was completed, thereby increasing the safety and performance of apron operations. In 2021, together with ENEL X and the Fraunhofer Research and Development Institute, ADR participated in the European Union's Innovation Fund programme. This saw the award of the PIONEER project regarding second-life batteries, which involves the design, construction, commissioning and operation of an energy storage system consisting of recycled batteries.



## Innovation at Telepass

Innovation is at the heart of the digital transformation process that Telepass has undertaken in recent years with the aim of expanding its range of services and positioning itself as one of the players able to break down the digital barriers that are emerging with the proliferation of vertical mobility solutions.

The innovation process relies on the development of initiatives developed within the organisation, characterised by the presence of figures with a strong digital culture, as well as on participation and collaboration with observatories, start-up incubators and innovation hubs, with the aim of proactively tapping into technological and market trends. This underlies the acquisition of the start-up Wise Emotions, which was completed in 2021 with the aim of accelerating the digital evolution of Telepass products and services.

The currently active lines of innovation are all geared towards facilitating customers' mobility needs. Consequently, Telepass has developed a new type of on-board unit (OBU) that can interact with users via voice commands, thanks to a partnership with Google, which can be used to activate the services available on the Telepass platform. This will make it possible to automatically pay for parking at a participating car park when the engine is switched off or activate a petrol pump merely by saying out loud the number of the filling station.

Activities relating to OBUs are complemented by initiatives regarding Distributed Ledger Technology (DLT), of which blockchain is an example, aimed at increasing the loyalty of the customer base. This type of programme could be opened up to other mobility players by guaranteeing platform neutrality, thus projecting Telepass into the world of future payments in the Metaverse.

## 2.5 Objectives and value creation

### What sustainability means for us

Our aim is to grow by contributing to the change of the mobility ecosystem.

**Mobility** has a significant impact on people's lives, communities and the environment. More environmentally sustainable mobility is vital for the future of our planet, as the transport sector is responsible for a significant share of global greenhouse gas emissions (Key Visualizations | Climate Watch ([climatewatchdata.org](https://climatewatchdata.org))).

Accessible mobility is an important factor for social inclusion, as it gives more people access to income-generating opportunities (jobs) and quality services, such as healthcare and education, which are not always widely available. Smart mobility, which uses data and information to make people's journeys easy, integrated across different means of transport and time efficient, improves quality of life, productivity and safety. As a market leader in this strategic sector, we want to **play a leading role** in changing it by promoting social, environmental and economic progress.



**Patrice Vinet**  
Airport Duty Manager  
**Mariannick Sablereau**  
**Jordane Godefroy**  
Resources & Flows Supervisor  
Nice, France





## Technology and sustainable development - the social and environmental impact of intelligent transport systems (ITS)

According to a recent study by the European Commission, transport in Europe costs society around €1 trillion<sup>1</sup> per year due, among other things, to air pollution, CO<sub>2</sub> emissions, traffic congestion, accidents and noise. The adoption of Intelligent Transport Systems (ITS), namely technology to optimise the use of transport infrastructure, can have a significant positive impact on many of these aspects. For example, the European Union has an ITS plan<sup>2</sup> that includes a series of initiatives with a tangible positive impact on society and the environment. Similar initiatives are also promoted by the US Department of Transportation<sup>3</sup>. Various studies have shown that the adoption of ITS systems frees up traffic flows, with a positive net effect for communities and the environment:

- **reduction of air** pollutants and CO<sub>2</sub> emissions
- **lower costs**, thanks to reduced fuel consumption and vehicle maintenance requirements
- **greater safety**, thanks to a reduction in the number of traffic accidents
- **more quality time**, due to more efficient journey times
- **improved social inclusion**, through more efficient connection of economically and socially disadvantaged peripheral and suburban areas.

1 - Handbook on the external costs of transport - Publications Office of the EU (europa.eu)

2 - UE developments in Intelligent Transport systems (interregeurope.eu)

3 - Intelligent Transportation Systems - Joint Program Office Home Page (dot.gov)

## Growing by generating value

Every day we strive to create shared value in the areas and communities where we are present, combining industrial goals with the socio-economic development of the areas and communities we operate in. We deal with mobility infrastructure, services and technologies, from the first to the last mile, that are increasingly sustainable, integrated, safe and accessible to the greatest number of people. Each strategic choice is weighed against its social and environmental - as well as economic - sustainability. Our commitments and the ways in which we integrate environmental and social assessments throughout the investment and management cycle of the companies in our portfolio are guided by a responsible investment approach. The Responsible Investment Policy is a key element in embedding sustainability into the governance of the Group's companies, which enables us to provide concrete support to the implementation of strategic development guidelines in line with the values that guide our everyday actions. Our approach is to integrate environmental, social and governance (ESG) risks and opportunities into the selection and assessment of new business opportunities and the strategic policies of our investee companies. We are specifically committed to:

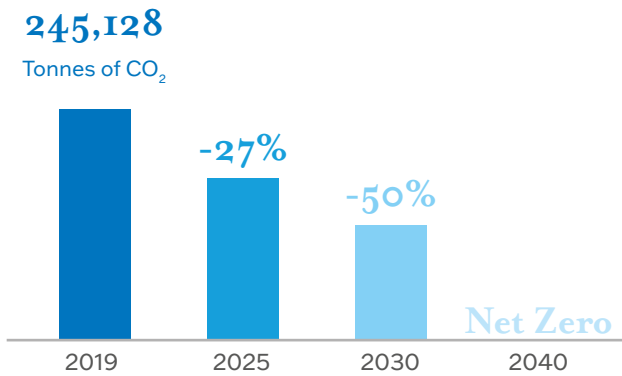
- **adopting a structured approach that** incorporates environmental, social and governance factors at all stages of the investment process, from scouting and selection of opportunities to active portfolio management and any divestments;
- **responding to stakeholder expectations** in an attentive, transparent and concrete manner, by holistically addressing sustainability-related risks and opportunities regarding investment choices, as well as facilitating access to the green capital market;

- **engaging, encouraging and empowering** investee companies to integrate ESG factors into their business strategy, and supporting them with defined and measurable objectives and targets.

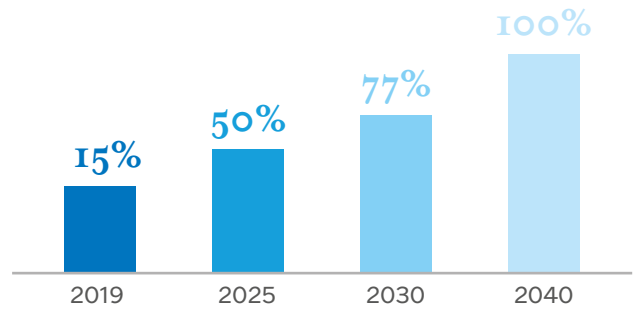
Environmental, social and governance (ESG) factors are linked to and serve the achievement of Atlantia's mission, which is to promote mobility that is more sustainable, safe, innovative, efficient and responsive to the needs of society as a whole. The transition to an economy with a low environmental impact, conscious use of resources, and fair, inclusive and widespread economic and social development are priority global challenges that have come to play an integral and interconnected part in drawing up the Group's strategies.

Atlantia intends to play a key role as an enabler of the transition towards mobility that is more **sustainable** in terms of its impact on the environment, as well as being smart, safe and integrated. To deliver on this commitment, the Company has developed an ambitious **Climate Action Plan**, which consists of more than 150 decarbonisation actions that the investee companies will undertake in the coming years. The Plan sets out the steps to be taken to implement the scientific recommendations for curbing global warming, in line with the Paris Agreement. The Climate Action Plan commits us to **cutting our direct greenhouse gas emissions by 50% by 2030** and **achieving net zero by 2040**, by making our processes and operations more sustainable. In addition, we are committed to **involving suppliers and users** of transport infrastructure in bringing down indirect emissions throughout the value chain, with a **22% cut by 2030** (a reduction per km travelled for the motorway segment, and a reduction per passenger for the airport segment, of the main CO<sub>2</sub> emission hotspots).

**Net zero by 2040 -  
Scope 1 and 2 emissions**



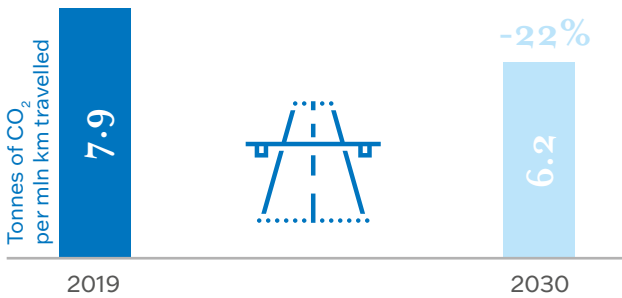
**100% renewable electricity by 2040**  
% of electricity consumption from renewable sources



**Scope 3 targets by asset: -22% by 2030 in specific categories**

**Motorway sector**

Scope 3 physical intensity target



**Airport sector**

Scope 3 physical intensity target



**Category: purchased goods and services**

Maintenance and motorway infrastructure operation materials

**Category: downstream transport**

Emissions linked to passenger accessibility and airport freight

Total Scope 3 emissions (baseline 2019<sup>1</sup>) 1,380,625 tCO<sub>2</sub>. The two categories identified account for approximately 84% of total Scope 3 emissions in our portfolio.

**2030**

Scope 1, 2 and 3 emissions reduction target in line with the SBTi protocol

**2050**

Commitment to develop a scientifically based net zero plan for Scope 3 throughout the portfolio

<sup>1</sup> Pro forma data 2019 – excluding terminated motorway concessions; target submitted to SBTi for ratification.

Back in February 2021, the Company adopted specific guidelines and improvement commitments relating to the most important issues for stakeholders, to be achieved in the three-year period 2021-2023. In light of the revised materiality analysis conducted at the end of 2021, the Company has also incorporated **clear, long-term environmental and social ambitions** into our sustainability plan, in order to **guide the sustainable development of our business portfolio through 2030 and beyond**.

Some of the targets in the sustainability plan for 2021-2023 were revised after the deconsolidation of Autostrade per l'Italia, which entailed a sharper focus on the circular economy for each operating segment, and a raised level of ambition for the gender equality targets. The ESG Scorecard sets out the strategic guidelines for our investee companies, our areas of commitment and our long-term ambitions and improvement targets to 2023.














## Eleonora Talone

Airport activity control officer  
Fiumicino, Italy



# Main emissions reduction pathways

Main initiatives by 2030		Impact
Replacement of vehicle fleet with EVs	<ul style="list-style-type: none"> <li> Replacement of fleet with electric/hybrid vehicles and installation of charging points (Europe and LatAm).</li> <li> Transition measures involving the use of vegetable and waste-derived biofuels.</li> </ul>	<p><b>-4%</b> Scope 1 and 2 emissions</p>
Renewable power	<ul style="list-style-type: none"> <li>  100% supply of certified electricity.</li> <li></li> </ul>	<p><b>-29%</b> Scope 1 and 2 emissions</p>
Photovoltaic solar power production	<ul style="list-style-type: none"> <li> Installation of photovoltaic plants (Europe and LatAm).</li> <li> Construction of two photovoltaic power plants at Fiumicino airport (Rome); installation of photovoltaic panels to offset traffic growth at the French airports.</li> </ul>	<p><b>&gt;80</b> Mwatt of installed photovoltaic power <b>-11%</b> Scope 1 and 2 emissions</p>
Heating and cooling systems	<ul style="list-style-type: none"> <li> Replacement of conventional combustion and aerothermal heating and diesel-powered systems with heat pumps (Europe).</li> <li> Decommissioning of the gas-fired cogeneration plant at Fiumicino airport; construction of a clean thermal power system at the Côte d'Azur airports that uses the heat exchange principle (cooling from groundwater - heating from municipal wastewater treatment plants).</li> </ul>	<p><b>-15%</b> Scope 1 and 2 emissions</p>
Energy efficient lightings	<ul style="list-style-type: none"> <li> The main initiatives include implementation of LED lighting systems (Europe and LatAm).</li> </ul>	<p><b>-5%</b> Scope 1 and 2 emissions <b>~ 50,000</b> LED systems to be installed</p>
Energy efficient buildings	<ul style="list-style-type: none"> <li> Energy renewal measures, including insulation of frontages, roofs and windows, upgrade and modernisation of heating systems, and lighting system improvements (Europe).</li> </ul>	<p><b>-2%</b> Scope 1 and 2 emissions</p>

# Our sustainable growth roadmap

Driver

Strategic guidelines

Commitments



## Planet



We support the transition of the mobility sector towards a low-carbon economy, via an aware, concrete and farsighted approach.

We conserve the planet by using fewer of its resources in a better way, and seeking technical, technological, managerial and organisational solutions aimed at safeguarding natural capital.

Achieve zero direct greenhouse gas emissions (GHG Scope 1 and 2) by 2040, via a science-based approach to keep global warming below 1.5 (Science Based Target Initiative protocol, to which the Company subscribes).

Engage the value chain - upstream and downstream - in order to cut indirect GHG emissions (Scope 3).

Encourage circularity - give materials a second life, by promoting reduced use, recycling and reuse.

Encourage responsible use of the natural resources that serve our processes and activities. Manage our businesses responsibly, in line with the best environmental management standards.

Minimise land consumption and undertake appropriate actions to preserve and re-establish ecosystems where infrastructure is present, in order to protect biodiversity which is a key social and economic development factor in the local areas we operate in.



## People



We actively promote the diversity and growth of our human capital, by guaranteeing equal opportunities for everyone, and investing in development for the long-term employability of our people.


We contribute to the social and economic development of the local areas and communities we operate in, with a view to promoting the sharing of value with our stakeholders.

Guarantee equal access and participation to women in workplaces at all levels of the organisation, as well as equal pay for women.


Guarantee dignified, safe, non-discriminatory, fair and inclusive working conditions for everyone - including young people and the disabled - and equal pay for equal work. Protect fundamental freedoms and respect for human rights.

Invest in high-quality, fair and inclusive training, applying a lifelong learning approach with a view to keeping professional skills up to date and thereby guarantee long-term employability. Promote the spread of a sustainable development culture at all levels of the Company.

Look after people's wellbeing, by guaranteeing access to quality healthcare services, protecting against financial risks, and helping to inform, train and raise awareness about safety issues throughout the value chain, including suppliers, users, communities and the younger generation.



## Prosperity



We manage our businesses with a governance system based on ethics, integrity and transparency in order to ensure that our organisation is effective, responsible and inclusive at all levels.

Act transparently, by guaranteeing public access to information that is relevant for our stakeholders.

Promote sustainable success, by integrating sustainability, environmental and social - as well as economic - aspects into our business processes.

Act ethically throughout the value chain, with a zero tolerance approach to behaviours that do not comply with our Code of Ethics and our good governance policies, such as the anti-corruption policy, the diversity, equality and inclusion policy, and the stakeholder engagement policy.

Guarantee protection of the data we process and deal with in our activities, taking a proactive approach to risk mitigation and appropriate protection systems.

\* Updated following the deconsolidation of the Autostrade per l'Italia group

Interim target to 2023\*

2021 performance

Ambition to 2030

-20% direct GHG emissions (Scope 1 and 2)  
30% of electricity used from renewable sources.

-24% CO<sub>2</sub> emissions (Scope 1 and 2) compared with 2019  
32% of total electricity consumption from renewable sources

-50% direct GHG emissions (Scope 1 and 2)  
77% of electricity used from renewable sources  
-22% indirect GHG emissions (Scope 3) at the main hotspots across the value chain (materials used for motorway sector - CO<sub>2</sub>/km travelled; airport accessibility - CO<sub>2</sub>/pax)

Waste sent for reuse, recycling and recovery:  
90% for the airport segment  
70% for the motorway segment  
>75% of activities (revenue) covered by certified environmental management systems ((ISO 14001)

Approximately 90% of the waste produced in our airport hubs and 65% of motorway waste sent for reuse, recycling and recovery. Overall recycling rate of 65.3%  
32% of revenue certified by ISO 14001 standard  
In 2021, no infrastructure expansion works were started

Biodiversity - offset the use of additional land for the development of existing infrastructure by renaturalising an equivalent amount of land in order to guarantee zero impact on biodiversity.

30% of senior and middle management positions, including board members and statutory auditors appointed by Atlantia in the administrative and supervisory bodies of investee companies, held by women  
>70% of activities (revenue) covered by due diligence regarding respect for human rights (at least once every three years)  
>70% of senior management trained on sustainability issues  
>30% of employees involved in projects/initiatives regarding the Sustainable Development Goals  
<14 injuries per 1,000,000 employee hours worked (direct workforce).

29% of senior and middle management, and 45% of board members and statutory auditors appointed by Atlantia in the administrative and supervisory bodies of investee companies, in positions held by women  
Over 40,000 hours of training on sustainability issues provided to around 6,000 employees  
Around 100 employees involved in projects and activities regarding the United Nations Sustainable Development Goals. Social distancing caused by the pandemic affected progress made on this objective  
12 injuries per 1,000,000 employee hours worked

Accelerate gender equality, especially among managerial and professional leadership positions  
Guarantee equal pay at all levels of the organisation; equal pay for work of equal value  
Promote active citizenship on behalf of the communities we operate in, by supporting giving back activities by employees, including paid work  
Continue to improve occupational safety levels by taking us up to best in class levels (injuries and deaths)

Improved corporate reputation among the public, surveyed by an independent third party (RepTrak)

Corporate reputation up 4.9 points (April-December 2021), which ranks the Company among the best performers (RepTrak survey)

100% of the companies in our portfolio:

- publish a sustainability report available to their stakeholders
- adopt senior management incentive schemes linked to ESG performance, as well as to financial and operational performance
- check core suppliers via ESG audits (at least once every three years)
- adopt a cyber security policy

Sustainability report published by subsidiaries accounting for 85% of revenue  
Long-term sustainability plan adopted by subsidiaries accounting for >90% of revenue  
ESG criteria in managerial incentive schemes adopted by subsidiaries accounting for >95% of revenue  
11% of core suppliers active in 2021 audited on ESG aspects, and 22% assessed on ESG aspects  
89% of consolidated revenue covered by a cybersecurity strategy  
24% of consolidated revenue covered by adoption of a cybersecurity policy  
82% of consolidated revenue covered by business continuity, contingency plan and incident response programmes.

Share created value with employees, by promoting the adoption of mechanisms to share profits and financial returns



# 03. Business overview

Atlantia 

**Francesca Castagnetti**

Head of Digital Communications and Corporate Identity  
Milan, Italy



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## 3.1 Our Group

### The Group's history

The name Atlantia, which is based on the myth of Atlas, who in Greek mythology was ordered by Zeus to bear the weight of the heavens, is intended to clearly demonstrate the universality, strength, solidity and responsibility that characterise the Company's operations.

**1950** The Group's story began in 1950, when IRI (Institute for Industrial Reconstruction) established a company named Autostrade Concessioni e Costruzioni SpA. In 1956 Autostrade entered into agreement with ANAS to co-finance, build and operate the Autostrada del Sole between Milan and Naples. The motorway was opened in 1964. Between 1962 and 1968, the Company was granted the concession to build and operate further motorways.

**1999** Autostrade was privatised in 1999 and IRI replaced by a stable group of shareholders led by Edizione (controlled by the Benetton family).

**2003** In 2003, the infrastructure assets operated under concession were separated from the non-motorway businesses, resulting in the establishment of Autostrade per l'Italia, currently 88.06% owned by Atlantia (then Autostrade SpA), a strategic investment holding company listed on the Milan Stock Exchange.

**2005** From 2005, Atlantia embarked on a process of geographical diversification, acquiring responsibility for managing approximately 2,000 km of toll motorway in Brazil, Chile, India and Poland.

**2008** In 2013, Atlantia merged with Gemina SpA to manage electronic tolling on Italy's motorway network.

**2013** Nel 2013 Atlantia si fonde con Gemina S.p.A. and entered the airport infrastructure sector, acquiring control of ADR, which operates Rome's two airports at Fiumicino and Ciampino. The Group then expanded its presence in the airports sector in 2016, acquiring Aéroports de la Côte d'Azur, the company that controls the airports of Nice, Cannes-Mandelieu and Saint Tropez.

2018

With completion of the acquisition of 50% plus one share of Abertis in October 2018, Atlantia became the world leader in transport infrastructure and transport-related payment systems, with approximately 15,000 km of motorways operated under concession around the world. 2018 also saw Atlantia acquire 15.5% of Getlink, the company that manages the Eurotunnel that runs under the channel between the UK and France.

2020

In 2020 through Abertis Infraestructuras the Group acquired 53.1% of Red de Carreteras de Occidente in Mexico and 55.2% of Elizabeth River Crossing in the United States.

2021

Evidence of the shakeup of Atlantia's strategy was provided in 2021, which was marked by a number of major initiatives indicative of the Group's transformation. On 3 March 2021, Atlantia took part in a private placement of shares in Germany's Volocopter, the global leader in innovative, sustainable urban air mobility solutions. On 24 June 2021, Atlantia partnered with the SDA Bocconi school of management to launch "Mobius", the first Smart Mobility Lab in Europe set up to study and research the latest trends and developments in integrated mobility.

On 12 June 2021, the Company signed the agreement for the sale of our entire stake in Autostrade per l'Italia to the Consortium set up by CDP, Blackstone and Macquarie.

2022

In January 2022, the Company agreed to acquire Yunex Traffic from the Siemens Group, with the deal due to close by September, following the receipt of clearance from the relevant antitrust authorities.



GRUPO COSTANERA

Saray Salinas

Attorney

Santiago, Chile

## 3.2 Our operating segments

### Business by segment

Following signature of the agreement to sell Atlantia's entire stake in Autostrade per l'Italia to the CDP Consortium in June 2021, in accordance with IFRS 5, the Autostrade per l'Italia group is classified in discontinued operations in the financial statements for the year ended 31 December 2021.

As a result, unlike the situation presented in the Integrated Annual Report for 2020, the operating segments reviewed in this document no longer include the Autostrade per l'Italia group.

### Motorways

#### Abertis group

The Abertis group holds 34 concessions assigning responsibility for the development, maintenance and operation of toll motorways, operating approximately 7,800 km of motorway in Europe (Italy, France and Spain), America (Chile, Mexico, Brazil, the United States, Puerto Rico and Argentina) and India.

The group's concessions expire between 2022 and 2070. The concessions held by Acesa and Invicat (Spain), amounting to a total of 545 km, expired in 2021.

In addition, the subsidiary, Abertis Mobility Services, provides electronic barrier and free-flow tolling solutions through its Emovis and Eurotoll businesses.

This segment also includes the contribution from the financial holding company that owns the controlling interest in Abertis and of which Atlantia owns 50%+1 share (the remaining shares are held by the Actividades de Construcción y Servicios - ACS group and the Hochtief group).

#### Overseas motorways

This segment includes 12 holders of concessions for the construction, operation and maintenance of toll

motorways in Brazil, Chile and Poland, covering a total network of approximately 1,500 km.

The concessions expire between 2022 and 2048.

The concession held by Triangulo do Sol Auto-Estradas in Brazil (442 km) is expected to expire in 2022. Talks are in progress with a view to potentially extending the concession term to take into account regulatory receivables.

It should be noted that, Atlantia is considering a range of strategic options for its Polish subsidiary, Stalexport Autostrady, including the potential for a partial or outright sale of its stake in the company.

This segment also includes the Atlantia Group's financial holding companies, through which the Company controls the above overseas operators. Atlantia owns 50% + 1 share of the companies that operate under concession in Brazil (the remaining shares are held by the Brazilian Bertin group), 50.01% of Grupo Costanera and its subsidiaries that operate under concession in Chile (the remaining shares are held by the CPP Investments fund), and 61.20% of the Polish Stalexport Autostrady group, listed on the Warsaw Stock Exchange.

### Airports

#### Aeroporti di Roma group

This segment includes Aeroporti di Roma (ADR) and its subsidiaries that operate within the Roman airport system, consisting of "Leonardo da Vinci" international airport located in Fiumicino and "Giovan Battista Pastine" airport located in Ciampino.

ADR is the number one airport operator in Italy by number of passengers (pre-Covid-19, the Roman airport system handled almost 50 million passengers in 2019) and the seventh biggest in Europe.

ADR manages the Roman airport system under a concession expiring on 30 June 2046.

## Aéroports de la Côte d'Azur group

The overseas airports segment includes Aéroports de la Côte d'Azur (ACA) and its subsidiaries, whose main activity is the management of three airports in France: Nice Côte d'Azur airport (ANCA), Cannes - Mandelieu airport (ACM) and Saint-Tropez - La Môle airport (AGST). The ACA group, which handled 14.6 million passengers in 2019, is France's second most important airport hub after the Paris airport system.

Nice and Cannes are operated under a concession awarded by the French government in 2008 and expiring on 31 December 2044 (the ANCA-ACM Concession).

Outside the scope of its concession, the ACA group also owns the airport infrastructure at Saint-Tropez and provides ground handling services at 26 sites through Sky Valet.

This segment also includes the contribution from the financial holding company that owns the controlling interest of 64% in ACA and in which the Atlantia Group in turn holds a 60.4% stake (the remaining shares are held by EDF Invest and the Principality of Monaco).

## Telepass group

The group provides sustainable, integrated mobility services. Specifically, Telepass is responsible for

operating electronic tolling systems in Italy and 13 European countries and transport-related payment systems (car parks, restricted traffic zones, vehicle tracking systems, etc.), and provides digital mobility, insurance and breakdown services. Telepass has distributed approximately 9.4 million onboard units to customers and its Telepass Pay customers number approximately 650 thousand.

Atlantia's sale of a 49% stake in Telepass to the Swiss fund, Partners Group, was completed in April 2021.

## Atlantia and other activities

In addition to the above operating segments, the Parent Company, Atlantia, and SPEA Engineering also contribute to the Group's results. The following transactions were completed in 2021 as part an internal reorganisation of the Group:

1. on 1 March 2021, SPEA Engineering signed a lease agreement for the airport business unit of ADR Ingegneria (a subsidiary of Aeroporti di Roma);
2. in January and April 2021, Atlantia and Aeroporti di Roma transferred their investments in Pavimental to Autostrade per l'Italia and, as a result, Pavimental is now included in the Autostrade per l'Italia group.

## Concessions held by the Group

DESCRIPTION		ATLANTIA GROUP'S INTEREST	CONCESSION EXPIRY
Motorway network	Network operated (km)	(%)	(year)
<b>Abertis group</b>	<b>8,381</b>		
<b>Brazil</b>	<b>3,200</b>		
ViaPaulista	721	20.80%	2047
Autopista Fernão Dias	570	20.80%	2033
Autopista Planalto Sul	413	20.80%	2033
Autopista Litoral Sul	406	20.80%	2033
Autopista Régis Bittencourt	390	20.80%	2033
Concessionaria de Rodovias do Interior Paulista (Intervias)	380	20.80%	2028
Autopista Fluminense	320	20.80%	2033
<b>France</b>	<b>1,769</b>		
Société des Autoroutes du Nord-Est de la France, S.A (Sanef)	1.396	49.57%	2031
Sociétés des Autoroutes Paris Normandie, S.A.(Sapn)	373	49.55%	2033
<b>Spain</b>	<b>1,105</b>		
Autopistas Concesionaria Española (Acesa)	479	49.57%	2021
Autopistas Vasco-Aragonesa (Avasa)	294	49.57%	2026
Iberbistas (Iberpistas-Castellana)	120	49.57%	2029
Infraestructuras Viàries de Catalunya (Invicat)	66	49.57%	2021
Autopistes de Catalunya (Aucat)	47	49.57%	2039
Túnels de Barcelona I Cadí concesionaria de la generalitat de Catalunya (Túnels)	46	24.79%	2037
Autopistas de León (Aulesa)	38	49.57%	2055
Trados-45	15	25.28%	2029

DESCRIPTION		ATLANTIA GROUP'S INTEREST	CONCESSION EXPIRY
<b>Mexico</b>	<b>876</b>		
Red de Carreteras de Occidente SAB de CV (RCO - FARAC I)	664	26.33%	2048
Concesionaria de Vías Irapuato Querétaro SA de CV (COVIQSA)	93	26.33%	2026
Concesionaria Irapuato La Piedad SA de CV (CONIPSA)	74	26.33%	2025
Concesionaria Tepic San Blas S de R.L. de CV (COTESA)	31	26.33%	2046
Autovías de Michoacan SA de CV (AUTOVIM)	14	26.33%	2039
<b>Chile</b>	<b>773</b>		
Sociedad Concesionaria del Elqui	229	39.66%	2022
Sociedad Concesionaria Rutas del Pacifico (3)	141	39.66%	2025
Sociedad Concesionaria Autopista del Sol	133	39.66%	2022
Sociedad Concesionaria Autopista los Libertadores	116	39.66%	2026
Sociedad Concesionaria Autpista de los Andes	92	39.66%	2036
Sociedad Concesionaria Autopista Central	62	39.66%	2034
<b>Italy</b>	<b>236</b>		
Autostrade BS VR VI PD	236	44.63%	2026
<b>Argentina</b>	<b>175</b>		
Autopistas del Sol (Ausol)	119	15.66%	2030
Grupo Concesionario del Oeste (Gco)	56	21.25%	2030
<b>India</b>	<b>152</b>		
Trichy Tollway Private Limited (Jepl)	94	49.57%	2026
Jadcherla Espressways Private Limited (Jepl)	58	49.57%	2026
<b>Puerto Rico</b>	<b>90</b>		
Autopistas Metropolitanas de Puerto Rico (Metropistas)	88	25.28%	2061
Autopistas de Puerto Rico y Compania (APR)	2	49.57%	2044
<b>USA</b>	<b>12</b>		
Elizabeth River Crossings	12	27.36%	2070

DESCRIZIONE		INTERESSENZA DEL GRUPPO ATLANTIA	SCADENZA CONCESSIONE
<b>Attività autostradali estere</b>	<b>1.509</b>		
<b>Brazil</b>	<b>1.121</b>		
Triangulo do Sol Auto Estradas	442	50.00%	2022
Concessionária da Rodovia MG050	372	50.00%	2032
Rodovias das Colinas	307	50.00%	2028
<b>Chile</b>	<b>327</b>		
Sociedad Concesionaria Litoral Central	81	50.01%	2031
Sociedad Concesionaria Costanera Norte	44	50.01%	2033
Sociedad Concesionaria Vespucio Sur	24	50.01%	2032
Sociedad Concesionaria Autopista Nororiente <sup>3</sup>	21	50.01%	2044
Sociedad Concesionaria AMB <sup>3</sup>	10	50.01%	2025
Sociedad Concesionaria Conexion Vial Ruta 78 - 68 <sup>3</sup>	9	50.01%	2042
Sociedad Concesionaria Americo Vespucio Oriente II <sup>3</sup>	5	50.01%	2048
Sociedad Concesionaria de Los Lagos	133	100%	2023
<b>Poland</b>	<b>61</b>		
Stalexport Autostrada Malopolska	61	61.20%	2027
<b>Gruppo Autostrade per l'Italia (IFRS 5)</b>	<b>3.019</b>		
Autostrade per l'Italia	2.855	88.06%	2038
Società Autostrada Tirrenica <sup>1</sup>	55	88.06%	2028
Autostrade Meridionali <sup>2</sup>	51	51.94%	2012
Raccordo Autostradale Valle d'Aosta	32	21.54%	2032
Tangenziale di Napoli	20	88.06%	2037
Società Italiana per il Traforo del Monte Bianco	6	44.91%	2050
<b>Airports</b>	<b>No. of airports</b>	<b>(%)</b>	<b>(year)</b>
<b>Aeroporti di Roma group</b>	<b>2</b>		
Aeroporti di Roma	2	99.38%	2046
<b>Aéroports de la Côte d'Azur group</b>	<b>3</b>		
Aéroports de la Côte d'Azur	3	38.66%	2044

1 - The expiry date was adjusted in application of the provisions of Law 8/2020, which converted the so-called *Milleproroghe* Decree of 2020, which established that SAT would manage the sections of the A12 already open to traffic (Livorno-Grosseto-Civitavecchia) until 31 October 2028.

2 - In accordance with the terms of the related concession arrangement, in December 2012, the Grantor requested Autostrade Meridionali to continue to operate the motorway from 1 January 2013 under the terms and conditions provided for in the earlier concession arrangement.

On 4 February 2022, the Council of State rejected Autostrade Meridionali's challenge to the award of the concession for the A3 Naples-Salerno motorway to the SIS consortium. Following the outcome of talks with the Grantor aimed at establishing the value of Autostrade Meridionali's takeover rights, the incoming operator is expected to begin operating the motorway in the coming months.

3 - Estimated figure: the concession will expire when the net present value of the revenue received from the beginning of the concession, discounted at a contractual rate, reaches the threshold agreed in the concession arrangement and, in any event, no later than the date established in the arrangement.


















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## Tariff frameworks

A summary of the tariff frameworks for the concessions held is provided below.

COUNTRY	TARIFF REVIEW	KEY FACTORS
<b>Motorway concessions</b>		
 <b>Italy</b>	Annual	Inflation + potential adjustments to RAB and other allowed costs + return on investment
 <b>France</b>	Annual	Inflation
 <b>Spain</b>	Annual	Inflation + potential return on investment
 <b>Poland</b>	Annual	Inflation + % of GDP
 <b>Brazil</b>	Annual	Inflation + potential adjustments
 <b>Chile</b>	Annual	Inflation + potential real increases /safety
 <b>India</b>	Annual	Inflation
 <b>Puerto Rico</b>	Annual	Inflation + real increases
 <b>Argentina</b>	Half-yearly	Inflation + return on RAB
 <b>Mexico</b>	Annual	Inflation + potential return on investment
 <b>USA</b>	Annual	Max 3.5% or Inflation

COUNTRY	TARIFF REVIEW	KEY FACTORS
<b>Airport concessions</b>		
 <b>Italy</b>	Annual	Review of regulated revenue and allowed costs (including depreciation) + return on RAB at regulatory WACC
 <b>France</b>	Annual	Review of regulated revenue and allowed costs (including depreciation) + return on RAB at regulatory WACC

In addition to those already determined for the period after 31 December 2021 and in effect at the date of approval of this document, the tariff revisions applied in 2021 are described in the financial review for the Atlantia Group’s operating segments.



 **Telepass**

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# 04.

# Risk

# management

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## 4.1 The management system - main changes during the year

The risk culture is becoming increasingly central to the Group's organisational and decision-making processes.

During 2021, **environmental, social and governance** (“ESG”) factors were increasingly embedded in the enterprise risk management model, with particular attention being paid to the risks linked to **climate change**, through the definition of a wide-ranging framework developed by Atlantia and then shared with the main Group Companies, in order to initiate a process aimed at assessing of the physical and transition risks and defining appropriate mitigating actions.

Atlantia has also undertaken a process of greater integration of the risk management model with **long-term planning** processes (EBITDA@risk) and alignment with **strategic planning** activities. This took the form of both an assessment of the specific risk factors that could slow or impede achievement of the Company's objectives (the market scenario, technological innovation and development, resilience to external cyberattacks, people development), and the introduction of tools enabling to constantly monitor **country risk** and methodological tools for quantifying **reputational risk**.

This process of renewal was also backed up by the issuance of new policies and procedures, including:

- the **Responsible Investment Policy**, published on Atlantia's corporate website, which aims to engage with the main Group Companies to encourage them to embed ESG factors within their strategies, supporting this process with well-defined, measurable goals and targets;
- the **Financial Risk Management Policy**, providing support for decision-making and the process of creating value for the organisation and its stakeholders by establishing a correctly balanced risk/return profile;
- an update of the **Guidelines on the Internal Control and Risk Management System** (ICRMS) adopted by Atlantia and the **Code of Ethics** whose general principles are applied throughout the Group.

In addition, with the aim of making the risk identification, assessment and monitoring process more effective, and further aligning and integrating it with the organisation's wider internal control and risk management system, the process of assessing and managing risks has been **digitalised** through the implementation of a **GRC platform** at Atlantia. Similar tools are also used by Abertis.

Atlantia's Risk Control Committee held 16 meetings in 2021 to discuss, among other things, the outcome of the risk management activities carried out, the results of the monitoring of the state of implementation of the mitigating actions identified, and updates on the methodological guidelines regarding climate change (this latter subject was also presented to the Sustainability Committee). Atlantia's Board of Directors held 22 meetings to, among other things, examine the main Company's risks, identified also through the Enterprise Risk Management process, define the nature and level of risk compatible with the Company's strategic objectives (the Risk Appetite Statement) and view the results of the monitoring of the state of implementation of the mitigating actions identified.



Atlantia 

**Michele Volpe**  
ESG Analyst  
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# 4.2 The Enterprise Risk Management (ERM) model

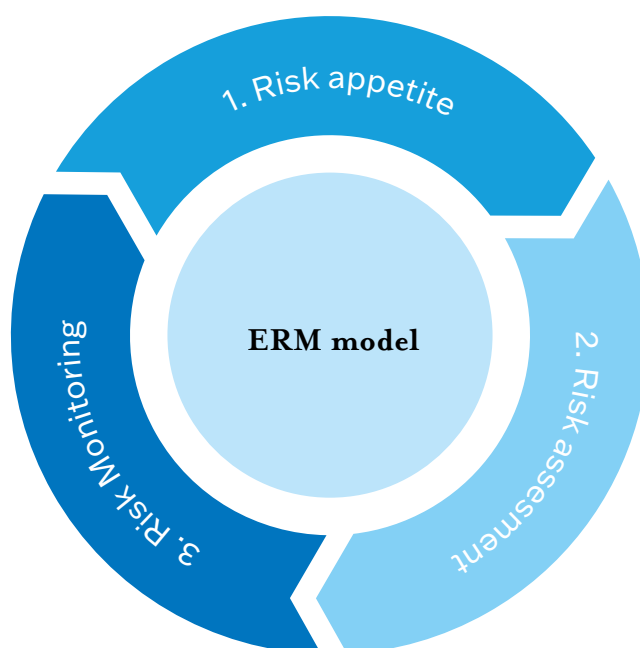
## A. Governance

In June 2020, Atlantia's Board of Directors approved the new guidelines and the ERM Policy, which were then adopted by the main Group Companies and periodically updated by Atlantia in line with the relevant best practices (the COSO ERM framework), laws and regulations (e.g., the Corporate Governance Code issued by Borsa Italiana's Corporate Governance Committee).

Within each of the main Group Companies, the ERM model provides for:

- the central role of the **companies' Boards of Directors** in ensuring that the main risks are correctly identified, measured and constantly monitored, in order to verify their alignment with the Risk Appetite Statement (RAS);
- a **Risk Control Committee**, where present, to examine the results of the different phases of the risk management process before their approval by Boards of Directors;
- a **Risk Officer** to oversee the ERM process, according to Atlantia's guidelines, and to support the Risk Owners in applying the methodology, facilitating the implementation of a risk control model that is as close as possible to the sector in which each company operates.

## B. The phases of the ERM process





## I. Risk Appetite Statement (RAS)

To ensure the ever more effective management of risk, Atlantia and the main Group Companies adopt and periodically update their Risk Appetite Statement (RAS). The RAS is a key element in enabling an organisation to prioritise risks when conducting its risk assessment and supports the organisation's decision-making process.

Atlantia's Board of Directors has approved the Risk Appetite Statement for Atlantia SpA, as illustrated below.

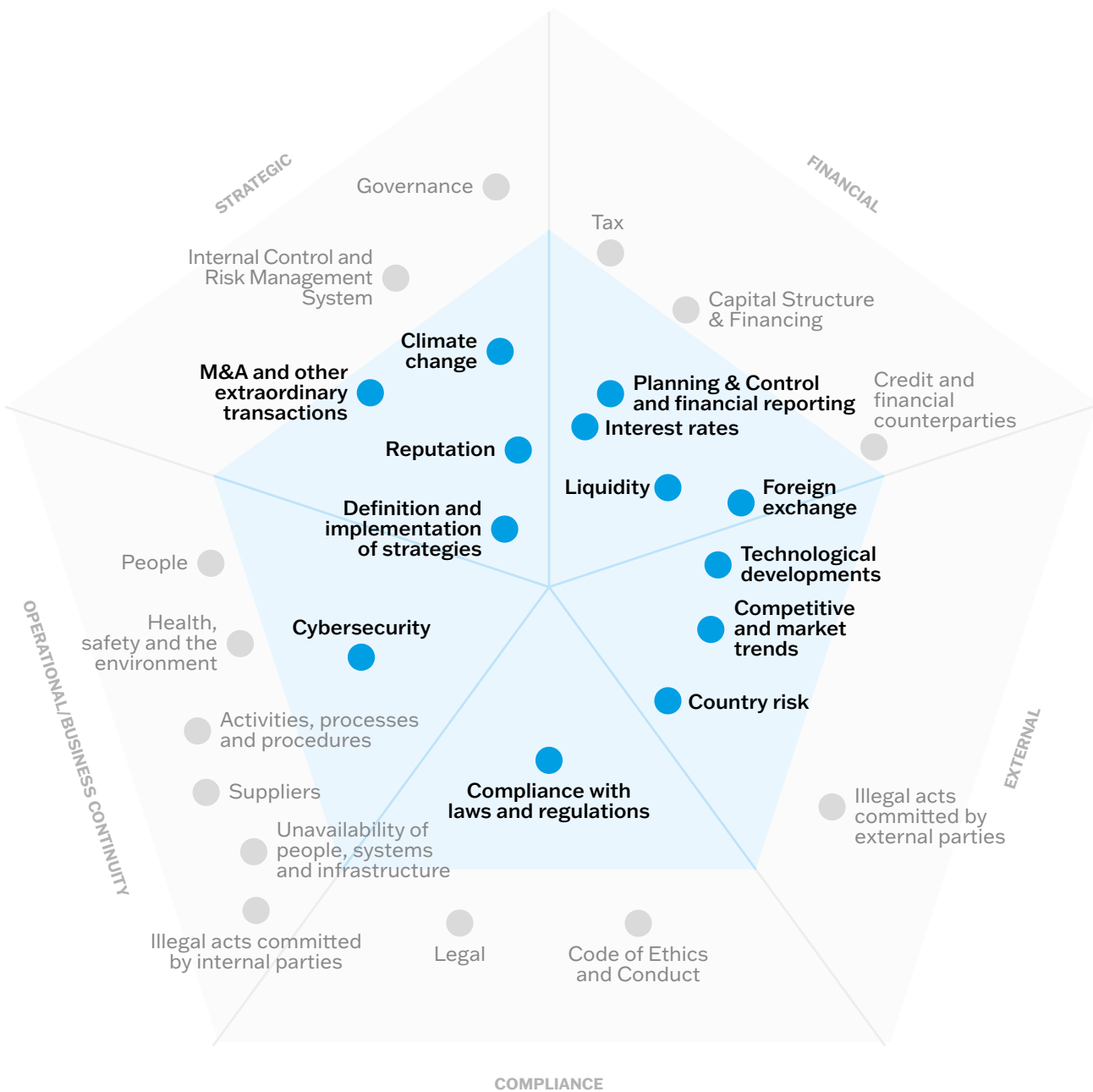
Area of risk	Description	Risk Appetite
<b>Strategic</b>	Risks that can negatively affect the achievement of the mission, strategic objectives and perception of the reputation of the organisation and its strategies for combating climate change	<b>Medium</b> <b>Low</b>
<b>Operational</b>	Risks arising from inadequacies in the definition and/or performance of the organisation's business and support processes, including cybersecurity concerns	<b>Low</b> <b>Minimum</b>
<b>Financial</b>	Risks related to the organisation's economic, financial and asset management	<b>Medium</b> <b>Low</b>
<b>Compliance</b>	Risks related to legal aspects and compliance with applicable internal (policy and procedures) and external (laws and regulations) legislation	<b>Low</b> <b>Minimum</b>
<b>Business continuity</b>	Risks arising from compromised business continuity and the unavailability of people, infrastructure and/or technology assets	<b>Low</b>
<b>External</b>	Risks exogenous to the organisation, relating to the external environment or to the characteristics of the sector in which the organisation operates (e.g. country risk, changes in the regulatory framework or in the competitive environment and technological innovation)	<b>Medium</b> <b>Low</b>

# 4.3 The risk map and the related control mechanisms

## Atlantia S.p.A risk assessment

### The Parent Company's risk map

Atlantia's major risks are shown in the blue area



## Strategic risks

- Definition and implementation of strategies** - Uncertainties in the external environment may expose Atlantia to potential negative impacts with respect to the defined strategic and market objectives and the Company's ability to generate and protect the value for its assets. In this regard, 2021 saw the signature, on 12 June 2021, of the share purchase agreement governing the sale of Atlantia's entire stake in Autostrade per l'Italia SpA ("ASPI") to the consortium consisting of CDP Equity SpA, The Blackstone Group International Partners and Macquarie European Infrastructure Fund 6. The transaction, closing of which is subject to the fulfilment of all the conditions precedent contained in the agreement, has guaranteed the elimination of the risk that Autostrade per l'Italia's concession could be terminated and the resulting financial risks for Autostrade per l'Italia and Atlantia. The transaction also led to the need to conduct an assessment of the risks associated with allocation of the capital resulting from the sale, and to revise the strategic growth plan, taking into account economic, social and technological megatrends in the mobility sector. Among other things, the strategic growth plan aims to increasingly put sustainability and innovation at the center of Atlantia's strategic priorities, increase the resilience of our portfolio and reduce geographical and market concentration risk, through potential investment in business sectors in which we currently operate and/or in adjacent sectors.



### Covid-19

Atlantia and its subsidiaries constantly monitor airport and motorway traffic with the aim of anticipating any impacts on the consolidated results of the main Group Companies. Whilst in 2021 the motorways segment registered a 4% drop in traffic compared with 2019, trends for traffic on the motorway network show signs of an upturn compared with 2020, with growth of 26.7% in Spain, 18.8% in France, 38.6% in Chile, 8.6% in Brazil and 17.0% in Mexico. Airport traffic continues to be well down on 2019 (a decline of 68%) but rose 22.2% at Aeroporti di Roma and 42.8% at Aéroports de la Côte d'Azur compared with 2020.

Atlantia and its subsidiaries are engaged in the process of applying for grants to compensate for the losses incurred as a result of Covid. Aeroporti di Roma has registered a government grant of €219 million from the "Covid aid fund" for airport operators (Law 178/2020 and Law Decree 73/2021) to compensate for lost passenger traffic between 1 March and 30 June 2020 as a result of the pandemic.

- **M&A and other extraordinary transactions** – The risks linked to the due diligence and research of new investment initiatives are managed by Atlantia through a process that involves all the competent departments. With the adoption of our Responsible Investment Policy, Atlantia has committed to taking an integrated approach to identifying the risks and opportunities also linked to environmental, social and governance (ESG) factors in the selection and assessment of new business opportunities and into the strategic guidance of the subsidiaries, with the goal of creating sustainable long-term value. In addition, following signature of the agreement for the sale of ASPI, Atlantia had the opportunity to update the strategic growth plan. This sets out, among other things, an active and diligent approach to M&A with the aim of boosting growth in the long term.
- **Reputation** – Current or prospective risks arising from the negative perception of the organisation's reputation also as a result of crisis situations, can compromise relations with stakeholders and generate direct (e.g., penalties / litigation costs) or indirect (e.g., reduction in investment opportunities, difficulty in accessing capital markets, higher financing costs) financial losses. Reputational risk is subject to an organic management approach and is constantly monitored.
- **Climate Change** – Climate Change is a risk factor that may cause potential damage of various kinds (e.g. impacts on reputation, value of assets, access to financial markets, operating costs and cost of transitioning to a low-carbon economy). Atlantia has developed a strategy that follows several lines, including adherence to platforms and partnerships set up to combat climate change, the monitoring of performance in terms of direct and indirect emissions to ensure our ability to meet the targets set, and the definition of a methodology communicated to the main Group Companies and designed to identify the risks associated with climate change.



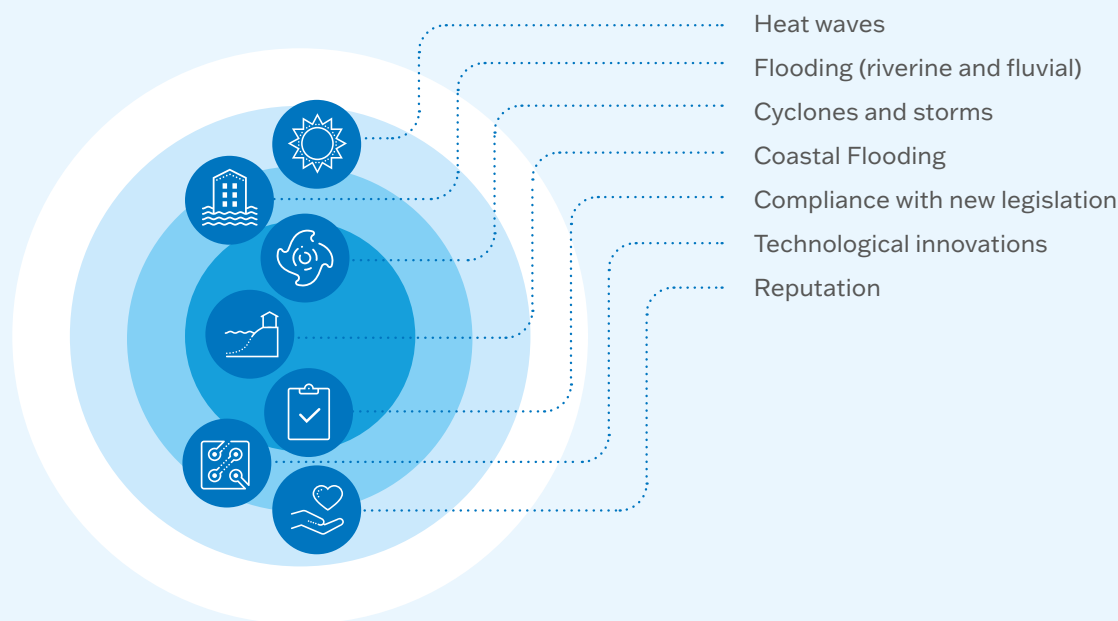
## Assessment of climate-related risks in line with the recommendation from the Task Force on Climate-Related Financial Disclosures (TCFD)

In 2021, Atlantia mapped the main physical and transition risks to which the Group is exposed, using a top-down approach. This enabled the Company to then prioritise the risks based on the respective risk appetite. The outcome of this mapping process will be corroborated and integrated by the analyses conducted by the main Group Companies, under a bottom-up approach. A mitigation plan is developed for each risk recognized as material, also in the light of the bottom-up analysis.

- **Scope:** the Group's main assets
- **Methodology (Top-Down):** mapping of the principal risks was based on the relevant literature, data tools and the information provided by the main Group Companies through specific interviews.

• **Outcome of the mapping and the prioritisation process carried out by Atlantia:**

<p><b>Physical risks</b></p>	<p>The following material risks have been identified over the medium-term (2030) and long-term (2040) timeframes: acute risk of <b>coastal flooding</b> (including the chronic risk of <b>sea level rise</b>) and extreme events such as <b>cyclones and storms, flooding</b> (riverine and pluvial) and those linked to <b>heat waves</b>.</p>
<p><b>Transition risks</b></p>	<p>The most significant risk factors over the short-term (2025) and long-term (2040) are <b>changes to legislation and regulations</b> with potential reputational impacts and/or financial implications and <b>technological changes</b> that could, on the one hand, lead to higher research and development expenses and an increase in the amount of capital allocated to new technologies or the modernization of existing infrastructure and, on the other, result in the possibility to exploit any resulting <b>opportunities</b> (to create value and generate synergies), in light of the social, economic and technological megatrends impacting the <b>mobility sector</b>.</p> <p>A further area of concern is linked to <b>reputational risk</b> in the event that the Group does not achieve the objectives announced.</p>



• **Action plan:** climate-related risks are mitigated through investment programmes designed to boost the resilience of assets, modernise infrastructure and develop new technologies. The physical risks and the resulting business interruption that could arise are transferred to the insurance market (in the form of All-Risk Property policies). The plan also includes continuous monitoring of the relevant legislative framework and responsible lobbying of the authorities.

## Financial risks

The Group's set of financial risk management policies, procedures and guidelines was revised in 2021. In line with the Enterprise Risk Management Policy, the revised versions were sent to the main Group Companies for their information and adoption.

- **Liquidity** – To ensure the ability to meet financial needs (e.g. operational needs, new investments, debt refinancing) and to comply with covenants and other contractual commitments, Atlantia carries out continuous monitoring of its cash reserves, available credit facilities, financial covenants and risk exposures. Specifically:
  - policies aligned with best practices are adopted to maintain a balanced financial structure;
  - requirements are planned, financed and/or refinanced well in advance, through access to the credit and bond markets;
  - preference is given to committed credit lines to address unforeseen financial requirements.

In response to the sale of ASPI and the resulting proceeds of approximately €8 billion, Atlantia rapidly drew up a Capital Deployment Plan. This envisages:

- a buy-back plan worth up to €2 billion (already approved by Atlantia's shareholders at the General Meeting held on December 3rd 2021);
  - a new dividend policy for the period 2021-2023, to be submitted to shareholders in 2022 and that envisages the distribution of approximately €600 million in the first year and estimated annual growth of between 3% and 5% in the following years;
  - new investments (as outlined in the strategic growth plan dated 15 June 2021);
  - financial support for Group Companies to enable them to take advantage of growth opportunities whilst protecting their profitability and financial position.
- **Interest rates** – To limit the uncertainty deter-

mined by changes in interest rates related to financial assets or liabilities (including derivatives) and the Company's profitability, and to contain the financial charges related to debt and/or debt refinancing, the financial market is continuously monitored in order to limit the volatility of cash flows in the medium and long term by evaluating appropriate hedging transactions.

- **Currency** - An adverse trend in exchange rates could have operational and financial impacts, with potentially significant effects on the change in the value of assets and liabilities (including derivatives) held in portfolio. Specific financial management principles and rules are applied, to match funding and operating cash flows in the same currency (natural hedge) or, alternatively, to consider appropriate hedging transactions. For a more in-depth discussion on financial risk, reference should be made to section 9.2 of the consolidated financial statements.
- **Planning & Control and Financial Reporting** - The untimely identification and response to the numerous internal and external variables (e.g. traffic trends) that may affect the Group's activities can have potential impacts on corporate sustainability, profitability and the financial position. Specific principles and rules of planning, control and periodic review of the profitability and the financial position (with reference to both risks and upsides) are defined and a constant monitoring of the evolution of key indicators is carried out (EBITDA@ risk), identifying suitable mitigation plans. In addition, the macroeconomic, financial and regulatory context of the countries in which the main Group Companies operate significantly affects the estimates and assumptions underlying the value of the assets recognised in the financial statements (impairment test). Atlantia adopts policies and procedures aligned with international best practices in the field of accounting and reporting, to ensure the proper recognition and measurement of its results.

## External risks

- **Country risk** - Atlantia constantly monitors the evolution of scenarios and risks (political, legislative and regulatory, economic, financial, etc.) related to the countries in which it operates, which could potentially lead, for example, to the revision of tariff frameworks and/or increased costs in order to adapt to the related changes. In order to ensure both timely monitoring of the country risk associated with existing assets and early identification of potential risk factors linked to new business opportunities, Atlantia has adopted a process and a tool enabling to continuously monitor such matters.
- **Technological developments, competition and market changes** - Technological developments are monitored through intelligence activities (to be carried out in part by the future Corporate Venture Capital fund) focusing on the identification of key trends that could have an impact on the Group's business in the medium to long term. In addition, trends and sectors of interest are constantly analysed in order to optimise the related risk/opportunity profiles and the diversification/concentration of the business, in line with the Company's strategies.

## Operational / business continuity risks

- **ICT systems** - Atlantia is exposed to risks linked to the security of corporate information systems (cybersecurity) and/or to prolonged downtimes for information systems (business continuity). These risks could cause higher costs and additional expenditure in order to restore business continuity, with an impact on the achievement of the organisation's objectives, reputational damage and the potential loss of sensitive and/or confidential data. In light of the Covid-19 pandemic, which required greater and more extensive use of smart working, Atlantia has accelerated the process of digitalization and improvement of the efficiency of the systems used, making a series of investments aimed at guaranteeing business continuity and protecting the organization from external attacks. In addition to adopting specific mechanisms for transferring this risk to the insurance market, further protections have been up-

graded through adoption of a cybersecurity strategy involving:

- the adoption of a cybersecurity policy approved by Atlantia's Board of Directors on December 16th, 2021;
- strategic partnerships with leading operators;
- activation of a SOC (Security Operations Center) and a CTI (Cyber Threat Intelligence) service;
- the introduction of technologies to protect users' devices and remote access;
- the periodic launch of cyber awareness campaigns for employees;
- the release of the digital identity and single sign-on management system;
- design and creation of an Information Security Management System (ISMS) that provides for the issuance of a range of internal cyber policies and procedures aligned with industry best practices (ISO 27001 and the NIST Cybersecurity Framework).

This roadmap, which includes the mapping of cybersecurity risks based on a methodology aligned with the ERM to facilitate its progressive integration, is subject to continuous improvement. It also involves training for employees in cyber-related issues and continuous monitoring based the assessment of specific KPIs.

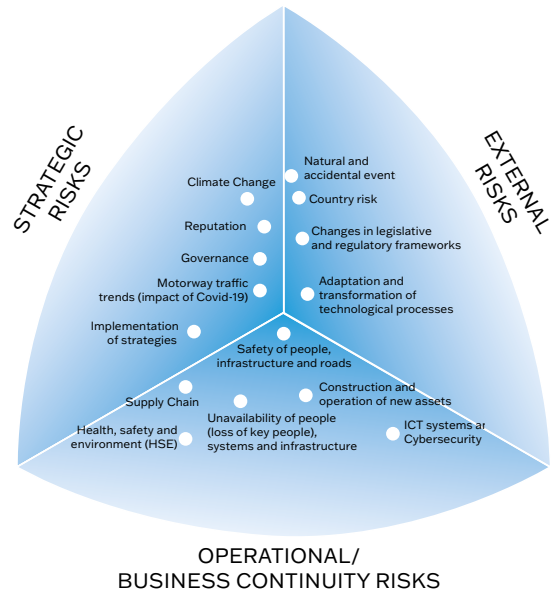
## Compliance risks

- **Compliance with legislation and regulations** - With the aim of disseminating a culture of compliance and ensuring behavior always inspired by integrity, fairness and collaboration, Atlantia has adopted, and periodically updates, an organisational, management and control model (required by Legislative Decree 231/01), anti-corruption and privacy policies and ethical rules of conduct that also serve as a reference in the relationships with its partners. These arrangements are further reinforced by the Tax Control Framework, that represents an additional instrument for the prevention of offences potentially giving rise to administrative and criminal liability. Atlantia also offers training programmes for employees designed to encourage ethical and considerate behaviour, as also called for in the Code of Ethics.

## Subsidiaries' risks





The main risks and the related risk responses of the main Group Companies are described below, grouped by operating segment (motorways, airports, mobility services). As regards to the risks linked to compliance with the applicable legislation and financial risks, the same activities of continuous monitoring and risk management adopted by Atlantia are foreseen.





### Motorways segment



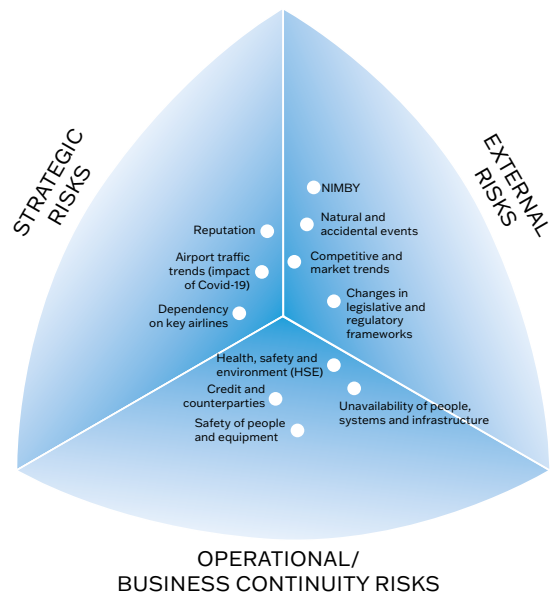
AREA OF RISK	RISK FACTORS	KEY RISK RESPONSES
STRATEGIC RISKS	Reputational risks related to inadequate emergency management or the implementation of untimely strategies in crisis management, with significant impacts on continuity of service.	ESG <ul style="list-style-type: none"> <li>• Presence of specific organisational and operational arrangements and structured processes to manage the reputational risks related to inadequate/untimely management of emergencies/crises.</li> <li>• Crisis Management Protocol and Business Continuity Plan.</li> </ul>
	Risks related to climate change that expose assets and infrastructure to possible damages, resulting in the possibility of prolonged disruption or operational inefficiencies.	ESG <ul style="list-style-type: none"> <li>• Presence of specific ESG committees and specific plans and initiatives.</li> <li>• Specific risk assessments of climate-related risks.</li> <li>• Launch of long-term programmes to boost the resilience of infrastructure to the potential impacts of climate change. Autostrade per l'Italia is committed to improving the infrastructure resilience through a major infrastructure investment and modernisation plan (€21.5 billion), and through the surveillance of motorway assets and specific programmes for managing hydrogeological risk, identifying areas susceptible to landslides across 1,450 sites already monitored.</li> <li>• Presence of a weather forecast management system to ensure timely intervention in response to exceptional climate events and appropriate Crisis Management systems.</li> <li>• Implementation of All-Risk Property insurance policies to cover direct and indirect physical damage (business interruption), applicable within the limits set in the contracts governing the Group's assets.</li> </ul>





AREA OF RISK	RISK FACTORS	KEY RISK RESPONSES	
EXTERNAL RISKS	<p>External risks linked, among other things, to changes in the legislative and regulatory framework with impacts on the conditions of the concession arrangement that could have negative effects on the company's operations, results and business continuity.</p>	<ul style="list-style-type: none"> <li>• Presence of specific organizational and operational controls and structured processes for the management of relations and communications with the Grantor and for the monitoring of the reference market.</li> </ul>	
	<p>Risks arising from the occurrence of exogenous accidental or natural events exposing assets and infrastructure to possible damages, with the consequent risk of prolonged disruption or operational inefficiencies.</p>		<ul style="list-style-type: none"> <li>• Implementation of appropriate insurance coverage on assets and presence of specific controls in terms of business continuity and crisis management, as well as processes and activities of recovery in case of accidental events.</li> </ul>
OPERATIONAL / BUSINESS CONTINUITY RISKS	<p>Risks related to the proper maintenance and quality of infrastructure, exposed to exogenous and endogenous events that may affect the safety of the assets.</p>		<ul style="list-style-type: none"> <li>• Carrying out audits on suppliers with onboarding training.</li> <li>• Carrying out periodic audits on assets, also using independent and internationally recognised external sources.</li> <li>• Continuous training of employees on the safety of assets.</li> <li>• Regularly tested emergency response procedures to ensure the safety of assets.</li> <li>• Presence of specific organisational and operational arrangements and structured processes for the conduct of inspections, maintenance and management, including the use of leading external providers and projects combining innovation and technology. Autostrade per l'Italia is committed to carrying out a long-term maintenance programme worth €7 billion by 2038.</li> </ul>
	<p>Risks related to road safety and traffic management that expose the company to potential impacts on the safety of people and vehicles in the context of ordinary motorway operations.</p>		<ul style="list-style-type: none"> <li>• Presence of specific organisational and operational arrangements and structured processes in compliance with the ISO 39001 standard, "Road traffic safety management system", specific operational protocols for coordinating with local Prefectures, Road Police, Firefighters and Emergency Health Service.</li> <li>• Abertis has developed road traffic safety programmes in all the countries in which it operates by investing in engineering and technology. The initiatives carried out in 2021 include: in Spain, the organisation of road safety committees, the renewal of horizontal road markings, the construction of new safety barriers and the installation of crash absorbers at exits; in Chile, the United States and India, the installation of barriers at the entrance of tunnels and concrete protections at the exits, the extension of slope containment systems, the adoption of measures to reduce the quantity of water accumulating on road surface and the introduction of specific signage, improving also motorway lighting.</li> </ul>
	<p>Risks related to the lack of management of contracts for construction of new works and/or development/modernization that may expose to significant delays compared to the objectives of the plan.</p>		<ul style="list-style-type: none"> <li>• Presence of specific organisational and operational controls and structured engineering processes and implementations of specific Project Risk Management activities.</li> </ul>

AREA OF RISK	RISK FACTORS	KEY RISK RESPONSES
OPERATIONAL / BUSINESS CONTINUITY RISKS	Risks related to health, safety of personnel and environmental protection (Health, Safety and Environment).	 <ul style="list-style-type: none"> <li>• Presence of specific organisational and operational arrangements and structured HSE processes in compliance with the ISO14001 and ISO45001 standards.</li> <li>• Monitoring system of all the environmental components in the management of the impacts connected to the realization of the major projects.</li> <li>• Safety inspections, health and ergonomic assessments, specific OHS campaigns and training, and the promotion of prevention teams.</li> </ul>
	Risks related to poor handling of Management and middle Management turnover, to the failure to align appropriate skills for key roles and to talent loss, which could undermine the company's ability to achieve its objectives.	 <ul style="list-style-type: none"> <li>• Presence of specific organisational and operational arrangements and an "HR transformation" plan to implement, among other things, tools and processes designed to retain key personnel, develop expertise and define appropriate backup strategies for key personnel.</li> </ul>
	Risk of potential cyberattacks and the related risks of exfiltration, alteration or damage of critical data and/or personal information stored in the Group's databases and the impairment/unavailability of essential services used in traffic management and to ensure road traffic safety.	 <ul style="list-style-type: none"> <li>• Presence of specific organisational and operational controls designed to define and implement cybersecurity strategies and a Cyber Security Incident Management model, in accordance with the main standards and in compliance with the ISO/IEC 27001 standard.</li> <li>• Appointment of a Data Protection Officer to conduct a compliance programme in compliance with the GDPR.</li> </ul>
	Risks associated with the supply chain due to issues relating to suppliers and commodity markets.	 <ul style="list-style-type: none"> <li>• Presence of specific organisational and operational arrangements and structured processes for managing and monitoring the supply chain to prevent any critical issues and quickly contain the potential impacts on the continuity of operations.</li> <li>• Internal regulatory framework (policies, procedures, the Code of Ethics, the 231 model, etc.). In 2021, the Abertis group updated its Corporate Procurement Policy to incorporate the new ESG-based scoring and audit procedures.</li> <li>• Inclusion of environmental and/or social factors in tenders and a "local for local" approach to local procurement.</li> </ul>

## Airports segment

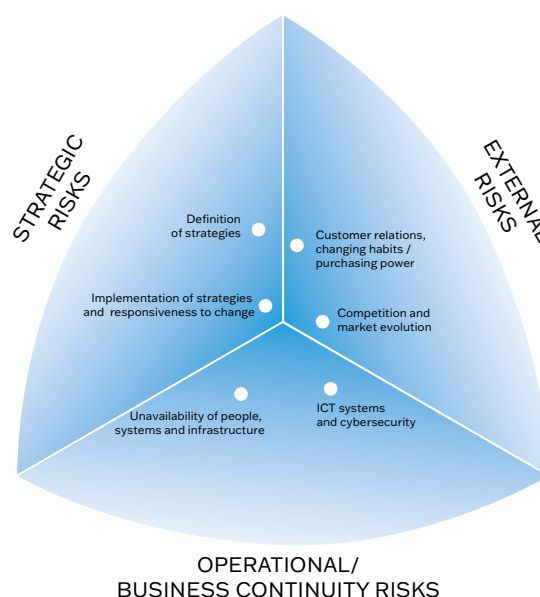


AREA OF RISK	RISK FACTORS	KEY RISK RESPONSES
STRATEGIC RISKS	Risks related to excessive dependence on key carriers and the evolution of the air transport market, also in view of the economic situation and/or health emergencies (e.g., Covid-19 pandemic) with short- and long-term negative effects on operating and financial performance and development policies.	<ul style="list-style-type: none"> <li>Monitoring of macroeconomic and socio-political trends in the various markets and scenario analysis (traffic volumes, passenger profile).</li> <li>Attractiveness of airports (e.g. carrier marketing, price competitiveness, territorial marketing, improvement of safety levels, quality and reliability of the services offered).</li> <li>Diversification and development of the airlines and markets served.</li> </ul>
	Risks arising from the negative perception of the image of the organisation by key internal or external stakeholders (relations with institutions and media, quality of service, complaints management).	 <ul style="list-style-type: none"> <li>Systems for monitoring and verifying the quality of the services provided.</li> <li>Corporate sustainability plans.</li> <li>Consistency between investments and public needs.</li> <li>Effective communication process to preserve and improve the image and the brand, including specific monitoring and control activities.</li> </ul>
	Risks related to climate change and the carbon footprint of the organization, of its asset and air transport, with potential reputational damage, asset depreciation and lower profitability (e.g. increased operating costs and reduced revenues due to penalties/limits on the trend of air traffic)	 <ul style="list-style-type: none"> <li>Commitment to achieve Net Zero Carbon Goal in 2030 for emissions over which airport assets have direct control.</li> <li>Certified emission measurement system (ACA 4+ certification).</li> <li>Actions aimed at reducing emissions from third parties operating at the airport, such as the use of Sustainable Aviation Fuel and the deployment of electric rechargers.</li> <li>Investments aimed to maximize the infrastructure resilience to extreme weather events and the risks associated with rising sea levels.</li> </ul>


AREA OF RISK	RISK FACTORS	KEY RISK RESPONSES
EXTERNAL RISKS	<p>Risks arising from unfavorable changes in the regulatory framework at national and/or international level, with potential financial or assets losses due to, for example, the revision of the tariff system and/or the increased cost of adapting to changes in the market environment</p>	<ul style="list-style-type: none"> <li>• Actions to mitigate impacts through the monitoring of the regulatory and legislative framework at national and international level, legal/economic benchmarking activities and quantitative evaluation of possible changes to tariff trends.</li> </ul>
	<p>Risks linked to pressure from residents or NGOs to limit activity, to cut back on essential investment, to close airports at night.</p>	<p></p> <ul style="list-style-type: none"> <li>• Stakeholder engagement activities (e.g. involving local communities).</li> <li>• Sustainability plans with a commitment to net zero by 2030.</li> </ul>
	<p>Risks arising from extreme weather events and natural disasters with potential damage to infrastructure, people, equipment and potential disruption to services.</p>	<p></p> <ul style="list-style-type: none"> <li>• Emergency procedures, protocols and plans in compliance with the relevant legal and and/or regulatory requirements.</li> <li>• Cooperation with stakeholders (e.g., local authorities and land-owners) regarding the risks that might arise in surrounding areas and that could compromise aircraft operations.</li> </ul>
OPERATIONAL / BUSINESS CONTINUITY RISKS	<p>Risks for the safety of people and equipment in the context of airport operations (landside/ airside) with possible damage to people, equipment and infrastructure.</p>	<p></p> <ul style="list-style-type: none"> <li>• Organisation of safety and security systems and procedures, such as:               <ul style="list-style-type: none"> <li>• safety management systems;</li> <li>• training of staff;</li> <li>• Airport Emergency plans;</li> <li>• monitoring of compliance with safety and security standards.</li> </ul> </li> </ul>
	<p>Risks of loss, theft, alteration, publication or unauthorised access to data (cybersecurity).</p>	<p></p> <ul style="list-style-type: none"> <li>• Cybersecurity tools and procedures and Business Continuity and Disaster Recovery plans for ICT systems.</li> </ul>
	<p>Health, Safety and Environment (health and safety) risks related to personnel and environmental protection (e.g. noise pollution) with possible economic, criminal and administrative sanctions, as well as impacts on company reputation.</p>	<p></p> <ul style="list-style-type: none"> <li>• Continuous monitoring of the relevant legislative framework.</li> <li>• Compliance and continuous improvement / alignment with best Health, Safety and Environment practices.</li> <li>• Adoption and certification of Occupational Health and Safety Management Systems (ISO 45001).</li> <li>• Continuous monitoring of noise pollution.</li> <li>• Noise abatement plans to reduce the impact of airport operations, in coordination with the relevant stakeholders (e.g. with regards to Aeroporti di Roma, by reducing flights and the soundproofing of school buildings, whilst at Aéroports de la Côte d'Azur changes have been made to flight paths to reduce noise for local residents and to maximise the maritime overflight, limitations have been put on night flying based on aircraft noise certificates, and buildings in the affected areas have been soundproofed, etc.).</li> </ul>

AREA OF RISK	RISK FACTORS	KEY RISK RESPONSES
OPERATIONAL / BUSINESS CONTINUITY RISKS	Risks related to the unavailability of people, infrastructure and/or systems (e.g., the malfunctioning of equipment or critical IT system) with effects on the provision of services and business activities.	<ul style="list-style-type: none"> <li>• Planning and execution of preventive and scheduled maintenance on all types of infrastructure and equipment.</li> <li>• Direct control over the maintenance of strategic plants.</li> <li>• Continuous improvements of systems, infrastructure and procedures to ensure the continuity of airport operations.</li> <li>• System of industrial relations and trade union policies.</li> <li>• Business Continuity and Disaster Recovery plans for ICT systems.</li> </ul>

## Mobility services segment



AREA OF RISK	RISK FACTORS	KEY RISK RESPONSES
STRATEGIC RISKS	Risks arising from difficulties in implementing the defined strategies and/or the failure to respond to changes in the external environment in which the organisation operates and/or inadequate capital deployment or inadequacy of the means, resources, tools or actions planned in advance in order to achieve the organisation's objectives.	<ul style="list-style-type: none"> <li>• Continuous monitoring of the external context in which the organisation operates, economic and financial analyses of the different scenarios and identification of the related actions to take.</li> <li>• Preventive controls prior to the launch of new services, continuous and periodic controls to maintain a balance between costs and benefits.</li> <li>• Continuous monitoring of risk exposures (e.g., changes in the external environment, the availability of capital).</li> <li>• Implementation of systems for monitoring the quality of the services provided in line with the standards expected by customers.</li> </ul>
	Risk of inconsistency between strategic objectives and the mission/ vision, and/or the risk of setting strategic/ business objectives based on partial, incomplete or inadequate assumptions by management and/or the risk of inadequate investment planning.	<ul style="list-style-type: none"> <li>• Monitoring and assessment of all the initiatives arising from time to time to seize the opportunities in line with the organisation's strategies, enabling it to diversify in terms of market, sector and technology.</li> <li>• Continuous monitoring of industry trends to promptly identify any circumstances requiring a review of the organisation's strategy.</li> </ul>

AREA OF RISK	RISK FACTORS	KEY RISK RESPONSES
EXTERNAL RISKS	Risks arising from the characteristics and dynamics of the competitive environment in which the organization operates with possible impacts on market positioning.	<ul style="list-style-type: none"> <li>• Continuous monitoring of the characteristics and evolutionary dynamics of the competitive environment in which the organization operates.</li> <li>• Definition of alternative plans and scenarios, outlining strategies to be implemented in the event of changes in the competitive environment.</li> </ul>
	Risks arising from customer relations, changes in buying or travel habits among customers/citizens/users and their purchasing power, as well as behaviours towards the commercial policies of the company that do not meet interest/satisfaction of customers.	<ul style="list-style-type: none"> <li>• Adoption of systems for monitoring and assessing the quality of the services provided in line with the quality standards expected by customers.</li> </ul>
OPERATIONAL / BUSINESS CONTINUITY RISKS	Cybersecurity risks 	<ul style="list-style-type: none"> <li>• Adoption of policies and procedures constantly updated to keep pace with international best practices and assess vulnerability to external attacks.</li> </ul>
	Malfunctions or technical issues in one of the organisation's systems with potential disruption to service provision and business continuity.	<ul style="list-style-type: none"> <li>• Security plan and control initiatives and tests before releasing new applications and devise Disaster Recovery and Business Continuity plans.</li> <li>• Scheduled maintenance of infrastructural and technological assets.</li> <li>• Procedures and tests to verify continuity plans.</li> </ul>







**Roberto Folco**

Corporate Sales & Marketing Manager  
Rome, Italy

# 05. Corporate Governance

Atlantia 

**Anna Palandrani**

Corporate and Governance Affairs Manager  
Rome, Italy



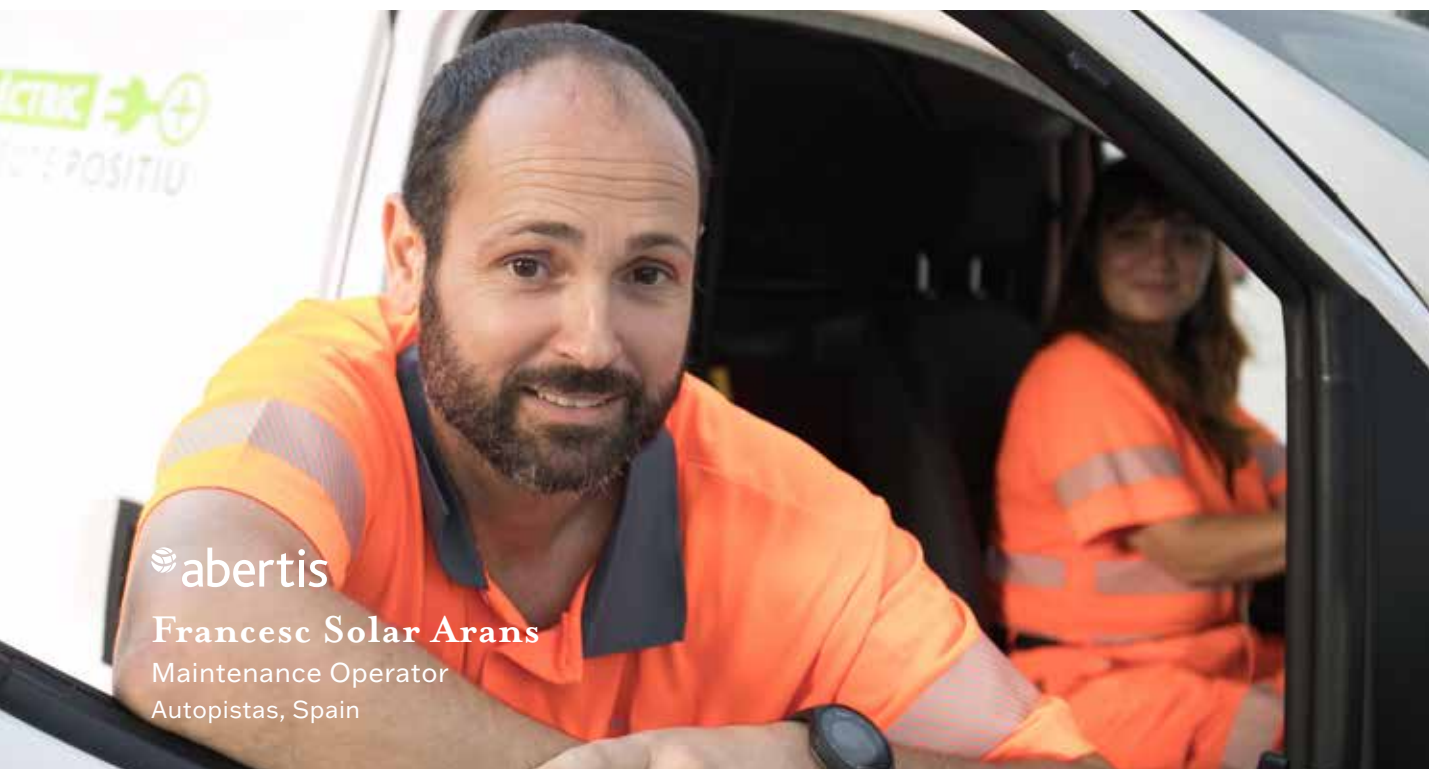
<b>5.1</b>	<b>Principles, values and procedures</b>	<b>96</b>
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In order to achieve sustainable success, our Corporate Governance model aims to maximise value for shareholders and all our stakeholders, to closely control our business risks and to ensure the utmost transparency towards the market, as well as guaranteeing the integrity and correctness of decision-making processes.

## 5.1 Principles, values and procedures

In compliance with the laws and regulations applied in Italy, we have adopted a traditional governance system that clearly distinguishes between the various roles and responsibilities.

The Board of Directors is responsible for management of the business, leading the Company in its pursuit of sustainable long-term success. The Board has set up four Board committees to advise and make recommendations: the Control Risk and Corporate Governance Committee, the Nominations, Remuneration and Human Capital Committee, the Committee of Independent Directors with responsibility for Related Party Transactions and, lastly, the Sustainability Committee, set up on 18 February 2021 to strengthen the Company's commitment to social and environmental sustainability. Responsibility for oversight is assigned to the Board of Statutory Auditors, which has the task of overseeing, among other things, compliance with the law, the memorandum of association and best practices, and to the independent auditor retained to audit the Company's accounts.















 abertis

**Francesc Solar Arans**

Maintenance Operator  
Autopistas, Spain



## Board of Directors – in office for the financial years 2019 - 2021

POSITION	INDEPENDENCE	NAME
Chairman		<b>Fabio Cerchiai</b>
Chief Executive Office		<b>Carlo Bertazzo</b> <sup>1</sup>
Director		<b>Andrea Boitani</b>
Director		<b>Riccardo Bruno</b>
Director		<b>Cristina De Benetti</b>
Director		<b>Dario Frigerio</b>
Director		<b>Gioia Ghezzi</b>
Director		<b>Giuseppe Guizzi</b>
Director		<b>Anna Chiara Invernizzi</b>
Director		<b>Carlo Malacarne</b>
Director		<b>Valentina Martinelli</b>
Director		<b>Lucia Morselli</b>
Director		<b>Ferdinando Nelli Feroci</b>
Director		<b>Licia Soncini</b>
Director		<b>Nicola Verdicchio</b> <sup>2</sup>
Secretary		<b>Claudia Ricchetti</b>

 Independent

1 - Appointed Chief Executive Officer by the Board of Directors on 13 January 2020, he also assumed the role of General Manager from 1 March 2020.

2 - Elected by the Annual General Meeting of shareholders held on 28 April 2021 to replace Sabrina Benetton, who resigned from the Board on 13 March 2021.

## Control Risk and Corporate Governance Committee

POSITION	INDEPENDENCE	NAME
Chairwoman	■	<b>Cristina De Benetti</b>
Director	■	<b>Andrea Boitani</b>
Director	■	<b>Dario Frigerio</b>
Director	■	<b>Lucia Morselli</b>

## Nominations, Remuneration and Human Capital Committee<sup>3</sup>

POSITION	INDEPENDENCE	NAME
Chairman	■	<b>Riccardo Bruno</b>
Director	■	<b>Giuseppe Guizzi</b>
Director	■	<b>Anna Chiara Invernizzi</b>
Director	■	<b>Andrea Boitani</b>
Director	■	<b>Carlo Malacarne</b>



## Sustainability Committee<sup>4</sup>

POSITION	INDEPENDENCE	NAME
Chairwoman	■	<b>Gioia Ghezzi</b>
Director	■	<b>Ferdinando Nelli Feroci</b>
Director	■	<b>Lucia Morselli</b>
Director	■	<b>Licia Soncini</b>

3 - On 18 February 2021, Atlantia's Board of Directors revised the functions assigned to the existing Board Committees, creating a single committee to take over the roles of the Nominations Committee and the Human Resources and Remuneration Committee.

4 - Created by the Board of Directors on 18 February 2021.

## Committee of Independent Directors with responsibility for Related Party Transactions

POSITION	INDEPENDENCE	NAME
Chairman		Dario Frigerio
Director		Riccardo Bruno
Director		Carlo Malacarne

## Board of Statutory Auditors – in office for the three-year period 2021 - 2023

POSITION	NAME
Chairman	Roberto Ruggero Capone*
Standing Auditor	Angelo Rocco Bonissoni
Standing Auditor	Maura Campra
Standing Auditor	Sonia Ferrero*
Standing Auditor	Lelio Fornabaio
Alternate Auditor	Mario Civetta
Alternate Auditor	Francesca Fallacara*

\* Elected from the minority slate

## 23I Surveillance Body <sup>5</sup> - in office from 1 July 2021 to 30 June 2024

POSITION	EXTERNAL	NAME
Coordinator		Attilio Befera
Member		Claudia Ricchetti
Member		Sonia Ferrero

 External

## Independent Auditor for the period 2021-2029 <sup>6</sup>

KPMG S.p.A.

5 - Appointed by the Board of Directors on 10 June 2021.

6 - Appointed by the Annual general Meeting on 29 May 2020.



63

average age



40%

of Directors are women



80%

are independent



2

executive Directors



96%

attendance at meetings



22

meetings in 2021



16 meetings

of the Control Risk and  
Corporate Governance  
Committee



10 meetings

of the Nominations, Remuneration  
and Human Capital Committee



6 meetings

of the Committee of  
Independent Directors with  
responsibility for Related  
Party Transaction



6 meetings

of the Sustainability  
Committee

## 5.2 Key governance objectives in 2021

In December 2020, the Board of Directors approved an action plan for monitoring and ensuring application of the principles and recommendations contained in Borsa Italia’s new Corporate Governance Code in the Company’s corporate governance system, having previously approved adoption of the Code.

All the milestones provided for in the Action Plan have been effectively achieved.

2020

2021

### December

- Adoption of the new Corporate Governance Code and an action plan for its application

### February

- Adoption of the first terms of reference for the Board of Directors, applying the recommendations in the Corporate Governance Code
- Establishment of the Sustainability Committee
- Redefinition of the roles of pre-existing Board committees
- Adoption of new terms of reference for Board committees

### March

- Approval of the first Integrated Annual Report
- Approval of the Report on Remuneration policy and remuneration paid in compliance with the SHRD 2, including ESG KPIs

### June

- Adoption of the new Procedure for Related Party Transactions, implementing the new CONSOB regulation on such transactions
- Revision of the terms of the reference for the Committee of Independent Directors with responsibility for Related Party Transactions
- Re-appointment of members of the 231 Surveillance Body in compliance with the Corporate Governance Code



## Engagement Policy

Atlantia has always given great importance to ongoing, transparent dialogue with all the Company's shareholders, investors and other stakeholders. On 14 October 2021, acting in line with the recommendations in the Corporate Governance Code, and on the proposal of the Chairman, in agreement with the Chief Executive Officer and following a positive opinion from the Control Risk and Corporate Governance Committee and the Sustainability Committee, the Board of Directors approved the Company's first Engagement Policy. This aims to establish transparent dialogue and maintain constant and continuous relations with the Company's shareholders, investors and key stakeholders.

The Policy is based on the following principles for effective dialogue:

- responsibility in establishing and maintaining long-term relationships based on ethics and integrity;
- transparency by sharing information that is relevant, useful, true, clear and complete;
- Active listening based on direct, constructive dialogue that is respectful of diversity, inclusive and multicultural;
- A balancing of Stakeholders' expectations with the aim of encouraging cooperation in order to achieve the goal of creating long-term value.



# 2022

### August

- Adoption of the Diversity, Equality & Inclusion Policy
- Adoption of guidelines for the Internal Control and Risk Management System

### October

- Adoption of the Engagement Policy
- Adoption of the Responsible Investment Policy
- Cessation of the management and coordination of operating subsidiaries registered in Italy
- Adoption of the Contingency Succession Plan for the CEO
- Revision of the 231 Model

### December

- Approval of amendments to Articles of Association
- Revision of General Meeting Regulations

### January

- Approval of Board of Directors' guidance to shareholders on the size and composition of the new Board of Directors in view of the Board's re-election for the financial years from 2022 to 2024

In accordance with best practices, the Policy has identified the following matters and topics for discussion during engagement invitations:

- transparency and corporate communication with the market;
- the corporate governance system and other governance matters, such as, for example: the composition of the Board of Directors, including in terms of size, professional requirements, independence and diversity; the establishment, composition and powers of Board Committees;
- succession planning for the Chief Executive Officer and other executive Directors;
- the remuneration policy for Directors and other key management personnel;
- the general operating performance, financial statements and other periodic results;
- the Company's business plan, strategies and pursuit of sustainable success;
- transactions carried out by the Company and its subsidiaries having a significant impact on the Company's strategy, operating results, financial position and cash flows and any related party transactions;
- the share price performance;
- the dividend policy;
- share buy-back programmes;
- social and environmental performance and initiatives;
- internal control and risk management systems.

In addition to the procedures for investors to request engagement, the Policy also gives the Company the option of arranging forms of dialogue to gather the views of investors on matters of importance or in any event of interest to Atlantia by using invitations to engage.

Engagement may be one-way or two-way and be in the form of one-to-one meetings or collective, with a number of shareholders or Investors participating at the same time.

To date, the Company has arranged for two engagement initiatives:

- the first on the materiality analysis, requesting stakeholders to identify topics of most significance with regard to the Company's sustainable growth. To this end, a questionnaire was sent to over 250 stakeholders, with 73% providing a response;
- the second, again regarding sustainability, was designed to gauge the opinion of investors on the plan for reducing emissions (scope 1, 2 and 3).

The Policy also makes reference to the principles for responsible lobbying, applied by the Company in managing its relations with national and international institutions.

Depending on the matter to be dealt with, the person responsible for dialogue are the Chairman and the Chief Executive Officer.

## Responsible Investment Policy

In line with the primary goal of creating long-term value for all stakeholders, Atlantia has chosen to adopt a structured approach to guide investment decisions and management of the portfolio, combining the need to achieve a return on our investments with a positive social and environmental impact.

To give effect to the above commitment, on 14 October 2021 the Board of Directors has adopted the Responsible Investment Policy, through which the Company intends to strengthen its investment strategy by assuming an active role in implementing the EU's principles of sustainable finance.

By implanting such principles, the Policy intends:

- to translate our commitment to sustainable growth into a structured approach incorporating key environmental, social and governance factors for the Company throughout the process of investing, scouting and selecting opportunities, managing assets and divestment for the purpose of creating sustainable long-term value;
- to demonstrate to our stakeholders that we take a careful, transparent and effective approach to managing all the risks and opportunities associated with sustainability issues when we are choosing where to invest, partly in order to facilitate access to green capital markets;

- to engage with, encourage and empower our investees so that they integrate ESG factors into their business strategies, supporting them with clearly defined, measurable goals and targets.

## Amendments to the Articles of Association and the General Meeting Regulations

In keeping with the ongoing process of improving the Company's corporate governance system, the Board of Directors proposed a number of amendments to the Articles of Association to the General Meeting of shareholders held on 3 December 2021. This was done with the intention of further raising the Company's corporate governance standards. The amendments regarded:

- i) the inclusion in the Articles of Association of the principle of the pursuit of sustainable long-term success among the guiding principles to be applied by the Board of Directors. The amendment systematically embeds sustainability within the Company's corporate governance, confirming Atlantia's commitment to achieving the goal of sustainable success through the creation of shared long-term value for all our shareholders and key stakeholders. The proposed amendment was passed by a majority of 99.18% of the issued capital represented at the meeting;
- ii) a change to the composition of the Board of Statutory Auditors with effect from the date of the Board's next re-election, reducing the number of standing Auditors to three from the current five, in line with the changes to Atlantia's organisational structure as a strategic investment holding company. The proposed amendment was passed by a majority of 99.69% of the issued capital represented at the meeting.

A further amendment regarded the General Meeting Regulations to make the General Meeting Regulations a separate document with respect to the Articles of Association and thus more flexible in the way they govern specific General Meeting procedures, and to align certain provisions with the actual procedures used for the conduct of General Meetings,

based on the Company's experience and the new technologies that have become available since adoption of the existing General Meeting Regulations in relation to, among other things, the way votes are cast. The amendments to the General Meeting Regulations were approved by a majority of 100% of the issued capital represented at the meeting.

## Guidance to shareholders for re-election of the Board of Directors for the three-year period 2022-2024

In line with Recommendation 23 of the Corporate Governance Code – as applied in its own Terms of Reference, the Board of Directors has approved, following the opinion issued by the Nominations, Remuneration and Human Capital Committee, its guidance for shareholders on the size and composition of the future Board of Directors.

The guidance was prepared with support from the advisor, Egon Zehnder Italia, based on the outcome of the self-evaluation conducted through a questionnaire including a specific “forward-looking” part.

The guidance covers the management and professional profiles and expertise of future members of the Board, identified based on the sector in which the Company operates, the Company's size and complexity and the business and strategic objectives previously announced to the market. The mix of experience, knowledge and expertise has been classified in a board skills matrix, setting out the ideal breadth and balance of individual experience within the Board of Directors as a whole.

The guidance also highlights the soft skills considered of strategic importance for the future Board.

Finally, in view of the significance of certain roles within the Board of Directors, the guidance sets out the key attributes - specific and in addition to those required of all Directors – that the Chair and Chief Executive Officer must possess.

For further information on governance, reference should be made to the “Annual report on corporate governance and ownership structures for 2021”.

## 5.3 Remuneration policies

Our Remuneration policy is founded on Transparency, Value and Sustainability.

**Transparency** - To provide our stakeholders with a clear understanding of our remuneration systems, promoting dialogue to constructively respond to shareholder dissent, regularly monitoring market best practices in order to make constant improvements and guaranteeing a high degree of transparency for all stakeholders.

**Value** - To use incentive schemes to focus on the creation of long-term value. Variable remuneration plans are linked to short- and medium-term metrics underpinning growth in economic, social and environmental value. The long-term component of variable remuneration plans has a greater weight than the short-term component, is equity-based, and requires that 50% of the shares deriving from incentive plans be held for a period of two years after they vest. Atlantia promotes the sharing of the results achieved with management and, more generally, with its employees favouring a long-term perspective. In this sense, the Company encourages employee share ownership programs.

**Sustainability** - To promote a sustainable development model for shareholders and other stakeholders. Our commitment to creating economic and social value for the communities and areas in which we operate takes shape in the Remuneration Policy through the anchoring of incentive plans to objectives consistent with our guidelines for the sustainable development of the business, with particular reference to the fight against climate change, building trust with our stakeholders, gender equality and the safety, health and wellbeing of our employees.



**Pietro Bellissimo**  
Mover Airport Cleaning  
Fiumicino, Italy



## We-economy - Our approach to giving employees a stake in the value we create

In December 2021, Atlantia SpA reached a major agreement with all the labour unions (Filt Cgil, Fit Cisl, Uiltrasporti, Sla Cisl and Ugl Viabilità) that will result in the introduction of a new remuneration model from 2022. The new approach aims to improve access to different forms of pay and incentives for all employees, giving them an increasingly active and effective role in the Company's transformation. The **We-Economy** model is designed to create an organisation in which responsibilities and opportunities are widely shared and to extend the variable cash and share-based incentive schemes previously available only to senior management to all the Company's workers.

Every employee's pay is to be made up of 4 ordinary components: a basic salary, variable remuneration (linked to financial, environmental and social targets), share incentive plans and non-statutory welfare schemes.

In accordance with the principles set out in International Labour Organisation (ILO) Convention No. 190 of 2019 and the EU's Gender Equality Strategy 2020-2025, Atlantia and the unions have also committed to formalising protections and support for all types of diversity, by **adopting all the measures necessary in order to eliminate every form of pay gap, above all between men and women**. The agreement opens the way – subject to shareholder approval at the Annual General Meeting to be held on 29 April 2022 – for the introduction of a share incentive plan for employees, **involving the annual award of 250 of the Company's shares as a fixed component of remuneration** for administrative staff. This employee share incentive scheme joins the share grant plan for senior and middle management approved by the Annual General

Meeting held in April 2021, with over 99% of shareholders voting in favour. Under this plan, a portion of management remuneration is paid in the form of shares in return for the achievement of targets relating to the creation of economic, environmental and social value over a multi-year period.

With assistance from the unions, the Company has also reshaped the Company's **non-statutory welfare provision**, further expanding the categories of goods and services available to employees and their families (for example, education for children, elderly care provision, mortgage interest, culture and sport). All workers will also be offered health insurance, that can be extended to include other family members, and a life insurance policy. Among the **many initiatives designed to promote sustainable mobility**, annual season tickets for public transport used to travel to work will also be provided.

To attract the best graduates and reward the active participation of the youngest members of our workforce, Atlantia has also agreed to raise the monthly allowance paid to interns to €1,200. This is a concrete measure, which we hope will mark a first step towards reducing the current gap between Italy and the other EU countries that many of Italy's talented young people naturally feel drawn to.

In keeping with the primary purpose of focusing management on the creation of sustainable long-term value, the proposed Remuneration Policy for 2022, which will be submitted to a binding vote at the upcoming Annual General Meeting to be held on 29 April, also envisages the adoption of specific guidelines applicable to **the Company's Chief Executive Officer and senior management**. **Under the guidelines, the above executives commit to retaining a shareholding in Atlantia's shares on a continuous basis**. The holding must be of an amount equal to at least a multiple of their fixed pay: 2x for the Chief Executive Officer and 0.5x for each senior manager.

## 5.4 Ethics and the Internal Control and Risk Management System

Atlantia's Internal Control and Risk Management System (ICRMS) is the set of tools, rules, procedures and organisational structures defined to ensure the effective identification, measurement, management and monitoring of the main risks in order to contribute the Company's sustainable success in line with the strategies adopted. This system is embedded in the Company's various organisational and corporate governance structures and is consistent with the relevant frameworks and best practices adopted at national and international level<sup>1</sup>.

An effective ICRMS contributes to ensuring that the Company's conducts its business in line with the objectives set by the Board of Directors, enabling informed decision-making. The system is designed to:

- i) safeguard the Company's assets,
- ii) ensure efficient and effective business processes,
- iii) ensure the reliability of the information provided to corporate bodies and the market;
- iv) ensure compliance with legislation and regulations, the Articles of Association and internal policies and codes.

The ICRMS:

- involves bodies and people at all levels of the organisation, from the Board of Directors to management, each according to their area of responsibility and competence;
- facilitates achievement of the Company's objectives;
- has been designed taking into account the nature of the Company, reflecting the applicable legis-

lative framework, its size, sector, complexity and risk profile.

The Board of Directors has used this document to define the various elements of Atlantia's ICRMS, covering:

- the system's architecture, based on three levels of control;
- the roles and responsibilities of the actors involved at the various levels;
- the procedures to be followed to ensure coordination and collaboration among the various actors and the flow of information.

As part of efforts to continually strengthen Atlantia's ICRMS, on 4 August 2021, following a favourable opinion from the Control Risk and Corporate Governance Committee and having consulted with the Board of Statutory Auditors, Atlantia SpA's Board of Directors approve new ICRMS Guidelines. The new guidelines are aligned with the new requirements of the Corporate Governance Code, the new organizational structure and the related national and international best practices.

<sup>1</sup> - E.g., CoSO "Internal Control - Integrated Framework"

## FIRST LEVEL OF CONTROL

**Risk Owners**

They identify, assess, manage and monitor the risks for which they are responsible, identifying and implementing specific risk treatments.



## THIRD LEVEL OF CONTROL

**Internal Audit**

The department provides independent assurance on the adequacy and operational effectiveness of first- and second-level controls and, in general, the Internal Control and Risk Management System.

## SECOND LEVEL OF CONTROL

**Risk control units**

These units monitor the main risks in order to ensure their effective and efficient treatment. They also provide support to Risk Owners in defining and implementing appropriate management and control systems for the main risks and the related controls.

**Legislative Decree 231/2001**

On 14 October 2021, Atlantia's Board of Directors approved the new Organisation, Management and Control Model under Legislative Decree 231/01 (the "Model"). The new version of the Model, in which the Special Parts are no longer arranged by category of offence but by business process, was drawn up in accordance with the reference frameworks and industry best practices. It applies several of the recommendations contained in the new guidelines published by Confindustria (the confederation of Italian industry) in 2021, including references to the creation of an integrated risk management system, the efficiency of compliance activities, and the optimization of information flows between the persons tasked with the Company's internal controls and risk management.

The new version of the Model:

- identifies the processes and activities in the context of which it is theoretically conceivable that the of-

fences set out in Legislative Decree 231/2001, and reflects the Company's new organisational structure by referring to the governance tools and specific principles of control and conduct adopted by Atlantia to prevent the commission of crimes and administrative offences;

- applies a number of changes in the legislative framework, adding to the list of predicate offences under Legislative Decree 231 through the addition of the latest offences introduced by lawmakers, including, by way of example, those introduced by Directive (EU) 2017/1371 ("PIF") to combat frauds that damage the EU's financial interests;
- applies and supplements the controls provided for in the Model itself with the governance tools adopted by the Company to prevent illegal conduct, including references to: (i) the Code of Ethics, (ii) the Anti-corruption Policy; (iii) the Guidelines to the Internal Control and Risk Management System (ICRMS); and (iv) the Tax Control Framework ("TCF").

The new Model consists of: (i) a General Part, describing the essential elements of the Model, in terms of the guiding principles and operating procedures adopted for its development and upgrade; the requirements and distinctive features of the body responsible for supervising its operation and compliance; the disciplinary system defined by the Company and the procedures for disseminating the Model; (ii) the Special Parts, arranged by business process, and containing the "Protocols", i.e. the set of control and conduct principles deemed suitable to govern the processes and activities for which a potential risk of commission of the crimes and administrative offences relevant to Legislative Decree 231/2001 has been identified; (iii) the Annexes, containing a list of the crimes and administrative offences relevant to Legislative Decree 231/2001 and the company procedures governing 231 risk processes and activities.

## Internal Audit activities

The Internal Audit department operates as a third level of control, providing independent and objective assurance and advice, with the aim of improving the effectiveness and efficiency of the organisation.

The Internal Audit department has the role of assessing whether or not the internal and risk management system is fit for purpose and consistent with the guidelines drawn up by the Board of Directors.

The Head of Atlantia's Internal Audit reports to the Board and, on its behalf, the Chairman, and does not have any operational responsibilities, has direct access to the information needed in order to carry out the role and is provided with the necessary tools for the task at hand.

The purposes, powers and responsibilities of Atlantia's Internal Audit department, in compliance with the international standards for internal auditors, are defined in the Audit Charter approved by the Board of Directors on 8 October 2020.

Within the Group, in addition to Atlantia's Internal Audit department, the main operating companies have their own Internal Audit functions, equipped with appropriate resources to operate effectively in support of the management and oversight bodies of the respective companies. In this regard, Atlantia's Internal Audit department provides methodological support to ensure the adoption of processes, methodologies and tools that are both consistent and in line with the internation-



## 231 Surveillance Body

Since 1 January 2021, the Company has applied the Corporate Governance Code approved by Borsa Italiana SpA. In keeping with Recommendation 33 in the Code and to ensure coordination of the various persons involved in the internal control and risk management system, on 10 June 2021, the Company's Board of Directors appointed a 231 Surveillance Body for the three-year period 1 July 2021 to 30 June 2023. The Board has three members, including: an internal member with responsibility for legal affairs (the General Counsel), a member of the Board of Statutory Auditors, and an external member who acts as Coordinator.

The 231 Surveillance Body met on nine occasions in 2021 to deal with the issues related to revision of the Model and carried out the action plan designed to monitor and evaluate its adequacy and effective implementation. Atlantia's 231 Surveillance Body also reported periodically to the Control Risk and Corporate Governance Committee, the Board of Directors and the Company's Board of Statutory Auditors on the activities carried out, with regard to both revision of the Model and its monitoring.



al standards for internal auditors, though still in keeping with the principles of independence and autonomy of action and judgment of the individual departments.

## Whistleblowing – Management of disclosures

In line with international best practices and in full compliance with the relevant legislation, Atlantia has implemented a whistleblowing process.

The process is defined in the Disclosure Management Procedure, published on the Company's website, applicable to Atlantia SpA and applied by its subsidiaries. Application by subsidiaries takes into account the peculiarities of the relevant legislative framework and the need to adapt the procedure to their own organizational structure.

The procedure envisages a multidisciplinary Whistleblowing Committee within each Group company with responsibility for handling disclosures.

Atlantia's Whistleblowing Committee, established by the Chief Executive Officer in 2020, consists of the Head of Internal Audit acting as Coordinator, the General Counsel, the Head of Human Capital & Organization and the Chief Financial Officer.

Atlantia has made available a range of channels to enable anyone (employees and contractors, suppliers and any other person) to submit a disclosure (including anonymously) either in digital form (via e-mail or IT platform) or on paper.

## Anticorruption Policy

The Group is committed to preventing and combating the occurrence of wrongdoing in the performance of its activities. As a concrete demonstration of its commitment in this field, the Atlantia Group has adopted the Code of Ethics, which is closely integrated with the organisation, management and control models provided for by Legislative Decree 231/01 and with compliance programmes (implemented by foreign subsidiaries).

Atlantia adopted a specific Anticorruption Policy in October 2017 as testament to its commitment to preventing and combating wrongdoing.

Atlantia's Board of Directors approved the revised Anticorruption Policy on 8 July 2021, before disseminating it to all the Group's Italian and overseas companies.

The new version of the Policy:

- reflects the organisational changes that have taken place within the Group, redefining the roles and responsibilities falling within the scope of the anti-corruption system;
- reflects updated legislation regarding whistleblowing, setting up special multi-disciplinary Whistleblowing Teams;
- based on relevant benchmarks and best practices, sets out the principles of conduct in key sensitive areas;
- introduces, in line with the requirements of the ISO 37001 standard, shared principles governing the conduct of Corruption Risk Assessments and provides the option, in the event of suspected acts of corruption or breaches of the Policy, of carrying out ad hoc internal inquiries or investigations.

## Code of Ethics and the protection of human rights

Atlantia operates in accordance with environmental, social, ethical and governance principles that meet the very highest international standards. We conduct our business with professional integrity and fairness, in compliance with the laws and regulations of the countries in which we operate.

As part of the process of continuously strengthening Atlantia's Internal Control and Risk Management System (ICRMS), the Company revised its Code of Ethics in 2021. The Code, which was also disseminated among Group companies, was revised to take account of internal and external changes and leading practices.

The Code applies to members of Atlantia's management and oversight bodies, the management teams and employees of Atlantia and its subsidiaries, third parties /business partners (such as, for example, suppliers, consultants, representatives, commercial partners, etc.), who work with or operate in the name or on

behalf of and/or in the interests of Atlantia and its subsidiaries (the “recipients” of the Code of Ethics).

Through the new Code of Ethics, Atlantia aims to promote a culture based on a healthy, fair and responsible approach to doing business and actively commits to protecting human rights, workers’ rights and the environment and to combatting corruption in line with the 10 principles in the “Global Compact”, of which we are a member. With regard to the protection of human rights, as an integral part of our values system and daily operations, Atlantia has established specific principles and rules of conduct designed to spread a culture of respect for these universally recognised rights, in line with the Universal Declaration of Human Rights, the UN Guiding Principles on Business and Human Rights and the Declaration on Fundamental Principles and Rights at Work (ILO). Atlantia’s commitment to respecting human rights is at the heart of our new corporate mission, inspired by the UN’s 17 sustainable development goals (SDGs) contained in the 2030 Agenda, which Atlantia strives to apply across all our activities and in our long-term growth plans.

Atlantia is convinced that respect for and the protection of human rights are essential principles:

- encouraging and advancing a culture of diversity, forming the basis of the concept of equality and inclusion, which underpins our business model;
- guaranteeing each employee equal conditions and opportunities, without distinction of race, nationality, language, age, sex/gender and gender identity, sexual orientation, ethnicity/culture, religion, physical condition and disability, economic condition, political views or trade union membership, and more, and fostering an inclusive work environment that protects the psycho-physical health and safety of people;
- combatting abuse in the form of discrimination and harassment, the exploitation of forced, compulsory or child labour, human trafficking and violations of the freedom of association;
- when doing business, considering the potential and actual impact on human rights of the activities performed by our business partners, whom we expect

to give similar consideration to the activities they assign to, or perform in cooperation with, our Group;

- improving our procedures for detecting and addressing human rights violations in our supply chain;
- not tolerating any form of violation of human rights and we are committed to guaranteeing the rights of people in every activity carried out by Group companies, in order to create economic and social value for the communities and areas in which we operate.

With regard to Atlantia’s suppliers:

- selecting suppliers through transparent, traceable and impartial qualification and evaluation processes, aimed at promoting free competition and equal treatment of the parties. In selecting our suppliers, we take into account the quality, the technical-professional suitability, the integrity, the economic conditions and the methods for supplying goods and services, as well as their ability to meet the obligations of transparency and confidentiality, depending on the nature of the service;
- requesting our suppliers to work in line with our principles of respect for human rights, environmental protection and the protection of personnel and workplace health and safety, as well as sustainability.

To further strengthen the process for managing and monitoring the risks relating to respect for human rights, Atlantia has launched a project that aims to identify and assess the potential impact of these risks across the Group’s different businesses. This is in keeping with Atlantia’s goal of ensuring that over 70% of our consolidated revenue must be subject to human rights audits.

## Cessation of management and coordination activities

On 14 October 2021, Atlantia’s Board of Directors approved the cessation of the Company’s management and coordination of its operating subsidiaries, Autostrade per l’Italia SpA (“ASPI”), Aeroporti di Roma SpA (“ADR”), Telepass S.p.A (“Telepass”) and Spea Engineering SpA (“SPEA”). This was accompanied by revocation of the regulation governing the management

and coordination of subsidiaries and of the related directives issued.

The decision was taken following the overall restructuring of Atlantia's organisation, processes and management that led the Company to focus on the core activities of portfolio management, strategy, risk, talent, partnership, innovation and sustainability. The change also followed a rethink of relations with operating subsidiaries, which now have full operational independence.

As part of the process that led to the decision:

- Atlantia cancelled the Group policies and procedures not compatible with the cessation of management and coordination, at the same time issuing new procedures to be applied solely by Atlantia SpA and to replace the procedures previously applied at Group level; Atlantia thus conducted a review of the Group's policies and guidelines, not in conflict with the cessation of management and coordination, setting out the ethical and governance principles and the areas of risk that could have an impact on the Company and the Group;
- subsidiaries' organisational and management structures were reviewed, expanded and renewed, with functions, staff and processes designed to enable them, even more so than in the past, to have a "fully integrated, complete" organization capable of independently managing information systems, decision-making and operating processes, with the removal of any overlaps between the positions and operational roles held by Atlantia's management and the management of subsidiaries;
- Atlantia's new organisational structure requires the departments with responsibility for investments to occupy themselves solely with the identification of investment opportunities for Atlantia and the monitoring of returns on existing investments, without assuming any operational or coordinating role within investees.

Atlantia is thus continuing to focus on our role as a strategic investment holding company, with the aim of creating value for all our shareholders and key stakeholders through effective and efficient management of our

asset portfolio, facilitating synergies and supporting subsidiaries as they deliver on their growth strategies.

Aware of the importance of operating in accordance with environmental, social, ethical and governance principles in line with the highest international standards, and retaining our role as a controlling shareholder, Atlantia encourages ongoing dialogue with our Italian and overseas subsidiaries. We will use engagement and stewardship initiatives and guidelines and policies to ensure constant oversight of the ethical and governance principles applied within the Group.

Subsidiaries will also continue to provide Atlantia with all the information flows necessary to enable the Parent Company to meet its statutory obligations, including those deriving from its status as a listed holding company. Atlantia proceeded to inform ASPI, ADR, Telepass and SPEA of the decision so that they could take note of the change and comply with the related disclosure requirements.

The legislation governing management and coordination applies solely to Italian companies and not to those registered overseas. As a result, the above changes will have no impact on the latter, which represent a major percentage of the Company's equity portfolio.



 **Aeroporti  
di Roma**

**Alessandro Fiore**  
Technician maintenance electrical systems  
Fiumicino, Italy

A photograph of an airport tarmac under a clear blue sky. In the background, several airplanes are parked at gates, including one with a blue and white tail and another with a green and white tail. A person wearing a bright yellow jacket is partially visible in the lower-left foreground. In the bottom center, there is a black bag containing various tools and a black walkie-talkie with a long antenna. The word "Performance" is written in large white letters across the middle of the image, with a blue horizontal bar behind it.

# Performance

**This section provides data and information useful in an integrated analysis of the Company's operations, action plans, investment and key performance indicators for the year, in both financial and non-financial terms**

# 06. Performance 2021



Atlantia   
**Giorgia Tapino**  
Total Rewards Analyst  
Rome, Italy

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# 6. Integrated performance 2021

## 6.1 Group financial review

### Introduction

The consolidated financial statements as at and for the year ended 31 December 2021 have been prepared on a going concern basis.

In this regard, the Board of Directors has examined the Long-term Plan for the period 2022-2025, which envisages a significant improvement in the key financial indicators of Atlantia and its principal investees in 2022. The assessment of the risk factors and uncertainties previously described in the financial statements as at and for the year ended 31 December 2020 has also been updated. This process focused particularly on the risks and uncertainties deriving from the situation relating to Autostrade per l'Italia whose sale, given the positive progress made in fulfilling the related conditions precedent, is nearing completion. Further details on this matter are provided in note 6.1 in the consolidated financial statements,

Following signature of the share purchase agreement, the contribution of Autostrade per l'Italia and its subsidiaries (the "ASPI group") to the consolidated results is presented in "Discontinued operations" in accordance with IFRS 5.

This means that:

- a) the ASPI group's assets and liabilities as at 31 December 2021 are classified in "Assets held for sale and discontinued operations" and in "Liabilities related to assets held for sale and discontinued operations", distinguishing between financial and non-financial items;
- b) the ASPI group's contribution to profit or loss for the two comparative periods is presented in "Profit/(Loss) from discontinued operations".

In terms of key alternative performance indicators, in accordance with IFRS 5:

- a) operating revenue and EBITDA do not include the ASPI group's contribution;
- b) operating cash flow, capital expenditure and net debt, on the other hand, are presented with the ASPI group's contribution.

It should be noted that amounts for 2021 include the contributions of Red de Carreteras de Occidente (RCO) and Elizabeth River Crossings (ERC), acquired by Abertis Infraestructuras at the end of the first half of 2020 and in December 2020, respectively. They also reflect expiry of the concessions held by Acesa and Invicat in Spain in August 2021.



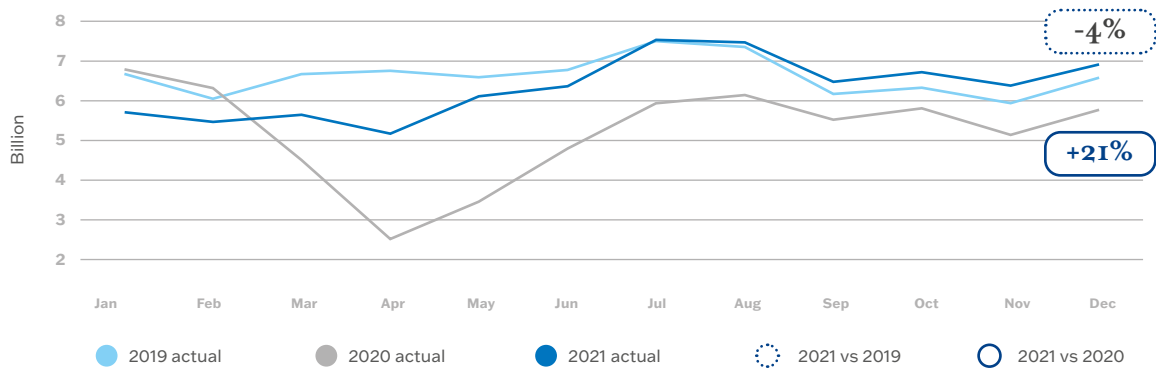
### Disclosure on the impact of the Covid-19 pandemic on the Group's results

Since the end of February 2020, the restrictions on movement, imposed by many governments in response to the global spread of the Covid-19 pandemic, have resulted in significant reductions in the volumes of traffic using the motorways and airports operated under concession by the Group. As in 2020, the performance in 2021 was also significantly impacted by ongoing pandemic-related restrictions.

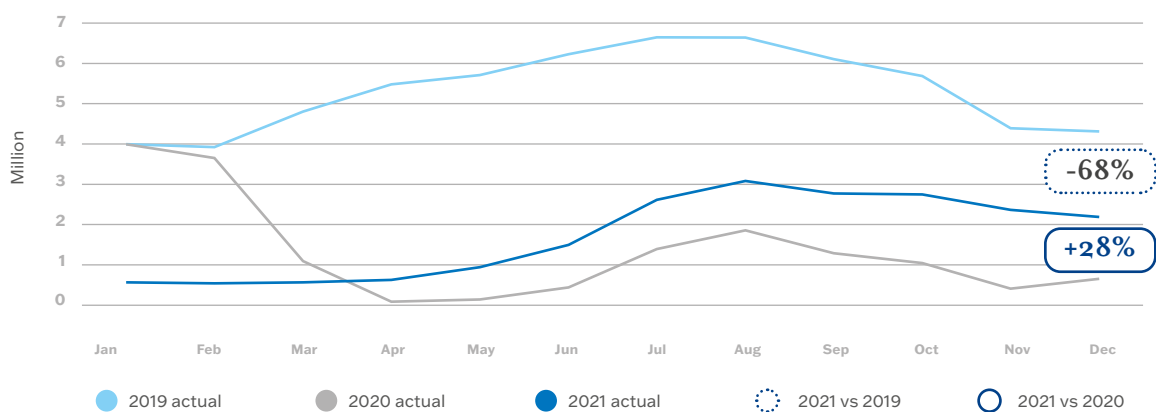
However, as of the summer, 2021 registered an increase in motorway traffic compared to 2020 (up 21%), achieving a full return to 2019 traffic levels (the year before the outbreak of the pandemic) in the latter part of the year.

The airports segment, on the other hand, while showing signs of recovery in the second half of 2021 (with a 28% increase in passengers compared to 2020), still registered significantly reduced volumes compared to 2019 (down 68%).

### Motorways segment (excluding the ASPI group)



### Airports segment



## Operating performance

### Reclassified consolidated income statement

€M	2021	2020 (restated)	Increase/decrease	
			Absolute	%
Motorway toll revenue	4,959	4,079	880	22%
Aviation revenue	294	244	50	20%
Other operating revenue	1,138	937	201	21%
<b>Operating revenue</b>	<b>6,391</b>	<b>5,260</b>	<b>1,131</b>	<b>22%</b>
Cost of materials and external services	-1,416	-1,368	-48	4%
Concession fees	-95	-81	-14	17%
Staff costs	-769	-746	-23	3%
Operating change in provisions	-82	7	-89	n/s
<b>Total operating costs</b>	<b>-2,362</b>	<b>-2,188</b>	<b>-174</b>	<b>8%</b>
<b>Gross operating profit (EBITDA)</b>	<b>4,029</b>	<b>3,072</b>	<b>957</b>	<b>31%</b>
Amortisation, depreciation, impairment losses and reversals of impairment losses	-4,269	-3,499	-770	22%
<b>Operating profit/(loss) (EBIT)</b>	<b>-240</b>	<b>-427</b>	<b>187</b>	<b>-44%</b>
Financial expenses, net	-736	-1,127	391	-35%
Share of loss of investees accounted for using the equity method	-42	-16	-26	n/s
<b>Profit/(Loss) before tax (EBT)</b>	<b>-1,018</b>	<b>-1,570</b>	<b>552</b>	<b>-35%</b>
Income tax benefits/(expense)	474	390	84	22%
<b>Profit/(Loss) from continuing operations</b>	<b>-544</b>	<b>-1,180</b>	<b>636</b>	<b>-54%</b>
Profit/(Loss) from discontinued operations	926	-461	1,387	n/s
<b>Profit/(Loss) for the year</b>	<b>382</b>	<b>-1,641</b>	<b>2,023</b>	<b>n/s</b>
Profit/(Loss) for the year attributable to non-controlling interests	-244	-464	220	-47%
<b>Profit/(Loss) attributable to owners of the parent</b>	<b>626</b>	<b>-1,177</b>	<b>1,803</b>	<b>n/s</b>

“Operating revenue” for 2021 totals €6,391 million, an increase of €1,131 million (22%) compared with 2020 (€5,260 million).

“Motorway toll revenue” of €4,959 million is up €880 million compared with 2020 (€4,079 million). The increase primarily reflects the recovery in traffic recorded by the Abertis group’s motorway operators (up €607 million) and by other overseas motorway operators (up

€101 million). It should be noted that in 2021 the Abertis group also benefited from changes in the scope of consolidation (up €172 million) relating to the contribution for the whole of 2021 of the Mexican group, Red de Carreteras de Occidente, and Elizabeth River Crossings (up €291 million), partly offset by the expiry of the concessions of Centrovias in Brazil in June 2020 and Acesa and Invicat in Spain in August 2021 (€119 million).

“**Aviation revenue**” of €294 million is up €50 million (20%) compared with 2020, reflecting increases in passenger traffic at Aeroporti di Roma (22.1%) and Aéroports de la Côte d’Azur (42.8%).

“**Other operating income**”, amounting to €1,138 million, is up €201 million compared with 2020 (21%), primarily reflecting the government grant of €219 million received by Aeroporti di Roma from the “Covid aid fund” for airport operators (Law 178/2020 and Law Decree 73/2021) to compensate for lost passenger traffic between 1 March and 30 June 2020 as a result of the pandemic, of which €110 million was collected in March 2022.

“**Operating costs**” of €2,362 million are up €174 million compared with 2020 (€2,188 million), primarily reflecting the above changes in the scope of consolidation regarding the Abertis group.

“**Concession fees**” totalling €95 million are up €81 million on 2020, reflecting the increase in traffic at the Group’s operators.

“**Staff costs**” of €769 million are up €23 million compared to 2020, primarily due to changes in the scope of consolidation of the Abertis group.

The “**Operating change in provisions**” in 2021 amounts to a negative €82 million, primarily reflecting provisions totalling €77 million for risks related to contractual and legal obligations.

“**Gross operating profit**” (EBITDA) of €4,029 million is up €957 million compared with 2020 (€3,072 million, up 31%), primarily due to the above improvement in motorway and airport traffic with respect to the comparative period.

“**Amortisation and depreciation, impairment losses and reversals of impairment losses**”, totalling €4,269 million, is up €770 million on 2020 (€3,499 million). This primarily reflects:

a) impairment losses totalling €1,107 million on intangible assets, essentially following impairment tests on intangible assets deriving from the concession rights of the Brazilian operator, Arteris (€723 million) and Aéroports de la Côte d’Azur (€384 million). In 2020, impairment losses amounted to a total of €520 million;

b) impairment losses of €134 million on the amount due to Aeroporti di Roma from Alitalia SAI in extraordinary administration, following an updated assessment of the probability of collection.

The “**Operating loss**” (negative EBIT) amounts to €240 million, marking a €187 million improvement on negative EBIT of €427 million for 2020.

“**Net financial expenses**” of €736 million are down €391 million compared with 2020 (€1,127 million). This primarily reflects:

a) a reduction of €265 million in fair value losses on derivative financial instruments, primarily regarding Atlantia (€190 million) and Azzurra Aeroporti (€46 million) following the rise in interest rates during 2021;

b) lower expenses incurred by Abertis Infraestructuras following the repurchase of bonds in December 2020 (€56 million);

c) a reduction in Atlantia’s interest expense (€32 million) following the repayment of bank borrowings in November 2020 and during 2021 (€71 million), after an increase in amortised costs linked to the repayments and higher interest on the bonds issued in February 2021 (€36 million).

Compared to 2020, 2021 saw lower impairment losses on financial assets and investments, totalling €193 million, and higher net financial expenses relating to the above-mentioned changes in the scope of consolidation, totalling €123 million.

The “**Loss before tax**” (EBT) amounts to €1,018 million in 2021 (€1,570 million in 2020), resulting in tax benefits of €474 million (€390 million in 2020).

The “**Profit from discontinued operations**” in 2021 amounts to €926 million (a loss of €461 million in 2020) and includes the contribution from the Autostrade per l’Italia group. The change in this item, amounting to €1,387 million, essentially reflects extraordinary provisions, recognised in 2020, in relation to the agreement with the Ministry of Infrastructure and Transport designed to bring to an end the dispute over serious breaches resulting from the Polcevera event, and the recovery in motorway traffic on the Autostrade per l’Italia group’s motorway network in 2021 (up 23.1%).

“Profit for the year” amounts to €382 million, compared to a loss of €1,641 million in 2020.

Profit attributable to owners of the parent amounts €626

million, compared to a loss of €1,177 million in 2020.

The loss attributable to non-controlling interests amounts to €244 million (a loss of €464 million in 2020).

## Financial position

### Reclassified consolidated statement of financial position

€M	31 December 2021	31 December 2020 (restated)	Increase/decrease
Intangible assets deriving from concession rights	35,127	49,266	-14,139
Goodwill	8,441	12,797	-4,356
Property, plant and equipment and other intangible assets	1,094	1,257	-163
Investments	1,929	2,841	-912
Working capital (net of current provisions)	888	284	604
Provisions and commitments	-2,372	-8,789	6,417
Deferred tax liabilities, net	-4,842	-3,888	-954
Other non-current assets and liabilities, net	-225	-260	35
Non-financial assets and liabilities held for sale	11,308	23	11,285
<b>NET INVESTED CAPITAL</b>	<b>51,348</b>	<b>53,531</b>	<b>-2,183</b>
Equity attributable to owners of the parent	8,140	6,190	1,950
Equity attributable to non-controlling interests	7,930	8,065	-135
<b>Equity</b>	<b>16,070</b>	<b>14,255</b>	<b>1,815</b>
Bond issues	24,318	31,673	-7,355
Medium/long-term borrowings	11,178	18,728	-7,550
Other financial liabilities	1,693	3,283	-1,590
Cash and cash equivalents	-6,053	-8,385	2,332
Other financial assets	-1,653	-2,531	878
Net debt related to assets held for sale	9,154	-8	9,162
<b>Net financial debt</b>	<b>38,637</b>	<b>42,760</b>	<b>-4,123</b>
Financial assets deriving from concession rights	-3,359	-3,484	125
<b>Net debt</b>	<b>35,278</b>	<b>39,276</b>	<b>-3,998</b>
<b>EQUITY AND NET DEBT</b>	<b>51,348</b>	<b>53,531</b>	<b>-2,183</b>

“**Net invested capital**”, amounting to €51,348 million (€53,531 million as at 31 December 2020), is down €2,183 million compared to 31 December 2020.

“**Intangible assets deriving from concession rights**” amount to €35,127 million as at 31 December 2021, marking a reduction of €14,139 million compared to 31 December 2020 (€49,266 million), primarily due to:

- a) reclassification of intangible assets amounting to €12,045 million deriving from concession rights of the Autostrade per l'Italia group to “Non-financial assets and liabilities held for sale”;
- b) recognition of amortisation, depreciation and impairments totalling €4,023 million;
- c) investment in completed works amounting to €1,599 million.

“**Goodwill**” of €8,441 million is down €4,356 million compared with 31 December 2020 (€12,797 million), primarily due to the above reclassification of the Autostrade per l'Italia group's contribution, amounting to €4,383 million.

“**Property, plant and equipment and other intangible assets**” amount to €1,094 million, a decline of €163 million compared with 31 December 2020 (€1,257 million), primarily due reclassification of the contribution from the ASPI group (€296 million), amortisation and depreciation of €276 million and purchase during the year (€414 million).

“**Investments**”, amounting to €1,929 million, are down €912 million compared with 31 December 2020 (€2,841 million). This reflects the reduction in the value of the investment in Hochtief, totalling €543 million, following the partial sale of 8% and the reduction in the market price of the company's shares in 2021 (down from €79.55 per share as at 31 December 2020 to €71 per share as at 31 December 2021), the sale of A'lienor (€180 million), and the reclassification amounting to €105 million of the investments held by Autostrade per l'Italia group companies to “Non-financial assets and liabilities held for sale”.

“**Working capital (net of current provisions)**” amounts to €888 million, marking an increase of €604 million compared with 31 December 2020 (€284 million). This essentially reflects the reclassification of non-financial

assets and liabilities attributable to the Autostrade per l'Italia group to current assets and liabilities held for sale (€600 million).

“**Provisions and commitments**” of €2,372 million are down €6,417 million compared with 31 December 2020 (€ 8,789 million). This is primarily due to the reclassification of the Autostrade per l'Italia group's contribution, amounting to €5,884 million, to “Non-financial assets and liabilities held for sale”.

“**Equity**”, amounting to €16,070 million (€14,255 million as at 31 December 2020), includes total profit for the year of €444 million (a loss of €2,819 million in 2020).

The improvement of €3,263 million in comprehensive income reflects profit for the year of €382 million, compared with a loss of €1,641 million for 2020, and other comprehensive income of €62 million in 2021, compared with the loss of €1,178 million reported for 2020. The performance essentially reflects:

- a) an improvement in the fair value of cash flow hedges, amounting to €173 million, primarily reflecting rising interest rates in 2021 (losses of €166 million in 2020);
- b) the negative movement in the reserve for currency translation differences (€26 million), primarily due to the decline in the value of the Chilean peso against the euro (losses of €742 million in 2020, which was impacted by the sharp fall in South American currencies);
- c) the reduction in the fair value of the investment in Hochtief, totalling €148 million (a loss of €588 million in 2020).

“**Equity attributable to owners of the parent**”, amounting to €8,140 million, is up €1,950 million compared with 31 December 2020 (€6,190 million). This essentially reflects the gain resulting from the sale of a 49% stake in Telepass recognised in equity (€964 million), and the increase of €364 million deriving from the issue of hybrid bonds by Abertis Infraestructuras Finance, as well as profit for the period attributable to owners of the parent, totalling €631 million.

“**Equity attributable to non-controlling interests**”, amounting to €7,930 million, is down €135 million compared with 31 December 2020 (€8,065 million). This essentially reflects:

- a) the distribution of equity reserves amounting to €413 million to non-controlling shareholders, primarily by Abertis (€327 million);
- b) the comprehensive loss attributable to non-controlling interests, totalling €187 million;
- c) an increase of €370 million due to the above issue of hybrid bonds by Abertis Infraestructuras Finance;
- d) an increase in non-controlling interests following the sale of a 49% stake in Telepass and its subsidiaries (€71 million).

The Atlantia Group's "Net financial debt" amounts to €38,637 million as at 31 December 2021, down €4,123 million compared with 31 December 2020 (€42,760 million). This essentially reflects the proceeds from the sale to Partners Group of the 49% stake in Telepass, totalling €1,045 million, Abertis Infraestructuras Finance's issue of Hybrid bonds, totalling €734 million, the unwinding of the Funded Collar as part of the repayment of the Collar Financing, with net proceeds amounting to €413 million, and operating cash flow for the year (€3,913 million), before capital expenditure during the year (€2,092 million), totalling €1,821 million.

Net debt as at 31 December 2021 includes the contribution from the ASPI group classified in "Net debt related to assets held for sale", amounting to €9,154 million, and in "Financial assets deriving from concession rights", totalling €419 million. The reduction of €7,355 million in bond issues essentially reflects the above reclassification of the contribution from the ASPI group, amounting to €8,086 million, partially offset by the net balance (€449 million) of issues, totalling €3,664 million, and redemptions of €3,215 million.

The reduction of €7,550 million in medium/long-term borrowings is essentially due to reclassification of the ASPI group's contribution of €2,114 million, repayments during the year of €6,532 million and new borrowings of €913 million. The reduction of €1,590 million in other financial liabilities is primarily due to the reclassification of ASPI group balances totalling €773 million, as well as the decrease in the fair value of derivative liabilities (€947 million), mainly related to the rise in interest rates compared with 31 December 2020. The reduction of €878 million in other financial assets is due to the reclassification of the ASPI group's contribution of €480

million, and Atlantia's unwinding of the Funded Collar derivative, as part of the Collar Financing repayment transaction, amounting to €339 million.

After stripping out the ASPI group's contribution:

- a) the residual weighted average term to maturity of the Group's debt is five years and eight months as at 31 December 2021 (five years and seven months as at 31 December 2020);
- b) fixed rate debt represents 76.5% of the total and, after taking into account interest rate hedges, 79.7% of the total;
- c) the weighted average cost of medium/long-term borrowings 2021, including differentials on hedging instruments, is 3.6%.

As at 31 December 2021, Group companies (after stripping out the Autostrade per l'Italia group), have cash reserves of €12,370 million, consisting of:

- a) €6,053 million in cash and/or investments maturing in the short term, including €654 million attributable to Atlantia;
- b) €6,317 million in committed lines of credit not drawn on, having an average residual drawdown period of approximately two years and five months.

In 2021, the ratings agencies' assessments of Atlantia were positively affected by the gradual finalisation of the agreement to sell the entire equity investment in Autostrade per l'Italia. In detail: (i) on 4 June, Fitch placed the credit rating on "Rating Watch Positive" (from "Rating Watch Evolving"); (ii) on 22 June, Standard & Poor's upgraded the credit rating by one notch to "BB" outlook "Positive" (from "BB-" outlook "Developing"); (iii) on 22 October, Moody's placed both the credit rating and the outlook "under review for upgrade".

## Cash flow

### Statement of changes in consolidated net debt

€M	2021	2020 (restated)
<b>Profit/(Loss) for the year</b>	<b>382</b>	<b>-1,641</b>
<b>Adjusted by:</b>		
Amortisation and depreciation	3,202	3,581
Operating change in provisions	-314	424
Dividends and share of (profit)/loss from investments accounted for using the equity method	60	19
Impairment losses (Reversals of impairment losses) and adjustments of current and non-current assets	1,409	807
Gains on disposal of investments and other non-current assets	-35	-29
Net change in deferred taxation recognised in the income statement	-499	-838
Other non-cash income	-292	-55
<b>Operating cash flow</b>	<b>3,913</b>	<b>2,268</b>
<i>of which from discontinued operations</i>	<i>986</i>	<i>517</i>
Change in operating capital	-82	123
Other changes in non-financial assets and liabilities	251	44
<b>Net cash generated from operating activities (A)</b>	<b>4,082</b>	<b>2,435</b>
<i>of which from discontinued operations</i>	<i>1,410</i>	<i>327</i>
Capital expenditure	-2,092	-1,493
(Disposal of)/Investment in consolidated companies, including net debt	39	-4,626
Proceeds from sales of property, plant and equipment, intangible assets and unconsolidated investments	650	167
Net change in other assets	71	94
<b>Net cash used in investment in non-financial assets (B)</b>	<b>-1,332</b>	<b>-5,858</b>
<i>of which from discontinued operations</i>	<i>-1,062</i>	<i>-603</i>
Dividends declared and distribution of reserves and returns of capital to non-controlling shareholders	-413	-536
Contributions from non-controlling shareholders	24	-
Transactions with non-controlling shareholders	1,038	-53
Issue of equity instruments	734	1,242
Accrued interest on equity instruments	-59	-5
<b>Net equity cash inflows (C)</b>	<b>1,324</b>	<b>648</b>
<i>of which from discontinued operations</i>	<i>-26</i>	<i>-40</i>
<b>Increase/(Decrease) in cash and cash equivalents during the year (A+B+C)</b>	<b>4,074</b>	<b>-2,775</b>
Change in fair value of hedging derivatives	181	52
Release of fair value on financial liabilities and other changes	-45	-19
Effect of foreign exchange rate movements on net debt	-213	189
<b>Other changes in net debt (D)</b>	<b>-77</b>	<b>222</b>
<b>(Increase)/Decrease in net debt for the year (A+B+C+D)</b>	<b>3,997</b>	<b>-2,553</b>
<b>Net debt at beginning of year</b>	<b>39,275</b>	<b>36,722</b>
<b>Net debt at end of year</b>	<b>35,278</b>	<b>39,275</b>

“**Net cash generated from operating activities**” amounts to €4,082 million (€2,435 million in 2020), an increase of €1,647 million due an improvement in operating cash flow (€1,645 million), which benefited essentially from an improvement in the operating performance of the Group’s operators.

“**Net cash used for investment in non-financial assets**” amounts to €1,332 million (€5,858 million in 2020) and is down €4,526 million, primarily due to the acquisitions of RCO and ERC (totalling €4,633 million). 2021 also saw proceeds from disposals totalling €650 million, mainly relating to the sale of the 8% stake in Hochtief, amounting to €413 million, and sales of unconsolidated investments by Abertis Infraestructuras, amounting to €217 million.

The “**Net equity cash inflow**” of €1,324 million essentially includes the proceeds from the previously mentioned sale of a 49% stake in Telepass for €1,045 million and Abertis Infraestructuras Finance’s issue of hybrid bonds totalling €734 million. These items were partially offset by the payment of dividends totalling €413 million.

The above cash flows have resulted in a reduction of €3,997 million in net debt as at 31 December 2021, compared with an increase of €2,553 million as at 31 December 2020.

## 6.2 The Group’s ESG performance

This section presents our environmental, social and governance performance during 2021, with particular reference to the material topics for our stakeholders and our goals for 2023.

### Climate change and the energy transition

Once again in 2021, major weather events caused huge losses, including thousands of human lives and economic damage estimated at over \$170 billion<sup>1</sup>. The 2021 report of the UN’s Intergovernmental Panel on Climate Change (IPCC), the main international body for assessing climate change, provides further confirmation of the impact human activities are having on the environ-

ment, and using science-based evidence, establishes the link with rising global temperatures that are the cause of the increased frequency and intensity of these destructive natural phenomena.

To mitigate the effects and reverse the trend in the long term, it is essential that we do not exceed the level of a 1.5°C increase in global average temperature compared with the pre-industrial period (scientific threshold to avoid catastrophic damage). Therefore, we need to start decarbonising the economy as soon as possible, which involves an energy transition in all sectors, and promoting the replacement of technologies based on the use of fossil fuels with ones that use renewable sources of energy.

With our contribution to the UN climate action goal (SDG 13), we are engaged on two fronts: on the one hand, decarbonisation of our processes and activities, and on the other, development of infrastructure that is resilient to climate change in order to enable the transition to low carbon mobility.

On 11 November 2021, with the backing of the Sustainability Committee, the Board of Directors approved an ambitious plan to reduce emissions, which set science-based targets for 2030 with a view to achieving zero direct emissions by 2040.

The decarbonisation targets set have been drawn up in line with the Science Based Targets (SBTi) protocol, to which Atlantia subscribes. The decarbonisation targets are currently being reviewed and approved by SBTi.

The decarbonisation plan includes short-, medium- and long-term targets using 2019 as a base year (a year that reflects pre-pandemic motorway and airport traffic levels).

By 2030, we aim to reduce our direct emissions from Scope 1 and Scope 2 emissions by 50%, which in 2019, our base year, amounted to approximately 245,000 tonnes of CO<sub>2</sub>, of which 57% related to fossil fuel consumption and 43% to electricity and thermal energy consumption. This absolute reduction target follows a trajectory that is in line with the scientific scenario of limiting the global temperature increase to 1.5°C, and also with our commitment to achieve net zero emissions by 2040.

<sup>1</sup> *Counting the cost 2021 - Christian Aid*



Offsetting measures have not been taken into account in the definition of the 2030 target and the related decarbonisation action plan. However, the Group airport companies that subscribe to the Airport Carbon Accreditation global certification programme with the highest level of application (level 6: transition) have been investing in offsetting projects for several years, obtaining high quality certificates in order to neutralise their annual contribution of GHG emissions, as already required by level 4 of the above protocol (level 4: neutrality).

Renewable energy is a vital factor in cutting direct emissions. We are aware that some activities currently powered by fossil fuels will have to migrate to electricity, which will increase the demand for electricity. Consequently, the Group has planned initiatives aimed at increasing the energy efficiency of our processes and assets in order to reduce energy demand, including the installation of renewable energy self-generation plants. At the same time, a transition to supply contracts for electricity from renewable sources has been initiated, with a gradual increase in the share of certified renewable energy with a medium-term target of 100%.

With regard to Scope 3 indirect emissions, in the decarbonisation roadmap we focus on two main upstream and downstream hotspots in our value chain:

- **Hotspot 1:** emissions relating to the procurement of materials and products needed for infrastructure modernisation and maintenance.
- **Hotspot 2:** emissions relating to cargo and passenger access at airports.

Together, these two hotspots account for more than 80% of the Group's total Scope 3 emissions (approximately 1,380,000 tonnes of CO<sub>2</sub>e in 2019). For both areas we have defined a related reduction target of 22% by 2030. This relates emissions to total kilometres travelled for the first hotspot and primarily regards the Motorways operating segment, and to passenger traffic for the second hotspot which is applied in the Airports operating segment.

Our climate action plan, which was developed with the involvement of Group companies, includes targeted investment to reduce the carbon footprint via:

- the construction of renewable energy plants;
- the gradual electrification of company vehicle fleets and the creation of charging infrastructure;
- the use of alternative, low-impact fuels;
- the development of projects to optimise energy consumption, such as improvements to heating and air conditioning systems and indoor and outdoor ambient lighting, by using LED technology on a large scale;
- the development of energy storage solutions.

Investment in reducing indirect emissions along the value chain are also planned:

- reduced consumption of materials and products used in maintenance and construction works, including through recovery processes;
- the procurement of goods and services with lower life-cycle emissions;
- the installation of approximately 500 charging points for electric vehicles at Fiumicino airport by 2025 in order to promote electric mobility (approximately 100 airside and 400 landside);
- improved rail access to airport terminals, with an increase in the number of trains and cuts in fares;
- improved accessibility of buses and bicycle connections;
- the development of initiatives to raise awareness among airport operators regarding the supply of certified green energy and the use of hybrid/electric vehicles with incentive policies.

The development of technological and supply chain partnerships and engagement with various stakeholders, from regulators and government institutions to suppliers and users, will be prerequisites and determinants for implementation of the climate action plan.

As of this year, Atlantia will publish a voluntary climate strategy report prepared in accordance with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). The report adds to the information on climate change already contained in this Integrated Annual Report, and may be found in the Sustainability - Transparency section of Atlantia's website.

### ***Climate change strategy and governance***

Atlantia's Board of Directors is the highest decision-making and supervisory body on climate change. It is mainly assisted in this regard by the Sustainability Committee<sup>2</sup> and the Control Risk and Corporate Governance Committee, the latter especially concerning the aspects of risk management related to climate change.

The Company reports to these committees and to the Board on the state of progress of programmes and performance against the various targets, as well as on the main risks and opportunities arising from the transition to a low-emission economy.

Liaison with the Chief Executive Officer and the Board mainly takes place through the Sustainability department, headed by the Chief Sustainability Officer, who is responsible for providing strategic guidance and coordinating the ESG agenda and the climate transition plan, as well as helping investee companies to draw up specific improvement programmes regarding ESG aspects. The department is also responsible for setting objectives and targets, non-financial reporting and ongoing dialogue with stakeholders on these issues, in line with the Company's stakeholder engagement policy.

Climate change aspects are fully embedded within the Company's strategy, linked to short- and long-term management incentive schemes, and incorporated into the decision-making processes of Atlantia and its operating subsidiaries.

Implementation of the decarbonisation roadmap is one of the metrics used to measure management's ESG performance, and achievement of decarbonisation targets is linked to incentive schemes. As laid down in Atlantia's Remuneration Policy, ESG performance determines 20% of the annual bonus and 30% of the long-term bonus for the Chief Executive Officer and the Top management team who report to him. Bonuses for the managers of the main subsidiaries are also linked to emission reduction metrics, in keeping with the specific decarbonisation roadmaps of the various companies.

In line with TCFD recommendations, we identify, analyse and assess the main risks and opportunities relating to climate change, taking into account different time horizons and climate scenarios. This assessment has been incorporated into the enterprise risk management and control system (ERM) and is complemented by specific analysis conducted by each subsidiary that qualifies and quantifies the impacts, including in economic terms.

The assessment considers transition risks, namely the risks associated with the transition to a low-carbon economy, including political, regulatory, technological, reputational and market variables, and physical risks, which are related to the occurrence of severe extreme events or long-term changes in climate patterns.

Such risks can jeopardise a company's operations, raise operating costs or have an impact on revenues, and require increased insurance coverage of assets under management and extraordinary investment for their modernisation or the reconstruction of damaged structures; they can also directly affect a company's reputation. Similarly, they can generate new market and business development opportunities arising from the transition of the transport sector to low-carbon mobility. Atlantia's strategic approach to the mobility ecosystem in the medium term is described in detail in sections 1.3 and 1.4 of this Report.

<sup>2</sup> Board committees: <https://www.atlantia.com/en/governance/board-committees>

## Carbon footprint

In order to determine our carbon footprint, Atlantia calculates its emissions from fuel consumption (Scope 1), electricity and thermal energy consumption (Scope 2), and other indirect emissions resulting from our activities that are not under our direct control and originate upstream and downstream in the value chain (Scope 3).

Scope 1 and 2 emissions (tonnes of CO <sub>2</sub> e)	2020	2021	% change
Stationary sources	69,819	67,430	-3%
Mobile sources	58,934	44,982	-24%
Refrigerant gases	1,829	2,774	52%
<b>Total Scope 1 emissions</b>	<b>130,581</b>	<b>115,186</b>	<b>-12%</b>
Scope 2 emissions (location-based approach - LB)	63,757	74,501	17%
Scope 2 emissions (market-based approach - MB)	85,532	71,676	-16%
<b>Total Scope 1 and 2 emissions (LB)</b>	<b>194,338</b>	<b>189,687</b>	<b>-2%</b>
<b>Total Scope 1 and 2 emissions (MB)</b>	<b>216,113</b>	<b>186,862</b>	<b>-14%</b>
<b>Carbon intensity (CO<sub>2</sub>e/revenue)<sup>1</sup></b>	<b>41.1</b>	<b>29.2</b>	<b>-29%</b>
Scope 3 emissions (tonnes of CO <sub>2</sub> e)	2020	2021	% change
Upstream activities	1,006,966	734,437	-27%
Downstream activities	200,295	269,723	35%
<b>Total Scope 3 emissions</b>	<b>1,207,261</b>	<b>1,004,160</b>	<b>-17%</b>

<sup>1</sup> Calculated taking into account Scope 2 market-based emissions in tonnes of CO<sub>2</sub>e per €m.

In 2021, the Group produced a total of approximately 1,191,000 tonnes of carbon dioxide equivalent (Scope 1, Scope 2 and Scope 3), marking a decrease of 16% compared with 2020.

Scope 1 and 2 emissions fell by 14% to around 187,000 tonnes. Airport emissions continue to be lower than historical trends due to the ongoing effects of the Covid-19 pandemic, which also impacted passenger and cargo traffic levels in 2021. However, the investment programme for airport assets also continued in 2021, regarding projects that will result in decarbonisation of their direct emissions by 2030. Aeroporti di Roma<sup>3</sup>, for example, handled around 230 alerts as part of its energy efficiency monitoring system. This has enabled the subsidiary to optimise the operation of its systems, resulting in energy savings. The company has also initiated the planning and authorisation process for construction of its first 25 MW solar farm, which will be built by 2025.

A positive contribution was made to Scope 2 emissions by the efficiency measures implemented and, above all, by the increased use of renewable electricity, which rose from 13 to 32% of total electricity consumption. With the sharp upturn in motorway traffic and the associated revenue, carbon intensity has returned to the 2019 figure of 29 grams of CO<sub>2</sub> per euro of revenue.

<sup>3</sup> Fiumicino was the first airport in the world to join The Climate Group's EP100 initiative, with the ambitious goal of increasing energy productivity by 150% by 2026, compared with 2006.

A project was carried out during the year to update the Group's emission inventories<sup>4</sup>, with a focus on Scope 3 indirect emissions<sup>5</sup>, divided upstream and downstream emissions. As mentioned above, the main items affecting these categories relate to the procurement of materials and products for carrying out routine and extraordinary maintenance activities on motorways (around 78% of upstream emissions), and to cargo and passenger access to hub airports (82% of downstream emissions).

The former fell sharply compared with 2020 (down 33%), a year which saw a greater volume of work on the

<sup>4</sup> The emission inventories, which are already subject to limited assurance in accordance with the criteria set out in ISAE 3000 Revised as part of the review of non-financial information, will undergo certification in accordance with ISO14064 during the first half of 2022.

<sup>5</sup> Regarding Scope 3 emissions, reference was made to the GHG protocol "Corporate Value Chain Accounting and Reporting Standard", which identifies 15 categories of indirect emissions that are upstream and downstream of the organisation along the value chain. For further details on the sources monitored, see the methodological note ("Methodology") and the analytical data in the non-financial statement section. In 2021, Abertis recognised the emissions resulting from losses relating to energy transport and distribution for the first year in Scope 3, as well as the emissions resulting from fuel consumption by subcontractors, which were previously accounted for in Scope 1. It wasn't possible to accurately recalculate emissions from previous years, but these will be further investigated during the certification process.

motorway networks in Italy and Brazil. Emissions relating to airport access rose by 40% but are still below pre-pandemic levels.

The footprint does not include downstream emissions relating to the use of transport infrastructure, namely emissions from motorway traffic and aviation emissions (the latter arising from aircraft fuel consumption during take-off, landing, approach, climbing and cruising from the point of departure to the destination), as this category includes emissions linked to indirect use of a service that Atlantia is unable to influence, or can do so only in a limited way. However, Atlantia believes it can play an enabling role in the transition to low-emission mobility. We can do this by adapting our infrastructure to facilitate the shift to zero-emission means of transport, through technological innovation and the development of new mobility services, as described in sections 1.3 and 1.4, and in the section entitled "Sustainable mobility solutions", to which reference should be made.

The progress made in 2021 towards achievement of the climate change target in Atlantia's 2023 Sustainability Plan is shown in the table below.

Target by 2023	Performance in 2021
20% reduction in Scope 1 and 2 emissions vs 2019	In 2021, Scope 1 and 2 emissions are 24% lower than in 2019.
30% of electricity consumption from renewable sources	Renewable energy accounted for 32% of total electricity consumption during the year.

## Sustainable mobility solutions

At Atlantia, we aim to promote the growth of sustainable mobility, in awareness of the impact that transport has on the environment, and of the central role infrastructure plays in enabling the transition to mobility with a low environmental impact.

***“Atlantia’s strategic development plan is focused on technological innovation and sustainability as key tools for expanding our business. We are looking with great interest at new forms of integrated mobility and new logistics models and services, enabled by digital technologies and an increasingly strategic approach to the environment” - Carlo Bertazzo, CEO***

Various road and air transport initiatives were undertaken by Group companies in 2021, aimed at making infrastructure more sustainable and supporting the transport energy transition. Atlantia has also defined our strategic positioning in the mobility sector to 2030, in which many transformation elements are emerging (see sections 1.3 and 1.4 for further information).

### ***Airports segment***

Air transport is one of the most complex sectors in terms of decarbonisation, and constant efforts are underway to find solutions to make it more environmentally sustainable, subject to appropriate economic and safety conditions.

The various initiatives launched in 2021 include projects to study and make Sustainable Aviation Fuel (SAF) available for aviation and the airport sector. Both the Italian and the French airports in our Group saw the first flights partially fuelled with SAF take off in 2021. Together with other players in the supply chain (energy companies, and above all airlines), using our airport assets we are committed to making SAF available in an efficient, low-cost and low-environmental-impact way, partly to ensure a fair and accessible transition.

Partnerships were also initiated with energy sector companies during the year, regarding the use of bio-fuels for airport ground operations. These fuels, which do not compete with the food chain, have the potential to reduce emissions from airport ground vehicles by 60-90%. However, costs are still high and their supply is still limited. We believe that partnering and collabo-

rating with ecosystem stakeholders to share goals and priorities is the way forward if we wish to play the enabling role that hub airports can have in the industry’s green transition.

Our airports also participate in initiatives aimed at reducing air traffic management costs and fuel consumption, as well as flight times and the resulting CO<sub>2</sub> emissions. These include the European SESAR (Single European Sky Air Traffic Management Research) programme, which contributes to the objectives of the Single European Sky (SES) initiative. This aims to reduce the environmental impact of air transport through the development of services and technologies that improve air and ground traffic management.

### ***Motorways segment***

On the motorways front, the transition to zero-emission electric vehicles requires investment to make the network of charging points on motorways fit for purpose. To this end, an investment plan has been launched in France to equip the 1,800 km of motorway network managed by the operators SANEF and SAPN with rapid charging points for electric vehicles at all 72 service areas by 2023. It is also planned to implement “free-flow” technology, which by eliminating barriers and toll booths enables smoother traffic flow, and, consequently, a reduction in CO<sub>2</sub> emissions. For several years, the electronic tolling services provided by the subsidiary, Telepass, have helped to optimise traffic flow at critical motorway toll stations, leading to appreciable reductions in, among other things, fuel use and the related CO<sub>2</sub> emissions.

### ***New forms of mobility***

Promoting sustainable mobility also means using innovation and technology as strategic levers for interpreting the macro-trends that are impacting the sector, and seizing opportunities in innovative areas by experimenting with new forms of mobility. With this in mind, in 2021 we acquired a stake in the German company, Volocopter, which develops electric vertical takeoff and landing vehicles (e-VTOLs) for transporting goods and people using electric engines that enable zero-emission mobility. This investment bears witness to our interest in the revolutionary field of urban air mobility,

which currently represents an urban mobility solution for faster travels, with low environmental impact, that will help to decongest traffic in urban areas. Via our subsidiaries in the Airports segment, we recently took part in the Urban Blue initiative, a project that brings together several airports in Italy and France, for the development, construction and management of new facilities called “vertiports”, which are essential for operating electric vertical takeoff and landing aircraft.

Finally, Atlantia’s acquisition of Yunex Traffic, following an auction organised by Siemens, will enable us to enter a new business segment and take advantage of the synergies between Intelligent Transport Systems (ITS) technology and the physical transport assets we already have in our portfolio (see section 1.4 for further information).

## Our commitment to responsible resource management: circular economy and biodiversity

As part of our infrastructure development, maintenance and operation activities, we use water, raw materials and semi-finished and finished products. Therefore, our commitment to the environment is also focused on the responsible management of natural resources, via a quest for technical, technological, operational and organisational solutions aimed at safeguarding natural capital and circularity. We are committed to mitigating the current and potential negative effects of our activities by leveraging innovation and technology to accelerate and maximise the positive impact. Safeguarding the environment is one of the principles of our Code of Ethics <https://www.atlantia.com/it/governance/etica-e-legalita/codice-etico>.

Therefore, we have set ourselves the challenging target of reusing and recycling 90% of the waste generated in the airports segment and 70% of the waste produced by the motorways segment by 2023.

Target by 2023	Performance in 2021
Percentage of waste generated sent for reuse or recycling: - 90% for the airports segment - 70% for the motorways segment	<b>90%</b> of the waste produced at our hub airports and <b>65%</b> of motorway waste was sent for reuse and/or recycling. Therefore, our Group had an overall recycling rate of 65.3% in 2021, up 12 points on 2020.

We believe it is vitally important to respect and protect the local areas that surround us, and we are committed to protecting the environment as a whole and preserving its integrity from man-made effects. We aim to combine economic growth and the preservation of natural heritage in all phases of our activities, in strategic deci-

sion-making, in the establishment of partnerships and in investment and business development evaluations. Our ESG objectives to 2023 include a specific target to minimise the use of new land for infrastructure expansion and, at the same time, to offset any such activity by rewilding an equivalent amount of land in order to ensure the maintenance of biodiversity and the balance of the ecosystems in which we operate.

Target by 2023	Performance in 2021
Use of new land to expand existing infrastructure is offset by measures designed to rewind an equivalent amount of land	<p>In 2021, no work on extending our infrastructure was started. However, our Chilean subsidiary, Grupo Costanera, has reached a new agreement with the Chilean Ministry of Public Works regarding a major environmental and infrastructure project to redevelop 63,200 square metres of landscape, urban and green space near Santiago - <a href="https://www.atlantia.com/en/w/grupo-costanera-manages-green-spaces-in-santiago-chile">https://www.atlantia.com/en/w/grupo-costanera-manages-green-spaces-in-santiago-chile</a>.</p> <p>Our commitment to biodiversity is also reflected in these projects:</p> <ul style="list-style-type: none"> <li>• Reforestation projects promoted by our companies, such as the initiative carried out by Aéroports de la Côte d'Azur - <a href="https://www.nice.aeroport.fr/en/news/aeroports-de-la-cote-d-azur-is-initiating-an-unprecedented-forest-reforestation-program">https://www.nice.aeroport.fr/en/news/aeroports-de-la-cote-d-azur-is-initiating-an-unprecedented-forest-reforestation-program</a></li> <li>• Promotion of global initiatives, such as the Castellet Declaration by the Abertis Foundation together with UNESCO and the Spanish Ministry for Energy Transition - <a href="https://www.abertis.com/en/the-group/about-abertis/latest-news/1023">https://www.abertis.com/en/the-group/about-abertis/latest-news/1023</a>.</li> <li>• Volunteering by our employees (click here for further details).</li> </ul>

To ensure the effectiveness of environmental and energy management systems, we promote the adoption of environmental management frameworks (ISO 14001) by our subsidiaries.

Target by 2023	Performance in 2021
Activities (revenues) audited using environmental management models (ISO 14001 standard) >75%.	32% of revenue was certified according to the ISO 14001 standard, up from 27% in 2020.

## Our people

People are the key drivers of our ability to create value, as they comprise the engine that enables safe and sustainable everyday mobility to connect places, cultures and communities. Through the companies in which we invest, Atlantia relies on the talent and expertise of over 20,000 employees who, with passion and responsibility, ensure the operational management of infrastructure and mobility services, and thereby improve the quality of life of millions of people around the world.

**“Atlantia is undergoing a radical organisational and cultural transformation. In the space of a few months, we have become the listed company with the most women in senior positions. Moreover, around a third of our professionals and middle managers in the holding company are under 30. We intend to carry on experimenting with new forms and opportunities for inclusion and collaboration, as we are convinced that the increasingly active and keen engagement of our employees, at every level of the organisation, is vital for giving greater strength and impetus to our transformation and development process.”** - Carlo Bertazzo, CEO.

## Our people – key data

- >20,000 employees, 54% in Latin America, 43% in Europe
- 96% of employees on permanent contracts
- 39% women – 61% men
- 16% under 30, 24% over 50, 60% between 30 and 50
- 2.5% belong to vulnerable groups

At 31 December 2021, the Group’s workforce stood at 20,326<sup>6</sup>, down 1,561 on the previous year. The decrease in the headcount primarily occurred in Spain, Italy and Chile. In Spain, the reduction in the workforce is mainly due to the termination of two motorway concessions that the local government decided to deregulate. The impact on jobs of the grantor’s decision, which had been evident for some time, were discussed with social partners. The effects included the transfer of staff involved in the operation and maintenance.

<sup>6</sup> The workforce as at 31 December 2020 numbered 21,887. As explained in the methodological note, Autostrade Indian Infrastructure Development Private Limited was excluded from the scope of reporting (3 people in 2020), and with regard to Abertis Mobility Services only EMOVIS S.A.S, EUROTOLL, and EMOVIS LEEDS UK were included in Abertis’s reporting for 2021 (433 people out of 582). In addition, the 2021 figures only include the figures for SPEA’s total workforce and average workforce.

nance of the road infrastructure to the incoming operator. A social plan was drawn up for the remaining staff, such as those involved in toll services, who were surplus to requirements following deregulation of the section of motorway.

In Italy, the lease of a business unit of one of our subsidiaries involved the transfer of around 550 workers, which had no impact on employment. In Chile, certain activities were outsourced, resulting in the termination of employees, who were offered the option of maintaining their employment by the provider of the outsourced activities. Also in Chile, some staff made redundant were offered outplacement services to help them find new jobs. Finally, Elizabeth River Crossing, which was acquired by Abertis at the end of 2020, entered the scope of consolidation.

### Health, safety and wellbeing

*Providing safe workplaces in which attention is paid to people's health and wellbeing is one of Atlantia's commitments that is enshrined in the fundamental principles of our Code of Ethics, which inspires management policies and guides the everyday actions of the people who work at our Group.*



#### 3.2 We safeguard people's health and safety

In all the activities we carry out, we safeguard people's health and safety by respecting the highest international standards, specific legislation and applicable regulations in order to ensure management based on the principles of precaution, prevention, protection and risk management.

### ***How we act to protect the safety, health and wellbeing of our people***

As a holding company with strategic investments, we require our subsidiaries to adhere to and operate in accordance with certain fundamental principles:

- We adopt appropriate **prevention and protection** measures to combat any intentional or negligent behaviour, including by third parties, that might cause direct and/or indirect harm to employees and/or business partners and/or assets of our Group. Moreover, we periodically update our working methods in terms of prevention, using the best available technologies and protection practices.
- We create and maintain **inclusive and motivating workplaces** that promote people's physical and mental wellbeing and ensure the health and safety of our employees and business partners, including via continuous monitoring and reporting of hazardous situations.
- We regularly organise **specific training for all employees** who, depending on their role, are called upon to assess and manage risks relating to occupational health and safety, and to ensure the safety of their colleagues and collaborators.
- We inform our employees and business partners in a clear and transparent manner about the **preventive and protective measures** that must be implemented in order to eliminate or mitigate risks and critical issues relating to the processes and activities they are involved in.
- We recognise and **protect employees' right to rest and free time** by respecting the applicable laws and collective agreements, the relevant Conventions of the International Labour Organisation (ILO) and allow all our employees and collaborators to meet business and personal needs.

Our commitment is aimed at actively engaging and raising the awareness of employees and third parties with regard safety issues, including through monitoring and reporting of hazardous situations, so that safety becomes a way of life. This has led to the adoption of appropriate accident risk assessment methodologies, awareness-raising activities and prevention and protection measures aimed at our own staff and also



the employees of companies in the supply chain, especially the ones most exposed to risk who work on maintenance and at infrastructure construction sites. Regarding the key element of prevention, staff training has always played a major role. Operating companies are engaged in continuous safety training programmes, which may even go beyond their legal obligations, aimed at preventing workplace risks and protecting mental and physical health.

27% of the Group’s employees operate under an OHSAS 18001 or ISO45001 certified health and safety management system.

During 2021, the Company implemented a more precise injuring monitoring method that aims to better identify types of injury in terms of their prognosis.

**Direct workforce**

The number of injuries to direct employees, including injuries that did not result in any medical prognosis, has been 646, up from 497 events in 2020. The increase in the number of injuries is partly linked to the recovery of traffic volumes and normal work activities, especially in the motorways segment. Of the 646 injuries recorded, 189 (29% of the total) had no prognosis and were therefore minor injuries without any serious consequences. 457 entailed a prognosis of at least 1 day after the event occurred.

The Company has a specific target by 2023 for occupational injuries incurred by direct employees, as set out below.

Target by 2023	Performance in 2021
Lost time injury frequency rate <sup>1</sup> <14 injuries per 1,000,000 employee-hours worked	12 injuries per 1,000,000 employee-hours worked, up from 8.5 injuries per 1,000,000 employee-hours worked in 2020. The performance recorded in 2021 is in line with the Company's target of keeping the lost time injury frequency rate below 14 events per 1,000,000 employee-hours worked, even given the expected full recovery in traffic volumes.

<sup>1</sup> Number of injuries with a prognosis of at least 1 day after the event occurred per 1,000,000 employee-hours worked.

An analysis of the types of injury reveals that most injuries were not serious.

Injuries with short-term effects, with a prognosis of 1 to 3 days, accounted for the majority of injuries recorded, and amounted to 340 (74% of total injuries with a prognosis). Injuries with a prognosis of more than 3 days<sup>7</sup> amounted to 110 (24% of total injuries with a prognosis). Serious injuries, with a prognosis of more than 6 months, amounted to 7 (2% of total injuries with a prognosis). The lost time serious injury frequency rate was 0.25<sup>8</sup>.

Two fatal injuries were recorded, down from 5 fatalities in 2020. Both fatal injuries, one occurring in Mexico and the other in Brazil, were caused by the reckless driving of road users who ran over employees working

on motorway infrastructure. Further preventive measures were then undertaken, including:

- Following the investigation of the accident in Brazil, caused by a lorry at a toll station, warning systems were upgraded and speed monitoring radar systems were installed.
- Following the investigation of the accident in Mexico, which was caused by the encroachment of a vehicle at a work site, signage was improved.

In both cases, financial and practical assistance was offered to the victims’ families.

<sup>7</sup> The injury data regarding the Abertis Group in 2021 is only available for the number of injuries with a prognosis of at least 1 day.

<sup>8</sup> Rate calculated as the ratio of the number of injuries entailing a period of absence from work of more than six months to the number of hours worked, per million. The indicator deviated slightly from 2020, for which the lost time injury frequency rate was 0.1.

## Indirect workforce

With regard to indirect workers, and in particular for companies in the supply chain operating in environments/sites over which Group companies exercise control or for which they are responsible, a total of 220 occupational injuries occurred during the year, marking an increase of 168 injuries compared with the previous year.

73 injuries without any prognosis, namely those that did not require even one day's absence, were recorded, so the number of injuries resulting in absence from work amounted to 147, with a lost time injury frequency rate (LTIFR) of 5.2 injuries per 1,000,000 employee-hours worked.

An analysis of the injuries resulting in at least one day's absence from work, revealed that the vast majority were injuries without any serious outcome and a prognosis of between 1 and 3 days (90%). 6 serious accidents with a prognosis of more than six months were recorded, with a lost time serious injury frequency rate of 0.3.

5 fatal injuries were recorded, up from 3 fatalities in 2020. Fatalities occurred in Chile (1), Puerto Rico (1) and Brazil (3). In all these cases, the fatalities were caused by reckless driving, involving encroachment on demarcated work sites. In some of the cases, high speed and drunk driving were the established causes of such reckless behaviour. Measures have been taken to improve signage close to work sites and operational procedures have been revised accordingly. In Brazil, a task force has been set up to analyse and prevent such events.

The total number of direct and indirect fatal injuries fell from 8 in 2020 to 7 in 2021, which is still dramatically high. The Company is committed to minimising all workplace risks, especially those that might lead to fatalities. During 2022, this commitment will be further strengthened with appropriate engagement and empowerment actions regarding the companies in our portfolio.

## Human capital development and staff engagement

*We believe in our people, and in their right to express their value and potential in different ways: making the most of them is a fundamental principle of our Code of Ethics.*

### *How we engage and develop our people*

As a holding company with strategic investments, we require our subsidiaries to adhere to and operate in accordance with certain fundamental principles:

- We are committed to creating a **peaceful working environment that is open to dialogue**, with a view to enhancing diversity and talent, promoting excellence, enabling personal and professional growth for each person, encouraging innovation and change, and ensuring decent working conditions for everyone.
- We organise and promote **training programmes** for our people, also taking into account requirements and aspirations within the Group.
- We require that interpersonal relations be conducted in accordance with principles of **integrity and mutual respect**, and we condemn any kind of discrimination, harassment or insulting or defamatory behaviour because we believe that respect for the freedom and dignity of each individual is fundamental.



### 3.3 We develop our people

We believe that our people are vital to the Group's existence, future development and success. We therefore aim to develop their abilities and skills, so that everyone has the right conditions to express their full potential.

In 2021, more than €3.3 million were invested in training human capital:

- **600,788 hours of training** were delivered, up 34% on 2020
- **> 20,000 employees** took part in training programmes

- **30 hours** of training per employee were provided on average, without any gender-based differences - average training per capita **up 40%**

Atlantia has specific objectives by 2023 regarding the **growth of a widespread culture of sustainability** aimed at strengthening sustainable development awareness and culture at all levels, via staff training and active participation.

Target by 2023	Performance in 2021
Train at least 70% of management on sustainable development issues	<p>Approximately <b>100 employees</b> were involved in projects, and <b>40,300</b> training hours on sustainability were delivered to approximately <b>6,000</b> employees.</p> <p><b>Atlantia's Board of Directors</b> took part in two specific induction sessions on sustainability issues.</p> <p><b>55% of Atlantia's management</b> and the <b>senior management*</b> of our main subsidiaries took part in the first four days of <b>training on key ESG issues for sustainable business development</b>, which was delivered in partnership with SDA Bocconi via the tailor-made Sustainability Learning Hub programme that will continue throughout 2022.</p> <p>(* ) The Chief Executive Officer and senior managers are at the forefront of efforts to enable the sustainable development of Abertis, ACA, Aeroporti di Roma and Telepass</p>
Involve at least 30% of employees in projects and activities with a purpose or impact related to the United Nations sustainable development goals (in the three-year period 2021-23)	<p>Around <b>100 employees</b> were involved in projects and activities related to the UN Sustainable Development Goals.</p> <p>The ongoing pandemic 2021, with the associated restrictions imposed by social distancing, affected the chances of making progress on this goal.</p> <p>Atlantia has launched the <b>#10DAYSFORYOU active citizenship project</b> for the holding company's corporate office staff. This allows employees to devote up to 10 days per year on full pay to projects and activities in keeping with the Sustainable Development Goals.</p>

Investment in the development of human capital skills, also included these initiatives in 2021:

- **More than 3,000 employees** were trained in **digitalisation and cybersecurity**, in order to boost their skills regarding an innovation driver like digitalisation, which offers business opportunities but also brings cybersecurity risks.
- In line with the commitment to promote occupational safety, an average of 7 hours of **specific health and safety training** was provided per employee.

- To support a culture of **ethics and integrity in business management**, 45% of employees were trained on the Code of Ethics and/or tackling corruption (10% and 35% of employees, respectively).
- During 2021, **65%** of employees participated in a programme to appraise their individual performance (e.g., performance management, 360° feedback, peer-to-peer comparison, management by objectives). Commitment to performance appraisal as a means for guiding the results to be achieved, as well as activating development pathways, increased markedly with respect to the previous year.

## Diversity, equality and inclusion

Atlantia's commitment to encouraging and promoting a culture of diversity, which is a fundamental value of the concept of equality and inclusion, is enshrined in the Code of Ethics, and also in specific Guidelines approved by the Board of Directors in 2021 - <https://www.atlantia.com/documents/37344/116906/Guidelines-DE%26I-ENG.pdf>.

**“We strongly believe that the implementation of equality and inclusion policies can generate shared value for the Company, our workers, our shareholders and, more generally, for all our stakeholders. We have a diversity, equality and inclusion agenda packed with challenging targets and commitments approved by our Board of Directors that show the way forward. We work with the awareness that we have embarked on a clear pathway, along which we can lead our business and interpret our role in the market”**

Maria Sole Aliotta - Head of Employer Branding, Capability Acquisition and Development, Diversity, Equality and Inclusion



### 3.1 We respect human rights

We operate in the belief that respect for and protection of human rights are irrevocable principles in all areas of activity.



#### Focus on - What do we mean?

Human rights means the universal and inalienable rights granted to all people regardless of race, nationality, language, age, sex/gender, gender identity, sexual orientation, ethnicity/culture, religion, physical condition and disability, economic status, and trade union/political or other opinions.

## How we promote diversity, equality and inclusion

As a holding company with strategic investments, we require our subsidiaries to adhere to and operate in accordance with certain fundamental principles:

- We foster and promote a **culture of diversity**, a cornerstone of the concept of equality and inclusion, which we support in our own business model.
- We guarantee **equal conditions and opportunities** for all our employees, regardless of race, nationality, language, age, sex/gender and gender identity, sexual orientation, ethnicity/culture, religion, physical condition and disability, economic status, and trade union/political or other opinions, thereby promoting an inclusive working environment that protects people's physical and mental health and safety.
- We **combat abuse** involving discrimination and harassment, exploitation of forced, compulsory or child labour, human trafficking, and violations of freedom of association.
- We carry out our activities with **respect for human rights**, including taking into account the potential and actual human rights impacts of our business partners' activities, and we expect them to do likewise with regard to activities assigned to or carried out in collaboration with our Group. We improve our procedures for identifying and combating **human rights violations in our supply chain**. We do not tolerate any form of human rights violation and we are committed to guaranteeing people's rights in all activities carried out by Group companies, in order to create economic and social value for the communities and local areas we operate in.



**Focus on: Reflecting the diversity of our markets, communities and stakeholders within the Company**

- 39% of our people are women, up more than 1 percentage point on 2020
- 16% of our employees are under 30, in line with the 2020 figure
- 24% of our employees are over 50, up 3 percentage points on 2020
- 60% of our employees are between 30 and 50, down 3 points compared with 2020
- 54% of our employees are based in Latin America, and are predominantly Brazilian, Chilean, Argentinean and Mexican
- 43% of our employees are based in Europe, and are predominantly French, Italian and Spanish
- 2.5% of our employees belong to vulnerable categories

Our commitments include specific targets to improve gender equality, with particular reference to the gender mix in key roles within the organisation.

Target by 2023	Performance in 2021
Increase the proportion of women in middle and senior management positions to 30%	29% of middle and senior management positions held by women, up from 27% in 2020
Increase the presence of women in the management and oversight bodies of our investee companies: 30% of the directors and statutory auditors appointed by Atlantia are women.	45% of the directors and statutory auditors nominated by Atlantia to the management and oversight bodies of our investee companies are women (29 in 2021, including 13 women and 16 men).

In 2021, the proportion of women holding **senior management positions rose to 23%** (19% in 2020), and the proportion of women holding **middle management positions rose to 31%** (28% in 2020). In

2021, 419 employees took parental leave (around 2% of the workforce), and the rate of return to work after parental leave standing at 89%, reflecting our inclusive culture.



## Focus on: Atlantia joins Bloomberg's 2022 Gender Equality Index

Atlantia took another step forward along our sustainability path, especially on the diversity, equality and inclusion front. In January 2022, the Company was included in Bloomberg's Gender Equality Index for the first time. This index measures **corporate performance relating to gender equality issues** and the **quality and transparency of public reporting**, based on a number of cross-cutting pillars, including: female leadership and internal talent pipelines, gender pay equity, inclusive culture, and anti-discrimination policies. **The index includes 418 large companies from around the world**, deemed to be the most committed to encouraging transparent treatment and creating a fair working environment. These companies operate in 45 different countries and regions, in more than 10 distinct sectors, and represent a total market value of more than \$15 trillion. In order to be admitted to the Gender Equality Index, companies are required to provide information in a highly transparent manner about the promotion of women in the workplace, as well as in the supply chains and communities they operate in. As of January 2022, 45% of the employees in the holding company's corporate office, 42% of senior management and 40% of the members of the Board of Directors are women. Thanks to this commitment to gender equality, **Atlantia is one of the largest Italian and European listed companies with a high proportion of women in key management roles.**

One of Atlantia's social ambitions ahead of 2030 is to guide our asset portfolio towards elimination of any gender pay gaps, in accordance with a criterion of **equal pay for equal or equivalent role responsibilities.**

In 2021, the overall **gender pay gap** recorded within the scope of consolidation is **12%** (women vs. men) and breaks down as follows.

Pay gap	Senior management	Middle management	Other employees
Fixed remuneration	15%	7%	12%
Total remuneration	22%	10%	12%

With regard to **respect for human rights**, Atlantia’s objective by 2023 is to verify and audit more than two-thirds of the assets included in the scope of consolidation in the three years from 2021 to 2023.

Target by 2023	Performance in 2021
<p>Fundamental rights - extension of human rights verification and auditing procedures to a greater portion of our assets (assets representing at least 70% of consolidated revenue)</p>	<p>In 2021, the <b>Code of Ethics was revised and extended to all subsidiaries</b>, including strengthening of the principles of conduct regarding respect for human rights.</p> <p>During the year, a project was also launched which will involve the consolidated companies in 2022. The aim is to set up a <b>structured, recurring procedure to verify respect for human rights</b> by direct employees and the supply chain, which we expect will have covered at least two-thirds of consolidated companies by 2023.</p> <p><b>77% of employees are covered by collective bargaining</b> with regard to employment terms and conditions.</p>

### Safety of infrastructure and services

Providing safe mobility for transport infrastructure users is a priority for Atlantia and the companies in our portfolio.

**“We expressly wish to put the safety of the public and travellers at the heart of every business decision and process” - Carlo Bertazzo, CEO**

In the motorway sector, safety oversight, monitoring and investments are organised along three main areas, which are described below.

#### Safety of physical infrastructure

This is implemented primarily via constant monitoring - increasingly assisted by digital technology - of the motorway network; regular planned maintenance, partly thanks to predictive techniques; implementation of investments aimed at boosting the resilience of physical assets (including for example, with regard to the effects of climate change on physical infrastructure); other activities and investment aimed at maintaining the efficiency of infrastructure and its improvement.

### Safety of road users

The safety of motorway infrastructure users entails consultation with various stakeholders. This is mainly implemented via solutions aimed at reducing the risk of accidents (e.g., draining asphalt, improved lighting), or the effects of accidents (e.g., the installation of high-containment barriers). Effective provision of information to users also plays an important role (e.g., road signs, variable message panels, special paving, noise band strips). Raising awareness of road safety so that it becomes a pervasive culture among local communities and road users (e.g., communication campaigns to raise awareness of good driving behaviours, training in schools for children and youngsters) is also important. Finally, effective management of emergencies caused by natural events (snowfall, flooding, landslides and mudslides) and accidental events (fires and accidents) also plays a key role.

## Safety of employees and third parties

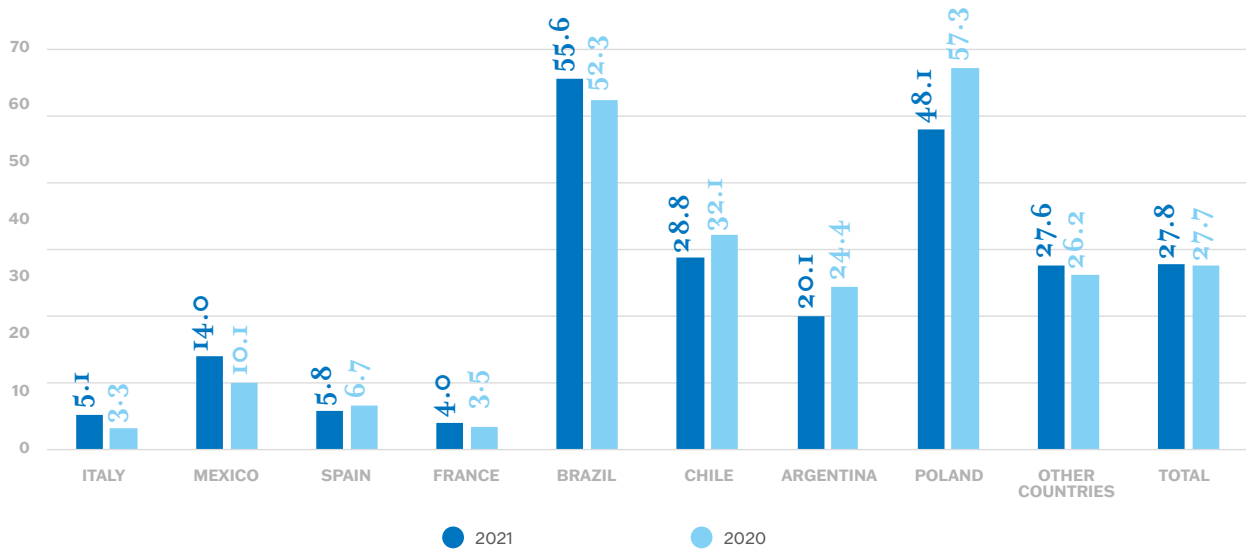
This is implemented via appropriate layout and signposting of motorway worksites; procedures and the use of protective equipment; continuous training on appropriate behaviour to ensure safe operations; understanding the causes of occupational injuries and mitigating actions aimed at continuously improving safety standards.

On the motorway network operated by the companies in Atlantia's portfolio, injury and fatality rates<sup>9</sup> were virtually unchanged in 2021.

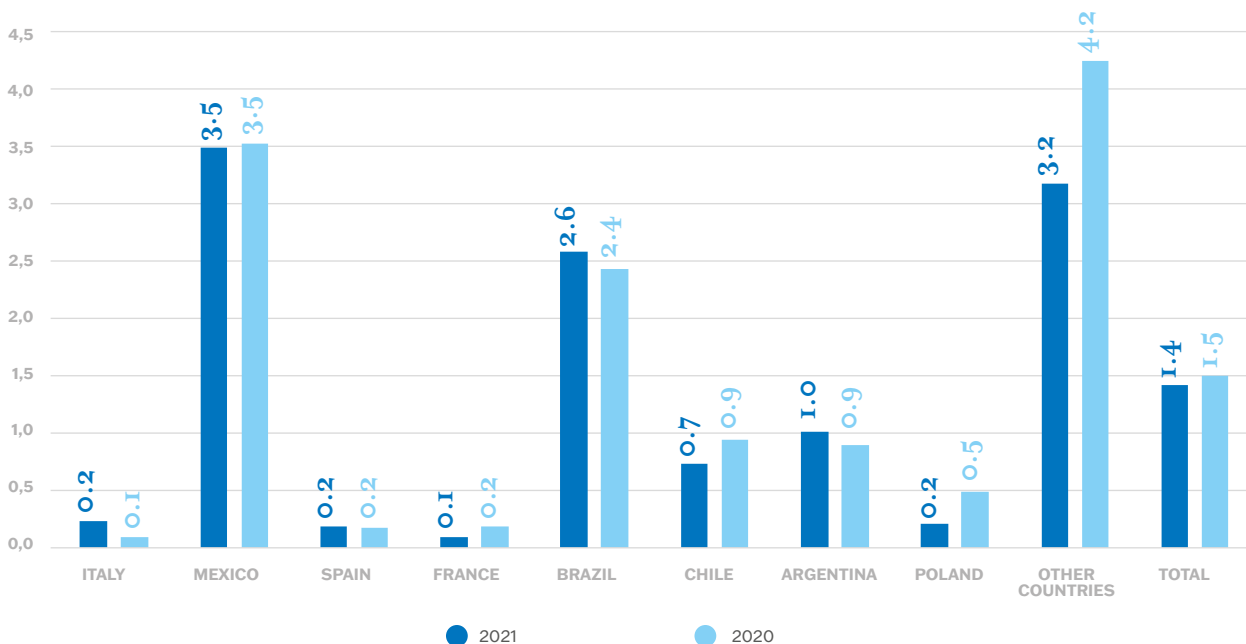
The technology applied to road transport infrastructure is also playing an increasingly important role in

<sup>9</sup> Number of events recorded per 100 million km travelled

### Injury rate



### Fatality rate





terms of increasing safety levels. Intelligent data processing technologies and platforms that can effectively communicate between mobility infrastructures and modulate use of the transport network to meet current demand facilitate reduction of environmental impacts generated by traffic flows, as well as improvement of safety levels resulting in fewer accidents for road infrastructure users.

Airport safety is managed with a view to ensuring compliance with specific legal provisions, as well as continuous improvement of performance standards in all airport operations, including via constant interaction with stakeholders (regulatory and monitoring bodies, other international airports, operators, etc.). An Emergency Response Committee is in place at each airport with

responsibility for emergency management, testing/simulation, and the definition and revision of operational procedures. Airside operational safety is ensured by compliance with a complex system of standards, involving adoption of the best available technology and representing international best practices for airports. The safety of aircraft movements is constantly monitored, using systems to collect and manage reports regarding aeronautical events occurring during airport operations. Risk assessment of any changes is also included among strategic activities, with the aim of analysing the impact that changes to infrastructure, procedures and organisational arrangements may have on the safety of aircraft operations at airports.

Once again in 2021, the key priority for airport passenger security was the Covid-19 pandemic.



**Focus on: Covid-19 emergency management**



Since 2020, Fiumicino and Ciampino airports have been certified for the quality and compliance of the Management System for the Prevention and Control of Infections at Airports, which is aimed at minimising the risk of contracting diseases relating to the pathogens identified and potentially connected to the provision of airport services; operation and maintenance of equipment and infrastructure; management of ICT systems, retail and real estate sub-concessions; coordination of engineering activities; procurement and supervision of the construction of airport infrastructure; assistance to passengers with reduced mobility; security checks; cleaning, sanitisation and maintenance of green areas; and mobility and car park services. Aeroporti di Roma has also adopted protocols that have become a benchmark in the sector for the containment of Covid-19 infections among passengers, for example, by being one of the first airports in the world to operate “Covid-tested” flights.

Since February 2021, in collaboration with administrative and health authorities, Aeroporti di Roma has organised and managed one of Italy’s largest vaccination hubs, with a capacity of more than 3,000 jabs per day.

## Contributing to economic and social development

Through its activities, the Group helps to generate benefits for stakeholders and the environments in which we operate in terms of economic value, employment and benefits for local communities. In 2021, the Group

generated economic value<sup>10</sup> amounting to €7,392 million, up 19% on 2020, a year that was marked by significant impacts from the Covid-19 pandemic.

<sup>10</sup> representing the sum of operating revenue and other income (e.g., financial income)

Breakdown of economic value created	2020	2021	% change
<b>ECONOMIC VALUE CREATED (€/000)</b>	€6,234,140	€7,392,711	19%
Net toll revenue	€4,078,687	€4,958,823	22%
Aviation revenue	€243,717	€294,218	21%
Contract revenue	€53,478	€12,803	-76%
Other operating revenue	€883,697	€1,125,178	27%
Other operating income (including financial income)	€974,561	€1,001,689	17%

The economic value is distributed as follows:

- around 26% (approximately €1,915 million) consists of operating costs incurred for the procurement of goods and services that benefit the companies in the Group's supply chain and related local areas;
- 29% (approximately €2,140 million) to providers of risk capital and to finance the distribution of dividends and to service debt;
- 11% (approximately €804 million) to employees (wages, salaries, benefits), for Directors' fees, social security charges and other costs;
- around 7% (approximately €492 million) to the state in the form of direct and indirect taxes and concession fees.

After distribution, €2,041 million of economic value was retained<sup>11</sup>.

We also contribute to the wellbeing of the communities we operate in through donations and investments in the community. During 2021 we disbursed:

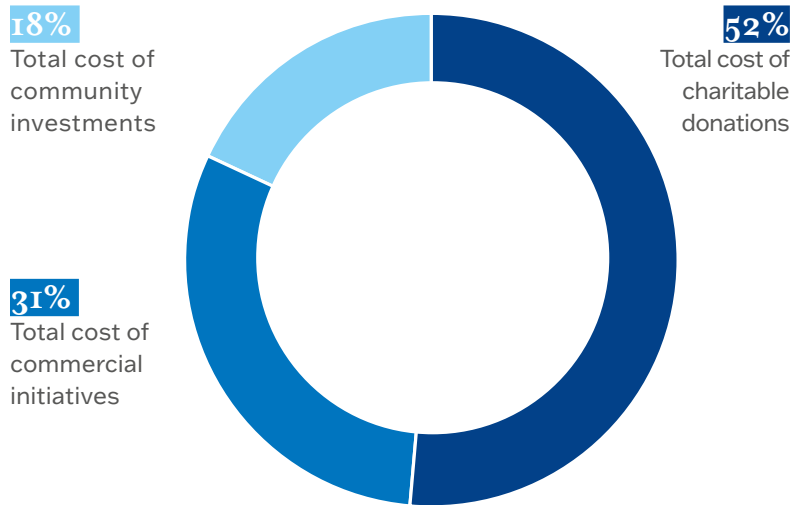
- €3.5 million regarding donations, including philanthropic donations, contributions to foundations, costs associated with employees volunteering during working hours, and products and services.
- €2.1 million regarding commercial initiatives, including donations for sponsorship of sporting events (for example, Telepass was the presenting sponsor of the 2021 Alpine World Ski Championships in Cortina), and scientific and social initiatives.
- €1.2 million regarding community investment, including information and awareness-raising campaigns, grants to associations and organisations, offsetting initiatives for local areas, and contributions to trade associations.

99% of these contributions were made in the form of cash grants.

The relationship of trust and the Company's reputation represent an intangible asset to which we attach great importance. Therefore, we are committed to promoting open and transparent stakeholder engagement and dialogue as a means for enhancing confidence and reputation. This is one of the milestones of our ESG commitments through to 2023.

<sup>11</sup> In line with Indicator 201.1 in the GRI standards, the figure is before amortisation and depreciation, capitalised costs and expenses, deferred taxation and provisions. Gains/losses from discontinued operations or assets held for sale were excluded from the economic value created. For 2021, this accounting item includes income resulting from completion of the sale of Autostrade per l'Italia.

**Value spent on social and community projects**



Target by 2023	Performance in 2021
Strengthen stakeholder trust and the reputation atlantia enjoys with our stakeholders	Corporate reputation up 4.9 points, as measured by an opinion poll conducted by an independent third party in April-December 2021. This increase ranks the Company in the top tier of best performers (RepTrak survey)

We believe that our staff are also a resource for giving back value to the communities and local areas we operate in. Therefore, we promote forms of active citizenship, supporting staff who wish to volunteer for the community by giving them leave of up to ten working days on full pay.



**Focus on: #10daysforyou – learn to give back to the community**

In October 2021, Atlantia SpA signed an agreement with all the main unions in the sector (Filt-Cgil, Fit-Cisl, Uiltrasporti, Sla-Cisal, Ugl Viabilità) that, by allowing employees to make a real contribution, creates a permanent opportunity to bring Atlantia closer to civil society and the communities we serve and in which we operate. The agreement concerns employees of the holding company wishing to offer their **services in the voluntary sector**, who, in addition to current legal provisions and collective agreements, may take up to **10 additional days on full pay** to work with associations, entities and institutes that carry out charitable, welfare, social, religious, artistic, cultural, sporting and environmental activities. The initiative provides an opportunity to **enhance employees’ awareness and attitudes with regard to non-profit organisations**, which have become increasingly valuable and important, as well as of great social relevance in terms of tenacity and substance, identity and diversity, openness and inclusion, relationships and solidarity, proximity and reciprocity, and individuality and community. This is the first **“active citizenship” initiative** of this kind and importance to be promoted by an Italian company. The agreement is a concrete response to employees’ expectations that Atlantia’s mission, including our social mission, should be further enhanced by offering values that match up to their social awareness, especially as expressed by the young people who have recently joined the organisation.

## Sustainable supply chain management

In line with our ESG commitments for 2023, as well as with the Sustainable Development Goals and the principles of the Global Compact, we establish collaborative relationships with our suppliers based on the principles of loyalty, fairness, transparency and efficiency, in compliance with the laws of the countries in which we operate.

All our business partners are informed about the sustainability policies adopted by Atlantia and Group companies and are required to comply with the ethical and behavioural principles of the Group's Code of Ethics, undertaking to abide by its provisions regarding the protection of human rights, the environment and the occupational health, safety and staff welfare. This commitment extends to any authorised subcontractors.

The process of selecting suppliers of goods, services and works is based on transparent, traceable and impartial qualification and assessment processes, with a view to promoting free competition and equal treatment of the parties concerned.

All Group companies have internal structures in place to manage the supply chain and procurement process, as well as procedures that define competences, responsibilities and approval and formalisation procedures for the procurement process. Suppliers are identified via the suppliers registers of individual companies or through public tenders and are assessed in the qualification phase in terms of technical, economic and ESG criteria.

In 2021, the Group maintained more than 20,100 active suppliers worldwide (up 18% due to the new companies entering the scope of consolidation). The increase also reflects the steady recovery in activity that had slowed down during the Covid-19 pandemic, together with the need to find new suppliers to meet supply bottlenecks affecting certain materials. Total expenditure amounted to more than €2.5 billion, of which approximately 19% was spent on 704 core suppliers (3.5% of total suppliers). Audits were carried out on 82 of these in order to verify social, environmental and governance performance.

Target by 2023	Performance in 2021
100% of core suppliers undergoing ESG audits within 3 years	<p>11% of core suppliers were audited in terms of social, environmental and good governance criteria.</p> <p>During the year, a specific project was launched to develop guidelines and operational tools to extend ESG checks and audits to the supply chain.</p>

**Ethics, transparency and good governance**

In our pursuit of sustainable success, Atlantia has adopted a corporate governance model geared towards maximising value for shareholders and all stakeholders, constant monitoring of business risks, and the highest degree of transparency with respect to the market, with a view to ensuring the integrity and fair-

ness of decision-making processes. Our corporate governance model is described in chapter 4 of this report.

Promoting good governance at our subsidiaries is also one of the objectives of our approach to sustainable development, which is also embodied in specific targets to be achieved by 2023.

Target by 2023	Performance in 2021
100% of our subsidiaries: Publish a sustainability report that is made available to their stakeholders	Investee companies representing <b>85%</b> of revenue have published a <b>sustainability report</b> ; investee companies representing <b>&gt;90%</b> of revenue have adopted a <b>long-term sustainability plan</b>
Have adopted senior management incentive schemes linked to ESG performance, as well as to financial and operational performance	The vast majority of investee companies, accounting for over <b>95%</b> of revenue, have incorporated short- and/or long term <b>ESG objectives</b> into their management incentive schemes together with financial and operational metrics
Check core suppliers via ESG audits (at least every three years)	<b>11%</b> of active core suppliers in 2021 audited on ESG aspects and <b>22%</b> assessed on ESG aspects
Have adopted an IT security and cybersecurity policy	Investee companies representing <b>89%</b> of consolidated revenue have drawn up a cybersecurity strategy, whilst those representing <b>24%</b> of consolidated revenue have a cybersecurity policy in place for all employees and those accounting for <b>82%</b> of consolidated revenue have business continuity/contingency and incident response plans in place

With a view to sharing more of the value created with employees, subject to approval by shareholders, Atlantia will launch a share incentive scheme aimed at encouraging the creation of a **stable base of employee shareholders who can benefit from the value created over the long term**. Atlantia also **promotes the sharing of value with employees of our investee companies**

through the adoption of profit-sharing and/or performance schemes.

At the holding company, Atlantia has its own strategic framework regarding cybersecurity, which has been approved by the Board of Directors. For further information, reference should be made to section 3 on risk management.

## 6.3 Tax transparency

Since 2018, Atlantia Group gave particular importance to the principles and values contained in its Tax Strategy, which guides decision-making regarding tax, investment and the Group's core business as a whole. Therefore:

- the Group does not apply aggressive tax planning schemes in domestic or international transactions, nor resort to the use of tax havens or other artificial arrangements that do not reflect economic reality and may offer undue tax advantages;
- Group entities are incorporated in the jurisdictions in which they conduct their actual business, and their tax residence is always the same as their location, with neither the former nor the latter being guided by considerations regarding tax;
- management is not remunerated on the basis of undue tax burden reduction targets;
- intercompany crossborder transactions are regulated in full compliance with the arm's length principle and are accurately recorded in the documentation prepared annually in accordance with OECD transfer pricing requirements (Master file, Local file, Country-by-Country report).

Based on the content of the Tax Strategy, in all jurisdictions where it is present, the Group operates in accordance with the values of honesty and integrity and pursues a behaviour conducive to compliance with tax legislation and transparency towards tax authorities.

Atlantia is also committed to promoting adherence to cooperative compliance schemes, in all the countries in which it operates, where forms of cooperative compliance for major taxpayers have been introduced. With this aim in mind, an implementation process has been launched that envisages progressive adoption of the fundamental principles of the Tax Strategy by the boards of directors of the main Group entities operating overseas and in Italy (namely, Abertis group, Autostrade per l'Italia SpA, Aeroporti di Roma SpA, Telepass SpA, Autostrade dell'Atlantico Srl and Azzurra Aeroporti SpA). Atlantia and its main subsidiaries (Autostrade per l'Italia SpA and Aeroporti di Roma SpA) are already cooperating and periodically engage in transparent dialogue with the tax authorities, in order to establish

prior certainty with regard to particularly complex tax arrangements. In Spain, on the other hand, the Abertis group is part of the *Código de Buenas Prácticas Tributarias* regime, which contains recommendations agreed between the Spanish tax authorities and the Forum of Large Enterprises in the field of tax management.

### Tax risk management

In order to control tax risk, the Atlantia Group has implemented a Tax Control Framework ("TCF"), inspired by international best practices, which is integrated into the Company's internal control system and, in particular, the system of controls over accounting and financial reporting.

The TCF ensures the management of two kinds risk associated with the correct definition of the tax variable:

- correct compliance, monitored through risk/control maps, in which tax risks are appropriately associated with business processes and activities designed to mitigate such risks, including related quantitative assessments; in defining compliance risk controls, Atlantia has invested in technology, adopting solutions for the digitalisation of tax processes, regarding the calculation of taxes and the preparation of key requirements, such as application of the CFC rule and the preparation of country-by-country reports, in order to obtain greater assurance of the accuracy of data relevant for tax compliance purposes;
- well-founded interpretation of tax regulations, involving their timely identification, correct measurement and control by a specific internal procedure that, depending on the magnitude of risk, ensures the identification of cases of tax uncertainty and provides mechanisms for internal decision-making escalation with regard to assumption of the related risks, for prior discussion with the tax authorities and for reporting to the Board of Directors.

In order to identify, measure and manage tax uncertainty, Atlantia has implemented a process of tracking and tracing tax decisions, which enables assessment of the extent to which these decisions may be challenged and measurement of their materiality in terms of tax variables, namely the difference between the tax burden resulting from the interpretation adopted by the Com-

pany and the tax burden that could result from an audit by the tax authorities. The interpretative risk management procedure, regarding the relevant tax choices made in the 2021 compliance year (2020 tax period), resulted in the identification of 8 positions without any tax uncertainty, and 3 positions regarding which prior dialogue with the tax authorities was promptly activated, in order to reach a shared assessment of these positions, and thereby eliminate any situations entailing uncertainty or tax variability.

In Italy, the TCF has been further enhanced with measures to mitigate the risk of tax fraud by boosting interconnections with the Organisational, Management and Control Model, for the purposes of entities' liability for tax offences, as enshrined in Legislative Decree 231 of 2001.

The TCF is designed in accordance with a model that has three levels of defence: first-level controls, entrusted to risk owners, accompanied by periodic updating and monitoring activities, under the responsibility of a specific second-level control unit. In 2021, the first level-three audit was carried out by the Audit department, which deemed the control system to be fully effective.

An annual report is prepared for the Board of Directors regarding the outcomes of TCF monitoring and tax risk management, in accordance with the requirements of the Tax Strategy. As part of Atlantia's cooperative compliance commitments, the annual report is then sent to the tax authorities.

In order to protect whistleblowers reporting crimes or irregularities, including tax irregularities, that come to their attention in the course of their employment, work or the provision of third-party services, Atlantia has adopted a dedicated channel for reporting violations in its Code of Ethics, which guarantees the confidentiality of a whistleblower's identity.

### Tax transparency and certainty

Atlantia is continuing its commitment to efforts to enhance tax transparency, within the broader context of ESG issues. Via the complex process of collecting and analysing data from its Italian and overseas subsidiaries, and through voluntary publication of the results obtained, the Group aims to achieve the following:

- to meet the growing expectations of investors and, more generally, of all stakeholders;
- to understand how the tax strategy is applied and the resulting factual outcomes;
- to provide more details on the taxes paid, the quality of profits and the risks associated with tax management;
- to emphasise the close link between taxation and the concept of sustainability, which is embodied in the management of tax behaviour.

This has and will continue to enable the creation of a database which, based on the individual tax jurisdictions the Group operates in, will provide the opportunity to carry out analyses, including comparative ones, that will be useful for both stakeholders and Atlantia.

To this end, Atlantia has launched a project to better represent its tax contribution in the countries where the Group operates, involving the move towards adoption of the Total Tax Contribution (TTC) method. This reporting model, which will be fully implemented as of the 2022 tax year, will integrate information regarding income tax, as well as labour, product and service, environmental and property taxes. The TTC will also account for the levy that represents a cost for Atlantia (tax borne), as well as the taxes collected on behalf of the tax authorities (tax collected).

Moreover, as it is fully part of the governance element of the ESG aspects, taxation management is one of the key components of the forthcoming EU social taxonomy, in which tax transparency and non-aggressive tax planning are included among the minimum safeguards that a company must vouch for in order to be deemed sustainable.

In this regard, Atlantia's firm belief in operating ethically and the attention we pay to accurate tax management and risk control, as well as our commitment to transparent relations with the tax authorities, have enabled the Company to start the process of obtaining international Fair Tax certification, which will provide all stakeholders with a consistent indicator of Atlantia's sustainability in terms of tax. In the same vein, Atlantia is also working on setting up a process for measuring ESG factors directly related to taxation, when drawing up the criteria that will guide Atlantia's sustainable investment decisions.

## Country-by-country reporting

Also in keeping with the ESG approach, and in the firm belief that taxes make a key contribution to the economies of the jurisdictions it operates in, Atlantia intends

to provide full and accurate disclosure of the allocation of taxes paid and other relevant amounts for the 2021 tax year, as shown in the tables below, in the country-by-country reporting required by GRI standard 207-4.

Tax jurisdiction (in €)	Number of employees <sup>2</sup>	External revenue <sup>3</sup>	Revenue from intercompany transactions with other tax jurisdictions <sup>3</sup>	Profit/(Loss) before tax <sup>4,5</sup>	Tangible assets other than cash and cash equivalents <sup>4</sup>	Income tax paid in accordance with the cash basis of accounting <sup>6</sup>	Income tax accrued on profit/losses <sup>7</sup>
Albania	-	-	-	15,000	-	-	-
Argentina	1,864	267,092,448	-	25,720,485	15,448,523	3,288,992	3,025,306
Armenia	-	-	-	61,000	-	-	-
Brazil	6,125	1,057,494,142	-	167,115,654	34,214,921	44,826,989	60,384,823
Canada	7	857,458	406,260	67,073	8,510	16,818	(585)
Chile	1,660	1,170,393,330	147,422	488,169,053	32,715,827	58,661,399	78,185,694
Croatia	51	1,103,991	1,677,637	458,624	533,557	54,287	84,473
France	2,795	2,266,813,851	22,838,525	773,573,655	228,528,467	153,940,434	176,007,390
Georgia	-	-	-	(48,000)	-	-	-
Germany	1	-	19,000	1,000	-	-	-
India	56	32,393,329	1,315,672	9,999,542	956,608	145,963	956,807
Ireland	85	14,622,992	76,529	958,644	-	324,295	119,856
Italy	12,819	7,030,200,876	26,903,000	1,791,920,198	835,230,799	28,285,126	108,927,438
Luxembourg	-	-	-	(166,904)	-	-	(5,000)
Mexico	1,458	514,540,062	-	106,860,646	7,018,495	9,292,700	12,455,324
Moldova	-	-	-	(3,000)	-	-	-
Netherlands	1	5,163,000	77,825,000	608,000	-	23,870	127,000
Poland	277	86,158,860	3,773,000	29,445,304	10,708,379	9,154,000	8,051,001
Puerto Rico	84	164,531,151	41,083	36,770,020	31,832,139	-	4,186,683
Portugal	28	2,352,000	-	9,000	226,000	(8,000)	5,000
Qatar	5	7,610,631	-	416,739	860	214,000	64,749
United Kingdom	311	43,776,491	1,483,296	4,077,034	2,078,565	1,060,972	923,086
Romania	-	-	-	136,000	-	-	-
Spain	1,305	1,213,169,063	43,012,155	(1,143,090,813)	81,748,810	(107,086,634)	98,766,473



Tax jurisdiction (in €)	Number of employees <sup>2</sup>	External revenue <sup>3</sup>	Revenue from intercompany transactions with other tax jurisdictions <sup>3</sup>	Profit/(Loss) before tax <sup>4,5</sup>	Tangible assets other than cash and cash equivalents <sup>4</sup>	Income tax paid in accordance with the cash basis of accounting <sup>6</sup>	Income tax accrued on profit/losses <sup>7</sup>
Switzerland	7	79,000	823,000	(239,000)	-	-	-
Tunisia	-	-	-	(2,000)	-	-	-
Hungary	11	419,909	441,429	10,411	206,705	32,722	35,193
USA	201	96,987,141	4,424,370	(22,725,976)	1,538,373	2,447	6,394
<b>Total country-by-country reporting<sup>8</sup></b>	<b>29,151</b>	<b>13,975,759,725</b>	<b>185,207,378</b>	<b>2,270,117,387</b>	<b>1,282,995,539</b>	<b>202,230,379</b>	<b>552,307,105</b>

<sup>1.</sup> The Table provides information on the Group entities included in the consolidated financial statements of Atlantia SpA as at and for the year ended 31 December 2021 (hereinafter also "consolidated financial statements") according to either the line-by-line or the proportional method of consolidation. With regard to the names of the entities, the main activities and the tax jurisdictions in which the entities are resident, see Annex 1. The Atlantia Group's scope of consolidation and investments as at 31 December 2021 in the Annual Report for 2021.

<sup>2.</sup> The number of employees is calculated on the basis of the Full Time Equivalent (FTE) method.

<sup>3.</sup> "External revenue" and "Revenue from intercompany transactions with other tax jurisdictions" include, in addition to the profit from ordinary operations, extraordinary and financial income. Dividends received from other Group entities are not included.

<sup>4.</sup> In line with the OECD principles on Country-by-Country Reporting, "Profit/(Loss) before tax" and "Property, plant and equipment" are shown on an aggregate basis, without considering consolidation adjustments.

<sup>5.</sup> "Profit/(Loss) before tax" does not include the amounts of dividends received from other Group entities.

<sup>6.</sup> In line with the OECD principles on Country-by-Country Reporting, Income tax paid in accordance with the cash basis of accounting i) includes taxes paid by each Group entity during the reporting period - to its home jurisdiction as well as to other jurisdictions (for example, withholding taxes incurred in other tax jurisdictions) - net of any income tax refunds received during the same period, regardless of the tax period to which such taxes and refunds relate, and ii) do not include taxes paid on dividends received from other Group entities. In this regard, it should be noted that Income tax paid in Spain is negative as a result of a refund received in 2021 from the Abertis subgroup, primarily relating to excess income tax paid in 2019 and 2020.

<sup>7.</sup> In line with the OECD principles on Country-by-Country Reporting, Income tax accrued on profit/losses does not include taxes paid on dividends received from other Group entities. With regard to any differences between the income tax accrued on profits and the tax payable (GRI 207-4-b-x), see section 8.12 - "Income tax expense" in the Annual Report for 2021, which shows the reconciliation between tax expense applying statutory rates and the effective amount reported in the income statement for the year to which the report refers. To the extent that it is of interest here, it should be pointed out that both accrued income taxes and taxes paid in Italy are affected by the application of tax regulations, including: i) exemption of financial gains (participation exemption scheme) included in pre-tax profit for accounting purposes; ii) use by companies participating in Atlantia SpA's tax consolidation scheme of tax losses and ACE tax relief for the year and for previous years, in accordance with group taxation mechanisms; iii) exemption of income from Covid-19 grants recognised in 2021 by Aeroporti di Roma SpA.

<sup>8.</sup> When evaluating the data in this Table, the following should be considered:

- The difference between "External revenue" in this section and "Total revenue" in the consolidated financial statements is mainly due to i) revenue of €4,447 million from the ASPI subgroup, reclassified in the consolidated financial statements as assets held for sale in accordance with IFRS 5; ii) an accounting gain of €1,042 million included for the purposes of this section under Atlantia SpA's revenue and deriving from Atlantia SpA's sale of a 49% stake in Telepass, whereas the gain on this transaction is not recognised in the consolidated financial statements as it is recognised directly in equity; iii) financial income of €1,024 million and foreign exchange gains before losses of €166 million; iv) uses of provisions for commitments under agreements of €31 million; v) gains on disposal of property, plant and equipment of €3 million.
- The difference between "Profit/(Loss) before tax" in this section and "Profit/(Loss) before tax from continuing operations" reported in the consolidated financial statements primarily reflects i) the pre-tax profit of €1,226 million realised by the ASPI subgroup, reclassified in the consolidated financial statements as assets held for sale in accordance with IFRS 5; ii) the consolidation entries made in the consolidated financial statements in accordance with the IFRS adopted by the Group.
- The difference between "Tangible assets other than cash and cash equivalents" in this section and "Property, plant and equipment" in the consolidated financial statements refers mainly to i) property, plant and equipment amounting to €641 million attributable to the ASPI subgroup, reclassified in the consolidated financial statements as assets held for sale in accordance with IFRS 5; ii) inventories and assets for contract work in progress amounting to €23 million and €2 million, respectively; iii) consolidation adjustments relating to intercompany transactions made in the consolidated financial statements in accordance with the IFRS adopted by the Group.
- The difference between "Income tax accrued on profits/losses" in this section and "Current income tax" reported in the consolidated financial statements relates mainly to the taxes accrued on the operating activities of the ASPI subgroup, amounting to €203 million, reclassified in the consolidated financial statements as assets held for sale in accordance with IFRS 5.

## 6.4 Financial review by operating segment

### Abertis Group

Abertis manages over 7,800 kilometres of motorway via 34 concessions in ten countries.

The table shows current concessions at 31 December 2021. It should be noted that the concessions held by Acesa and Invicat in Spain, covering a total of 545 kilometres, expired in August 2021.

Country	Number of concessions	Kilometres operated
Brazil	7	3,200
France	2	1,769
Mexico	5	875
Chile	6	773
Spain	6	561
Italy	1	236
Argentina	2	175
India	2	152
Puerto Rico	2	90
USA	1	12
<b>Total</b>	<b>34</b>	<b>7,843</b>

The Abertis group's traffic rose by 21.2% in 2021 compared with 2020, broken down by country as follows:

Country	Traffic (millions of km travelled)		
	2021	2020	2021
Brazil	18,860	17,364	8.6%
France	14,793	12,452	18.8%
Chile	7,873	5,609	40.4%
Spain	6,837	5,398	26.7%
Italy	5,054	4,081	23.8%
Mexico	4,922	4,206	17.0%
Argentina	4,866	3,142	54.9%
Puerto Rico	2,257	1,814	24.4%
India	1,351	1,055	28.1%
USA	149	129	15.5%
<b>Total</b>	<b>66,962</b>	<b>55,250</b>	<b>21.2%</b>

*Note: traffic based on a like-for-like scope of consolidation (Spain includes Acesa and Invicat for the first 8 months of the comparative period; Brazil does not include Centrovías, whose concession expired in June 2020; Mexico and the US include traffic for full-year 2020, albeit consolidated during the year).*

The tariff revisions applied in 2021, as well as those approved for the period after 31 December 2021 and already in force at the date of approval of this document, are shown below.

		2021		2022	
		Entry into effect	% change	Entry into effect	% change
France	Sanef	1 Feb 2021	+ 0.3 %	1 Feb 2022	+ 1.9 %
	Sapn	1 Feb 2021	+ 0.3 %	1 Feb 2022	+ 2.1 %
Spain	Avasa			1 Jan 2022	+ 2.0 %
	Aulesa	1 Jan 2021	- 0.1%		
	Acesa			Concession	expired
	Castellana	1 Jan 2021	+ 0.9 %	1 Jan 2022	+2.8%
	Aucat			1 Jan 2022	+ 5.4 %
	Tunels	1 Jan 2021	- 0.7%		
	Invicat			Concession	expired
Brazil	Planalto Sul	16 Apr 2021	+ 0.9%	20 Feb 2022	+ 11.5 %
	Fernão Dias	30 Apr 21	+ 0.5 %	-	-
	Intervías	1 July 2021	+ 8.1 %	-	-
	Régis Bittencourt	1 July 2021	+ 1.4 %	20 Feb 2022	+ 10.4 %
	Litoral Sul	10 July 2021	+ 6.0 %	-	-
	Fluminense	7 Nov 2021	+ 1.8%	-	-
	Via Paulista	23 Nov 2021	+ 10.3 %	-	-
Chile	Autopista Central	1 Jan 2021	+ 2.7 %	1 Jan 2022	+ 6.7 %
	Rutas del Pacífico	1 Jan 2021	+ 2.7 %	1 Jan 2022	+ 6.5 %
	Rutas del Elqui	1 Jan 2021	+ 2.7 %	1 Jan 2022	+ 6.7 %
	Andes	1 Jan 2021	+ 6.2 %	1 Jan 2022	+ 10.2 %
	Libertadores	1 Feb 2021	+ 3.0 %	1 Feb 2022	+ 6.6 %
Mexico	Coviqsa	1 Jan 2021	+ 3.2 %	1 Jan 2022	+ 7.4 %
	Conipsa	1 Jan 2021	+ 3.2 %	1 Jan 2022	+ 6.8 %
	RCO-FARAC	1 Feb 2021	+ 4.1 %	15 Feb 2022	+ 8.1 %
	Autovim	1 Feb 2021	+ 0.0 %	15 Feb 2022	+ 7.4 %
	Cotesa	1 Feb 2021	+ 5.9 %	15 Feb 2022	+ 10.5 %
Argentina	Ausol			17 Feb 2022	+ 26.4%
	GCO	1 July 2021	+ 9.9 %		
India	JEPL	1 Sep 2021	+ 7.0%	-	-
	TTPL	1 Sep 2021	+ 5.2%	-	-
Puerto Rico	APR	1 Jan 2021	+ 1.2 %	1 Jan 2022	+ 1.2%
	Metropistas	1 Jan 2021	+ 3.8 %	1 Jan 2022	+ 2.9%
USA	ERC	-	-	1 Jan 2022	+ 5.6 %

Following the agreements reached with Chile's Ministry of Public Works at the end of 2019, Autopista Central did not apply the real increase of 3.5%, accounting for the lost revenue as an amount receivable from the Grantor.

In response to requests from Grupo Concesionario del Oeste (GCO) and Ausol relating to the tariff revisions for 2020, 2021 and 2022 provided for under existing agreements, the Argentine Grantor agreed that the two operators could apply a 9.9% increase from 1 July 2021 and a further increase of 26.4% from 17 February 2022. This is, however, significantly less than the amounts requested. The operators will continue to press for recognition of their rights under the existing agreements.

The Abertis group	2021	2020	Change	% change
Traffic (millions of km travelled)	66,962	55,250	11,712	21.2%
Average exchange rate (currency/€)				
Brazilian real	6.38	5.89	-	-8%
Chilean peso	898.39	903.14	-	1%
Mexican peso	23.99	24.52	-	2%
€m				
Operating revenue	4,854	4,054	800	20%
EBITDA	3,350	2,627	723	28%
Operating cash flow	2,096	1,608	488	30%
Capital expenditure	652	510	142	28%
	<b>31 December 2021</b>	<b>31 December 2020</b>	<b>Change</b>	<b>% change</b>
Net financial debt	23,958	25,858	-1,900	-7%

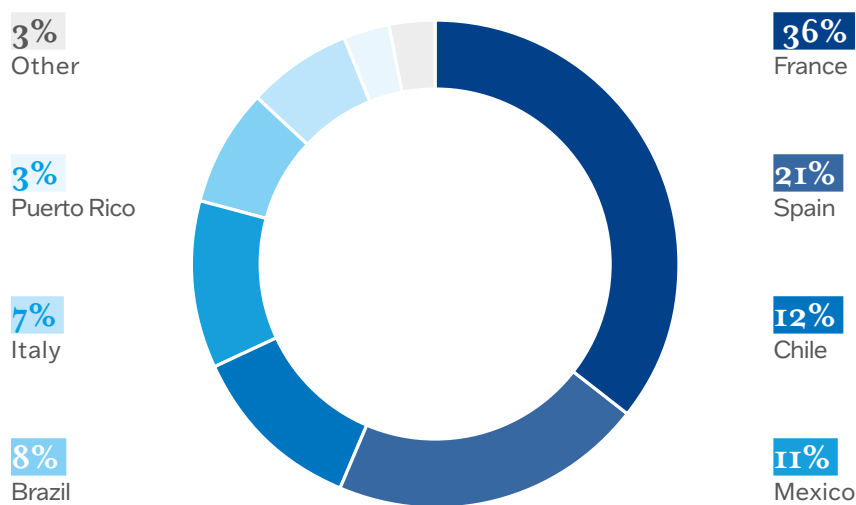
**Operating revenue** in 2021 amounts to €4,854 million, an increase of €800 million (20%) compared with 2020. This primarily reflects an upturn in traffic and changes in the scope of consolidation, which contributed approximately €170 million, including consolidation of the Mexican group, Red de Carreteras de Occidente (RCO), for the entirety of 2021, and of Elizabeth River Crossings (ERC), totalling €300 million, partially offset by the end of the Centrovias concession in Brazil in June 2020, and of Acesa's and Invicat's concessions in Spain in August 2021, amounting to a total of €134 million.

In 2021, **EBITDA** amounts to €3,350 million, an increase of €723 million (28%) compared with 2020, primarily reflecting the above-mentioned upturn in traffic and the effects of changes in the scope of consolidation.

€M Country	EBITDA		
	2021	2020	% change
France	1,195	972	23%
Spain	721	703	3%
Chile	394	281	39%
Mexico <sup>(1)</sup>	365	183	n/s
Brazil	257	234	10%
Italy	209	150	39%
Puerto Rico	117	85	38%
USA <sup>(1)</sup>	42	-6	n/s
India	22	17	29%
Argentina	22	15	47%
Other activities	6	-7	n/s
<b>Total</b>	<b>3,350</b>	<b>2,627</b>	<b>28%</b>

<sup>(1)</sup> The Mexican group, RCO, contributed to the results for 2020 for 8 months from May; ERC (USA) has been consolidated since the end of 2020.

**Breakdown of EBITDA for 2021 by geographical area**



It should be noted that in 2021 Abertis recognised a reduction in the value of the concession rights of its Brazilian operators (€477 million net of the tax effect) following a review of the operating and financial outlook. Moreover, as regards the two Spanish operators whose concessions expired in 2021, the value of Invicat's regulatory receivables due from the Grantor was revised down by €202 million net of the tax effect, and the value of Acesa's regulatory receivables due from the Grantor was revised up by €277 million net of the tax effect.

The Abertis group's **operating cash flow** amounts to €2,096 million in 2021, an increase of €488 million

(30%) compared with 2020. The improvement essentially reflects the above increase in EBITDA, partly offset by an increase in net financial expenses following the acquisition of control of the RCO group and ERC, after the related tax expense.

**Capital expenditure** amounted to €652 million in 2021 (€510 million in 2020) and primarily regards work in Brazil (the Contorno de Florianopolis project, duplications by Via Paulista and resurfacing and widening work), in France (the *Plan de Relance* and the *Plan Investissement Autoroutier* investment programmes) and in Italy.

€M Country	Capital expenditure	
	2021	2020
Brazil	284	193
France	229	169
Italy	75	24
Spain	19	18
Chile	17	36
Mexico	15	26
Other activities	13	44
<b>Total</b>	<b>652</b>	<b>510</b>

**Net financial debt** amounts to €23,958 million as at 31 December 2021, a reduction of €1,900 million compared with 31 December 2020 (€25,858 million). This primarily reflects a combination of:

- operating cash flow of €1,444 million (net of capital expenditure) in 2021;
- proceeds from the sale of non-controlling interests (A'lienor and Sanef Aquitaine in France, and Road Management Group in the UK), amounting to approximately €260 million;
- Abertis HoldCo's payment of dividends totalling €594 million to shareholders;
- hybrid bond issues carried out by Abertis Infraestructuras Finance in January 2021, with a total nominal value of €750 million.

It should be noted that as at 31 December 2021, regulatory receivables due to the Abertis group from various grantors amount to €1,872 million (€2,015 mil-

lion as at 31 December 2020). These primarily regard measures designed to compensate certain Spanish operators, above all Acesa and Invicat, for specific investments. After the end of the relevant concessions on 31 August 2021, these operators formally requested settlement of the amounts due from the grantors, in compensation for the investment and guaranteed levels of traffic.

At the date of preparation of this report, the grantors have paid €1,136 million in compensation linked to investment (€1,070 million for Acesa, and €66 million for Invicat), as described in greater detail in note 10.6, "Significant regulatory and legal aspects".

As at 31 December 2021, the Abertis group has cash reserves of €8,541 million, consisting of:

- €3,817 million in cash and/or investments maturing in the short term;
- €4,724 million in committed lines of credit.

At the date of preparation of this report, the covenants provided for the Abertis group's loan agreements have all been complied with.

## Overseas motorways

atlantia directly operates approximately 1,500 kilometres of motorway via 12 concessions in Brazil, Chile and Poland.

Country	Number of concessions	Kilometres operated
Brazil	3	1,121
Chile	8	327
Poland	1	61
<b>Total</b>	<b>12</b>	<b>1,509</b>

The concession held by Triangulo do Sol Auto-Estradas (Brazil), which was due to expire in September 2021, has been extended until 3 April 2022 in application of an offsetting provision in the contract.

In 2021, overseas motorway traffic grew by a total of 19.2% compared with 2020, with growth especially strong in Chile, which recorded an increase of 34.6%, as shown in the table below.

Country	Traffic (millions of km travelled)		
	2021	2020	% change
Brazil	4,223	3,893	8.5%
Chile	3,786	2,812	34.6%
Poland	953	813	17.2%
<b>Total</b>	<b>8,961</b>	<b>7,517</b>	<b>19.2%</b>

The tariff revisions applied in 2021, as well as those approved for the period after 31 December 2021 and already in force at the date of approval of this document, are shown below.

		2021		2022	
		Entry into effect	% change	Entry into effect	% change
Brazil	Triangulo do Sol Auto Estradas	1 July 2021	+ 8.1 %	-	-
	Rodovias das Colinas	1 July 2021	+ 8.1 %	-	-
	Rodovia MG050	12 Aug 2021	+ 6.8 %	-	-
Chile	Costanera Norte	1 Jan 2021	+ 2.7 %	1 Jan 2022	+ 6.7 %
	Vespucio Sur	1 Jan 2021	+ 2.7 %	1 Jan 2022	+ 6.7 %
	Nororient	1 Jan 2021	+ 2.7 %	1 Jan 2022	+ 10.4 %
	AMB	1 Jan 2021	+ 2.7 %	1 Jan 2022	+ 8.3 %
	Los Lagos	1 Jan 2021	+ 2.7 %	1 Jan 2022	+ 6.7 %
	Litoral Central	10 Jan 2021	+ 2.7 %	10 Jan 2022	+ 6.7 %
Poland	Stalexport Autostrada Malopolska	1 Oct 2021	+ 10.0 %	-	-
		Only heavy vehicles		-	-

As was the case for Autopista Central, following the agreements reached with Chile's Ministry of Public Works at the end of 2019, Costanera Norte and Ves-

pucio Sur did not apply the real increase of 3.5%, accounting for the lost revenue as an amount receivable from the Grantor (€23 million as at 31 December 2021).

Other overseas motorways	2021	2020	Change	% change
Traffic (millions of km travelled)	8,961	7,517	1,444	19.2%
Average exchange rate (currency/€)				
Brazilian real	6.38	5.89		-8%
Chilean peso	898.39	903.14		1%
Polish zloty	4.57	4.44		-3%
€m				
Operating revenue	569	471	98	21%
EBITDA	402	326	76	23%
Operating cash flow	386	302	84	28%
Capital expenditure	74	104	-30	-29%
	<b>31 December 2021</b>	<b>31 December 2020</b>	<b>Change</b>	<b>% change</b>
Net financial debt	191	422	231	n/s

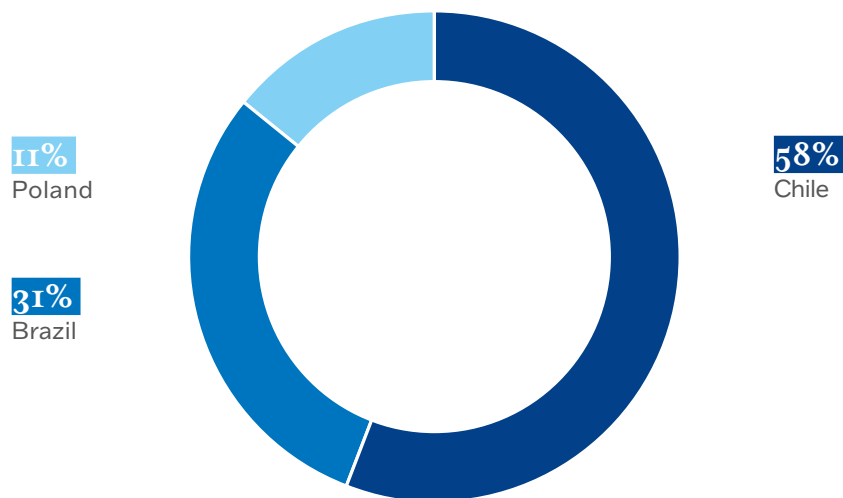
**Operating revenue** in 2021 amounts to €569 million, an increase of €98 million (21%) compared with 2020. This primarily reflects the upturn in traffic and the toll increases awarded to operators, partly offset by the effect of the decline in value of the Brazilian real.

**EBITDA** amounts to €402 million, up €76 million (23%) compared with 2020, essentially due to the performance of operators in Chile (up €73 million), relating to the above-mentioned increases in traffic volumes and tolls.

€M Country	EBITDA		
	2021	2020	% change
Chile	232	159	46%
Brazil	126	132	-5%
Poland	44	35	26%
<b>Total</b>	<b>402</b>	<b>326</b>	<b>23%</b>



**Breakdown of EBITDA for 2021 by geographical area**



**Operating cash flow** in 2021 amounts to €386 million, up €84 million (28%) on 2020, mainly due to the improved operating performance.

**Capital expenditure** amounted to €74 million in 2021 (€104 million in 2020), including €50 million in Chile and

reflecting payments to the Grantor by the operators, Americo Vespuccio Oriente II and Conexión Vial Ruta 78 Hasta Ruta 68, as their contributions to the cost of expropriations in accordance with the related concession arrangements.

€M Country	Capital expenditure	
	2021	2020
Chile	50	70
Brazil	14	25
Poland	10	9
<b>Total</b>	<b>74</b>	<b>104</b>

**Net financial debt** as at 31 December 2021 amounts to €191 million, down €231 million on 2020 (€422 million at 31 December 2020), primarily due to operating cash flow generated net of capital expenditure of €309 million. This cash flow was partly used to repay Atlantia the intercompany loan granted to Autostrade dell’Atlantico (€79 million) and to enable Stalexport to pay dividends (€15 million paid to non-controlling shareholders).

Finally, net financial debt as at 31 December 2021 takes into account regulatory receivables due from the Grantor and recognised by the Chilean operators under their existing concession arrangements, totalling €1,068 million, in line with the previous year (€1,059 million).

At the date of preparation of this report, the covenants provided for in loan agreements have all been complied with.

## Aeroporti di Roma group (ADR)

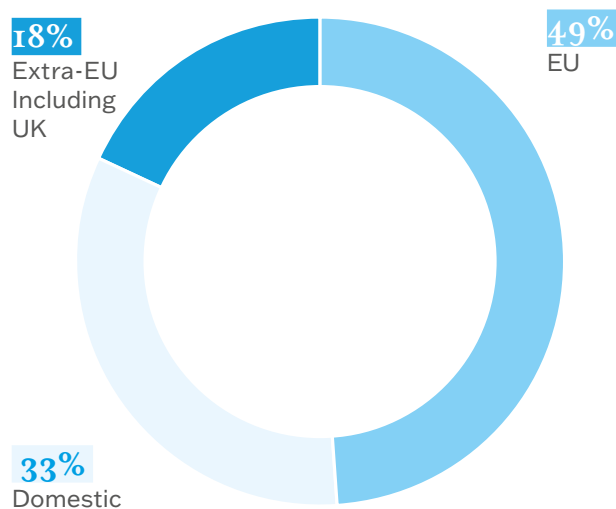
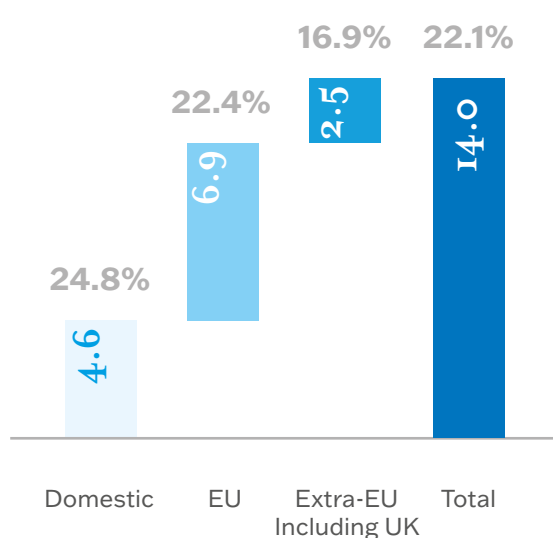
Aeroporti di Roma group	2021	2020	Change	% change
Traffic (millions of pax)	14.0	11.5	2.5	22.1%
€m				
Operating revenue	528	272	256	94%
of which aviation revenue	198	171	27	16%
of which recognition of Covid losses	219	0	219	n/s
EBITDA	262	28	234	n/s
Operating cash flow	282	-4	286	n/s
Capital expenditure	175	152	23	15%
	<b>31 December 2021</b>	<b>31 December 2020</b>	<b>Change</b>	<b>% change</b>
Net financial debt	1,672	1,426	246	17%

Passenger traffic handled by the Roman airport system amounted to 14.0 million in 2021, a 22.1% increase compared with 2020, albeit still below pre-pandemic crisis levels (down 71.7% compared with 2019). The downturn in traffic registered in early 2021, which was only partially affected by the pandemic in comparison with 2020, was largely offset by a recovery in the summer months. This recovery was mainly driven by the domestic and EU segments, with growth of 24.8% and 22.4% respectively, while the recovery of the non-EU segment was more gradual (up 16.9%).

The tariffs applied at Fiumicino and Ciampino airports have fallen by 4.1% versus 2020 since 1 March 2021. In addition to the parameters defined for the five-year period 2017-2021, this reflects deflation of 0.2%, the rescheduling of investment planned for 2020 due to the pandemic and postponement of application of the quality/environmental bonus.

### Breakdown of traffic using the Roman airport system in 2021

(millions of pax and change 2021 vs 2020)



**Operating revenue** amounts to €528 million, an increase of €256 million (up 94%) compared with 2020. This primarily reflects the government grant (€219 million) due to Aeroporti di Roma from the “Covid aid fund” for airport operators (Law 178/2020) to cover losses resulting from the pandemic in the period March-June 2020, of which 50% was collected on 8 March 2022.

If this item is stripped out, operating revenue amounts to €309 million (up €37 million, or 14% compared with 2020), and includes:

- aviation revenue of €198 million, marking an increase of €27 million (16%) due to the recovery in traffic volumes and the improvement in load factors;
- other operating income of €111 million, up €10 million (10%), primarily reflecting increases in retail and car park revenues, which were affected by the above recovery in passengers and the contribution made by the consolidation of ADR Infrastrutture SpA., partially offset by declines in property and advertising revenues.

**EBITDA** amounts to €262 million, up €234 million on 2020, mainly due to the effect of the above-mentioned Covid grant. If this item is stripped out, EBITDA is up €15 million. This reflects an increase in operating revenue, partially offset by higher airport operating costs deriving from an increase in electricity costs and the reopening of Terminal 1 in August 2021. Staff costs also rose due to the higher volume of activities managed, and a reduction in the use of social safety nets compared with 2020.

In 2021, Aeroporti di Roma wrote down receivables amounting to €134 million due from Alitalia SAI in extraordinary administration, following an updated risk assessment, which, in the light of recent events, reduces the initially expected likelihood of collecting these receivables.

**Operating cash flow** amounts to €282 million (compared with an outflow of €4 million in 2020), reflecting the Covid grant and improved operating results.

**Capital expenditure** amounted to €175 million (€152 million in 2020) and regarded work on the extension of Terminal 1. Renovation work has also begun at Terminal 3.

**Net financial debt** of €1,672 million as at 31 December 2021 is up €246 million compared with 31 December

2020 (€1,426 million), and primarily relates to capital expenditure for the period.

As part of the subsidiary’s EMTN programme, in April 2021, Aeroporti di Roma placed new Sustainability-Linked bonds (the first airport in the world to do so) with a nominal value of €500 million, paying coupon interest of 1.75% and maturing in 2031. The bonds are subject to a step-up of up to 25 basis points from 2028 and through to maturity, should there be a failure to achieve one or more of the Sustainability Performance Targets described in the Sustainability-Linked Financing Framework published by the company.

On 30 June 2021, Aeroporti di Roma completed early repayment of the bank loan guaranteed by SACE, amounting to €200 million.

As at 31 December 2021, the ADR group has cash reserves of €912 million, consisting of:

- €662 million in cash and/or investments maturing in the short term;
- €250 million represented by a committed revolving credit facility, having an average residual drawdown period of approximately one year and three months.

Finally, it should be noted that, given the ongoing emergency caused by the pandemic, the earlier covenant holiday has been extended by all the lenders until 30 June 2022 included.

## Aéroports de la Côte D'Azur group (ACA)

Aéroports de la Côte d'Azur group	2021	2020	Change	% change
Traffic (millions of pax)	6.5	4.6	1.9	42.8%
€m				
Operating revenue	174	134	40	30%
of which aviation revenue	96	73	23	32%
EBITDA	56	20	36	n/s
Operating cash flow	67	-17	84	n/s
Capital expenditure	44	41	3	7%
	31 December 2021	31 December 2020	Change	% change
Net financial debt	954	976	-22	-2%

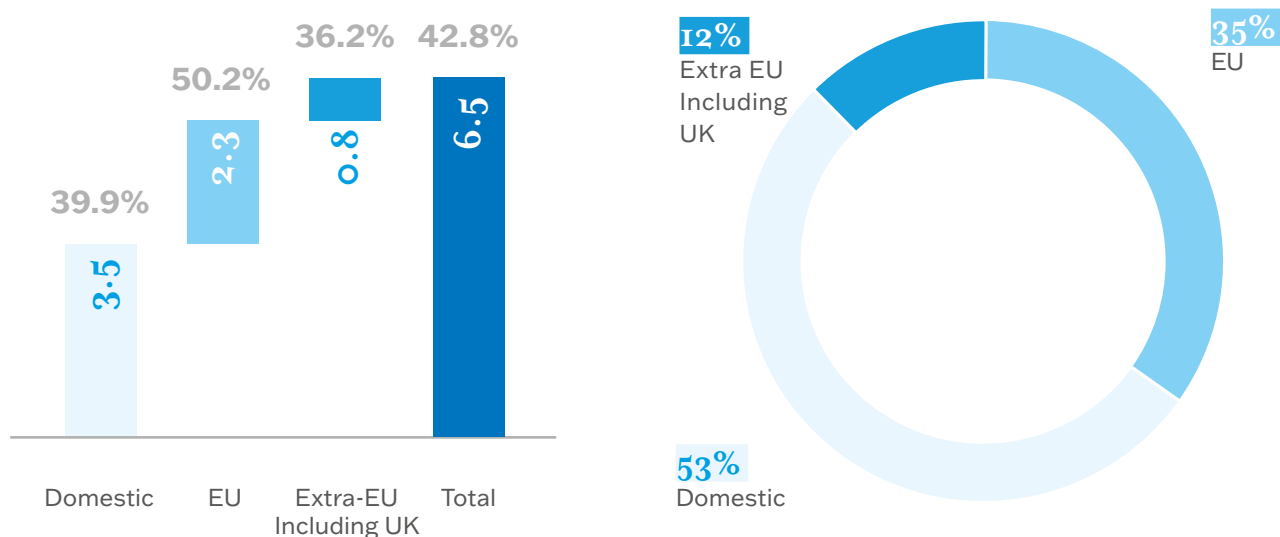
In 2021, the airport system serving the Côte d'Azur handled 6.5 million passengers, registering a 42.8% rise in traffic compared with 2020, which is still lower than pre-pandemic levels (down 54.8% compared with 2019). Traffic growth was driven by the domestic (up 39.9%)

and the EU (up 50.2%) segments, primarily reflecting the recovery of tourist traffic from the summer onwards, and the gradual easing of restrictions on movement.

A 3.2% increase in fees was also applied at the end of 2021 (+3.0% 2020).

### Breakdown of traffic using Nice airport in 2021

(millions of pax and change 2021 vs 2020)



**Operating revenue** amounts to €174 million, an increase of €40 million ((30%) compared with 2020. This reflects the recovery in traffic and, to a lesser extent, the tariff increases applied at the end of 2020 and at the end of 2021.

**EBITDA** of €56 million is up €36 million compared with 2020, reflecting the increase in revenue and the cut in operating costs due to partial use of the airport infrastructure.

**Operating cash flow** amounting to €67 million is an improvement of €84 million compared with 2020, primarily reflecting the improved operating performance.

**Capital expenditure** amounted to €44 million (€41 million in 2020) and primarily regards work on essential safety improvements, operational continuity and compliance, as well as increasing the airport's sustainability.

**Net financial debt** as at 31 December 2021 amounts to €954 million, marking a reduction of €22 million com-

pared with the €976 million registered as at 31 December 2020. This reflects operating cash flow net of capital expenditure for the period (€23 million) and Azzurra Aeroporti's derivative financial instruments (€20 million), offset by the decrease in ACA's working capital (€22 million).

In 2021, Aéroports de la Côte d'Azur agreed a 12-month extension of the repayment term for the bilateral loans totalling €67 million guaranteed by BPI France, originally due for repayment by July 2021.

It should be noted that the earlier covenant holidays were extended by all the lenders until 31 December 2021 included and until 30 June 2022 in the case of the loans from the EIB.

In July 2021, Aéroports de la Côte d'Azur placed bonds with terms to maturity of 12 and 15 years, amounting to a total of €90 million. In addition, the company has agreed but not yet drawn on bank facilities totalling €60 million.

## Telepass group

Telepass group	2021	2020	Change	% change
Telepass devices (m)	9.4	9.0	0.4	4%
Number of Telepass Pay customers (000s)	647	549	98	18%
€m				
Operating revenue	268	234	34	15%
EBITDA	121	118	3	3%
Operating cash flow	105	100	5	5%
Capital expenditure	81	87	-6	-7%
	31 December 2021	31 December 2020	Change	% change
Net financial debt	616	557	59	11%

In 2021, the customer base continued to grow, in terms of both active Telepass devices in circulation (up 4%) and Telepass Pay customers (up 18%).

The Telepass group's **operating revenue** in 2021 amounts to €268 million (including €206 million from remote tolling services, €35 million from assistance

and breakdown services and the distribution of insurance policies, and €24 million from mobility services), marking an increase of €34 million (15%) compared with 2020. This primarily reflects the overall expansion of the group's volumes and lines of business.

### Breakdown of operating revenue by business



The Telepass group’s EBITDA amounted to €121 million, up €3 million (3%) on 2020. The increase in operating revenue is almost entirely offset by the cost of higher volumes realised (distribution and marketing costs), and the higher costs of technological systems and the organisational structure (mainly IT and the rise in the headcount), as well as the Antitrust Authority fine (€2 million).

**Operating cash flow** of €105 million is up €5 million (5%) on 2020.

**Capital expenditure** amounted to €81 million (€87 million in 2020) and primarily regarded the implemen-

tation of strategic projects, including the digital transformation project, acquisition of software licences and remote tolling devices, and the new offices in Rome and Florence.

**Net financial debt** of €616 million as at 31 December 2021 (including an amount of €546 million payable to the Autostrade per l’Italia group) is up €59 million compared with 31 December 2020 (€557 million). This reflects the payment of dividends (€105 million), partially offset by operating cash flow net of capital expenditure (€24 million) and the upturn in working capital (€29 million).

## 6.5 Financial review for Atlantia

### Introduction

The financial statements as at and for the year ended 31 December 2021 have been prepared on a going concern basis.

In this regard, the Board of Directors has examined the Long-term Plan for the period 2022-2025, which envisages a significant improvement in the key financial indicators of Atlantia and its principal investees in 2022. The assessment of the risk factors and uncertainties previously described in the financial statements as at and for the year ended 31 December 2020 has also been updated. This process focused particularly on the risks and uncertainties deriving from the situation relating to Autostrade per l'Italia whose sale, given the positive progress made in fulfilling the related conditions precedent, is nearing completion. Further details on this matter are provided below.

### Agreement for the sale of Autostrade per l'Italia SpA

On 12 June 2021, Atlantia signed a share purchase agreement with Holding Reti Autostradali SpA, a corporate vehicle established by CDP Equity SpA, The Blackstone Group International Partners LLP and Macquarie European Infrastructure Fund 6 SCSp ("the Consortium"), that will result in the sale of the Company's entire stake (88.06%) in Autostrade per l'Italia (hereinafter the "Agreement").

The agreement set a price of €8,014 million, in addition to providing for a ticking fee payable to Atlantia, equal to 2% of the price to be paid annually from 1 January 2021 through to the closing date, plus the share of any aid due to cover the loss of revenue caused by the impact of Covid, following the impact on traffic of Covid-19 in the period between 1 July 2020 and the earlier of (i) 31 December 2021 and (ii) the Closing Date for the sale. The share of such aid is capped at €264 million.

As of today's date, completion of the Agreement remains subject to the fulfilment of specific conditions precedent:

a) effectiveness of the settlement agreement between Autostrade per l'Italia and the Ministry of Sustaina-

ble Infrastructure and Mobility (the "MIMS") bringing an end to the dispute brought by the MIMS on 16 August 2018, and the Addendum to the Single Concession Arrangement and the Financial Plan;

b) the EIB's consent to the change of control over outstanding loans from the bank, amounting to approximately €1.2bn.

With regard to the condition precedent referred to in point a), the following key events have occurred: (i) on 14 October 2021, Autostrade per l'Italia and the MIMS signed the settlement agreement bringing an end to the dispute, with the agreement including the content of the agreement reached by Autostrade per l'Italia and local authorities in Liguria, and retaining the unchanged sum of €3.4bn originally provided for as compensation payable by Autostrade per l'Italia (the "Settlement Agreement"); (ii) Autostrade per l'Italia revised the Addendum and the Financial Plan, as requested by the MIMS on 26 October 2021, in order to reflect the content of the agreement reached with local authorities in Liguria and the financial impact of the Covid-19 health emergency, in accordance with the indications from the transport regulator, ART, for the entire motorway sector, and other requests from the MIMS; (iii) on 22 December, the Interministerial Committee for Economic Planning and Sustainable Development (CIPESS) expressed a favourable opinion on the revised drafts of the Addendum and Financial Plan, subject to certain requirements deemed fully acceptable by Autostrade per l'Italia and the Consortium.

The CIPESS determination is awaiting registration with the Court of Auditors. The Addendum and the Financial Plan must then be approved by interministerial decree to be issued by the MIMS and the Ministry of the Economy and Finance (the "MEF"). This decree must also be registered with the Court of Auditors. The Settlement Agreement is also waiting to be registered with the Court of Auditors.

With regard to point b), Autostrade per l'Italia has received notice of the European Investment Bank's consent to the change of control to the Consortium consisting of CDP Equity, The Blackstone Group International Partners and Macquarie European Infrastructure Fund 6 SCSp and the subsequent release of the guarantees provided by Atlantia (the "waivers and/or

consents”). Changes to the loan agreements will be formalised in the coming weeks.

The Long Stop Date for fulfilment of all the conditions precedent is 31 March 2022. However, in the event that the conditions precedent have not been fulfilled or waived, the Long Stop Date may be delayed, at the request of one of the parties, until 30 June 2022. For closing to take place, the Autostrade per l’Italia group’s concessions must be valid and effective. The Agreement lays down certain special indemnities payable by Atlantia to the Consortium in relation to two types of dispute (the “Special Indemnities”):

- a) pending or future criminal or civil proceedings in connection with the Polcevera event, other proceedings relating to matters linked to maintenance obligations, and other civil proceedings, all listed in the Agreement (with any indemnities capped at €459 million);
- b) the criminal proceeding for alleged environmental damages and the civil damages requested by the Ministry of Environment (with any indemnities capped at €412 million).

With regard to point a), the Agreement provides that Atlantia shall be solely liable for up to €150 million, above which sum, without prejudice to the cap of €459 million on the indemnity payable, the amount payable will be shared by the buyer and seller, with Atlantia to be liable for 75%.

## Other key events

### **Management of investments**

M&A activity included:

- the sale of a 49% stake in Telepass for €1,056 million to the global investment manager, Partners Group;
- rationalisation of the portfolio, reducing the interest in Hochtief from 23.9% to 15.9% (a fair value of €430 million), the sale of 59.4% of Pavimental to Autostrade per l’Italia (€11 million), and the sale of 87.14% of Fiumicino Energia to Aeroporti di Roma for €10 million;

- the purchase of 1.66% of Volocopter (€15 million), a provider of innovative and sustainable urban air mobility solutions;
- the signature, in January 2022, of an agreement to acquire a 100% interest in Yunex Traffic, a global leader in the innovative Intelligent Transport Systems (ITS) and Smart Mobility sector, for €950 million, with the deal expected to close by September 2022.

### **Financial activities**

A capital deployment plan was drawn up in 2021 with the aim of (i) achieving organic growth at Group companies, with targeted financial support to take advantage of growth opportunities and ensure balanced financial structures; (ii) identifying new investment opportunities focusing on innovation and mobility; and (iii) returning cash to shareholders.

The new shareholder returns policy announced on 16 June 2021 envisages:

- the distribution of approximately €600 million for 2021, with estimated payout growth of between 3% and 5% in 2022 and 2023;
- a share buy-back programme, previously approved by shareholders at the General Meeting of 3 December 2021, involving up to 125,000,000 shares, representing approximately 15% of the issued capital, at a cost of up to €2 billion, and the accompanying cancellation of the shares without reducing the issued capital.

Information on liability management in 2021 is provided below in the description of net financial debt.



## Results of Operations

### Reclassified income statement

€M		2021	2020	Increase/ (Decrease)
Dividends		419	502	-83
Gains/(Losses) on sales		1,032	-4	1,036
Impairment losses		-104	-219	115
<b>Profit from investments</b>	<b>(A)</b>	<b>1,347</b>	<b>279</b>	<b>1,068</b>
Interest expense on debt and other net financial expenses		-94	-127	33
Net profit/(loss) on derivative financial instruments		-5	-231	226
<b>Loss from financial activities</b>	<b>(B)</b>	<b>-99</b>	<b>-358</b>	<b>259</b>
Staff costs		-31	-18	-13
Other operating costs, net		-29	-32	3
Provisions		-77	-	-77
<b>Operating loss</b>	<b>(C)</b>	<b>-137</b>	<b>-50</b>	<b>-87</b>
Amortisation, depreciation, impairment losses and reversals of impairment losses	(D)	-1	-2	1
<b>Profit/(Loss) before tax</b>	<b>(E= A+B+C+D)</b>	<b>1,110</b>	<b>-131</b>	<b>1,241</b>
Income tax benefits	(F)	59	102	-43
<b>Profit/(Loss) for the year</b>	<b>(E+F)</b>	<b>1,169</b>	<b>-29</b>	<b>1,198</b>

The **profit from investments** primarily reflects the gain on the sale of the 49% stake in Telepass (€1,030 million, net of success fees), in addition to dividends from investees summarized in the following table.

€M	2021	2020	Increase/ (Decrease)
Abertis HoldCo	297	432	-135
Telepass	53	-	53
Hochtief	44	69	-25
Stalexport Autostrady	21	1	20
Aero 1 Global (Getlink)	4	-	4
<b>Dividends from investees</b>	<b>419</b>	<b>502</b>	<b>-83</b>

As in 2020, no dividends were paid by investees operating in the airports segment in 2021.

Finally, the result from investments includes the impairment losses on Azzurra Aeroporti, amounting to €87 million, following impairment tests carried out on

the basis of updated financial projections for airport operators in response to the Covid-19 pandemic, and Aeroporto di Bologna, amounting to €17 million (the remaining value is aligned with the share price as at 31 December 2021).

The loss from financial activities is summarised below.

€M	2021	2020	Increase/ (Decrease)
Bond issues	-51	-33	-18
Term loans	-21	-39	18
Revolving credit facilities	-4	-58	54
Collar financing and other financial income/(expenses), net	-18	3	-21
<b>Interest expense on debt and other financial expenses (A)</b>	<b>-94</b>	<b>-127</b>	<b>33</b>
Gains/(Losses) on measurement of derivative financial instruments	92	-98	190
Realised losses on derivative financial instruments	-30	-41	11
Reclassification of cash flow hedge reserve to profit or loss	-67	-92	25
<b>Net income/(losses) on derivative financial instruments (B)</b>	<b>-5</b>	<b>-231</b>	<b>226</b>
<b>Net financial income/(expenses) (A+B)</b>	<b>-99</b>	<b>-358</b>	<b>259</b>

The improvement of €259 million compared with 2020 essentially reflects:

- a) the improvement of €190 million in net gains and losses on derivative financial instruments not qualifying for hedge accounting, linked to the positive impact of rising interest rates in 2021 on the fair value of Forward-Starting Interest Rate Swaps, compared with the impact of falling rates in 2020;
- b) a reduction in interest expense on revolving credit facilities (€54 million), which were unused from January 2021;
- c) a reduction of €25 million in losses following the reclassification of losses from the cash flow hedge reserve,

primarily relating to issues due to take place in 2020 but that in 2021 were deemed no longer necessary in light of the Company's changed financial outlook;

- d) an increase in other financial expenses due to costs relating to the voluntary early unwinding of the collar financing agreement (€22 million);
- e) an increase in the cost of bond issues following the issue, in February 2021, of bonds worth €1,000 million, paying annual coupon interest of 1.875%, offset by a reduction in the cost of term loans following repayments totalling €2,500 million during the year.

The **operating loss** of €137 million compares with a loss of €50 million for 2020.

€M	2021	2020	Increase/ (Decrease)
Wages and salaries	-20	-22	2
Staff incentive plans	-11	4	-15
<b>Staff costs (A)</b>	<b>-31</b>	<b>-18</b>	<b>-13</b>
Ordinary operating costs	-15	-14	-1
Extraordinary projects and costs	-14	-18	4
<b>Other operating costs, net (B)</b>	<b>-29</b>	<b>-32</b>	<b>3</b>
Provisions (C)	-77	-	-77
<b>Operating profit/(loss) (A+B+C)</b>	<b>-137</b>	<b>-50</b>	<b>-87</b>

The above change primarily reflects the movement in provisions for risks in 2021, totalling €77 million, and an increase in staff costs (€13 million). This reflects the variable component of remuneration, which in 2020 benefitted from the release of provisions made in previous years for targets not achieved. Ordinary staff costs are down €2 million due to the smaller number of personnel employed in 2021.

**Tax benefits** amount to €59 million (€102 million in 2020), reflecting the tax loss in 2021, after taking into account the limited impact on taxation of dividends and gains on the sale of investments.

**Profit** for 2021 amounts to €1,169 million (a loss of €29 million for 2020).

## Statement of comprehensive income

€M	2021	2020
<b>Profit/(Loss) for the year (A)</b>	<b>1,169</b>	<b>-29</b>
Gains/(Losses) on fair value measurement of investments	-113	-576
Gains/(Losses) on fair value measurement of fair value hedges	6	169
Tax effects	-6	10
<b>Other comprehensive income for the year not reclassifiable to profit or loss (B)</b>	<b>-113</b>	<b>-397</b>
<b>Reclassification of other comprehensive income for the year to profit or loss (C)</b>	<b>47</b>	<b>65</b>
<b>Total other comprehensive income/(loss) (D=B+C)</b>	<b>-66</b>	<b>-332</b>
<b>Comprehensive income/(loss) for the year (A+D)</b>	<b>1,103</b>	<b>-361</b>

**Comprehensive income** for 2021 amounts to €1,103 million and reflects:

- a) profit for 2021;
- b) fair value losses on the investment in Hochtief (€113 million), essentially due to the fall in the share price

(from €79.55 to €71.00 per share in 2021);

- c) the partial release of the cash flow hedge reserve to profit or loss (income of €67 million) after taxation of €20 million.

## Financial position

### Reclassified statement of financial position

€M	31 December 2021	31 December 2020	Increase/ (Decrease)
Investments	8,730	14,708	-5,978
<i>Property, plant and equipment and other intangible assets</i>	29	12	17
Working capital	5,410	55	5,355
of which investments held for sale and discontinued operations	5,338	24	5,314
Provisions	-79	-2	-77
Deferred tax assets, net	93	127	-34
Other non-current liabilities, net	2	-7	9
<b>NET INVESTED CAPITAL</b>	<b>14,185</b>	<b>14,893</b>	<b>-708</b>
<b>Equity</b>	<b>11,562</b>	<b>10,458</b>	<b>1,104</b>
Net financial debt	2,623	4,435	-1,812
Bond issues	2,728	1,738	990
Medium/long-term borrowings	765	5,234	-4,469
Other financial liabilities	165	409	-244
Cash and cash equivalents	-806	-2,261	1,455
Other financial assets	-229	-685	456
<b>NET FINANCIAL DEBT AND EQUITY</b>	<b>14,185</b>	<b>14,893</b>	<b>-708</b>

**Investments**, amounting to €8,730 million, are down €5,978 million compared with 31 December 2020 (€14,708 million). This primarily reflects:

- the reclassification of Autostrade per l'Italia to assets held for sale (€5,338 million);
- the sale of 8% of Hochtief, in addition to the decline in the fair value of this investment (amounting to €543 million);
- impairment losses on Azzurra Aeroporti and Aeroporto di Bologna, amounting to €104 million.

€M	%	31 December 2021	31 December 2020	Increase/ (Decrease)
Autostrade per l'Italia	88%	-	5,338	-5,338
Abertis HoldCo	50% +1	2,952	2,952	-
Autostrade dell'Atlantico	100%	755	755	-
Stalexport Autostrady	61%	105	105	-
Other		16	16	-
<b>Motorways segment</b>		<b>3,828</b>	<b>9,166</b>	<b>-5,338</b>
Aeroporti di Roma	99%	2,915	2,915	-
Azzurra Aeroporti	53%	62	149	-87
Aeroporto di Bologna	29%	94	111	-17
<b>Airports segment</b>		<b>3,071</b>	<b>3,175</b>	<b>-104</b>
Telepass	51%	14	14	-
<b>Mobility services</b>		<b>14</b>	<b>14</b>	<b>-</b>
Aero 1 (Getlink)	100%	1,000	1,000	-
Hochtief	16%	798	1,341	-543
Volocopter	2%	15	-	15
Fiumicino Energia	(87%)	-	8	-8
Other		4	4	-
<b>Other investments</b>		<b>1,817</b>	<b>2,353</b>	<b>-536</b>
<b>Investments</b>		<b>8,730</b>	<b>14,708</b>	<b>-5,978</b>
Autostrade per l'Italia	88%	5,338	-	5,338
Telepass	(49%)	-	14	-14
Pavimental	(59%)	-	10	-10
<b>Investments held for sale and discontinued operations</b>		<b>5,338</b>	<b>24</b>	<b>5,314</b>

In addition, it should be noted that Atlantia's Board of Directors decided not to exercise the Company's pre-emption right on options resulting from the rights issue carried out by Cellnex in April 2021 (resulting from Connect Due's failure to exercise its options). Following this, the Company also decided not to exercise its co-investment right on the remaining 3.4%, expiring on 12 July 2021, as this was not deemed to be consistent with the Company's medium- to long-term strategy.

Atlantia retains, through to 12 July 2025, (i) the right of first offer and right to match on a 5.7% stake in Cellnex

and (ii) the right to match on options (not exercised by Connect Due) resulting from any future rights issues carried out by Cellnex.

**Working capital**, a positive €5,410 million, is up €5,355 million compared with 31 December 2020 (€55 million), essentially due to reclassification of the investment in Autostrade per l'Italia to assets held for sale (€5,338 million).

**Equity** of €11,562 million is up €1,104 million (€10,458 million at the end of 2020) due to comprehensive income for 2021 (€1,103 million).

**Net financial debt** of €2,623 million is down €1,812 million (€4,435 million at the end of 2020) due to the following:

€M	2021	2020
<b>Net financial debt at the beginning of year</b>	<b>4,435</b>	<b>4,801</b>
Dividends from investees	-419	-502
Disposals of interests in investees	-1,064	-
Purchases of investments, property, plant and equipment and intangible assets	22	1
Change in fair value of funded collar on Hochtief shares	-6	-169
Unwinding of collar financing and funded collar on Hochtief shares	-413	-
Profit/(Loss) from financial activities, net of release from cash flow hedge reserve	32	266
Working capital and other changes	36	38
<b>Net financial debt at end of year</b>	<b>2,623</b>	<b>4,435</b>

The following have also taken place:

- a) voluntary early repayment of medium/long-term borrowings totalling €3,750 million, including €2,500 million in term loans (the remaining €750 million falls due in September 2023) and €1,250 million of the revolving credit facility falling due in July 2023 (available through to June 2023);
- b) the issue, in February 2021, of bonds maturing in 2028, amounting to €1,000 million;
- c) the partial unwinding of Forward-Starting Interest Rate Swaps (a notional value of €1,150 million, with the recognition of fair value losses of €148 million settled with the counterparty) following the above bond issue. The Company's entire holdings of Interest Rate Swaps (a notional value of €1,850 million), to date not qualifying for hedge accounting, are covered by cash collaterals (€127 million as at 31 December 2021);
- d) partial repayment of the loan granted to the subsidiary, Autostrade dell'Atlantico (€79 million), with the remaining balance amounting to €50 million as at 31 December 2021, after extension of the term to maturity to 10 January 2023.

After the above events, the average weighted term to maturity of debt as at 31 December 2021 is approximately 4 years and 4 months (3 years and 4 months as at 31 December 2020).

As at 31 December 2021:

- a) 78.6% of financial debt is fixed rate;
- b) after taking into account interest rate hedges, all financial debt is fixed rate, in line with the Company's financial risk management guidelines (fixed rate debt >70%).

The average cost of medium/long-term borrowings in 2021, including differentials on hedging instruments, is 2.92%. The figure is 2.62% before the borrowing costs taken to profit or loss after early repayment of the term loans and the collar financing.

As at 31 December 2021, the Company has cash reserves of €2,056 million, consisting of:

- a) €806 million in cash and/or investments maturing in the short term;
- b) €1,250 million in committed lines of credit, which may be used until June 2023 and expire in July 2023.

The following should also be noted with regard to committed lines of credit:

- a) voluntary early cancellation, on 22 February 2021, of the revolving credit facility of €2,000 million, expiring in May 2021, and already repaid on 5 November 2020;
- b) following Autostrade per l'Italia's issue of bonds on 12 January 2021, amounting to €1,000 million, the commitment to provide the subsidiary with financial support of €900 million, given in December 2020, was cancelled ahead of the expiry date of 31 December 2022.

As at 31 December 2021, the Company has provided guarantees on behalf of Autostrade per l'Italia totalling

€4,550 million (€5,353 million as at 31 December 2020).

These have been issued to:

- a) bondholders (amounting to up to €3,166 million as at 31 December 2021, equal to 120% of the underlying debt) following the issuer substitution of December 2016;
- b) the European Investment Bank (€1,384 million as at 31 December 2021, equal to 120% of the underlying debt), to secure loans granted to the subsidiary.

Information on the guarantees provided by Atlantia on bonds issued by Autostrade per l'Italia is provided in note 7.2, "Financial risk management" in the separate financial statements.



# 07. Non-financial Statement

► **Telepass**

**Simone Rossi**

Corporate After Sales Expert  
Rome, Italy



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## 7. Atlantia SpA's Consolidated Non-financial Statement for the year ended 31 December 2021

### 7.1 Consolidated non-financial statement pursuant to Legislative Decree 254/2016

#### **Methodology**

As a Public Interest Entity ("PIE"), Atlantia SpA meets its obligations under Legislative Decree 254/2016 by preparing a consolidated non-financial statement ("NFS") to the extent necessary to enable readers to gain an understanding of the company's activities, its performance, its results and its impact. The NFS provides information on environmental and social aspects and those relating to people, respect for human rights and efforts to combat active and passive corruption, considered significant based on the entity's activities and its characteristics. From the 2020 financial year, the NFS is included in the Group's Integrated Annual Report, as shown in the table showing the links between the Report, the NFS and Legislative Decree 254/2016.

In order to guarantee the comparability of data and information over time and the correct assessment of the Group's performance, the data shown primarily covers a two-year period or, unless otherwise indicated, even longer periods.

The Integrated Annual Report for 2021 is Atlantia's tenth integrated report, prepared on the basis of the core principles contained in the IR Framework drawn up by the Integrated Reporting Council ([www.theiirc.org/international-ir-framework/](http://www.theiirc.org/international-ir-framework/)). The NFS included in the Integrated Annual Report has instead been prepared in conformity with the GRI Sustainability Reporting Standards published by the GRI - Global Reporting Initiative, in line with the "in accordance - core" option.

The topics and performance indicators reported in the NFS were chosen on the basis of the results of the updated materiality analysis conducted by the Group in 2021, as described in detail in the section, "1.2 Materiality". The process of updating the analysis aimed to identify the most significant topics for Atlantia, based on their impact on the business, their importance for

stakeholders, and the probability and significance of the related risks and opportunities. In addition, the 2021 reporting period also includes the definition of a further matrix, thus resulting in the creation of a *double-materiality matrix*, designed to also highlight the importance of material topics from the viewpoint of their financial impact.

Together with identification of the economic activities considered "Eco-sustainable" in accordance with the EU Taxonomy, the construction of a double-materiality matrix further emphasises the importance of an integrated report, in which financial and ESG disclosures are increasingly presented in an increasingly connected way.

This section includes a table linking the material topics identified with the GRI disclosures and the aspects to be covered in order to comply with Legislative Decree 254/2016, and the GRI Content Index. For each disclosure included in the document, the table shows their correct location and any notes completing the disclosure provided.

The integration of non-financial information within this Report was carried out through a Company-wide process coordinated by the Chief Sustainability Office (CSO) in close collaboration with the CFO's office and with the involvement of all Atlantia's departments. The CSO was above all responsible for gathering data, including through the CIR (Corporate Integrated Reporting) information system, and for managing the data/information on sustainability and collaborative disclosure management.

In terms of the Scope of reporting for non-financial information for 2021, the Autostrade per l'Italia group has been excluded following signature of the share purchase agreement in June 2021, as described in greater detail in section 5 of the Report. To make it easier for readers to compare and understand the Atlantia Group's performances over time, despite the major change in the Scope of consolidation, amounts relating to the performance for 2020 have been restated, with respect to those published in the Integrated Report for 2020 and are thus shown after stripping out Autostrade per l'Italia's contribution. Section 7. *Consolidated non-financial statement* does, however, include a number of specific, deconsolidated KPIs: GRI

102-8, GRI 302-1, GRI 305-1, GRI 305-2, GRI 405-1 and GRI 403-9, for which disclosures for Autostrade per l'Italia have been included. Within the context of social indicators, only total and average workforce data has been provided for Spea Engineering. In addition, Autostrade Indian Infrastructure Development Private Limited and certain companies linked to Abertis Mobility Services have been excluded from the Scope of reporting for 2021.

Further limits on the Scope are clearly indicated in the text and do not affect the statement's ability to provide a complete picture of the entity's activities, as required by art 3.c.1 of Legislative Decree 254/2016. When estimates are used, they are appropriately indicated and details of the method of calculation are provided. Notes are included within the text to explain the absence of data (data that is difficult or impossible to obtain, or that is not sufficiently reliable), changes in the calculation and estimation methods used, changes in the Scope, etc..

The Integrated Annual Report, together with the content constituting the NFS for the year ended 31 December 2021, was approved by Atlantia SpA's Board of Directors on 10 March 2022. With the exception of the information in the following table linking to the Global Compact principles, the SASB framework and the section on the EU Taxonomy, the NFS was covered by a limited assurance engagement, conducted in accordance with the criteria indicated in ISAE 3000 Revised, by the audit firm, KPMG SpA. The resulting report is published in Italian and English on Atlantia's website ([www.atlantia.it](http://www.atlantia.it)).

The method of calculating Scope 1, 2 and 3 greenhouse emissions was reviewed during the year. In the case of Scope 3 emissions, reference was made to the GHG protocol standard, "Corporate Value Chain Accounting and Reporting Standard", which identifies 15 categories of indirect upstream and downstream emission throughout the value chain. In terms of Scope 3 managed assets, upstream activities include emissions from purchased goods and services, waste from operations, business travel and employee commuting, emissions linked to the purchase and distribution of energy and fuel (not included in Scope 1 or Scope 2). Downstream activities include emissions from the downstream transport of goods and people, which in

the airports segment covers access to infrastructure, capital expenditure and leased assets. Emissions from the use of sold products and services are excluded from downstream emissions. In the specific case of Atlantia's businesses, this means emissions from motorway traffic and from aircraft, as these fall within the category of emissions linked to indirect use of the service over which the entity has no, or limited, influence.

Scope 3 emissions relating to the "other purchased goods and services" category for upstream emissions, introduced for the first time in this Report, are determined applying an input-output economic model. This uses specific software and is based on the total value of expenditure divided into different product and service categories. The figures for 2020 and 2021 have been estimated on the basis of the information available at the date of preparation of the NFS. The Directors believe that there will not be significant changes with respect to the estimated figures.

## GRI content index

GRI disclosure	Description	Page	Notes/Omissions
<b>GRI 102: General disclosures (2016)</b>			
<b>Profile of the organization</b>	102-1	Name of the organisation	pp. 13
	102-2	Activities, brands, products, and services	pp. 64-70
	102-3	Location of headquarters	Roma: Piazza di San Silvestro 8 - sede legale; Milano: Piazza Armando Diaz 2
	102-4	Location of operations	pp. 13-14
	102-5	Ownership and legal form	p. 12
	102-6	Markets served	pp. 14; 64-70
	102-7	Scale of the organisation	pp. 13; 64-70
	102-8	Information on employees and other workers	pp. 133; 195-197
	102-9	Supply chain	pp. 146; 204-205
	102-10	Significant changes to the organization and its supply chain	pp. 176-177
	102-11	Precautionary principle	pp. 76-92
	102-12	External initiatives	UN Global Compact; Carbon Disclosure Project; The Climate Pledge
	102-13	Membership of associations	pp. 34-35
<b>Strategy</b>	102-14	Statement from senior decision maker	pp. 6-8; 32
	102-15	Key impacts, risks and opportunities	pp. 40-49; 76-92
<b>Ethics and integrity</b>	102-16	Values, principles, standards and norms of behaviour	pp. 32; 76; 111-112; 141; 147
<b>Governance</b>	102-18	Governance structure	pp. 96-97
	102-21	Consulting stakeholders on economic, environmental, and social topics	pp. 33-38
	102-22	Composition of the highest governance body and its committees	pp. 97-100; Further information is provided in the "Report on Corporate Governance".
	102-38	Annual total compensation ratio	The ratio between the pay of the CEO and General Manager and the average pay of employees within the Scope of consolidation is 57.6:1. Further details are provided in the "Report on remuneration paid in 2021".
	102-39	Percentage increase in annual total compensation ratio	This ratio has increased with respect to 2020 (in 2020 the ratio for the same Scope of consolidation was 17.7). This reflects the fact that in 2020, in response to the Covid-19 pandemic that had a wide-ranging impact on the Company's results, the CEO and General Manager did not receive any variable bonuses and cut his fixed pay by 25% in the period from May to December 2020. In addition, the average pay of employees changed in 2021 with respect to 2020, largely due to changes in the Scope of consolidation. Further details of the impact of the change in the Scope of consolidation on the calculation of average pay are provided in the "Report on remuneration paid in 2021".
<b>Stakeholder engagement</b>	102-40	List of stakeholder groups	pp. 34
	102-41	Collective bargaining agreements	77% of employees were covered by forms of collective bargaining agreement in 2021. See the paragraph on "Diversity, equality and inclusion".
	102-42	Identifying and selecting stakeholders	pp. 33-35; 103-104
	102-43	Approach to stakeholder engagement	pp. 33-35
	102-44	Key topics and concerns raised	pp. 36-38

GRI disclosure	Description	Page	Notes/Omissions	
<b>Reporting practices</b>	102-45	Entities included in the consolidated financial statements	pp. 176-177	
	102-46	Defining report content and topic boundaries	pp. 176-177	
	102-47	List of material topics	pp. 37-38	
	102-48	Restatements of information	Any changes with respect to data published in the previous report are appropriately indicated and justified in the document.	
	102-49	Changes in reporting	pp. 176-177	
	102-50	Reporting period	The reporting period is from 1 January to 31 December 2021.	
	102-51	Date of most recent report	The Integrated Annual Report for 2020 was published on 29 April 2021.	
	102-52	Reporting cycle	pp. 176-177	
	102-53	Contact point for questions regarding the report	investor.relations@atlantia.com	
	102-54	Claims of reporting in accordance with the GRI Standards	pp. 176-177	
	102-55	GRI content index	p. 178	
	102-56	External assurance	Chapter 11. Reports	
<b>Specific standards</b>				
<b>Responsible supply chain</b>	GRI 103: Management approach (2016)			
	103-1	Explanation of the material topics and its boundaries	146	
	103-2	The management approach and its components	pp. 146, 204-205	
	103-3	Evaluation of the management approach	pp. 146, 204-205	
	GRI 204: Procurement practices (2016)			
	204-1	Proportion of spending on local suppliers	204	
	GRI 308: Supplier environmental assessment			
	308-1	New suppliers that were screened using environmental criteria	146; 204-205	2.3% of suppliers were screened using environmental criteria in 2021. This figure does not include the Abertis group.
	GRI 408: Child labour			
	408-1	Operations and suppliers at significant risk for incidents of child labour	146; 204-205	No cases to report.
	GRI 409: Forced or compulsory labour			
	409-1	Operations and suppliers at significant risk for incidents of forced or compulsory labour	146; 204-205	No cases to report.
GRI 414: Supplier social assessment				
414-1	New suppliers that were screened using social criteria	146; 204-205		
414-2	Negative social impacts in the supply chain and actions taken	87, 88, 112, 146		
<b>Community engagement and support</b>	GRI 103: Management approach (2016)			
	103-1	Explanation of the material topics and its boundaries	56, 60-61, 144-145	
	103-2	The management approach and its components	56, 60-61, 144-145	
	103-3	Evaluation of the management approach	56, 60-61, 144-145	
	GRI 413: Local communities (2016)			
	413-1	Operations with local community engagement, impact assessments, and development programs	144-145	
	413-2	Operations with significant actual and potential negative impacts on local communities	144-145	

GRI disclosure	Description	Page	Notes/Omissions
<b>Employee engagement and development</b>			
GRI 103: Management approach (2016)			
103-1	Explanation of the material topics and its boundaries	60-61, 133-134, 136-137	
103-2	The management approach and its components	60-61, 133-134, 136-137	
103-3	Evaluation of the management approach	60-61, 133-134, 136-137	
GRI 401: Employment (2016)			
401-1	New employee hires and employee turnover	198-200	
401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees	204	
401-3	Parental leave	139-200	The figures are shown without a breakdown by gender
GRI 402: Labour/ management relations			
402-1	Minimum notice periods regarding operational changes	The minimum notice period for a worker in the event of organisational changes is governed by the various individual labour agreements in the countries in which Atlantia operates. For example, at Abertis companies, the minimum period of notice is 30 days in all countries except for some (e.g., France, 60 days; Puerto Rico, 7 days).	
GRI 404: Training and education			
404-1	Average hours of training per year per employee	202-203	
404-2	Programs for upgrading employee skills and transition assistance programs	136-137	
404-3	Percentage of employees receiving regular performance and career development review	137, 203	
GRI 407: Freedom of association and collective bargaining (2016)			
407-1	Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	141	No at-risk situations have been identified.
<b>Tackling climate change</b>			
GRI a103: Management approach (2016)			
103-1	Explanation of the material topics and its boundaries	36-38, 60-61, 79-83, 126-130	
103-2	The management approach and its components	36-38, 60-61, 79-83, 126-130	
103-3	Evaluation of the management approach	36-38, 60-61, 79-83, 126-130	
GRI 305: Emissions (2016)			
305-1	Direct (Scope 1) GHG emissions	129-130, 193-194	
305-2	Indirect (Scope 2) GHG emissions	129-130, 193-194	
305-3	Other indirect (Scope 3) GHG emissions	129-130, 193-194	
305-4	GHG emissions intensity	129-130	
305-5	Reduction of GHG emissions	129-130	

GRI disclosure	Description	Page	Notes/Omissions
<b>Human and workers' rights</b>	GRI 103: Management approach (2016)		
	103-1	Explanation of the material topics and its boundaries	36-38, 60-61, 111-112, 138-141
	103-2	The management approach and its components	36-38, 60-61, 111-112, 138-141
	103-3	Evaluation of the management approach	36-38, 60-61, 111-112, 138-141
	GRI 410: Security practices (2016)		
	410-1	Security personnel trained in human rights policies or procedures	62% of security personnel has received training in human rights policies or procedures.
	GRI 411: Rights of indigenous peoples (2016)		
	411-1	Incidents of violations of the rights of indigenous peoples	There were no violations of the rights of indigenous peoples in 2021.
<b>Diversity, equality and inclusion</b>	GRI 103: Management approach (2016)		
	103-1	Explanation of the material topics and its boundaries	pp. 36-38; 60-61; 138-140
	103-2	The management approach and its components	pp. 36-38; 60-61; 138-140
	103-3	Evaluation of the management approach	pp. 36-38; 60-61; 138-140
	GRI 405: Diversity and equal opportunities (2016)		
	405-1	Diversity of governance bodies and employees	101, 138-140, 195-200
	405-2	Ratio of basic salary and remuneration of women to men	140, 203
	GRI 406: Non-discrimination (2016)		
406-1	Incidents of discrimination and corrective actions taken	No cases of discrimination were reported in 2021.	
<b>Circular economy</b>	GRI 103: Management approach (2016)		
	103-1	Explanation of the material topics and its boundaries	pp. 36-37; 60-61; 132
	103-2	The management approach and its components	pp. 36-37; 60-61; 132
	103-3	Evaluation of the management approach	pp. 36-37; 60-61; 132
	GRI 301: Materials (2016)		
	301-1	Materials used by weight or volume	190
	GRI 306: Waste (2020)		
	306-1	Waste generation and significant waste-related impacts	132, 194
	306-2	Management of significant waste-related impacts	132, 194
	306-3	Waste generated	194
	306-4	Waste diverted from disposal	194
306-5	Waste directed to disposal	194	

GRI disclosure	Description	Page	Notes/Omissions
GRI 103: Management approach (2016)			
103-1	Explanation of the material topics and its boundaries	36-38, 79-80, 85, 108-113, 147	
103-2	The management approach and its components	36-38, 79-80, 85, 108-113, 147	
103-3	Evaluation of the management approach	36-38, 79-80, 85, 108-113, 147	
GRI 205: Anticorruption (2016)			
205-1	Operations assessed for risks related to corruption		Risk assessment concerning anti-corruption is carried out with reference to the Group as a whole.
205-2	Communication and training about anti-corruption policies and procedures	111, 202-203, 205	
205-3	Confirmed incidents of corruption and actions taken		No cases of corruption were reported in 2021.
GRI 207: Taxation (2019)			
207-1	Approach to tax	148-151	
207-2	Tax governance, control and risk management	148-151	
207-3	Stakeholder engagement and management concerns related to tax	148-151	
207-4	Country-by-country reporting	148-151	
GRI 307: Environmental compliance (2016)			
307-1	Non-compliance with environmental laws and regulations		<p>There were 31 cases of environmental non-compliance in 2021.</p> <p>Of these, 28 regarded the Brazilian company, AB Concessoos, and relate to administrative sanctions imposed by the Ministry of the Environment and other government agencies. The total monetary value of the fines was €410,481.</p> <p>2 cases regarding ADR group companies were resolved during the year without any sanction.</p> <p>1 case of non-compliance refers to Abertis and regards the violation of certain water quality parameters in Brazil.</p>
GRI 415: Public policy (2016)			
415-1	Political donations		No political donations have been made.
GRI 419: Socio-economic compliance (2016)			
419-1	Non-compliance with laws and regulations in the social and economic area		<p>There were 11 cases of non-compliance with labour laws in 2021 regarding AB Concessoos. The monetary value of the cases was not significant (&lt; €2,000).</p> <p>There 5 cases of non-compliance at Grupo Costanera, but they did not give rise to significant fines.</p>
GRI 103: Management approach (2016)			
103-1	Explanation of the material topics and its boundaries	36-37, 104-105	
103-2	The management approach and its components	36-37, 104-105	
103-3	Evaluation of the management approach	36-37, 104-105	
GRI 201: Economic performance (2016)			
201-1	Direct economic value generated and distributed	144-145	
201-2	Financial implications and other risks and opportunities due to climate change	80-83	
201-4	Financial assistance received from government		Grants totalling approximately €58 million were received in 2021.



GRI disclosure	Description	Page	Notes/Omissions
	GRI 103: Management approach (2016)		
<b>Fair business practices</b>	103-1	Explanation of the material topics and its boundaries	36-37, 96
	103-2	The management approach and its components	36-37, 96
	103-3	Evaluation of the management approach	36-37, 96
	GRI 206: Anti-competitive behaviour (2016)		
	206-1	Total legal actions for anti-competitive behaviours, antitrust and monopoly practices and related judgments	A fine of €2,000,000 was imposed on Telepass in 2021 for anti-competitive, antitrust and monopoly practices.
	GRI 103: Management approach (2016)		
<b>Data privacy, protection and information security</b>	103-1	Explanation of the material topics and its boundaries	36-37, 60-61, 79-80, 85, 88, 90, 92, 137, 147
	103-2	The management approach and its components	36-37, 60-61, 79-80, 85, 88, 90, 92, 137, 147
	103-3	Evaluation of the management approach	36-37, 60-61, 79-80, 85, 88, 90, 92, 137, 147
	GRI 418: Customer privacy (2016)		
	418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	There were no substantiated complaints concerning breaches of customer privacy and losses of customer data in 2021.
	GRI 103: Management approach (2016)		
<b>Business resilience</b>	103-1	Explanation of the material topics and its boundaries	32, 36-37, 40-51, 56-58, 81-85
	103-2	The management approach and its components	32, 36-37, 40-51, 56-58, 81-85
	103-3	Evaluation of the management approach	32, 36-37, 40-51, 56-58, 81-85
	GRI 203: Indirect economic impacts (2016)		
	203-1	Infrastructure investments and services supported	46-51, 56-58, 81-85
	203-2	Significant indirect economic impacts	144-145

GRI disclosure	Description	Page	Notes/Omissions
<b>Employee health, safety and wellbeing</b>	GRI 103: Management approach (2016)		
	103-1	Explanation of the material topics and its boundaries	36-37, 60-61, 134-137, 141, 201-202, 204
	103-2	The management approach and its components	36-37, 60-61, 134-137, 141, 201-202, 204
	103-3	Evaluation of the management approach	36-37, 60-61, 134-137, 141, 201-202, 204
	GRI 403: Occupational health and safety (2016)		
	403-1	Occupational health and safety management system	134-137, 141
	403-2	Hazard identification, risk assessment, and incident investigation	88, 134-137, 141, 141
	403-3	Occupational health services	204
	403-4	Worker participation, consultation, and communication on occupational health and safety	134-137, 141
	403-5	Worker training on occupational health and safety	134-137, 141, 202-203
	403-6	Promotion of worker health	134-137, 141, 202-203
	403-7	Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	88, 134-137, 141, 202-203
	403-8	Workers covered by an occupational health and safety management system	135, 205
	403-9	Work-related injuries	134-137, 201-202
<b>Product and service safety</b>	GRI 103: Management approach (2016)		
	103-1	Explanation of the material topics and its boundaries	141-142, 205
	103-2	The management approach and its components	141-142, 205
	103-3	Evaluation of the management approach	141-142, 205
	GRI 416: Customer health and safety (2016)		
	416-1	Assessment of the health and safety impacts of product and service categories	78-92, 141-142
416-2	Incidents of non-compliance concerning the health and safety impacts of products and service	Please go to section 10.6	
<b>Energy transition</b>	GRI 103: Management approach (2016)		
	103-1	Explanation of the material topics and its boundaries	36-37, 60-61, 126-130, 190-191
	103-2	The management approach and its components	36-37, 60-61, 126-130, 190-191
	103-3	Evaluation of the management approach	36-37, 60-61, 126-130, 190-191
	GRI 302: Energy (2016)		
	302-1	Energy consumption within the organization	126-130, 190-191
	302-2	Energy consumption outside of the organisation	126-130, 190-191
	302-3	Energy intensity	126-130, 190-191
	302-4	Reduction of energy consumption	126-130, 190-191

GRI disclosure	Description	Page	Notes/Omissions
<b>Efficient use of water resources</b>	GRI 103: Management approach (2016)		
	103-1	Explanation of the material topics and its boundaries	36-37, 191-192
	103-2	The management approach and its components	36-37, 191-192
	103-3	Evaluation of the management approach	36-37, 191-192
	GRI 303: Water and effluents (2016)		
	303-1	Interactions with water as a shared resource	191-192
303-3	Water withdrawals	191-192	
<b>Other relevant topics not related to GRI Specific Standards Disclosures</b>			
Biodiversity and soil use	GRI 103: Management approach (2016)		
	103-1	Explanation of the material topics and its boundaries	36-37, 60-61, 132-133
	103-2	The management approach and its components	36-37, 60-61, 132-133
103-3	Evaluation of the management approach	36-37, 60-61, 132-133	
Innovation and digital transformation	GRI 103: Management approach (2016)		
	103-1	Explanation of the material topics and its boundaries	36-37, 50-53, 131-132
	103-2	The management approach and its components	36-37, 50-53, 131-132
103-3	Evaluation of the management approach	36-37, 50-53, 131-132	
Minimization of noise pollution	GRI 103: Management approach (2016)		
	103-1	Explanation of the material topics and its boundaries	36-37
	103-2	The management approach and its components	This issue is managed at operational level. Reference should therefore be made to the specific documents published by the individual companies in our portfolio.
103-3	Evaluation of the management approach		
Product quality and accessibility	GRI 103: Management approach (2016)		
	103-1	Explanation of the material topics and its boundaries	36-37, 47-52, 141-145
	103-2	The management approach and its components	36-37, 47-52, 141-145
103-3	Evaluation of the management approach	36-37, 47-52, 141-145	
Sustainable mobility solutions	GRI 103: Management approach (2016)		
	103-1	Explanation of the material topics and its boundaries	36-37, 50-53, 131-132
	103-2	The management approach and its components	36-37, 50-53, 131-133
103-3	Evaluation of the management approach	36-37, 50-53, 131-134	

**Table linking to Legislative Decree 254/2016 – Material topics – GRI**

Legislative Decree 254/2016 topic areas	Material topics	GRI content index		Internal Scope of materiality	External Scope of materiality	Type of impact	
<b>Environmental</b>	Energy transition	Energy (2016)	302-1	Energy consumption within the organization	Atlantia, subsidiaries	Institutions, Communities and environment	Direct – caused by Atlantia
			302-2	Energy consumption outside of the organisation			
			302-3	Energy intensity			
			302-4	Reduction of energy consumption			
<b>Environmental</b>	Tackling climate change	Emissions (2016)	305-1	Direct (Scope 1) GHG emissions	Atlantia, subsidiaries	Institutions, Communities and environment	Direct – caused by Atlantia and indirect – linked to Atlantia's activities
			305-2	Indirect (Scope 2) GHG emissions			
			305-3	Other indirect (Scope 3) GHG emissions			
			305-4	GHG emissions intensity			
			305-5	Reduction of GHG emissions			
<b>Social and employee-related aspects</b>	Employee health & safety and wellbeing	Occupational health and safety (2018)	403-1	Occupational health and safety management system	Atlantia, subsidiaries	Suppliers, Business partners, Contractors	Direct – caused by Atlantia
			403-2	Hazard identification, risk assessment, and incident investigation			
			403-3	Occupational health services			
			403-4	Worker participation, consultation, and communication on occupational health and safety			
			403-5	Worker training on occupational health and safety			
			403-6	Promotion of worker health			
			403-7	Prevention and mitigation of occupational health and safety impacts directly linked by business relationships			
			403-8	Workers covered by an occupational health and safety management system			
			403-9	Work-related injuries			
<b>Social and employee-related aspects</b> <b>Respect for human rights</b>	Diversity, equality and inclusion	General disclosures (2016)	102-8	Information on employees and other workers	Atlantia	Employees	Direct – caused by Atlantia
		Diversity and equal opportunities (2016)	405-1	Diversity of governance bodies and employees			
		Non-discrimination (2016)	405-2	Ratio of basic salary and remuneration of women to men			
Social and employee-related aspects	Employee engagement and development	Employment (2016)	401-1	New employee hires and employee turnover	Atlantia	Employees	Direct – caused by Atlantia
			401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees			
			401-3	Parental leave			
		Labour/management relations (2016)	402-1	Minimum notice periods regarding operational changes			
			404-1	Average hours of training per year per employee			
		Training and education (2016)	404-2	Programs for upgrading employee skills and transition assistance programs			
			404-3	Percentage of employees receiving regular performance and career development review			
	Freedom of association and collective bargaining (2016)	407-1	Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk				

Legislative Decree 254/2016 topic areas	Material topics	GRI content index			Internal Scope of materiality	External Scope of materiality	Type of impact
<b>Social and employee-related aspects</b>	Product and service safety	Customer health and safety (2016)	416-1	Assessment of the health and safety impacts of product and service categories	Subsidiaries	Communities and environment	Direct – caused by Atlantia and indirect – linked to Atlantia's activities
			416-2	Incidents of non-compliance concerning the health and safety impacts of products and service			
<b>Social and employee-related aspects</b>	Innovation and digital transformation	Management approach (2016)	103	Management approach	Atlantia	Customers, Communities and environment	Direct – caused by Atlantia
<b>Environmental</b>							
<b>Social aspects</b>	Responsible supply chain	Procurement practices	204				
<b>Respect for human rights</b>	Human and workers' rights*	Security practices (2016)	410-1	Security personnel trained in human rights policies or procedures	Atlantia, subsidiaries	Employees, Communities and environment	Direct – caused by Atlantia and indirect – linked to Atlantia's activities
		Rights of indigenous people (2016)	411-1	Incidents of violations of the rights of indigenous peoples			
		Human rights assessment (2016)	412-1	Operations that have been subject to human rights reviews or impact assessments			
<b>Combatting active and passive corruption</b>	Ethics, transparency and good governance	Economic performance (2016)	201-4	Financial assistance received from government	Atlantia	Employees, Communities and environment, Institutions, Investors and financial community, Suppliers, Business partners, contractors, Customers	Direct – caused by Atlantia
			205-1	Operations assessed for risks related to corruption			
		Anticorruption (2016)	205-2	Communication and training about anti-corruption policies and procedures			
			205-3	Confirmed incidents of corruption and actions taken			
		Anti-competitive behaviour (2016)	206-1	Total legal actions for anti-competitive behaviours, anti-trust and monopoly practices and related judgments			
			207-1	Approach to tax			
			207-2	Tax governance, control and risk management			
		Taxation (2019)	207-3	Stakeholder engagement and management concerns related to tax			
			207-4	Country-by-country reporting			
		Environmental compliance (2016)	307-1	Non-compliance with environmental laws and regulations			
		Public policy (2016)	415-1	Political donations			
		Socio-economic compliance (2016)	419-1	Non-compliance with laws and regulations in the social and economic area			

\* A relevant but not material topic. It has been included in this table to provide full disclosure compared with the scope of the disclosures indicated in Legislative Decree 254/2016.

## Global Compact principles – GRI Standards disclosures

Category	Global Compact principle	GRI disclosures
<b>Human rights</b>	Principle 1: Businesses should support and respect the protection of internationally proclaimed human rights	405-1, 405-2, 406-1, 410-1, 411-1, 412-1, 413-1, 413-2, 418-1
	Principle 2: Businesses should make sure that they are not complicit in human rights abuses	414-1, 414-2
<b>Labour</b>	Principle 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining	102-41, 402-1, 407-1
	Principle 4: Businesses should eliminate all forms of forced and compulsory labour	409-1
	Principle 5: Businesses should effectively abolish child labour	408-1
	Principle 6: Businesses should eliminate all forms of discrimination in respect of employment and occupation	102-8, 401-3, 404-1, 404-2, 404-3, 405-1, 405-2
<b>Environment</b>	Principle 7: Businesses should support a precautionary approach to environmental challenges	102-11, 201-2, 301-1, 302-4, 303-1, 305-4, 306-1, 307-1, 308-1, 308-2 305-5
	Principle 8: Businesses should undertake initiatives to promote greater environmental responsibility	301-1, 302-4, 303-1, 305-4, 306-1, 307-1, 308-1, 308-2
	Principle 9: Businesses should encourage the development and diffusion of environmentally friendly technologies	302-4, 302-5
<b>Tackling corruption</b>	Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery	102-16, 102-17, 205-1, 205-2, 205-3, 415-1

## Sustainability Accounting Standards Board (SASB)

Topic	Accounting Metrics	Sasb code	Reference / direct answer
<b>Environmental Impacts of Project Development</b>	Number of incidents of non-compliance with environmental permits, standards, and regulations	IF-EN-160a.1	Reference should be made to the section, "GRI content index".
	Discussion of processes to assess and manage environmental risks associated with project design, siting, and construction	IF-EN-160a.2	Reference should be made to the section, "4.3 The risk map and the related control mechanisms".
<b>Structural Integrity &amp; Safety</b>	Amount of defect-and safety-related rework costs	IF-EN-250a.1	Reference should be made to the section, "10.6 Significant legal and regulatory aspects".
	Total amount of monetary losses as a result of legal proceedings associated with defect- and safety-related incidents	IF-EN-250a.2	Reference should be made to the section, "10.6 Significant legal and regulatory aspects".
<b>Workforce Health &amp; Safety</b>	(1) Total recordable incident rate (TRIR) and (2) fatality rate for (a) direct employees and (b) contract employees	IF-EN-320a.1	Reference should be made to the section, "Our people".
<b>Lifecycle Impacts of Buildings &amp; Infrastructure</b>	Number of (1) commissioned projects certified to a third-party multi-attribute sustainability standard and (2) active projects seeking such certification	IF-EN-410a.1	Reference should be made to the detailed documentation published by our operating companies.
	Discussion of process to incorporate operational-phase energy and water efficiency considerations into project planning and design	IF-EN-410a.2	Reference should be made to the section, "Our commitment to responsible management of resources: circular economy and biodiversity" and the "Code of Ethics", section 4 "We protect the environment" -(click here to find out more).
<b>Climate Impacts of Business Mix</b>	Amount of backlog for (1) hydrocarbon related projects and (2) renewable energy projects	IF-EN-410b.1	From 2021, we have implemented a system for collecting data that requires information relating to this indicator. There is nothing to report this year.
	Amount of backlog cancellations associated with hydrocarbon-related projects	IF-EN-410b.2	From 2021, we have implemented a system for collecting data that requires information relating to this indicator. There is nothing to report this year.
	Amount of backlog for non-energy projects associated with climate change mitigation	IF-EN-410b.3	From 2021, we have implemented a system for collecting data that requires information relating to this indicator. There is nothing to report this year.
<b>Business Ethics</b>	(1) Number of active projects and (2) backlog in countries that have the 20 lowest rankings in Transparency International's Corruption Perception Index	IF-EN-510a.1	<p>The Group does not have any projects in any of the 20 countries that have the lowest rankings in Transparency International's Corruption Perception Index, as indicated in the SASB guidelines. Atlantia is present in the following countries:</p> <p>- USA; Puerto Rico; Mexico; Brazil; Chile; Argentina; Italy; Spain; France; Poland; India.</p> <p>This indicator is therefore not applicable. For more details on the 20 lowest ranked countries in the CPI - <a href="https://www.transparency.org/en/cpi/2021">https://www.transparency.org/en/cpi/2021</a>.</p>
	Total amount of monetary losses as a result of legal proceedings associated with charges of (1) bribery or corruption and (2) anticompetitive practices	IF-EN-510a.2	Reference should be made to the section, "GRI content index".
	Description of policies and practices for prevention of (1) bribery and corruption, and (2) anti-competitive behaviour in the project bidding processes	IF-EN-510a.3	Reference should be made to the sections, "5.4 Ethics and compliance management" and the "GRI content index". Reference should also be made to the "Atlantia Group's Anticorruption Policy" - (click here to find out more).

## 7.2 Quantitative tables

### 7.2.1 Environmental performance

#### Materials used

Key materials consumed	UM	2021	2020
Quarry materials	t	1,302,328	5,577,466
Asphalt concrete and bitumen purchased	t	1,652,908	1,651,927
Cement/concrete	t	322,007	889,708
Salt, chlorides and de/anti-icing products	t	63,050	4,244
Iron, steel and other metals	t	24,729	40,864
Other materials	t	10,265	17,683
<b>Total materials used</b>	<b>t</b>	<b>3,375,287</b>	<b>8,181,891</b>

The Group purchased over 3.3 million tonnes of material for use in operations in 2021, marking a reduction compared with 2020. This was primarily due to the

sharp decrease in the quantity of quarry materials, following the completion of works in Brazil.

#### Energy consumption by type

Type of consumption	UM	2021	2020	% 21 vs 20
<b>Electricity</b>				
Electricity purchased	TJ	1,102	1,043	6%
<i>of which from renewable sources</i>	TJ	357	138	160%
Thermal energy purchased	TJ	7	-	-
<i>of which from renewable sources</i>	TJ	-	-	-
Self-produced electricity from renewable sources	TJ	6	8	-26%
<b>Fuel</b>				
Natural/Methane gas	TJ	1,137	1,033	10%
Diesel	TJ	465	600	-23%
LPG	TJ	3	3	0%
Petrol	TJ	128	77	66%
Fuel oil	TJ	37	2	n/s
Ethanol	TJ	22	56	-61%
Biodiesel	TJ	4	-	-
<b>Total</b>	<b>TJ</b>	<b>2,905</b>	<b>2,814</b>	<b>3%</b>
<b>Cost of energy</b>	<b>€/000</b>	<b>70,712</b>	<b>80,812</b>	<b>-12%</b>
<b>% of total net operating costs</b>	<b>%</b>	<b>3.2%</b>	<b>3.4%</b>	<b>-6%</b>



## Energy consumption by country

Country	UM	2021	2020	% 21 vs 20
France	TJ	503	501	0%
Spain	TJ	155	196	-21%
Argentina	TJ	159	158	1%
Brazil	TJ	420	506	-17%
Chile	TJ	254	214	19%
Italy	TJ	1,289	1,145	13%
Mexico	TJ	30	39	-24%
Poland	TJ	31	23	35%
USA	TJ	32	-	0%
Other	TJ	31	32	-2%
<b>Total</b>	<b>TJ</b>	<b>2,905</b>	<b>2,814</b>	<b>3%</b>

Operating in several countries with high levels of water stress<sup>1</sup>, such as Spain, Italy, Chile, Mexico and India, Atlantia closely monitors the control and management of water resources through our subsidiaries. The Group follows shared objectives aimed at optimising water consumption, maximising the recycling and re-use of water and constant monitoring of waste water. To achieve this aim, Atlantia's subsidiaries have adopted policies designed to protect the most vulnerable water resources and take steps to improve efficiency and to contain and reduce any losses. In addition, further initiatives have been introduced with a view to saving drinking and industrial water. These actions, which

have involved the upgrade of the systems used to monitor water networks, enable us to control and manage water networks and plants and carry out targeted interventions should any critical issues arise. For example, SANEF SA, an Abertis group company, as part of a long-term plan to improve its environmental performance, has undertaken a series of initiatives at its most important operating sites to create water containment and treatment tanks at a cost of approximately €27 million. A further example of this positive approach is provided by the work carried out by Aeroporti di Roma at Fiumicino airport, where over €1 million has been invested in upgrading waste water treatment, with the aim of reusing the treated water for technical, firefighting or irrigation purposes. There was a 4% reduction in aggregate water withdrawals in 2021, with 21% of the total volume withdrawn being recycled.

<sup>1</sup> Water stress refers to the ability or inability to meet human and ecological demand for water, and to water availability, quality or accessibility.

## Water withdrawals

	UM	2021	2020
<b>Surface water</b>	MI	1,064	1,284
Fresh water <sup>1</sup>	MI	1,025	1,123
Other water <sup>2</sup>	MI	39	161
<b>Groundwater</b>	MI	1,436	1,504
Fresh water	MI	691	339
Other water	MI	745	1,165
<b>Process water</b>	MI	37	0
Fresh water	MI	37	0
Other water	MI	0	0
<b>Third-party water</b>	MI	2,996	2,927
Fresh water	MI	2,398	2,899
Other water	MI	598	28
<b>Total water withdrawn</b>	MI	<b>5,534</b>	<b>5,715</b>
<i>of which fresh water</i>	MI	4,151	4,361
<i>of which from areas subject to water stress</i>	MI	5,403	5,584

<sup>1</sup> ≤ 1,000 mg/L total dissolved solids

<sup>2</sup> > 1,000 mg/L total dissolved solids

## Water withdrawals in areas subject to water stress by country (Atlas – WRI)

Country	Withdrawals (MI)	Level of water stress
Italy	1,819	High
Spain	32	High
France	1,575	Medium-high
Mexico	115	High
Brazil	93	Low
Chile	1,863	High
USA	1	Low - Medium
Puerto Rico	11	No data
Argentina	15	Low - Medium
Poland	10	Low - Medium

Note: the table only shows countries where withdrawals are over 1 megalitre per year.  
Data source: World Resource Institute - Aqueduct Country and River Basin Rankings

## Scope 1 & 2 greenhouse gas emissions

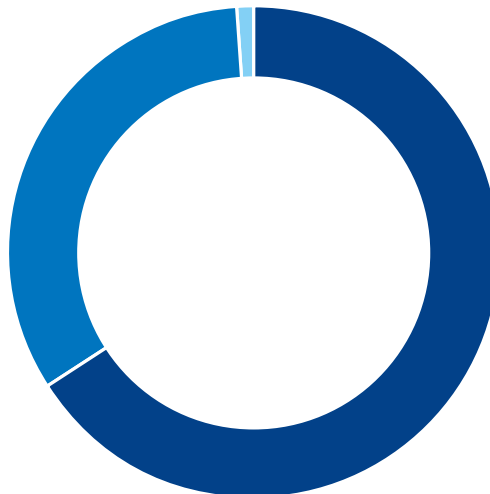
Year	Scope 1 [tCO <sub>2</sub> e]	Scope 2	
		Market-based [tCO <sub>2</sub> e]	Location-based [tCO <sub>2</sub> e]
2020	130,581	85,532	63,757
2021	115,186	71,676	74,501
<b>Total</b>	<b>Scope 1 + Scope 2 (Market-based)</b>	<b>Scope 1 + Scope 2 (Location-based)</b>	
2020	216,113	194,338	
2021	186,862	189,687	

## Scope 1 & 2 CO<sub>2</sub> emissions by segment

**66%**  
Motorways

**1%**  
Mobility services  
and holding  
company

**33%**  
Airports



## Scope 3 greenhouse gas emissions

	UM	2021	2020
Purchase of materials for use in maintenance	tCO <sub>2</sub>	572,884	854,658
Purchase of goods and services	tCO <sub>2</sub>	76,093	85,225
Activities connected with Fuel & Energy (not included in Scopes 1&2)	tCO <sub>2</sub>	26,438	7,249
Waste management	tCO <sub>2</sub>	28,060	30,236
Business travel	tCO <sub>2</sub>	15,124	16,253
Airport access	tCO <sub>2</sub>	221,100	157,879
Leased assets and fixed and mobile sources of third-party airport operators	tCO <sub>2</sub>	37,412	31,058
Other (capex, commuting)	tCO <sub>2</sub>	27,049	24,703
<b>Total emissions (Scope 3)</b>	<b>tCO<sub>2</sub></b>	<b>1,004,160</b>	<b>1,207,261</b>

## Total emissions in 2021 by country

Country	UM	Scope 1	Scope 2 MB	Scope 2 LB	Scope 3
France	tCO <sub>2</sub>	14,238	3,033	3,964	90,805
Spain	tCO <sub>2</sub>	2,901	6,306	8,235	32,643
Argentina	tCO <sub>2</sub>	3,236	17,751	12,292	32,582
Puerto Rico	tCO <sub>2</sub>	396	3,740	3,740	3,567
Brazil	tCO <sub>2</sub>	20,859	17,352	4,717	364,215
Chile	tCO <sub>2</sub>	6,719	11,469	18,063	37,115
Italy	tCO <sub>2</sub>	64,625	463	12,248	391,614
India	tCO <sub>2</sub>	73	2,504	1,929	10,041
Mexico	tCO <sub>2</sub>	652	800	2,567	5,357
USA	tCO <sub>2</sub>	512	4,376	2,812	907
Poland	tCO <sub>2</sub>	861	3,761	3,853	35,176
Other countries	tCO <sub>2</sub>	114	122	81	139
<b>Total emissions</b>	<b>tCO<sub>2</sub></b>	<b>115,186</b>	<b>71,676</b>	<b>74,501</b>	<b>1,004,160</b>

## Waste production

Main categories of waste produced	UM	2021		
		Waste recycled and recovered <sup>1</sup>	Waste directed to disposal	Other destination
<b>Hazardous waste</b>				
Waste containing oils	t	10	0	57
Packaging containing residues of or contaminated by hazardous substances	t	12	2	75
Other hazardous waste	t	73	215	381
<b>Total hazardous waste</b>	<b>t</b>	<b>95</b>	<b>218</b>	<b>512</b>
<b>Non-hazardous waste</b>				
Paper and cardboard packaging	t	13,774	13	13
Mixtures of concrete, bricks, tiles and ceramics	t	27,277	34	6,956
Mixed construction and demolition waste	t	269,950	115,691	5,320
Mixed urban waste	t	3,797	22,957	134
Sludge from septic tanks	t	2,724	7	5,025
Other non-hazardous waste	t	31,669	13,778	14,506
<b>Total non-hazardous waste</b>	<b>t</b>	<b>349,190</b>	<b>152,480</b>	<b>31,954</b>
<b>Total waste produced</b>	<b>t</b>	<b>349,285</b>	<b>152,698</b>	<b>32,466</b>

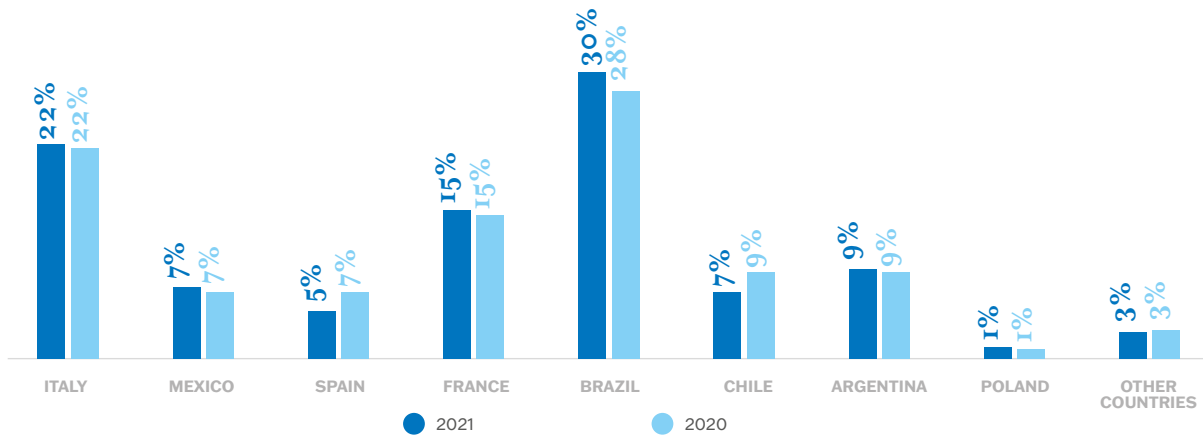
<sup>1</sup> including energy recovery

A total of 534,450 tonnes of waste was produced in 2021, a significant reduction of 43.3% compared with 2020 (942,000 tonnes). This reflected the completion of works, primarily in Brazil, with the percentage of waste recycled/reused/recovered amounting to 65.3% (52.9% in 2020).

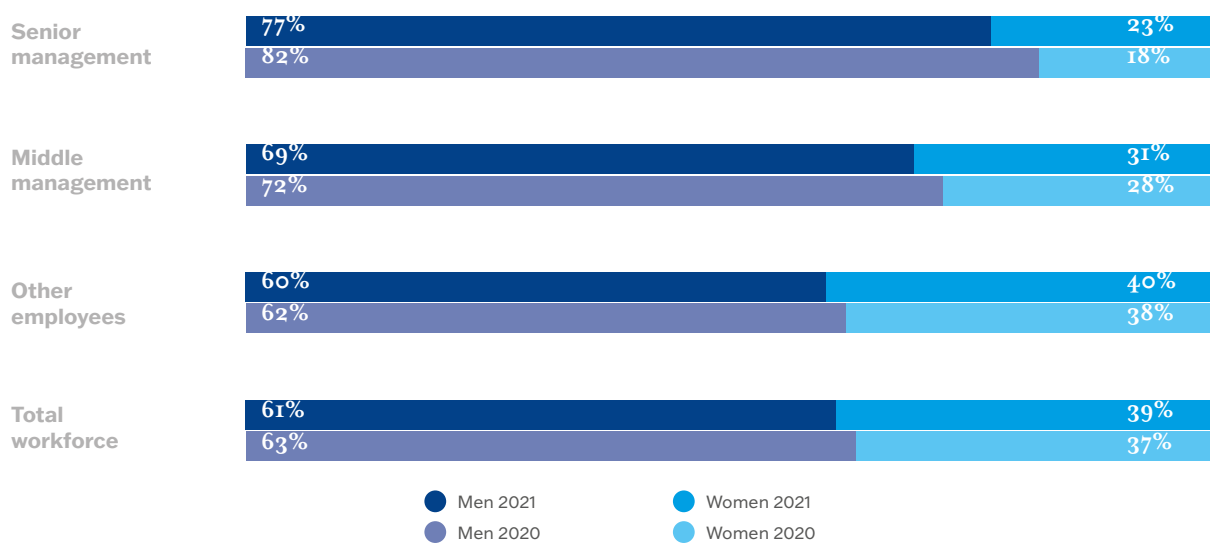
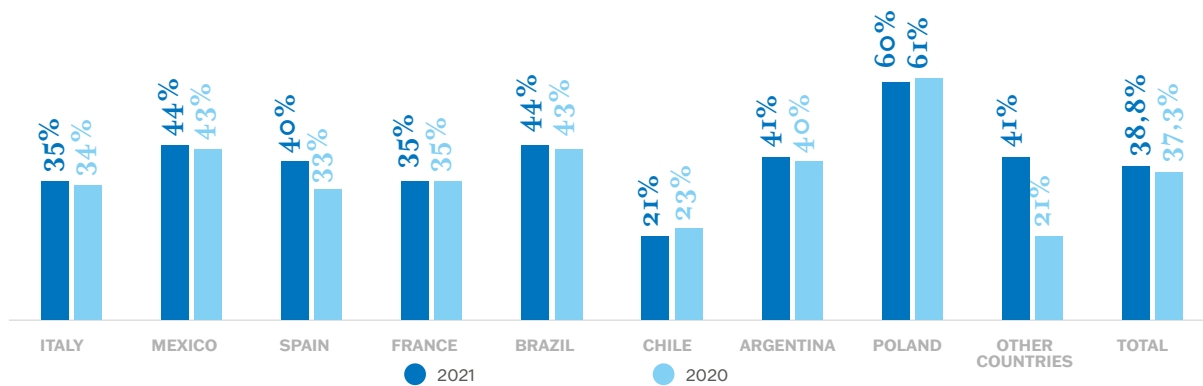
### 7.2.2. Social performance

Distribution of workforce by country and gender<sup>2</sup>

#### Distribution of the total workforce by country



#### Women as a percentage of the workforce by country



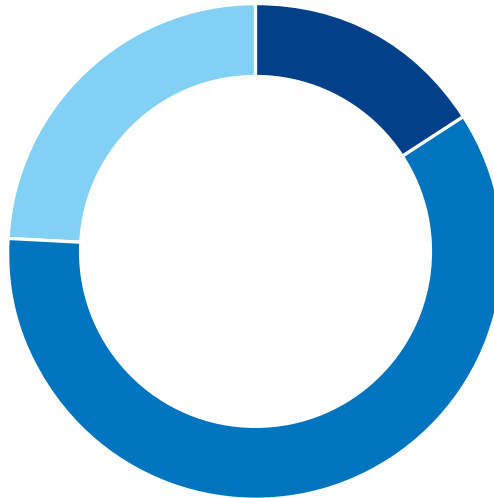
<sup>2</sup> "Other countries" refers to the employees of Abertis Mobility Service (AMS) in Hungary and the UK, in addition to the Group companies operating in Puerto Rico, India and the USA.

## Workforce by age

**16%**  
Total <30

**60%**  
Total 30-50

**24%**  
Total >50



## Employees by gender, age and job category

	Total	Senior management			Middle management			Other employees		
		<30	30-50	>50	<30	30-50	>50	<30	30-50	>50
Men	12,446	-	109	118	24	606	338	1,626	6,582	3,043
Women	7,880	-	36	31	9	316	104	1,606	4,562	1,216
<b>Total</b>	<b>20,326</b>	<b>-</b>	<b>145</b>	<b>149</b>	<b>33</b>	<b>922</b>	<b>442</b>	<b>3,232</b>	<b>11,144</b>	<b>4,259</b>
			294			1,397			18,635	

## Information on employees and other workers

Geographical area	Contract category	UM	2021			2020		
			Men	Women	Total	Men	Women	Total
ITALY	Permanent	no.	2,817	1,477	4,294	3,068	1,602	4,670
	Fixed-term	no.	76	100	176	37	16	53
MEXICO	Permanent	no.	752	486	1,238	829	636	1,465
	Fixed-term	no.	63	151	214	-	-	-
SPAIN	Permanent	no.	520	349	869	993	497	1,490
	Fixed-term	no.	34	20	54	-	-	-
FRANCE	Permanent	no.	1,927	1,047	2,974	2,061	1,121	3,182
	Fixed-term	no.	82	35	117	1	2	3
BRAZIL	Permanent	no.	3,431	2,685	6,116	3,479	2,628	6,107
	Fixed-term	no.	-	-	-	1	-	1
CHILE	Permanent	no.	1,096	274	1,370	1,419	378	1,797
	Fixed-term	no.	26	19	45	56	51	107
ARGENTINA	Permanent	no.	1,084	728	1,812	1,180	800	1,980
	Fixed-term	no.	41	68	109	-	-	-
POLAND	Permanent	no.	108	147	255	108	145	253
	Fixed-term	no.	12	34	46	11	41	52
OTHER COUNTRIES	Permanent	no.	353	244	597	99	26	125
	Fixed-term	no.	24	16	40	-	-	-
TOTAL without AMS 2020	Permanent	no.	12,088	7,437	19,525	13,236	7,833	21,069
	Fixed-term	no.	358	443	801	106	110	216
TOTAL with AMS 2020	Permanent	no.	12,088	7,437	19,525			21,203
	Fixed-term	no.	358	443	801			684
<b>Total</b>		no.	<b>12,446</b>	<b>7,880</b>	<b>20,326</b>			<b>21,887</b>
TOTAL without AMS	Full-time	no.	11,692	6,560	18,252	12,635	6,689	19,324
	Part-time	no.	754	1,320	2,074	710	1,251	1,961
	% Full-time	%			90%			88%

Details of the composition and diversity of Atlantia SpA's governance bodies are provided in the "Report on Corporate Governance 2021" (<https://www.atlantia.com/en/download-center/governance/report-on-corporate-governance>).

## Turnover

### New hires and turnover

	2021				2020			
	Hires <sup>1</sup>	%	LEAVERS	%	Hires	%	Leavers	%
Men	1,474	60%	2,230	63%	1,620	66%	1,712	61%
Women	973	40%	1,316	37%	835	34%	1,093	39%
<b>Total</b>	<b>2,447</b>		<b>3,546</b>		<b>2,455</b>		<b>2,805</b>	
<30	944	39%	1,165	33%	933	38%	863	31%
30-50	1,323	54%	1,702	48%	1,337	54%	1,389	50%
>50	180	7%	679	19%	185	8%	553	20%
<b>Total</b>	<b>2,447</b>		<b>3,546</b>		<b>2,455</b>		<b>2,805</b>	
ITALY	190	8%	269	8%	143	6%	128	4%
MEXICO	185	8%	598	17%	237	10%	420	12%
SPAIN	26	1%	51	1%	49	2%	228	6%
FRANCE	192	8%	195	5%	118	5%	179	5%
BRAZIL	1596	65%	1485	42%	1389	57%	1320	37%
CHILE	145	6%	649	18%	481	20%	489	14%
ARGENTINA	14	1%	100	3%	0	0%	18	1%
POLAND	1	0%	13	0%	31	1%	13	0%
OTHER COUNTRIES	98	4%	186	5%	7	0%	10	0%
<b>Total</b>	<b>2,447</b>		<b>3,546</b>		<b>2,455</b>		<b>2,805</b>	

	2021									
	<30		30-50		>50		Total			
	Men	Women	Men	Women	Men	Women	Men	Women	Total	Share
Hires	504	440	849	474	121	59	1,474	973	2,447	100%
From outside the Group	495	434	840	470	116	58	1,451	962	2,413	99%
Confirmation of people on fixed-term contracts <sup>1</sup>	9	6	9	4	5	1	23	11	34	1%

<sup>1</sup> The figure for people confirmed on fixed-term contracts does not include the Abertis group.



Hires by gender (no. and %)	UM	2021 <sup>1</sup>	%	2020	%
Men	no.	1,474	60%	1,620	66%
Women	no.	973	40%	835	34%
<b>Total</b>	<b>no.</b>	<b>2,447</b>	<b>100%</b>	<b>2,455</b>	<b>100%</b>

	<30		30-50		>50		Total		
	Men	Women	Men	Women	Men	Women	Men	Women	Total
Internal Mobility <sup>2</sup>	14	5	41	20	16	8	71	33	104
% women									32%

	<30		30-50		>50		Total			
	Men	Women	Men	Women	Men	Women	Men	Women	Total	Share
Leavers	630	535	1083	619	517	162	2,230	1,316	3,546	100.0%
Resignation	332	332	453	304	92	50	877	686	1,563	44.1%
Dismissal	297	202	623	313	215	48	1,135	563	1,698	47.9%
Retirement	-	1	2	-	205	62	207	63	270	7.6%
Work-related death	-	-	-	-	1	1	1	1	2	0.1%
Other <sup>3</sup>	1	-	5	2	4	1	10	3	13	0.4%

Leavers by gender (no. and %)	UM	2021	%	2020	%
Men	no.	2,230	63%	1,712	60%
Women	no.	1,316	37%	1,093	40%
<b>Total</b>	<b>no.</b>	<b>3,546</b>	<b>100%</b>	<b>2,805</b>	<b>100%</b>

<sup>1</sup> The figure for people confirmed on fixed-term contracts does not include the Abertis group.

<sup>2</sup> This figure does not include the Abertis group.

<sup>3</sup> Agreed terminations and deaths not related to work.

## Turnover: causes of termination of employment

		2021					
UM		Resignation	Dismissal	Retirement	Death at work	Other <sup>(1)</sup>	Total
ITALY	Total	123	10	125	-	11	269
	Share	46%	4%	46%	0%	4%	
MEXICO	Total	513	77	8	-	-	598
	Share	86%	13%	1%	0%	0%	
SPAIN	Total	17	23	11	-	-	51
	Share	33%	45%	22%	0%	0%	
FRANCE	Total	61	42	92	-	-	195
	Share	31%	22%	47%	0%	0%	
BRAZIL	Total	506	960	17	2	-	1,485
	Share	34%	65%	1%	0%	0%	
CHILE	Total	149	498	-	-	2	649
	Share	23%	77%	0%	0%	0%	
ARGENTINA	Total	35	53	12	-	-	100
	Share	35%	53%	12%	0%	0%	
POLAND	Total	12	1	-	-	-	13
	Share	92%	8%	0%	0%	0%	
OTHER COUNTRIES	Total	147	34	5	-	-	186
	Share	79%	18%	3%	0%	0%	
<b>Total</b>	<b>Total</b>	<b>1,563</b>	<b>1,698</b>	<b>270</b>	<b>2</b>	<b>13</b>	<b>3,546</b>
	<b>Share</b>	<b>44%</b>	<b>48%</b>	<b>8%</b>	<b>0%</b>	<b>0%</b>	<b>100%</b>

<sup>1</sup> This figure does not include ABC, ACA, Abertis or Telepass.

Turnover rates	UM	2021
New full-time hires from outside the Group	no.	2,413
<i>of which management positions filled by women</i>	%	37%

## Parental leave

Employees taking parental leave	UM	2021	2020
During the year	no.	419	413
Rate of return to work in the year	%	89%	77%
Retention rate	%	99% <sup>1</sup>	91%

<sup>1</sup> This figure does not include Abertis.

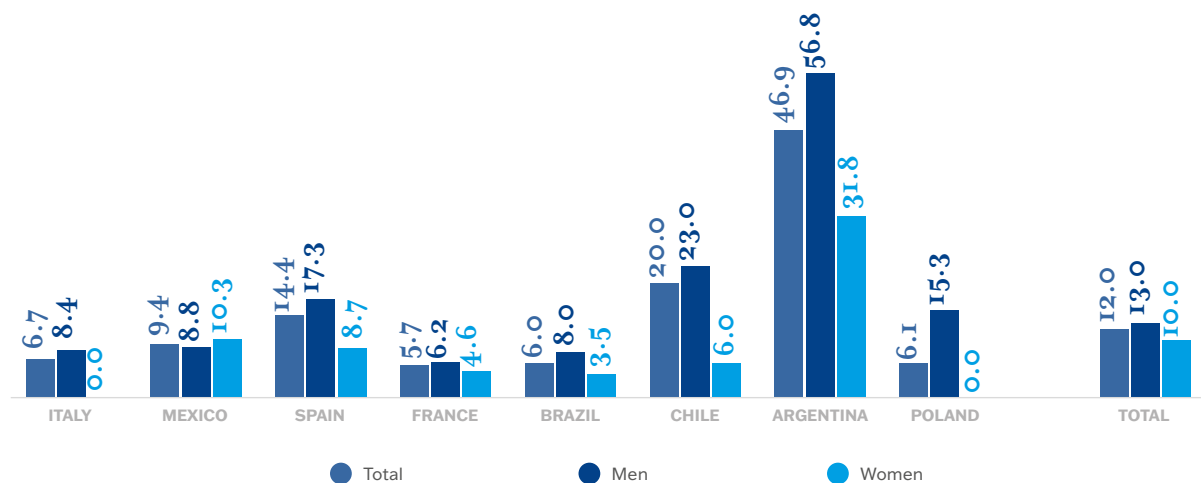
## Occupational health and safety: employ injury rates

Direct employees	UM	2021			2020	
Occupational injuries		Men	Women	Total	Total	
Recordable injuries	no.	480	166	646	497	
Injuries with >=1-day absence from work	no.	329	128	457	300	
<b>of which:</b> Injuries with >=3-day absence from work <sup>1</sup>	no.	88	43	131	102	
Serious injuries with >=6-month absence from work	no.	4	3	7	3	
Work-related deaths	no.	1	1	2	5	
<b>Hours worked by employees (m)</b>	no.	25.2	12.8	38.0	35.2	
<b>GRI injury rates<sup>1</sup></b>	Ratio of recordable injuries to millions of hours worked	%	19.0	13.0	17.0	14.1
	Ratio of injuries with >=1-day absence to millions of hours worked (LTIFR)	%	13.0	10.0	12.0	8.5
	Ratio of injuries with >=3-day absence to millions of hours worked <sup>1</sup>	%	3.5	3.4	3.5	2.9
	Serious injuries /millions of hours worked	%	0.2	0.2	0.2	0.1
	Fatal injuries /millions of hours worked	%	0.04	0.1	0.1	0.1

Indirect employees	UM	2021			2020	
Occupational injuries		Men	Women	Total	Total	
Recordable injuries	no.	198	22	220	168	
Injuries with >=1-day absence from work	no.	131	16	147	-	
<b>of which:</b> Injuries with >=3-day absence from work <sup>1</sup>	no.	2	4	6	-	
Serious injuries with >=6-month absence from work	no.	8	1	9	2	
Work-related deaths	no.	5	-	5	3	
<b>Hours worked by employees (m)</b>	no.	25.2	3.0	28.2	28.3	
<b>GRI injury rates</b>	Ratio of recordable injuries to millions of hours worked	%	7.9	7.3	7.8	5.9
	Ratio of injuries with >=1-day absence to millions of hours worked (LTIFR)	%	5.2	5.3	5.2	-
	Ratio of injuries with >=3-day absence to millions of hours worked <sup>1</sup>	%	0.1	1.3	0.2	-
	Serious injuries /millions of hours worked	%	0.3	0.3	0.3	0.1
	Fatal injuries /millions of hours worked	%	0.2	-	0.2	0.1

<sup>1</sup> This figure does not include Abertis.

## LTIFR (prognosis >= 1 day) by country



## Training by job category and age

2021	UM	Senior Management		Middle Management		Other employees		Total		
		Men	Women	Men	Women	Men	Women	Men	Women	Total
Total hours of training provided	no.	4,732	1,929	38,871	15,556	342,940	196,761	386,543	214,245	600,788
Average hours of training per employee <sup>1</sup>	no.	21	29	40	36	31	27	31	27	30
Total expenditure on training	€/000									3,353

2020	UM	Senior Management		Middle Management		Other employees		Total		
		Men	Women	Men	Women	Men	Women	Men	Women	Total
Total hours of training provided	no.	3,598	870	31,286	13,151	289,893	110,384	324,777	124,405	449,182
of which in health and safety	no.	-	-	-	-	-	-	-	-	109,113
Average hours of training per employee training	no.	16	18	27	29	24	15	24	16	21
Total expenditure on training	€/000									3,088

<sup>1</sup> The figure has been calculated based on total employees as at 31 December.

Of the 600,000 hours of training provided in 2021, 146,451 hours were spent on training on health and safety (approximately 2,800 people trained<sup>3</sup>), 40,308 were spent on training in sustainability (approximately 6,000 people trained), 1,687 hours focused on the Code of Ethics<sup>4</sup> (2,094 people), and 3,774 hours focused on

digitalization and cybersecurity (3,045 people).

203 hours of training were also provided in diversity and inclusion (116 people) and 7,132 people (612 senior and middle management, 6,520 other employees) received training in anticorruption, which was also extended to include 38 members of boards of directors<sup>5</sup>.

<sup>3</sup> The figure for employees who received health and safety training does not include Abertis.

<sup>4</sup> The figure for the number of hours spent on training in the Code of Ethics does not include Abertis.

<sup>5</sup> During the year, Atlantia SpA's Directors discussed and approved the Company's new Anticorruption Policy (available here).

## Performance management

Job category	UM	2021		
		Men	Women	Total
Senior management	%	89%	96%	91%
Middle management	%	93%	96%	94%
Other employees	%	54%	58%	56%
<b>Total</b>	<b>%</b>	<b>58%</b>	<b>60%</b>	<b>65%<sup>1</sup></b>
Percentage of employees included in the Management by Objectives (MBO) plan	%	45%	48%	46%

<sup>1</sup> The percentage also takes into account AB Concessoes, for which a breakdown by gender and job category is not available.

## Pay levels

Gender pay ratio		2021	
Gender	UM	Basic pay	Total remuneration
Senior management	%	85%	78%
Middle management	%	93%	90%
Other employees	%	88%	88%
<b>Weighted total on FTE</b>	<b>%</b>	<b>-</b>	<b>88%</b>
Gender pay gap		2021	
Gender	UM	Basic pay	Total remuneration
Senior management	%	15%	22%
Middle management	%	7%	10%
Other employees	%	12%	12%
<b>Weighted total on FTE</b>	<b>%</b>	<b>-</b>	<b>12%</b>

## Other useful indicators

	UM	2021	2020
Percentage of women in revenue-generating functions in management positions	%	29.3%	23.5%

Welfare and work-life balance	UM	2021
Percentage benefitting from flexible working hours	%	17% <sup>1</sup>
Percentage benefitting from working from home arrangements	%	20% <sup>2</sup>
Cost of welfare initiatives	€/000	5,702 <sup>3</sup>

<sup>1</sup> This figure includes AB Concessoes, Abertis, Atlantia, Grupo Costanera, Aeroporti di Roma and Telepass.

<sup>2</sup> This figure includes AB Concessoes, Aeroports de la Cote d'Azur, Atlantia, Grupo Costanera, Aeroporti di Roma, Stalexport and Telepass.

<sup>3</sup> This figure does not include Abertis, Atlantia SpA and Grupo Costanera.

## Initiatives designed to support people's wellbeing

Atlantia provides its employees with forms of welfare designed to meet the real needs of the Company's personnel and their families. All the holding company's employees are offered welfare benefits such as: supplementary health insurance, life/invalidity insurance and professional and non-professional insurance, medical check-ups, a supplementary pension fund, a welfare spending account with personalisable services, season tickets for public transport, a smart working policy, parental leave, 10 days on full pay to use for voluntary work. The initiatives adopted by companies within Atlantia's scope of consolidation

have been adapted to suit the local contexts in which the companies operate, bearing in mind the nature of the market and the applicable laws. Welfare services may include: health insurance, accident and life insurance, parental leave, pensions, special discounts and forms of income support, engagement initiatives and active participation in the promotion of social, voluntary and wellbeing initiatives.

In terms of share schemes, the Group's Italian employees benefitted from a free share scheme in 2020, as reported in the Integrated Annual Report for 2020. Subject to approval by the Annual General Meeting, an employee share scheme is to be launched in 2022 (further information is provided in the "Governance" section).

## Supply chain

### Suppliers and expenditure

	2021		2020	
	Number of active suppliers	Total annual expenditure (€)	Number of active suppliers	Total annual expenditure (€)
Italy	1,653	391,077,127	1,246	420,690,781
Spain	3,116	167,644,108	3,204	161,890,631
France	3,991	914,479,941	3,761	348,678,689
Brazil	4,509	315,797,553	3,986	551,366,921
Chile	2,344	127,226,236	2,274	95,940,697
Argentina	724	56,252,712	710	38,119,327
Poland	815	26,645,120	787	21,567,612
Puerto Rico	239	36,650,138	297	32,732,954
Mexico	2,048	443,343,427	746	613,409,228
Other countries	748	28,094,945	93	1,474,042
<b>Total</b>	<b>20,187</b>	<b>2,507,211,306</b>	<b>17,104</b>	<b>2,285,870,882</b>
Critical suppliers	704	465,201,282	886	693,377,352
<b>% of total expenditure</b>		<b>19%</b>		<b>30%</b>
<b>% of spending on local suppliers 2021</b>		<b>88%</b>		

Over the year, Group companies conducted ESG assessments of approximately 1,950 suppliers, including 96 core suppliers.

127 firms in the supply chain were considered high sustainability risks in 2021, with 84% audited in accordance with ESG criteria.

### 7.2.3. Governance performance

With the aim of helping to disseminate information and build expertise, Atlantia continued to communicate its governance policies and procedures in 2021. All Atlantia SpA's employees can access the company's intranet to find organisational documents (the 231 Model, the Anticorruption Policy and the Code of Ethics). From June 2021, the Company has also begun publishing a monthly newsletter on changes to legislation, including aspects relating to efforts to tackle corruption and money laundering, which have been the subject of specific training courses provided to approximately 34% of the workforce. In 2021, the holding company's Board of Directors was kept directly up to date on issues linked to Atlantia's Anticorruption Policy, which was brought to the attention of the Board on 8 July 2021. Outside the Company, 2,757 suppliers have been made aware of the specific policies regarding this issue and 3,523 suppliers have been sent the Group's Code of Ethics.

## Road traffic accidents

### Customer safety

	UM	2021	2020
Accidents on the motorway network	no.	21,577	18,381
Road accident fatalities	no.	1,106	991
Road traffic accident rate	%	27.8	27.7
Road traffic fatality rate	%	1.42	1.49

### Certifications

The chart below shows the degree to which the Group's activities are covered by management system certification as a percentage of turnover. The main certifica-

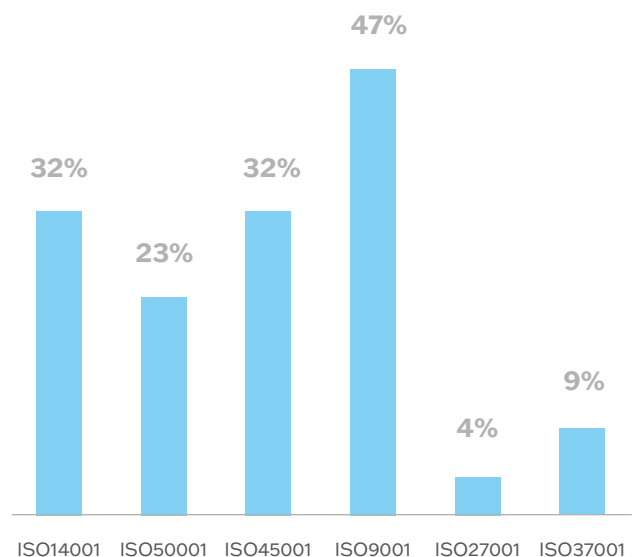
tions obtained by Group companies are:

- ISO14001:2015 for environmental management systems;
- ISO 50001:2018 for energy management systems;
- ISO 45001:2018 for occupational health and safety management systems;
- ISO 27001:2013 for information security management systems;
- ISO 37001:2016 for anti-bribery management systems.

In addition to the certifications included in the chart, with specific regard to the motorways segment, ISO 39001 road traffic safety certification has been obtained by Abertis autopistas españa sa, Autopistas Concesionaria Española SA, Autopistas De León S.A.C.E., Autopistas Vasco-Aragonesa C.E.S.A., Autopistes De Catalunya SA, Castellana De Autopistas S.A.C.E., Iberpistas SA, Infraestructures Viàries De Catalunya SA, Grupo Concesionario Del Oeste SA, Operavias SA, Sociedad Concesionaria Autopista Central SA, Sociedad Concesionaria Autopista De Los Andes SA, Sociedad Concesionaria Autopista Del Sol SA, Sociedad Concesionaria Autopista Los Libertadores SA, Sociedad Concesionaria Del Elqui SA (Elqui), Sociedad Concesionaria Rutas Del Pacífico SA, Gestora De Autopistas SPA (Gesa), Vías Chile SA. The aggregate revenue of the above companies accounts for 19% of total Group revenue and 23% of motorways segment revenue.

### Certifications 2021

(percentage of revenue covered by certification)





## Focus on discontinued operations: Autostrade per l'Italia group

The following information specifically regards a number of key indicators for the Autostrade per l'Italia group. This information has been included to provide a complete overview of the situation as at 31 December 2021 and enable comparison between the scope of consolidation for amounts as at 31 December 2020, as presented in the Integrated Annual Report for 2020, and the scope used for this document.

Following signature of the agreement to sell Atlantia's entire stake in Autostrade per l'Italia to the CDP Consortium in June 2021, the Autostrade per l'Italia group is classified in discontinued operations in the consolidated accounts as at and for the year ended 31 December 2021.

Autostrade per l'Italia SpA prepares its own consolidated non-final statement in accordance with art. 3 of Legislative Decree 254/2016, to which reference should be made for a full description of the group's policies, risks and results and of the ESG goals it has set itself.

2021 registered a significant decline in emissions following the subsidiary's decision to use green energy. Total energy consumption amounted to 1,087 TJoule, marking a reduction of 0.5% compared with the previous year.

In terms of social aspects, the direct workforce rose by over 2,000 compared with 2020, following consolidation of the Pavimental group in 2021 (approximately 1,630 employees in 2020). 85% of employees are on permanent contracts. As regards the composition of the Board of Directors, men account for 90% of the total.

Finally, with regard to the occupational health and safety performance, there were 172 injuries among direct employees in 2021, with the injury rate of 10.7 marking a reduction with respect to 2020.

### Energy consumption by type

	UM	2021	2020	% 21 vs 20
Petrol	TJ	3	2	43%
LPG	TJ	37	12	208%
Diesel	TJ	410	298	37%
Electricity	TJ	824	707	16%
Natural/methane gas	TJ	93	74	26%
Fuel oil	TJ	78	-	-
<b>Total</b>	<b>TJ</b>	<b>1,446</b>	<b>1,092</b>	<b>32%</b>

### Greenhouse gas emissions

	UM	2021	2020
Direct emissions	tCO <sub>2</sub> e	44,726	26,985
Indirect emissions from electricity consumption (market-based)	tCO <sub>2</sub> e	7,617	61,462



## Information on employees and other workers

Contract category	UM	2021			2020		
		Men	Women	Total	Men	Women	Total
Permanent	no.	6,637	1,922	8,559	5,235	1,612	6,847
Fixed-term	no.	473	188	661	162	129	291
<b>Total</b>	no.	<b>7,110</b>	<b>2,110</b>	<b>9,220</b>	<b>5,397</b>	<b>1,741</b>	<b>7,138</b>
Full-time	no.	6,545	1,320	7,865	4737	934	5671
Part-time	no.	565	790	1,355	660	807	1,467

## Employees by gender, age and job category

	Total	Senior management			Middle management			Other employees		
		<30	30-50	>50	<30	30-50	>50	<30	30-50	>50
Men	7,110	0	71	54	0	143	214	469	2,577	3,582
Women	2,110	0	13	5	0	42	60	169	993	828
<b>Total</b>	<b>9,220</b>	<b>0</b>	<b>84</b>	<b>59</b>	<b>0</b>	<b>185</b>	<b>274</b>	<b>638</b>	<b>3,570</b>	<b>4,410</b>
				<b>143</b>			<b>459</b>			<b>8,618</b>

## Board of Directors by gender and age range - 2021

	% women	% men	% of total
30-50	10%	10%	20%
>50	-	80%	80%

## Injuries

Direct employees	UM	2021	2020
Occupational injuries	no.	172	113
of which serious <sup>1</sup>	no.	-	1
of which fatal	no.	-	-
Millions of hours worked	no.	16.0	10.7
Injury rate <sup>2</sup>	%	10.7	11.0
Serious injury rate	%	-	0.1
Fatal injury rate	%	-	-
Indirect employees	UM	2021	2020
Occupational injuries	no.	124	140
of which serious <sup>1</sup>	no.	-	1
of which fatal	no.	5.0	3
Millions of hours worked	no.	8.0	6.2
Injury rate <sup>2</sup>	%	15.5	22
Serious injury rate	%	-	0.2
Fatal injury rate	%	0.6	0.5

<sup>1</sup> Injuries resulting in an absence from work of at least 6 months.



<sup>2</sup> Injury rates are calculated by multiplying the ratio of the number of injuries to the number of hours worked by 1,000,000.

### 7.3 Taxonomy

#### Introduction

Regulation 2020/852 of the European Parliament and Council of 18 June 2020 has introduced the classification system and reporting framework for the European Taxonomy, designed to direct investment towards environmentally sustainable activities. In this way, the EU aims to facilitate the transition to a net zero economy that is more resilient to the effects of climate change and more resource-efficient.

For an economy activity to be classed as “environmentally sustainable”, it must contribute substantially to the achievement of at least one of the six environmental objectives without doing significant harm to any of the other objectives. These objectives are:

	Climate change mitigation
	Climate change adaptation
	Sustainable use and protection of water and marine resources
	Transition to a circular economy
	Pollution prevention and control
	Protection and restoration of biodiversity and ecosystems

Delegated Regulation (EU) 2021/2139 was published on 4 June 2021<sup>6</sup>. Appendixes I and II establish the technical

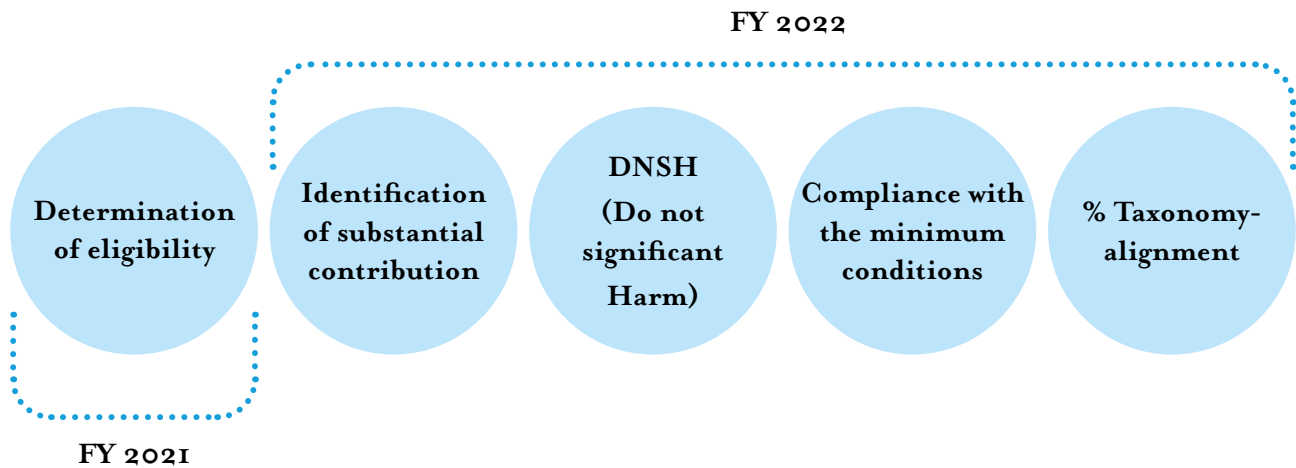
<sup>6</sup> European Parliament and Council, REGULATION (EU) 2020/852 OF THE EUROPEAN PARLIAMENT AND COUNCIL of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088.

screening criteria for determining the conditions under which an economic activity qualifies as contributing substantially to climate change mitigation or climate change adaptation and for determining whether that economic activity causes no significant harm to any of the other environmental objectives. As this legislation is still in the process of being finalised, the related delegated regulations, providing further details of the economic activities considered environmentally sustainable and introducing the related technical screening criteria, have yet to be issued.

Under article 8, paragraph 1 of Regulation 2020/852, it is mandatory for undertakings subject to the obligation introduced by article 19-bis or 29-bis of Directive 2013/34/EU to disclose the proportion of their economic activities that qualify as environmentally sustainable and the related financial information (“KPIs”) on turnover, capital expenditure (CapEx) and operating expenditure (OpEx) associated with environmentally sustainable activities. Delegated Regulation 2021/2178 of 6 July 2021<sup>7</sup> specifies the content and presentation of information and the methodology to be followed in disclosing the above information. It also specifies that, for 2021, the undertakings need only disclose information relating to the first two environmental objectives for economic activities classified as **Taxonomy-eligible**, postponing the publication of information on the Taxonomy-alignment of such activities until the following year.

An economic activity is classified as eligible if it is included in those listed in the above Appendixes I and II, regardless of whether or not it meets one or all of the technical screening criteria established by the Appendixes. Instead, an economic activity is not considered eligible if is not on the list.

<sup>7</sup> European Commission, DELEGATED REGULATION (EU) 2021/2139 OF THE COMMISSION of 6 July 2021 supplementing Regulation (EU) 2020/852 of the European Parliament and of the Council by specifying the content and presentation of information to be disclosed by undertakings subject to Articles 19a or 29a of Directive 2013/34/EU concerning environmentally sustainable economic activities, and specifying the methodology to comply with that disclosure obligation.



**Atlantia’s approach**

As required by the legislation, we based our determination of the proportion of eligible economic activities that make up our businesses on the “Statistical classification of economic activities within the European Community”<sup>8</sup> and the descriptions of the activities listed in Appendixes I and II to the above Delegated Regulation (EU) 2021/2139. We involved and worked with our subsidiaries as part of this process.

According to data from the European Commission, the transport sector accounts for approximately 23% of greenhouse gas emissions. The most sustainable transport infrastructure and technological solutions applied to mobility will therefore play a key role in enabling the sector’s energy transition to forms of mobility with a smaller environmental footprint, and in shifting to new forms of mobility. In this scenario, our activities are eligible, in relation to both the objective of climate change mitigation and the objective of climate change adaptation, as defined in Appendixes I and II, Point 6 – Transport in relation to the activities described in items:

- 6.15 Infrastructure enabling low-carbon road transport and public transport.
- 6.17 low-carbon airport infrastructure.

In terms of our activities in the mobility services sector,

there is currently no match with the criteria indicated in the Taxonomy. As a result, in applying the legislation and whilst awaiting further developments, these activities have been classified as non-eligible.

On this basis, we have carried out appropriate analyses to identify the financial information required by the Taxonomy and produce KPIs for revenue, capital expenditure and operating expenditure, as shown below.

**Method of calculation and KPIs**

The method used to calculate the financial KPIs required by the Taxonomy follows the approach indicated in the legislation. This means that:

**1. Calculation of the percentage of eligible revenue**

$$\frac{\text{Turnover related to eligible activities}}{\text{Atlantia's total turnover}}$$

- Numerator: the portion of net revenue from products and services associated with the economic activities classified as eligible in accordance with the Taxonomy.
- Denominator: total net revenue, as presented in note “8. Explanatory notes, reconciliations and other information”.

<sup>8</sup> Regulation (EC) 1893/2006 of the European Parliament and Council of 20 December 2006.

## 2. Calculation of the percentage of eligible Capex

$$\frac{\text{Capex KPI (\%)}}{\text{Capex related to eligible activities}} = \frac{\text{Capex related to eligible activities}}{\text{Atlantia's total Capex}}$$

- Numerator: the portion of capital expenditure relating to activities or processes associated with economic activities classified as eligible in accordance with the Taxonomy.
- Denominator: increases in property, plant and equipment and intangible assets before depreciation and amortisation, impairment losses and any revaluations, including those resulting from remeasurement or impairments, for the year in question, excluding changes in fair value. The denominator also includes increases in property, plant and equipment and intangible assets resulting from business combinations (note “9.1 Notes to the consolidated statement of cash flows”). In addition, since Atlantia applies international financial reporting standards (IFRS), capital expenditure includes the costs accounted for on the basis of the legislation (Delegated Regulation 2021/2178).

## 3. Calculation of the percentage of eligible Opex

$$\frac{\text{Opex KPI (\%)}}{\text{Opex related to eligible activities}} = \frac{\text{Opex related to eligible activities}}{\text{Atlantia's total Opex}}$$

- Numerator: the portion of operating expenditure relating to activities or processes associated with economic activities classified as eligible in accordance with the Taxonomy, including training needs and other needs personnel development needs, and direct non-capitalised costs relating to research and development.

- Denominator: direct non-capitalised costs relating to research and development, building renovations, short-term rentals, maintenance and repair and any other direct expenditure relating to the day-to-day maintenance of property, plant and equipment, carried out either by the company or by third parties to whom these tasks are outsourced, as needed to ensure the continuous and efficient operation of these assets.

Following this process, the data required by the above legislation was computed on the basis of the best understanding and interpretation of the legislation, using the information available to date within a legislative and interpretation framework that is still under development, a process that could result in future changes. The KPIs<sup>9</sup> for Revenue, CapEx and OpEx for European Taxonomy-eligible economic activities are shown below:

	% Eligible	% Non-eligible
Revenue	85%	15%
CapEx	86%	14%
OpEx	92%	8%

<sup>9</sup> Aeroport de la Cote d'Azur's contribution to the numerator was excluded from calculation of the indicators as further analysis is required, whilst Aeroporti di Roma's contribution was excluded solely as it relates to operating expenditure.



 abertis

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Site manager  
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# 08.

# Explanatory notes, reconciliations and other information



GRUPO COSTANERA

**Jaime Orlando Aguilar Acevedo**  
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## 8. Explanatory notes, reconciliations and other information

### 8.1 Alternative performance indicators (“APIs”)

The “Group financial review” and the “Financial review for Atlantia” include reclassified financial statements that differ from the statutory financial statements. In addition to amounts from the income statement and statement of financial position measured and presented under international financial reporting standards (“IFRS”), these reclassified financial statements present a number of indicators and items derived from them, even when they are not required by the above standards and are, therefore, identifiable as APIs.

In application of the CONSOB Ruling of 3 December 2015, governing implementation in Italy of the guidelines issued by the European Securities and Markets Authority (ESMA), the basis used in preparing the for alternative performance indicators (“APIs”) published by the Atlantia Group and Atlantia SpA is described below.

The APIs shown in this Integrated Annual Report are deemed relevant to an assessment of the performance based on the results of the Atlantia Group and the Company as a whole, of the operating segments and of individual consolidated companies.

Specifically, we believe that the APIs provide a further important measure to be used by management in assessing the performance of the Group and the Company. They also provide an improved basis for comparison of the results over time, even if they are not a replacement for or an alternative to the results determined applying the IFRS used by the Group and the Company and described in “Atlantia’s consolidated financial statements as at and for the year ended 31 December 2021” and in “Atlantia SpA’s financial statements as at and for the year ended 31 December 2021” (the “statutory financial statements”).

The APIs shown in this Integrated Annual Report are unchanged with respect to those use in the Annual Report for the year ended 31 December 2020, with the exception of “Net financial debt”, as detailed below.

A list of the APIs used, together with a brief description of the composition, and their reconciliation with the corresponding reported amounts in the statutory financial statements, is provided below:

- a) **“Operating revenue”** includes toll revenue, aviation revenue and other operating income, and differs from revenue in the statutory consolidated income statement in that revenue from construction services, recognised in accordance with IFRIC 12, is presented in the reclassified income statement as a reduction in the respective items under operating costs and financial expenses;
- b) **“Gross operating profit/(loss) (EBITDA)”** is the synthetic indicator of gross profit from operations, calculated by deducting operating costs, with the exception of amortisation, depreciation, impairment losses and reversals of impairment losses and provisions for the renewal of assets held under concession, from operating revenue;
- c) **“Operating profit/(loss) (EBIT)”**, calculated by deducting amortisation, depreciation, impairment losses and reversals of impairment losses, provisions for the renewal of assets held under concession and other adjustments from EBITDA;
- d) **“Net invested capital”**, showing the net value of non-financial assets and liabilities;
- e) **“Net debt”** refers to “Current and non-current financial liabilities” after deducting “Current and non-current financial assets” and “Cash and cash equivalents”;
- f) **“Net financial debt”** has been redefined excluding from the net debt the value of financial assets deriving from short and medium/long term concession rights.;
- g) **“Capital expenditure”**, being the indicator of the total amount invested in development of the Atlantia Group’s and the Company’s businesses, and



reflecting cash used in investment in assets held under concession and in other intangible assets and property, plant and equipment, not including investments in investees. Compared with the previous year, right-of-use assets, as defined by IFRS 16, have been excluded; as a result, comparative amounts have been restated;

- h) **“Operating cash flow”**, being the indicator of cash generated by or used in operating activities. Operating cash flow is calculated as profit for the period + amortisation/depreciation +/- impairments/reversals of impairments of assets +/- provisions/releases of provisions in excess of requirements and uses of provisions + other adjustments + financial expenses from discounting of provisions + dividends received from investees accounted for using equity method +/- the share of profit/(loss) of investees accounted for using equity method in profit or loss +/- (losses)/gains on sale of assets +/- other non-cash items +/- deferred tax assets/liabilities recognised in profit or loss.

## 8.2 Atlantia Group

### Reconciliation of key indicators included in the reclassified consolidated income statement

€m

Total operating revenue	Rif	2021	2020 (restated)
<b>REVENUE</b>		<b>7,116</b>	<b>5,860</b>
Revenue from construction services		-725	-600
<b>Operating revenue</b>		<b>6,391</b>	<b>5,260</b>

Total operating costs	Rif	2021	2020 (restated)
<b>COSTS</b>		<b>-7,327</b>	<b>-6,270</b>
Revenue from construction services - government grants and cost of materials and external services	(c)	670	557
Capitalised staff costs - construction services for which additional economic benefits are received	(c)	26	26
Provisions for renewal of assets held under concession	(b)	88	68
Amortisation and depreciation		2,950	2,912
(Impairment losses)/Reversals of impairment losses		1,231	519
<b>Operating costs</b>		<b>-2,362</b>	<b>-2,188</b>

EBITDA/EBIT	Rif	2021	2020 (restated)
<b>PROFIT/(LOSS) FOR THE YEAR (A)</b>		<b>382</b>	<b>-1,641</b>
Profit/(loss) from discontinued operations		926	-461
Tax benefit/(expense)		474	390
Share of loss of investees accounted for using the equity method		-42	-16
Net financial expenses	(a)	-736	-1,127
<b>Total differences (B)</b>		<b>622</b>	<b>-1,214</b>
<b>Operating profit/(loss) (EBIT) (A-B)</b>		<b>-240</b>	<b>-427</b>
Amortisation and depreciation		-2,950	-2,912
(Impairment losses)/Reversals of impairment losses		-1,231	-519
Provisions for renewal of assets held under concession	(b)	-88	-68
<b>Total differences (C)</b>		<b>-4,269</b>	<b>-3,499</b>
<b>Gross operating profit/(loss) (EBITDA) (A-B-C)</b>		<b>4,029</b>	<b>3,072</b>

<sup>(a)</sup> net financial expenses for 2021 include €29 million in capitalised financial expenses connected with "Revenue from construction services" (€17 million in 2020)

<sup>(b)</sup> the reconciliation of "Provisions for renewal of assets held under concession" is provided in note 7.17 in the notes to the financial statements

<sup>(c)</sup> the reconciliation of the items, "Revenue from construction services - government grants and cost of materials and external services" and "Capitalised staff costs - construction services for which additional economic benefits are received" is provided in note 8.3 in the notes to the financial statements

## Reconciliation of the reclassified consolidated statement of financial position

€m	Ref.	31 December 2021	31 December 2020 (restated)
Intangible assets deriving from concession rights		35,127	49,266
Goodwill		8,441	12,797
Property, plant and equipment and other intangible assets		1,094	1,257
<i>Property, plant and equipment</i>		648	774
<i>Other intangible assets</i>		446	483
Investments		1,929	2,841
<i>Investments accounted for at fair value</i>		842	1,442
<i>Investments accounted for using the equity method</i>		1,087	1,399
Working capital (net current provisions)		888	284
<i>Trading assets</i>		1,768	2,438
<i>Current tax assets</i>		213	404
<i>Other current assets</i>		790	668
<i>Trading liabilities</i>		-875	-2,160
<i>Current tax liabilities</i>		-170	-89
<i>Other current liabilities</i>		-838	-977
Provisions and commitments		-2,372	-8,789
<i>Non-current provisions</i>	(a)	-1,896	-5,011
<i>Current provisions</i>	(b)	-476	-3,778
Deferred tax assets/(liabilities), net		-4,842	-3,888
<i>Deferred tax assets</i>		838	2,469
<i>Deferred tax liabilities</i>		-5,680	-6,357
Other non-current assets and liabilities		-225	-260
<i>Other non-current assets</i>		10	38
<i>Other non-current liabilities</i>		-235	-298
Non-financial assets and liabilities held for sale	(c)	11,308	23
<b>NET INVESTED CAPITAL</b>		<b>51,348</b>	<b>53,531</b>
<b>Total equity</b>		<b>16,070</b>	<b>14,255</b>
Bond issues	(d)	24,318	31,673
<i>Bond issues</i>		23,957	28,454
<i>Bond issues – current portion</i>		361	3,219
Medium/long-term borrowings	(d)	11,178	18,728
<i>Medium/long-term borrowings</i>		10,183	15,915
<i>Medium/long-term borrowings – current portion</i>		995	2,813
Other financial liabilities		1,693	3,283
<i>Non-current derivative liabilities</i>		433	1,134
<i>Other non-current financial liabilities</i>		787	744
<i>Current derivative liabilities</i>		44	315
<i>Other current financial liabilities</i>		429	1,090
Cash and cash equivalents		-6,053	-8,385
Other financial assets		-1,653	-2,531
<i>Non-current derivative assets</i>		-48	-431
<i>Other non-current financial assets</i>		-1,133	-1,387
<i>Non-current derivative assets – current portion</i>		-62	-117
<i>Other current financial assets</i>		-410	-596
Net debt related to assets held for sale	(c)	9,154	-8
<b>Net financial debt</b>		<b>38,637</b>	<b>42,760</b>
Financial assets deriving from concession rights	(e)	-3,359	-3,484
<i>Non-current financial assets deriving concession rights</i>		-1,697	-2,931
<i>Current financial assets deriving concession rights*</i>		-1,662	-553
<b>Net debt</b>		<b>35,278</b>	<b>39,276</b>
<b>NET DEBT AND EQUITY</b>		<b>51,348</b>	<b>53,531</b>

\* Includes Autostrade Meridionali's takeover right, amounting to €419 million, included in assets held for sale in 2021.

Notes:

(a) the reconciliation of "Provisions for construction services required by contract" is provided in note 7.17 in the financial statements

(b) the reconciliation of "Provisions" is provided in note 7.17 in the financial statements

(c) the reconciliation of "Non-financial assets and liabilities held for sale" and "Net debt related to assets held for sale" is provided in note 7.15 in the notes to the financial statements

(d) the reconciliation of "Bond issues" and "Medium/long-term borrowings" is provided in notes 7.18 and 7.19 in the notes to the financial statements

(e) the reconciliation of the items "Financial assets deriving from concession rights" is provided in note 7.7 in the notes to the financial statements

## Reconciliation of the statement of changes in consolidated net debt and the consolidated statement of cash flows

	2021	2020 (restated)
<b>Net cash generated from operating activities</b>	<b>4,082</b>	<b>2,435</b>
<b>Net cash used in investment in non-financial assets (A)</b>	<b>-1,332</b>	<b>-5,858</b>
(Disposals of)/Investment in consolidated companies	17	2,862
Net change in other assets	162	-140
<b>Differences relating to cash generated from/(used in) investing activities (B)</b>	<b>179</b>	<b>2,722</b>
<b>Net cash generated from/(used in) investing activities (C=A+B)</b>	<b>-1,153</b>	<b>-3,136</b>
<b>Net equity cash inflows/(outflows) (D)</b>	<b>1,324</b>	<b>648</b>
Dividends declared net of dividends paid by Group companies to non-controlling shareholders	-25	32
Accrued, unpaid interest on equity instruments	44	5
Issuance of bonds	3,664	4,970
Bond redemptions	-3,215	-2,889
Increase in medium/long term borrowings	861	6,314
Repayments of medium/long term borrowings	-6,478	-5,525
Repayments of lease liabilities	-38	-35
Net change in other financial liabilities	-13	352
<b>Differences relating to cash generated from/(used in) financing activities (E)</b>	<b>-5,200</b>	<b>3,224</b>
<b>Net cash generated from/(used in) financing activities (F=D+E)</b>	<b>-3,876</b>	<b>3,872</b>
<b>(Increase)/Decrease in net debt during the year</b>	<b>3,997</b>	<b>-2,553</b>
Differences relating to cash generated from/(used in) investing activities (B)	179	2,722
Differences relating to cash generated from/(used in) financing activities (E)	-5,200	3,224
Other changes in net debt	77	-222
Net effect of foreign exchange rate movements on cash and cash equivalents	-14	-55
<b>Increase in net cash and cash equivalents during the year</b>	<b>-961</b>	<b>3,116</b>

## Reconciliation of Atlantia SpA's equity and profit with the corresponding consolidated amounts

€M	Equity as at 31 decemembr 2021	Equity as at 31 decemembr 2020	Profit/(loss) for 2021	Profit/(loss) for 2020
Amounts in financial statements of Atlantia SpA	11,562	10,458	1,169	-29
Recognition in consolidated financial statements of equity and profit/(loss) for the year of consolidated investments	16,289	16,643	418	-1,259
Recognition of goodwill and the related impairment losses	12,806	12,770	-	-102
Elimination of after-tax intercompany profits	-4,362	-4,361	-	-14
Elimination of carrying amount of consolidated investments	-22,171	-22,699	-	-
Elimination of impairment losses (less reversals of impairment losses) on consolidated investments	1,674	1,396	267	1,222
Transactions with non-controlling shareholders (net gain on Telepass)	-	-	-1,022	-
Elimination of intercompany dividends	-	-	-600	-1,426
Measurement of investments using the equity method	-96	-71	-48	-19
Other consolidation adjustments	368	128	198	-14
Elimination of equity and profit/(loss) for the year attributable to non-controlling interests	-7,931	-8,074	244	464
Consolidated carrying amounts (attributable to owners of the parent)	8,140	6,190	626	-1,177

### 8.3 Operating segments

The operating segments are identified based on the information provided to and analysed by Atlantia's Board of Directors, which represents the Group's chief operating decision maker, when taking decisions regarding the allocation of resources and assessing performance.

Following signature of the agreement to sell the entire stake in Autostrade per l'Italia, the Autostrade per l'Ita-

lia group's contribution to the consolidated accounts has been classified in discontinued operations and thus excluded from the Group's operating segments. As a result, the Autostrade per l'Italia group's contribution is only included in operating cash flow, capital expenditure and net financial debt.

The following table shows operating revenue, EBITDA, operating cash flow, capital expenditure and net financial debt by operating segment.

€M	Abertis group		Other overseas motorways		Aeroporti di Roma group		Aéroports de la Côte D'Azur group		Telepass group		Atlantia and other activities		Discontinued operations Autostrade per l'Italia group		Consolidation adjustments		Total Atlantia Group		
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	
<b>REPORTED AMOUNTS</b>																			
External operating revenue	4,854	4,054	569	470	528	271	174	134	268	224	8	107	-	-	-10	-	6,391	5,260	
Intersegment operating revenue	-	-	-	1	-	1	-	-	1	10	2	8	-	-	-3	-20	-	-	
<b>Total operating revenue</b>	<b>4,854</b>	<b>4,054</b>	<b>569</b>	<b>471</b>	<b>528</b>	<b>272</b>	<b>174</b>	<b>134</b>	<b>269</b>	<b>234</b>	<b>10</b>	<b>115</b>	<b>-</b>	<b>-</b>	<b>-13</b>	<b>-20</b>	<b>6,391</b>	<b>5,260</b>	
<b>EBITDA</b>	<b>3,350</b>	<b>2,627</b>	<b>402</b>	<b>326</b>	<b>262</b>	<b>28</b>	<b>56</b>	<b>20</b>	<b>121</b>	<b>118</b>	<b>-158</b>	<b>-38</b>	<b>-</b>	<b>-</b>	<b>-4</b>	<b>-9</b>	<b>4,029</b>	<b>3,072</b>	
<b>EBIT*</b>	<b>249</b>	<b>-61</b>	<b>145</b>	<b>163</b>	<b>-153</b>	<b>-240</b>	<b>-390</b>	<b>-295</b>	<b>72</b>	<b>57</b>	<b>-159</b>	<b>-42</b>	<b>-</b>	<b>-</b>	<b>-4</b>	<b>-9</b>	<b>-240</b>	<b>-427</b>	
<b>Operating cash flow</b>	<b>2,096</b>	<b>1,608</b>	<b>386</b>	<b>302</b>	<b>282</b>	<b>-4</b>	<b>67</b>	<b>-17</b>	<b>105</b>	<b>100</b>	<b>-18</b>	<b>-220</b>	<b>983</b>	<b>499</b>	<b>12</b>	<b>-</b>	<b>3,913</b>	<b>2,268</b>	
<b>Capital expenditure</b>	<b>652</b>	<b>510</b>	<b>74</b>	<b>104</b>	<b>175</b>	<b>152</b>	<b>44</b>	<b>41</b>	<b>81</b>	<b>87</b>	<b>7</b>	<b>11</b>	<b>1,026</b>	<b>570</b>	<b>33</b>	<b>18</b>	<b>2,092</b>	<b>1,493</b>	
<b>Net financial debt</b>	<b>23,958</b>	<b>25,858</b>	<b>191</b>	<b>422</b>	<b>1,672</b>	<b>1,426</b>	<b>954</b>	<b>976</b>	<b>616</b>	<b>557</b>	<b>2,625</b>	<b>4,612</b>	<b>8,671</b>	<b>8,968</b>	<b>-50</b>	<b>-59</b>	<b>38,637</b>	<b>42,760</b>	

\* This figure includes adjustments for reversals of impairment losses and impairment losses linked to the Purchase Price Allocation for acquisitions carried out by the Group.

## 8.4 Atlantia SpA

### Reconciliation of key indicators included in the reclassified income statement

€m

	Ref	2021	2020		Ref	2021	2020
<b>Operating profit/(loss)</b>		-150	-52	<b>Gains/(Losses) on investments</b>		1,359	282
Amortisation and depreciation		1	2	Transaction costs on sale of investments	<sup>(a)</sup>	-12	-
Transaction costs on sale of investments	<sup>(a)</sup>	12	-	Gain on sale of investments held for sale		-	-3
<b>Profit/(Loss) from operations</b>		-137	-50	<b>Profit/(Loss) from investments</b>		1,347	279

Note:

<sup>(a)</sup> This amount refers to transaction costs incurred on the sale of a 49% stake in Telepass.

### Reconciliation of the reclassified statement of financial position

€m

	Ref.	31 December 2021	31 December 2020
Investments		8,730	14,708
Property, plant and equipment and other intangible assets		29	12
<i>Property, plant and equipment</i>		25	12
<i>Other intangible assets</i>		4	-
Working capital		5,410	55
<i>Trading assets</i>		5	8
<i>Current tax assets</i>		216	79
<i>Other current assets</i>		13	15
<i>Assets held for sale and discontinued operations</i>		5,341	24
<i>Trading liabilities</i>		-17	-14
<i>Current tax liabilities</i>		-115	-40
<i>Other current liabilities</i>		-33	-17
Provisions and commitments		-79	-2
<i>Non-current provisions</i>		-75	-
<i>Current provisions</i>		-4	-2
Deferred tax assets/(liabilities), net		93	127
Other non-current assets and liabilities, net		2	-7
Other non-current assets		2	-
Other non-current liabilities		-	-7
<b>NET INVESTED CAPITAL</b>		<b>14,185</b>	<b>14,893</b>
<b>Total equity</b>		<b>11,562</b>	<b>10,458</b>
Bond issues	<sup>(a)</sup>	2,728	1,738
Medium/long-term borrowings	<sup>(a)</sup>	765	5,234
Other financial liabilities	<sup>(a)</sup>	165	409
Cash and cash equivalents		-806	-2,261
Other financial assets	<sup>(b)</sup>	-229	-685
<b>Net financial debt</b>		<b>2,623</b>	<b>4,435</b>
<b>NET DEBT AND EQUITY</b>		<b>14,185</b>	<b>14,893</b>

Notes:

<sup>(a)</sup> the reconciliation of "Financial assets" is provided in note 5.3 in the financial statements

<sup>(b)</sup> the reconciliation of "Financial liabilities" is provided in note 5.10 in the financial statements

## 8.5 Other information

Pursuant to CONSOB Ruling DEM/6064293 of 28 July 2006, there were no non-recurring, atypical or unusual transactions, either with third or related parties, in either of the comparative periods.

The international financial reporting standards (IFRS) endorsed by the European Commission and in effect as at 31 December 2021 were used in the preparation of the Atlantia Group's consolidated financial statements and Atlantia SpA's financial statements for 2021.

Atypical and unusual transactions are defined as transactions that due to their significance/importance, the nature of the counterparties, the subject of the transaction, the method of determining the transfer price and the timing of its occurrence may give rise to doubts about the fairness and/or completeness of the disclosure, conflicts of interest, the protection of the entity's assets or protections for non-controlling shareholders. With regard related party transactions of greater significance, reference should be made to the information documents prepared in accordance with art. 5 of CONSOB Regulation 17221/2010, as amended, and that may be consulted on Atlantia's website at <http://www.atlantia.it/it/corporate-governance/informazioni-regolamentate.html>.

As at 31 December 2020, Atlantia SpA holds 6,959,693 treasury shares, equal to 0.84% of the issued capital and represented by no par shares. Atlantia does not own, either directly or indirectly through trust companies or proxies, shares or units issued by parent companies. No transactions were carried out during the period involving shares or units issued by parent companies.

During the year, no phantom share options awarded under share-based incentive plans for certain of the Group's managers were exercised and no phantom share grants were converted. Further information on existing incentive plans is provided in the "Report on the remuneration policy for 2022 and on remuneration paid in 2021", published on the Company's website.

Atlantia's registered office is in Rome, where in 2021 it was transferred from Via Nibby 20 to Piazza di San Silvestro 8, and the Company does not have branch offices. The Company's administrative offices are at Piazza San Silvestro, 8 - 00187 Rome and Piazza Diaz, 2 - 20123 Milan.

With reference to CONSOB Ruling 2423 of 1993, regarding criminal proceedings or judicial investigations, the Group is not involved in proceedings, other than those described in note 10.6, "Significant legal and regulatory aspects", that may result in charges or potential liabilities with an impact on the consolidated financial statements.

Since 2013, the Board of Directors has elected to apply the exemption provided for by article 70, paragraph 8 and article 71, paragraph 1-bis of the CONSOB Regulations for Issuers (Resolution 11971/99, as amended). The Company therefore exercises the exemption from disclosure requirements provided for by Annex 3B of the above Regulations in respect of significant mergers, spin-offs, capital increases involving contributions in kind, acquisitions and disposals.

### **Accounts of non-EU companies (in accordance with art. 15 of the CONSOB Regulation on Markets)**

With regard to the requirements of art. 15 of the CONSOB Regulation on Markets, setting out *conditions for the listing of shares of parent companies that control companies incorporated under and regulated by the law of countries other than EU Member States*, the Group is required to apply the above article. The Group has thus adopted the procedures necessary to ensure compliance with the regulation. As at 32 December 2021, the related requirements apply to the following subsidiaries: Sociedad Concesionaria Costanera Norte SA, Sociedad Concesionaria Autopista Nueva Vespucio Sur SA, Grupo Costanera SpA, Sociedad Concesionaria Autopista Central SA, Vías Chile SA, Rodovias das Colinas SA, AB Concessões SA, Triangulo do Sol Auto-Estradas SA, Arteris SA, Autopista Litoral Sul SA, Autopistas Metropolitanas de Puerto Rico LLC, Red de Carreteras de Occidente, S.A.B. de C.V., Infraestructuras Viarias Mexicanas, SA de C.V., AB Concessões SA, Autopista Régis Bittencourt SA, Autopista Fluminense SA, Viapaulista SA, Elisabeth River Crossings Opco LLC. As required by the regulation in question, information on the above companies is made available to the public at the registered office of the Parent Company, Atlantia, at Piazza San Silvestro, 8, Rome.

### **Related party transactions**

Related party disclosures are provided in the notes on “Related party transactions” in note 10.5 in the consolidated financial statements and note 8.2 in the separate financial statements.

### **Disclosure on financial instruments**

With regard to the disclosure on financial instruments required by art. 2428, paragraph 2.6-*bis* of the Italian Civil Code, reference should be made to note 5.3, “Financial assets”, note 5.10, “Financial liabilities”, and note 7.2, “Financial risk management” in the financial statements.





# Financial statements

Atlantia 

**Massimo Di Casola**  
Investment Manager  
Atlantia, Rome

## Financial statements

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# 09. Consolidated financial statements as at and for the year ended 31 December 2021

## CONSOLIDATED FINANCIAL STATEMENTS

### Consolidated statement of financial position

€M	Note	31 December 2021	Of which related party transactions	31 December 2020 restated <sup>(*)</sup>	Of which related party transactions
<b>ASSETS</b>					
Property, plant and equipment	7.1	648		774	
Intangible assets deriving from concession rights	7.2	35,127		49,266	
Goodwill	7.3	8,441		12,797	
Other intangible assets	7.4	446		483	
Investments accounted for at fair value	7.5	842		1,442	
Investments accounted for using the equity method	7.6	1,087		1,399	
Non-current financial assets deriving from concession rights	7.7	1,697		2,931	
Non-current derivative assets	7.8	48		431	
Other non-current financial assets	7.9	1,133	1	1,387	19
Deferred tax assets	7.10	838		2,469	
Other non-current assets		10		38	
<b>NON-CURRENT ASSETS</b>		<b>50,317</b>		<b>73,417</b>	
Trading assets	7.11	1,768	13	2,438	29
Cash and cash equivalents	7.12	6,053		8,385	
Current financial assets deriving from concession rights	7.7	1,243		553	
Non-current derivative assets – current portion	7.8	62		117	
Other current financial assets	7.9	410		596	
Current tax assets	7.13	213	-	404	8
Other current assets	7.14	790		668	
		<b>10,539</b>		<b>13,161</b>	
Assets held for sale and discontinued operations	7.15	19,009	42	31	-
<b>CURRENT ASSETS</b>		<b>29,548</b>		<b>13,192</b>	
<b>ASSETS</b>		<b>79,865</b>		<b>86,609</b>	

<sup>(\*)</sup> Comparative amounts have been restated, as indicated in note 6.2.

## Consolidated statement of financial position

€M	Note	31 December 2021	Of which related party transactions	31 December 2020 restated <sup>(*)</sup>	Of which related party transactions
<b>EQUITY AND LIABILITIES</b>					
Issued capital		826		826	
Reserves and retained earnings		6,838		6,691	
Treasury shares		-150		-150	
Profit/(Loss) for the year		626		-1,177	
<b>Equity attributable to owners of the parent</b>		<b>8,140</b>		<b>6,190</b>	
<b>Equity attributable to non-controlling interests</b>		<b>7,930</b>		<b>8,065</b>	
<b>EQUITY</b>	7.16	<b>16,070</b>		<b>14,255</b>	
Non-current provisions	7.17	1,896		5,011	
Bond issues	7.18	23,957		28,454	
Medium/long-term borrowings	7.19	10,183	-	15,915	8
Non-current derivative liabilities	7.20	433		1,134	
Other non-current financial liabilities	7.21	787		744	
Deferred tax liabilities	7.10	5,680		6,357	
Other non-current liabilities	7.22	235		298	
<b>NON-CURRENT LIABILITIES</b>		<b>43,171</b>		<b>57,913</b>	
Trading liabilities	7.23	875	-	2,160	7
Current provisions	7.17	476		3,778	
Bond issues – current portion	7.18	361		3,219	
Medium/long-term financial liabilities – current portion	7.19	995		2,813	
Current derivative liabilities	7.20	44		315	
Other current financial liabilities	7.21	429		1,090	
Current tax liabilities	7.13	170		89	
Other current liabilities	7.24	838	7	977	11
		<b>4,188</b>		<b>14,441</b>	
Liabilities related to assets held for sale and discontinued operations	7.15	16,436	11	-	-
<b>CURRENT LIABILITIES</b>		<b>20,624</b>		<b>14,441</b>	
<b>LIABILITIES</b>		<b>63,795</b>		<b>72,354</b>	
<b>EQUITY AND LIABILITIES</b>		<b>79,865</b>		<b>86,609</b>	

<sup>(\*)</sup> Comparative amounts have been restated, as indicated in note 6.2.

## Consolidated income statement

€M	Note	2021	Of which related party transactions	2020 restated <sup>(*)</sup>	Of which related party transactions
Toll revenue	8.1	4,959		4,079	
Aviation revenue	8.2	294		244	
Revenue from construction services	8.3	725		600	
Other revenue	8.4	1,138	29	937	15
<b>REVENUE</b>		<b>7,116</b>		<b>5,860</b>	
Raw and consumable materials	8.5	-108		-108	
Service costs	8.6	-1,745		-1,576	
Staff costs	8.7	-799	-13	-784	-13
Other costs	8.8	-391		-360	
Operating change in provisions	8.9	-103		-11	
Amortisation and depreciation	7.1, 7.2, 7.4	-2,950		-2,912	
(Impairment losses)/Reversals of impairment losses	8.10	-1,231		-519	
<b>COSTS</b>		<b>-7,327</b>		<b>-6,270</b>	
<b>OPERATING PROFIT/(LOSS)</b>		<b>-211</b>		<b>-410</b>	
Financial income		1,024		1,005	
Financial expenses		-1,741		-2,158	
Foreign exchange gains/(losses)		-48		9	
<b>FINANCIAL INCOME/(EXPENSES)</b>	8.11	<b>-765</b>		<b>-1,144</b>	
Share of (profit)/loss of investees accounted for using the equity method		-42		-16	
<b>PROFIT/(LOSS) BEFORE TAX FROM CONTINUING OPERATIONS</b>		<b>-1,018</b>		<b>-1,570</b>	
Income tax benefit	8.12	474		390	
<b>PROFIT/(LOSS) FROM CONTINUING OPERATIONS</b>		<b>-544</b>		<b>-1,180</b>	
Profit/(Loss) from discontinued operations	8.13	926	27	-461	10
<b>PROFIT/(LOSS) FOR THE YEAR</b>		<b>382</b>		<b>-1,641</b>	
<i>of which</i>					
Profit/(Loss) for the year attributable to owners of the parent		626		-1,177	
Profit/(Loss) for the year attributable to non-controlling interests		-244		-464	

(\*) Comparative amounts have been restated, as indicated in note 2.

€M	Note	2021	2020 restated	Increase/(Decrease)
<b>Basic earnings/(loss) for share attributable to owners of the parent</b>	8.14	<b>0.76</b>	<b>-1.44</b>	<b>2.20</b>
<i>of which</i>				
- from continuing operations		-0.21	-0.94	0.73
- from discontinued operations		0.97	-0.50	1.47
<b>Diluted earnings/(loss) per share attributable to owners of the parent</b>	8.14	<b>0.76</b>	<b>-1.44</b>	<b>2.20</b>
<i>of which</i>				
- from continuing operations		-0.21	-0.94	0.73
- from discontinued operations		0.97	-0.50	1.47

## Consolidated statement of comprehensive income

€M		2021	2020 restated <sup>(*)</sup>
<b>Profit/(Loss) for the year</b>	(A)	<b>382</b>	<b>-1,641</b>
Fair value gains/(losses) on cash flow hedges		173	-166
Fair value gains/(losses) on net investment hedges		2	49
Gains/(Losses) from translation of assets and liabilities of consolidated companies denominated in functional currencies other than the euro		-26	-742
Other comprehensive income from investments accounted for using the equity method		13	-44
Tax effect		-36	32
<b>Other comprehensive income/(loss) for the year reclassifiable to profit or loss</b>	(B)	<b>126</b>	<b>-871</b>
Gains from actuarial valuations of provisions for employee benefits		-5	-2
Losses on fair value measurement of investment		-148	-588
Gains on fair value measurement of fair value hedges		6	169
Tax effect		-4	12
<b>Other comprehensive income/(loss) for the year not reclassifiable to profit or loss</b>	(C)	<b>-151</b>	<b>-409</b>
<b>Reclassifications of other comprehensive income to profit or loss for the year</b>	(D)	<b>126</b>	<b>128</b>
<b>Tax effect of reclassifications of other comprehensive income to profit or loss for the year</b>	(E)	<b>-39</b>	<b>-26</b>
<b>Total other comprehensive income/(loss) for the year</b>	(F=B+C+D+E)	<b>62</b>	<b>-1,178</b>
of which from discontinued operations		63	42
<b>Comprehensive income/(loss) for the year</b>		<b>444</b>	<b>-2,819</b>
<i>Of which attributable to owners of the parent</i>		<i>631</i>	<i>-1,823</i>
<i>Of which attributable to non-controlling interests</i>		<i>-187</i>	<i>-996</i>

<sup>(\*)</sup> Comparative amounts have been restated, as indicated in note 2.

## Statement of changes in consolidated equity

€M	Equity attributable to owners of the parent										
	Reserves and retained earnings									Total equity attributable to owners of the parent	Equity attributable to non-controlling interests
	Issued capital	Treasury shares	Cash flow hedge reserve	Net investment hedge reserve	Reserve for translation differences on translation of financial statements denominated in functional currencies other than the euro	Reserve for gains/(losses) on fair value measurement of equity instruments	Other reserves and retained earnings	Profit/ (loss) for the year			
<b>Balance as at 1 January 2020</b>	826	-166	-436	-28	-572	-489	8,137	136	7,408	7,495	14,903
Comprehensive income/(loss) for the year	-	-	19	18	-248	-574	139	-1,177	-1,823	-996	-2,819
<b>Owner transactions and other changes</b>											
Appropriation of profit/(loss) for previous year	-	-	-	-	-	-	136	-136	-	-	-
Dividends paid by other Group companies to non-controlling shareholders	-	-	-	-	-	-	-	-	-	-90	-90
Changes in equity instruments issued	-	-	-	-	-	-	612	-	612	626	1,238
Share-based incentive plans	-	16	-	-	-	-	-27	-	-11	1	-10
Monetary revaluation (IAS 29)	-	-	-	-	-	-	8	-	8	35	43
Distribution of reserves and returns of capital to non-controlling shareholders	-	-	-	-	-	-	-	-	-	-447	-447
Changes in scope of consolidation	-	-	-	-	6	-	4	-	10	1,419	1,429
Reclassifications and other changes	-	-	-	-	-	8	-21	-	-14	22	8
<b>Balance as at 31 December 2020 restated <sup>(*)</sup></b>	<b>826</b>	<b>-150</b>	<b>-417</b>	<b>-10</b>	<b>-814</b>	<b>-1,055</b>	<b>8,988</b>	<b>-1,177</b>	<b>6,190</b>	<b>8,065</b>	<b>14,255</b>
Comprehensive income/(loss) for the year	-	-	162	-	-58	-140	41	626	631	-187	444
<b>Owner transactions and other changes</b>											
Appropriation of profit/(loss) for previous year	-	-	-	-	-	-	-1,177	1,177	-	-	-
Dividends and distributions of reserves to non-controlling shareholders	-	-	-	-	-	-	-	-	-	-413	-413
Changes in equity instruments issued	-	-	-	-	-	-	342	-	342	348	690
Monetary revaluation (IAS 29)	-	-	-	-	-	-	7	-	7	32	39
Transactions with non-controlling shareholders due to sale of 49% stake in Telepass	-	-	-	-	-	-	964	-	964	71	1,035
Reclassifications and other changes	-	-	5	-	-1	372	-371	-	5	14	19
<b>Balance as at 31 December 2021</b>	<b>826</b>	<b>-150</b>	<b>-250</b>	<b>-10</b>	<b>-873</b>	<b>-823</b>	<b>8,794</b>	<b>626</b>	<b>8,140</b>	<b>7,930</b>	<b>16,070</b>

<sup>(\*)</sup> Comparative amounts as at 31 December 2020 have been restated, as indicated in note 6.2.



## Consolidated statement of cash flows

€M	Note	2021	Of which related party transactions	2020 restated <sup>(*)</sup>	Of which related party transactions
<b>Profit/(Loss) for the year</b>		<b>382</b>		<b>-1,641</b>	
<b>Adjusted by:</b>					
Amortisation and depreciation		3,202		3,581	
Operating change in provisions <sup>(*)</sup>		-314		424	
Dividends received and share of (profit)/loss of investees accounted for using the equity method		60		19	
Impairment losses/(Reversals of impairment losses) and adjustments of current and non-current assets		1,409		807	
(Gains)/Losses on sale of investments and other non-current assets		-35		-29	
Net change in deferred tax assets/(liabilities) through profit or loss		-499		-838	
Other non-cash costs (income)		-292		-55	
Change in trading assets and liabilities and other non-financial assets and liabilities		169	-16	167	-10
<b>Net cash generated from/(used in) operating activities [a]</b>	<b>9.1</b>	<b>4,082</b>		<b>2,435</b>	
<i>of which discontinued operations</i>		<i>1,410</i>		<i>327</i>	
Investment in assets held under concession		-1,754		-1,235	
Purchase of property, plant and equipment and intangible assets		-338		-258	
Purchase of investments		-16		-	
Disposal of/(Investment in) consolidated companies, including net cash		56		-1,764	
Proceeds from sale of property, plant and equipment, intangible assets and unconsolidated investments		650		167	
Net change in other assets		249		-46	
<b>Net cash generated from/(used in) investing activities [b]</b>	<b>9.1</b>	<b>-1,153</b>		<b>-3,136</b>	
<i>of which discontinued operations</i>		<i>-1,074</i>		<i>-585</i>	
Dividends paid, distribution of reserves and returns of capital to non-controlling shareholders		-438		-504	
Contributions from non-controlling shareholders		24		-	
Transactions with non-controlling shareholders		1,038		-53	
Issue of equity instruments		734		1,242	
Interest paid on equity instruments		-15		-	
Issuance of bonds		3,664		4,970	
Redemption of bonds		-3,215		-2,889	
Increase in medium/long term borrowings		861		6,314	
Repayments of medium/long-term borrowings		-6,478	-6	-5,525	-
Repayments of lease liabilities		-38		-35	
Net change in other current financial liabilities		-13		352	
<b>Net cash generated from/(used in) financing activities [c]</b>	<b>9.1</b>	<b>-3,876</b>		<b>3,872</b>	
<i>of which discontinued operations</i>		<i>-457</i>		<i>714</i>	
Net effect of foreign exchange rate movements on net cash and cash equivalents [d]		-14		-55	
<b>Increase/(Decrease) in cash and cash equivalents during year [a+b+c+d]</b>		<b>-961</b>		<b>3,116</b>	
<b>NET CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>		<b>8,318</b>		<b>5,202</b>	
<b>NET CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>		<b>7,357</b>		<b>8,318</b>	

<sup>(\*)</sup> Comparative amounts have been restated, as indicated in note 2.

## Additional information on the consolidated statement of cash flows

€M	2021	2020
Income taxes paid/(refunded)	198	-238
Interest and other financial income collected	140	172
Interest and other financial expenses paid	1,568	1,640
Dividends received	80	70
Foreign exchange gains collected	44	8
Foreign exchange losses incurred	31	9

## Reconciliation of net cash and cash equivalents

€M	2021	2020
<b>NET CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>8,318</b>	<b>5,202</b>
Cash and cash equivalents	8,385	5,232
Bank overdrafts repayable on demand	-67	-30
<b>NET CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>7,357</b>	<b>8,318</b>
Cash and cash equivalents	6,053	8,385
Bank overdrafts repayable on demand	-	-67
Cash and cash equivalents related to assets held for sale and discontinued operations	1,304	-

## Notes

### I. Introduction

The core business of the Atlantia Group (the “Group”) is the operation of motorways and airports and the provision of mobility and payment services.

The Parent Company is Atlantia SpA (“Atlantia” or the “Company” or the “Parent Company”), a strategic investment holding company whose shares are listed on Euronext Milan operated by Borsa Italiana SpA and is, therefore, subject to supervision by the *Commissione Nazionale per le Società e la Borsa* (Italy’s Securities and Exchange Commission – hereinafter also the “CONSOB”).

The Company’s registered office is in Rome, where it was transferred in November 2021 from Via Antonio Nibby 20 to Piazza di San Silvestro 8. The Company does not have branch offices. The duration of the Company is currently until 31 December 2050.

On 14 October 2021, Atlantia’s Board of Directors approved the cessation of the Company’s management and coordination of its subsidiaries, Autostrade per l’Italia SpA, Aeroporti di Roma SpA, Telepass SpA and Spea Engineering SpA, following the overall restructuring of Atlantia’s organisation, processes and management and a rethink of the Company’s relations with its operating subsidiaries, which now have full operational independence.

These consolidated financial statements as at and for the year ended 31 December 2021 were approved by Atlantia’s Board of Directors at their meeting held on 10 March 2022, which also authorised their publication, and have been audited by KPMG SpA.

### 2. Basis of preparation for the consolidated financial statements

These consolidated financial statements as at and for the year ended 31 December 2021 have been prepared on a going concern basis.

In this regard, the Board of Directors has examined the Long-term Plan for the period 2022-2025, which envisages a significant improvement in the key financial indicators of Atlantia and its principal investees in 2022.

The assessment of the risk factors and uncertainties previously described in the financial statements as at and for the year ended 31 December 2020 has also been updated. This process focused particularly on the risks and uncertainties deriving from the situation relating to Autostrade per l’Italia whose sale, given the positive progress made in fulfilling the related conditions precedent, is nearing completion. Further details on this matter are provided in note 6.1.

The consolidated financial statements as at and for the year ended 31 December 2021 have been prepared:

- a) in accordance with articles 2 and 3 of Legislative Decree 38/2005 and art. 154-ter “Financial reporting” in the Consolidated Finance Act (“CFA”), as amended;
- b) in compliance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board and the interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC), as endorsed by the European Commission. For the sake of simplicity, all the above standards and interpretations are hereinafter referred to as “IFRS”; and
- c) implementing the measures introduced by the CONSOB, in application of paragraph 3 of article 9 of Legislative Decree 38/2005, relating to the preparation of financial statements;
- d) in accordance with Delegated Regulation (EU) 2019/815 supplementing Directive 2004/109/EC, establishing the obligation to prepare annual financial reports using the single European electronic reporting format, limited for 2021 to consolidated financial statements.

In compliance with IAS 1 – Presentation of financial statements, the consolidated financial statements consist of the following consolidated accounts:

- a) the statement of financial position based on the format that separately discloses current and non-current assets and liabilities;
- b) the income statement, in which costs are classified by nature of expense
- c) the statement of comprehensive income;
- d) the statement of changes in equity;

- e) the statement of cash flows prepared in application of the indirect method; and
- f) these notes.

The historical cost convention has been applied in the preparation of the consolidated financial statements, with the exception of those items that are required by IFRS to be recognised at fair value, as explained in the accounting policies for individual items in note 3 “Accounting standards and policies applied”.

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

CONSOB Resolution 15519 of 27 July 2006 requires that, in addition to the specific requirements of IAS 1 and other IFRS, financial statements must, where material, include separate sub-items providing (i) disclosure of amounts deriving from related parties transactions; and, with regard to income statement, (ii) separate disclosure of income and expenses deriving from events and transactions that are non-recurring in nature or transactions or events that do not occur on a frequent basis in the normal course of business.

In this regard, it should be noted that:

- a) following signature of the agreement to sell Atlantia’s stake in Autostrade per l’Italia (hereinafter “ASPI”) to the Consortium consisting of CDP Equity, The Blackstone Group International Partners and Macquarie European Infrastructure Fund 6, the consolidated financial statements as at and for the year ended 31 December 2021 reflect the application of IFRS 5 in the presentation of amounts attributable to ASPI and its subsidiaries (the “ASPI group”)
- b) no non-recurring, atypical or unusual transactions, having a material impact on the Atlantia Group’s income statement and statement of financial position, were entered into in 2021, either with third or related parties. As a result, the consolidated financial statements therefore only show material amounts relating to related party transactions.

Finally, the notes have been supplemented, where relevant, with descriptions of the current and expected impact of the Covid-19 pandemic on the Group’s statement of financial position, the operating performance and cash flows, as required by the ESMA (European Securities and Markets Authority) Public Statement of 29 October 2021, and by Warning Notices 1/2021 and 4/2021 issued by the CONSOB on 16 February and 15 March 2021, respectively.

All amounts are shown in millions of euros, unless otherwise stated. The euro is both the functional currency of the Parent Company and its principal subsidiaries and the presentation currency for these consolidated financial statements.

Each component of the consolidated financial statements is compared with the corresponding amount for the comparative reporting period. With regard to the impact of application of IFRS 5 to the ASPI group, it should be noted that:

- a) in the income statement for 2021 and, for comparative purposes, for 2020, amounts attributable to the ASPI group have been presented in or reclassified to “Profit/(Loss) from discontinued operations”;
- b) in the statement of financial position as at 31 December 2021, the ASPI group’s assets and liabilities are presented in “Assets held for sale and discontinued operations” and in “Liabilities related to assets held for sale and discontinued operations”, respectively, without reclassifying comparative amounts as at 31 December 2020;
- c) in the statements of cash flows for 2021, and for comparative purposes for 2020, cash flows generated and used by the ASPI group contribute to the individual line items and are also presented in aggregate form in sub-items showing net cash flows from or for discontinued operations: (i) from operating activities, (ii) for investing activities, and (iii) for financing activities.

The following table shows a reconciliation of the amounts previously published in the consolidated income statement for the year ended 31 December 2020 and those for the same period presented for comparative purposes in this document.

## CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2021

€M	2020 (published)	Impact of application of IFRS 5	2020 restated
Toll revenue	6,870	-2.791	4.079
Aviation revenue	244	-	244
Revenue from construction services	769	-169	600
Other revenue	1,168	-231	937
<b>REVENUE</b>	<b>9,051</b>	<b>-3.191</b>	<b>5.860</b>
Raw and consumable materials	-336	228	-108
Service costs	-2,846	1.270	-1.576
Staff costs	-1,393	609	-784
Other costs	-403	43	-360
Operating change in provisions	-429	418	-11
Amortisation and depreciation	-3,581	669	-2.912
(Impairment losses)/Reversals of impairment losses	-522	3	-519
<b>COSTS</b>	<b>-9,510</b>	<b>3.240</b>	<b>-6.270</b>
<b>OPERATING PROFIT/(LOSS)</b>	<b>-459</b>	<b>49</b>	<b>-410</b>
Financial income	1,018	-13	1.005
Financial expenses	-2,714	557	-2.157
Foreign exchange gains/(losses)	8	1	9
<b>FINANCIAL INCOME/(EXPENSES)</b>	<b>-1,688</b>	<b>545</b>	<b>-1.143</b>
Share of (profit)/loss of investees accounted for using the equity method	-19	2	-17
<b>PROFIT/(LOSS) BEFORE TAX FROM CONTINUING OPERATIONS</b>	<b>-2,166</b>	<b>596</b>	<b>-1.570</b>
Income tax benefits/(expense)	524	-134	390
<b>PROFIT/(LOSS) FROM CONTINUING OPERATIONS</b>	<b>-1,642</b>	<b>462</b>	<b>-1.180</b>
Profit/(Loss) from discontinued operations	1	-462	-461
<b>PROFIT/(LOSS) FOR THE YEAR</b>	<b>-1,641</b>	<b>-</b>	<b>-1.641</b>
<i>of which</i>			
Profit/(Loss) for the year attributable to owners of the parent	-1,177	-	-1.177
Profit/(Loss) for the year attributable to non-controlling interests	-464	-	-464

In addition, compared with the information published in the consolidated financial statements as at and for the year ended 31 December 2020, in order to improve presentation, in the consolidated statement of cash flows the cash flows relating to leases recognised un-

der IFRS 16, amounting to €41 million, have been reclassified from “Purchase of property, plant and equipment”, together with the matching item “Increase in lease liabilities”, to “Net change in other current and non-current financial liabilities”.

### 3. Accounting standards and policies applied

A description follows of the more important accounting standards and policies used in the consolidated financial statements as at and for the year ended 31 December 2021. These accounting standards and policies are consistent with those applied in preparation of the consolidated financial statements for the previous year, with the exception of the changes introduced by new IFRS that have come into effect, details of which are provided in the following section and which have not had an impact on the financial statements.

#### Property, plant and equipment

Property, plant and equipment is stated at cost. Cost includes expenditure that is directly attributable to the acquisition of the items and financial expenses incurred during construction of the asset.

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

The bands of annual rates of depreciation used in 2021, are shown in the table below by asset class:

Property, plant and equipment	Rate of depreciation
Buildings	2.5% - 33.33%
Leased buildings	Lease term
Plant and machinery	10% - 33%
Industrial and business equipment	4.5% - 40%
Other assets	8.6% - 33.33%

Right-of-use assets are initially accounted for as property, plant and equipment, and the underlying liability recorded in the statement of financial position, at an amount equal to the relevant fair value or, if lower, the

present value of the minimum payments due under the contract. Lease payments are apportioned between the interest element, which is charged to the income statement as incurred, and the capital element, which is deducted from the financial liability. Property, plant and equipment is tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, as described below in the paragraph, "Impairment of assets and reversals". Property, plant and equipment is derecognised on disposal. Any gains or losses (determined as the difference between disposal proceeds, less costs to sell, and the carrying amount of the asset) are recognised in the income statement for the year in which the asset is sold.

#### Intangible assets

Intangible assets are identifiable assets without physical substance, controlled by the entity and from which future economic benefits are expected to flow, and purchased goodwill. Identifiable intangible assets are those purchased assets that, unlike goodwill, can be separately distinguished. This condition is normally met when: (i) the intangible asset arises from a legal or contractual right, or (ii) the asset is separable, meaning that it may be sold, transferred, licensed or exchanged, either individually or as an integral part of other assets. The asset is controlled by the entity if the entity has the ability to obtain future economic benefits from the asset and can limit access to it by others.

Internally developed assets are recognised as assets to the extent that: (i) the cost of the asset can be measured reliably; (ii) the Group has the intention, the available financial resources and the technical expertise to complete the asset and either use or sell it; (iii) the Group is able to demonstrate that the asset is capable of generating future economic benefits.

Intangible assets are stated at cost which, apart from concession rights, is determined in the same manner as the cost of property, plant and equipment. The cost of concession rights is recovered in the form of payments received from road users and may include one or more of the following:

- a) the fair value of construction and/or upgrade services carried out on behalf of the Grantor (measured as

described in the note on “Revenue”), less finance-related amounts, consisting of (i) the amount funded by government grants, (ii) the amount that will be unconditionally paid by replacement operators on termination of the concession (so-called “takeover rights”), and/or (iii) any minimum level of tolls or revenue guaranteed by the Grantor. In particular, the following give rise to intangible assets deriving from concession rights:

- i. rights received as consideration for construction and/or upgrade services rendered for which the operator receives additional economic benefits in the form of specific toll increases and/or significant increases in the expected number of users as a result of expansion/upgrade of the infrastructure;
- ii. rights received as consideration for specific obligations to provide construction services for road widening and improvement for which the operator does not receive additional economic benefits. These rights are initially recognised at the fair value of the construction services to be provided in the future (equal to their present value, less the portion covered by grants, and excluding any financial expenses that may be incurred during provision of the services), with a contra entry of an equal amount in “Provisions for construction services required by contract”, accounted for in liabilities in the statement of financial position. In addition to the impact of amortisation, the initial value of the rights changes over time as a result of periodic reassessment of the fair value of the part of the construction services still to be rendered at the end of the reporting period (equal to their present value, less the portion covered by grants, and excluding any financial expenses that may be incurred during provision of the services);
- b) rights acquired from third parties, to the extent costs were incurred to acquire concessions from the Grantor or from third parties (the latter relating to the acquisition of control of a company that holds a concession).

Concession rights, on the other hand, are amortised over the concession term in a pattern that reflects the estimated manner in which the economic benefits em-

bodied in the right are consumed. Amortisation rates are, consequently, determined taking, among other things, any significant changes in traffic volumes during the concession term into account. Amortisation is charged from the date on which economic benefits begin to accrue. In the case of concession rights deriving from construction and/or upgrade services for which additional economic benefits are received, amortisation is charged from the date on which application of the related toll increase is applied, or from the date on which the infrastructure is opened to users (if the additional economic benefit is represented by expectations of a significant increase in the number of users).

In contrast, amortisation of other intangible assets with finite useful lives begins when the asset is ready for use, in relation to their residual useful lives.

The bands of annual rates of amortisation used in 2021 are shown in the table below by asset class:

Intangible assets	Rate of amortisation
Concession rights	On the commencement of generation of economic benefits for the entity, based on the residual term of the concession or, when significant, traffic projections.
Development costs	4.8% - 33.33%
Industrial patents and intellectual property rights	5% - 55%
Licenses and similar rights	7.7% - 33.33%
Other assets	3.3% - 33.33%

Gain and losses on the disposal of intangible assets are determined as the difference between the disposal proceeds, less costs to sell, and the carrying amount of the asset and then recognised in profit or loss on disposal.

### Business combinations and goodwill

Acquisitions of companies or business units are accounted for using the acquisition method, as required by IFRS 3. For this purpose, the identifiable assets acquired and liabilities assumed through business combinations are measured at their respective fair values at the acquisition date. The cost of an acquisition is measured as the fair value, at the date of exchange, of

the assets acquired, liabilities assumed and any equity instruments issued by the purchaser in exchange for control.

Ancillary costs directly attributable to the business combination are recognised as an expense in the income statement when incurred.

In compliance with IFRS 3, goodwill is initially measured as the positive difference between:

- a) the sum of:
  - i. the acquisition cost;
  - ii. the fair value at the acquisition date of any previous non-controlling interests held in the acquiree;
  - iii. the value of non-controlling interests held by third parties in the acquire (at fair value or prorated to the current net asset value of the acquire), and the fair value of the net assets acquired;
- b) the net fair value, at the acquisition date, of the identifiable assets acquired and liabilities assumed.

The goodwill, as measured at the acquisition date, is allocated to each of the substantially independent cash generating units or groups of cash generating units (CGU) which are expected to benefit from the synergies of the business combination. If the expected benefits regard several CGUs, goodwill is allocated to the relevant group of CGUs.

A negative difference between the amounts referred to in points a) and b) above is recognised as income in profit or loss in the year of acquisition.

Goodwill on acquisitions of non-controlling interests is included in the carrying amount of the relevant investments.

If the Group is not in possession of all the information necessary to determine the fair value of the assets acquired and the liabilities assumed, these are recognised on a provisional basis in the year in which the business combination is completed and retrospectively adjusted within twelve months of the acquisition date.

After initial recognition, goodwill is no longer amortised and is carried at cost less any accumulated impairment losses, determined as described in the note on impairment testing.

## Investments

Investments in associates and joint ventures are accounted for using the equity method. The Group's share of post-acquisition profits or losses is recognised in the income statement for the accounting period to which they relate, with the exception of the effects deriving from other changes in the equity of the investee, excluding any owner transactions, when the Group's share is recognised directly in comprehensive income. In addition, when measuring the value of the investment, this method is also used to recognise the fair value of the investee's assets and liabilities and any goodwill, determined with reference to the acquisition date. Such assets and liabilities are subsequently measured in future years on the basis of the standards and accounting policies described in this note.

Provisions are made to cover any losses of an associate or joint venture exceeding the carrying amount of the investment, to the extent that the investor is required to comply with actual or constructive obligations to cover such losses. Measurement of investments in associates and joint ventures using the equity method (including any adjustments to unrealised gains at the acquisition date in accordance with IFRS 3) is carried out using the latest financial statements approved and made available by the investees. If annual financial statements are not available, the latest approved accounts are supplemented by estimates, made on the basis of the available information and adjusted, if necessary, to align them with the accounting standards applied by the Group.

Investments in unconsolidated subsidiaries, in associates not held for strategic purposes and in other companies, classifiable as equity instruments under IFRS 9, are accounted for:

- at cost at the settlement date, in that this represents fair value, plus any directly attributable transaction costs;
- subsequently at fair value through profit or loss, with the exception of investments not held for trading and for which the Group has exercised the option, at the time of purchase, to designate the investment at fair value through other comprehensive income.



## Financial instruments

Financial instruments include cash and cash equivalents, derivative financial instruments and financial assets and liabilities (as defined by IFRS 9 and including, among other things, trade receivables and payables). Financial instruments are recognised when the Group becomes a party to the contractual provisions of the instrument.

### Cash and cash equivalents

Cash and cash equivalents is recognised at face value. They include highly liquid demand deposits or very short-term instruments subject to an insignificant risk of changes in value.

### Financial assets

The classification and related measurement are driven by both the business model in which the financial asset is held and the contractual cash flow characteristics of the asset.

The financial asset is measured at amortised cost subject to both of the following conditions:

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

Receivables measured at amortised cost are initially recognised at the fair value of the underlying asset, after any directly attributable transaction proceeds. The receivables are measured at amortised cost using the effective interest method. Impairment losses are reversed in future periods if the circumstances that resulted in the loss no longer exist. In this case, the reversal is accounted for in the income statement and may not in any event exceed the amortised cost of the receivable had no previous impairment losses been recognised.

Trade receivables subject to normal commercial terms and conditions, or that do not include significant financial components, are not discounted to present value.

Financial assets measured at amortised cost include the following receivables arising from assets held under concession:

- a) “takeover rights”, being the amount that will be unconditionally paid by an incoming operator on termination of the concession;
- b) the present value of the minimum tolls guaranteed by the Grantor, representing an unconditional right to receive contractually guaranteed cash payments regardless of the extent to which the public uses the service;
- c) amounts due from public entities as grants or similar compensation relating to the construction of infrastructure (construction and/or upgrade services).

The financial asset is measured at fair value through other comprehensive income if the objectives of the business model are to hold the financial asset to collect the contractual cash flows, or to sell it, and the contractual terms of the financial asset give rise, on specified dates, to cash flows that solely represent a return on the financial asset.

Finally, any remaining financial assets, other than those described above, are classified as held for trading and measured at fair value through profit or loss.

No financial instruments were reclassified from one of the above categories to another in 2021.

### Impairment of financial assets

Assessment of the recoverability of financial assets that are debt instruments measured at amortised cost is conducted by estimating expected credit losses (ECLs), based on expected cash flows. These flows, taking into account the estimated probability of a default occurring, are determined in relation to the expected time needed to recover the amount due, the estimated realizable value, any guarantees received, and the costs that the Group expects to incur in recovering the amounts due. In the case of trade and other receivables, the probability of a default is determined on the basis of internal customer ratings, which are periodically reviewed, including with reference to historical information.

In the case of amounts due from counterparties where there has not been a significant increase in risk, ECLs are determined on the basis of expected losses in the 12 months after the reporting date. In other cases, the expected losses are estimated through to the end of the financial instrument's life.

### *Derivative financial instruments*

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

As required by IFRS 9, derivatives are designated as hedging instruments when the relationship between the derivative and the hedged item is formally documented and the periodically assessed effectiveness of the hedge is high.

Changes in the fair value of cash flow hedges hedging assets and liabilities (including those that are pending and highly likely to arise in the future) are recognised in the statement of comprehensive income. The gain or loss relating to the ineffective portion is recognised in profit or loss. Accumulated changes on fair value taken to the cash flow hedge reserve are reclassified in profit or loss in the year in which the hedging relationship ceases.

Changes in the fair value of fair value hedges are recognised in profit or loss for the period. Accordingly, the hedged assets and liabilities are also measured at fair value through profit or loss.

If an entity enters into a fair value hedge to hedge the exposure to changes in the fair value of an asset and/or liability whose changes in fair value are recognised in other comprehensive income, in keeping with the changes in the fair value of the derivative instrument, these changes are also recognised in other comprehensive income for the period.

Since derivative contracts deemed net investment hedges in accordance with IFRS 9, because they were concluded to hedge the risk of unfavourable movements in the exchange rates used to translate net investments in foreign operations, are treated as cash flow hedges, the effective portion of fair value gains or losses on the derivatives is recognised in other comprehensive income, thus offsetting changes in the foreign currency translation reserve for net investments

in foreign operations. Accumulated fair value gains and losses, recognised in the net investment hedge reserve, are reclassified from comprehensive income to profit or loss on the disposal or partial disposal of the foreign operation.

Changes in the fair value of derivative instruments that do not qualify for hedge accounting are recognised in profit or loss.

### *Financial liabilities*

Financial liabilities are initially recognised at fair value, after any directly attributable transaction costs. After initial recognition, financial liabilities are measured at amortised cost using the effective interest method, with the exception of those for which the Group irrevocably elects, at the time of recognition, to measure at fair value through profit or loss, so as to eliminate or reduce the accounting mismatch at the time of measurement or recognition, compared with an asset also measured at fair value.

Trading liabilities subject to normal commercial terms and conditions, or that do not include significant financial components, are not discounted to present value. If there is a modification of one or more terms of an existing financial liability (including as a result of its novation), it is necessary to conduct a qualitative and quantitative assessment in order to decide whether or not the modification is substantial with respect to the existing contractual terms. In the absence of substantial modifications, the difference between the present value of the modified cash flows (determined using the instrument's effective interest rate at the date of modification) and the carrying amount of the instruments is accounted for in profit or loss. As a result, the value of the financial liability is adjusted and the instrument's effective interest rate recalculated. If the modifications are substantial, the existing instrument is derecognised and the fair value of the new instrument is recognised, with the related difference recognised in profit or loss.

### *Derecognition of financial instruments*

Financial instruments are derecognised in the financial statements when, following their sale or settlement, the Group is no longer involved in their management

and has transferred all the related risks and rewards of ownership and, therefore, no longer has the right to receive cash flows from the financial asset.

### **Fair value measurement and the fair value hierarchy**

For all transactions or balances (financial or non-financial) for which an accounting standard requires or permits fair value measurement and which falls within the application of IFRS 13, the Group applies the following criteria:

- a) identification of the unit of account, defined as the level at which an asset or a liability is aggregated or disaggregated in an IFRS for recognition purposes;
- b) identification of the principal market or, in the absence of such a market, the most advantageous market in which the particular asset or liability to be measured could be traded; unless otherwise indicated, it is assumed that the market currently used coincides with the principal market or, in the absence of such a market, the most advantageous market;
- c) definition for non-financial assets of the highest and best use of the asset; unless otherwise indicated, highest and best use is the same as the asset's current use;
- d) definition of valuation techniques that are appropriate for the measurement of fair value, maximising the use of relevant observable inputs that market participants would use when determining the price of an asset or liability;
- e) determination of the fair value of assets, based on the price that would be received to sell an asset, and of liabilities and equity instruments, based on the price paid to transfer a liability in an orderly transaction between market participants at the measurement date;
- f) inclusion of non-performance risk in the measurement of assets and liabilities and above all, in the case of financial instruments, determination of a valuation adjustment when measuring fair value to include, in addition to counterparty risk (CVA – credit valuation adjustment), the own credit risk (DVA – debit valuation adjustment).

Based on the inputs used for fair value measurement, a fair value hierarchy for classifying the assets and liabilities measured at fair value, or the fair value of which is disclosed in the financial statements, has been identified:

- a) level 1: includes quoted prices in active markets for identical assets or liabilities;
- b) level 2: includes inputs other than quoted prices included within level 1 that are observable, such as the following: i) quoted prices for similar assets or liabilities in active markets; ii) quoted prices for similar or identical assets or liabilities in markets that are not active; iii) other observable inputs (interest rate and yield curves, implied volatilities and credit spreads);
- c) level 3: unobservable inputs used to the extent that observable data is not available. The unobservable inputs used for fair value measurement should reflect the assumptions that market participants would use when pricing the asset or liability being measured.

Definitions of the fair value hierarchy level in which individual financial instruments measured at fair value have been classified, or for which the fair value is disclosed in the financial statements, are provided in the notes to individual components of the financial statements.

There are no assets or liabilities classifiable in level 3 of the fair value hierarchy.

No transfers between the various levels of the fair value hierarchy took place during the year.

The fair value of derivative financial instruments is based on expected cash flows that are discounted at rates derived from the market yield curve at the measurement date and the curve for listed credit default swaps entered into by the counterparty and Group companies, to include the non-performance risk explicitly provided for by IFRS 13.

In the case of medium/long-term financial instruments, other than derivatives, where market prices are not available, the fair value is determined by discounting expected cash flows, using the market yield curve at the measurement date and taking into account counterparty risk in the case of financial assets and own credit risk in the case of financial liabilities.

## Provisions

“Provisions for construction services required by contract” relate to any outstanding contractual obligations for construction services to be performed, having regard to motorway expansion and upgrades for which the operator receives no additional economic benefits in terms of a specific increase in tolls and/or a significant increase in expected use of the infrastructure. Since the performance of such obligations is treated as part of the consideration for the concession, an amount equal to the fair value of future construction services (equal to the present value of the services, less the portion covered by grants, and excluding any financial expenses that may be incurred during provision of the services) is initially recognised. The fair value of the residual liability for future construction services is, therefore, periodically reassessed and changes to the measurement of the liabilities (such as, for example, changes to the estimated cash outflows necessary to discharge the obligation, a change in the discount rate or a change in the construction period) are recognised as a matching increase or reduction in the corresponding intangible asset. Any increase in provisions to reflect the time value of money is recognised as a financial expense. The costs incurred during the year, in relation to the effective performance of motorway construction and/or upgrade services for which no additional economic benefits are received, are recognised by nature in individual items in the consolidated income statement. Matching entries are made in the consolidated income statement item, “Uses of provisions for construction services required by contract”, to represent the use of provisions previously made as an indirect adjustment of the costs incurred.

“Provisions for risks and charges” are made when: (i) the Group has a present (actual or constructive) obligation as a result of a past event; (ii) it is probable that an outflow of resources will be required to settle the obligation; and (iii) the related amount can be reliably estimated. Provisions are measured on the basis of management’s best estimate of the expenditure required to settle the present obligation or transfer it to third parties at the end of the reporting period. If the effect of discounting to present value is material, provisions are determined by discounting future expected cash flows

to their present value at a rate that reflects the market view of the time value of money and risks specific to the obligation. Subsequent to the computation of present value, the increase in provisions over time is recognised as a financial expense. The costs incurred during the year to settle the obligation are accounted for as a direct reduction in the provisions previously made.

“Provisions for the repair and replacement of motorway infrastructure” cover the liability represented by the contractual obligation to repair and replace infrastructure, as required by the concession arrangements entered into by the Group’s motorway operators and the respective grantors with the aim of ensuring the necessary serviceability and safety. These provisions are calculated on the basis of the usage and state of repair of motorways at the end of the reporting period, taking into account, if material, the time value of money. In this case, provisions are determined by discounting expected future cash flows to present value using a discount rate that reflects current market assessments of the time value of money and risks specific to the obligation, which are based on the yield on the government securities of the country in which the obligation is to be settled. Routine maintenance costs are, in contrast, recognised in the income statement when incurred and are not, therefore, included in the provisions.

The provisions for cyclical maintenance include the estimated cost of a single cycle and are determined separately for each category of infrastructure (viaducts, flyovers, tunnels, safety barriers, motorway surfaces). The following process is applied for each category, based on specific technical assessments, the available information, the current state of motorway traffic and existing materials and technologies:

- a) the duration of the cycle linked to the repair or replacement work is estimated;
- b) the serviceability of the infrastructure is assessed, classifying the various types of intervention based on the state of repair of the infrastructure and the number of years remaining until the scheduled maintenance work;
- c) the cost for each category is determined, based on the verifiable and documented evidence available at the time and comparable work;

- d) the total value of the work included in the relevant cycle is determined;
- e) the provisions at the reporting date are calculated, allocating the cost to the income statement in relation to the number of years remaining until the date of the scheduled maintenance work, in line with the above classification based on the state of repair of the infrastructure, discounting the resulting amount to present value at the measurement date using an interest rate with a duration in line with that of the expected cash flows.

The above effects are recognised in the following income statement items:

- a) the “Operating change in provisions”, reflecting the impact of the revision of estimates as a result of technical assessments (the value of the works to be carried out and the expected timing of such works) and the change in the discount rate used compared with the previous year;
- b) “Financial expenses from discounting of provisions”, reflecting the time value of money, calculated on the basis of the value of the provisions and the interest rate used to discount the provisions to present value at the prior year reporting date.

When the cost of the works is actually incurred, the cost is recognised by nature in individual items in the consolidated income statement and the item, “Operating change in provisions”, reflects use of the provisions previously made.

In accordance with existing contractual obligations, “Provisions for the renewal of assets held under concession” reflect the present value of the estimated costs to be incurred over time in order to satisfy the contractual obligation, to be fulfilled by the operator in accordance with the concession arrangement, requiring performance of the necessary extraordinary maintenance of the assets operated under concession and their repair and replacement. Given that these costs cannot be accounted for as an increase in the value of the assets as they are effectively incurred from time to time, and that they do not meet the necessary requirement for recognition in intangible assets, they are accounted for, together with the assets to which they relate, as provisions in accordance with IAS 37.

This is done based on the degree to which the infrastructure is used, as this is deemed to represent the likely cost to be incurred by the operator in order to guarantee fulfilment, over time, of the obligation to ensure the serviceability and safety of the assets operated under concession. Given the cyclical nature of the works, the value of the provisions recognised in the financial statements is limited to the estimated costs to be incurred as part of the first maintenance cycle, following the end of the reporting period, calculated, taking into account the necessary impact of discounting to present value, for each individual intervention. Classification of the works, as among those to be included in the provisions or as construction/upgrade services performed on behalf of the grantor, is based on the operator’s assessment, with the support of its technical units, of the essential elements of the projects included in the approved investment programmes, identifying those that satisfy the criteria described above. Discounting to present value is carried out, if significant, using a discount rate that reflects current market assessments of the time value of money and risks specific to the asset, which are based on the yield on the government securities of the country in which the obligation is to be settled. When the cost of the works is actually incurred, the cost is recognised by nature in individual items in the consolidated income statement and the item, “Operating change in provisions”, reflects use of the provisions previously made.

The estimate of the above provisions is by its nature complex and subject to a high degree of uncertainty. This is because it may be influenced by a range of variables and assumptions, including technical assumptions regarding the scheduling and nature of work on the repair, replacement and renewal of individual components of infrastructure. Key assumptions regard the duration of maintenance cycles, the state of repair of assets and the projected costs for each type of intervention.

### Employee benefits

Short-term employee benefits, provided during the period of employment, are accounted for as the accrued liability at the end of the reporting period.

Liabilities deriving from medium/long-term employee benefits are recognised in the vesting period, less any plan assets and advance payments made. They are determined on the basis of actuarial assumptions and, if material, recognised on an accruals basis in line with the period of service necessary to obtain the benefit.

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

Post-employment benefits in the form of defined benefit plans are:

- a) recognised in the vesting period, less any plan assets and advance payments made;
- b) determined on the basis of actuarial assumptions; and
- c) recognised on an accruals basis in line with the period of service necessary to obtain the benefit.

The obligation is calculated by independent actuaries. Any resulting actuarial gain or loss is recognised in full in other comprehensive income in the period to which it relates.

### **Assets held for sale and discontinued operations/Liabilities related to assets held for sale and discontinued operations**

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

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

Disposal groups or discontinuing operations are recognised in the income statement as discontinued operations provided the following conditions are met:

- a) they represent a major line of business or geographical area of operation;

- b) they are part of a single coordinated plan to dispose of a separate major line of business or geographical area of operation;

- c) they are subsidiaries acquired exclusively with a view to resale.

After tax gains and losses resulting from the management or sale of such operations are recognised as one amount in profit or loss with comparatives.

### **Revenue**

Revenue is recognised when the fair value can be reliably measured and it is probable that the economic benefits associated with the transactions will flow to the Group. The amount recognised as revenue reflects the consideration to which the Group is entitled in exchange for goods transferred to the customer and services rendered. This revenue is recognised when the performance obligations under the contract have been satisfied.

Depending on the type of transaction, revenue is recognised on the basis of the following specific criteria:

- a) toll revenue is accrued with reference to traffic volumes;
- b) revenue from airport charges is recognised when the facilities are utilised by airport users;
- c) to the extent, for sales of goods, that significant risks and rewards of ownership are transferred to the buyer;
- d) the provision of services is prorated to the percentage of completion of the work, on the basis of the contract revenue and costs that can be reliably estimated with reference to the stage of completion of the contract, in accordance with the percentage of completion method, as determined by a survey of the works carried out or on a cost-to-cost basis. Under this method, contract revenue is matched with the contract costs incurred in reaching the stage of completion, resulting in the reporting of revenue and profit in each reporting period in proportion to the stage of completion.

In addition to contract payments, contract revenues include variations, price revisions and any additional payments to the extent that their payment is proba-

ble and that their amount can be reliably measured. In the event that a loss is expected to be incurred on the completion of a contract, this loss shall be immediately recognised in profit or loss regardless of the stage of completion of the contract. When service revenue cannot be reliably determined, it is only recognised to the extent that expenses are considered to be recoverable. This category of revenue is classified in “Other operating income”.

Any positive or negative difference between the accrued revenue and any advance payments is recognised in assets or liabilities in the statement of financial position, taking into account any impairment recognised in order to reflect the risks linked to the inability to recover the value of work performed on behalf of customers;

- e) rental income or royalties, on an accruals basis, based on the agreed terms and conditions of the contract. This revenue includes amounts generated by the sub-concession of retail and office space to third parties within the airports and motorway networks operated by the Group and, as they substantially equate to the lease of portions of infrastructure, are subject to IFRS 16. This revenue, under existing contractual agreements, is partly dependent on the revenue earned by the sub-operator and, as a result, the related amount varies over time;
- f) interest income (and interest expense) is calculated with reference to amount of the financial asset or liability, in accordance with the effective interest method;
- g) dividend income is recognised when the right to receive payment is established.

Provision of the above services also includes construction and/or upgrade services provided to Grantors, in application of IFRIC 12, and relating to concession arrangements to which certain Group companies are party. These revenues represent the consideration for services provided and are measured at fair value, calculated on the basis of the total costs incurred (primarily consisting of the costs of materials and external services, the relevant employee benefits and attributable financial expenses, the latter only in the case of construction and/or upgrade services for which the operator receives additional economic benefits) plus any

arm’s length profits realised on construction services provided by Group entities (insofar as they represent the fair value of the services). The double entry of revenue from construction and/or upgrade services is represented by a financial asset (concession rights and/or government grants) or an intangible asset deriving from concession rights.

### Government grants

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

Grants received for investment in motorways and airports are accounted for as construction service revenue, as explained in the paragraph on “Revenue”.

Any grants received to fund investment in property, plant and equipment are accounted for as a reduction in the cost of the asset to which they refer and result in a reduction in depreciation.

### Income taxes

Income taxes are recognised on the basis of an estimate of tax expense to be paid, in compliance with the regulations in force, as applicable to each Group company.

Income tax payables are reported under current tax liabilities in the statement of financial position less any payments of taxes on account. Any overpayments are recognised as current tax assets.

Deferred tax assets and liabilities are determined on the basis of temporary differences between the carrying amounts of assets and liabilities as in the Company’s books (resulting from application of the accounting policies) and the corresponding tax bases (resulting from application of the tax regulations in force in the country relevant to each subsidiary), as follows:

- a) deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the asset can be utilised;
- b) a deferred tax liability is recognised for all taxable temporary differences, except to the extent that the

deferred tax liability arises from the initial recognition of goodwill or from investments in subsidiaries, associates or joint ventures, when the Parent Company is able to control the timing of the reversal of temporary differences and it is probable that they will not be reversed in the foreseeable future.

Deferred tax assets and liabilities are calculated on the basis of the tax rate expected to be in effect at the time the related temporary differences will reverse, taking into account any legislation enacted by the end of the reporting period. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer considered probable that there will be sufficient future taxable profits against which the asset can be fully or partially utilised.

Current and deferred tax assets and liabilities are recognised in profit or loss, with the exception of those relating to items recognised directly in equity, and for which the related taxation is also recognised in equity.

The Parent Company, Atlantia, has again operated a tax consolidation arrangement 2021, in which certain Italian-registered subsidiaries participate.

### Share-based payments

The cost of services provided by directors and/or employees remunerated through share-based incentive plans, and settled through the award of financial instruments, is based on the fair value of the rights at the grant date. Fair value is computed using actuarial assumptions and with reference to all characteristics, at the grant date (vesting period, any consideration due and conditions of exercise, etc.), of the rights and the plan's underlying securities. The obligation is determined by independent actuaries. The cost of these plans is recognised in profit or loss, with a contra-entry in equity, over the vesting period, based on a best estimate of the number of options that will vest.

The cost of any services provided by Directors and/or employees and remunerated through share-based payments, but settled in cash, is instead measured at the fair value of the liability assumed and recognised in profit or loss, with a contra entry in liabilities, over the vesting period, based on a best estimate of the number of options that will vest. Fair value is remeasured

at the end of each reporting period until such time as the liability is settled, with any changes recognised in profit or loss.

### Impairment of assets and reversals

At the end of the reporting period, the Group tests property, plant and equipment, intangible assets, financial assets and investments (other than those measured at fair value) for impairment. If there are indications that these assets have been impaired, the value of such assets is estimated in order to verify the recoverability of the carrying amounts and eventually measure the amount of the impairment loss. Irrespective of whether there is an indication of impairment, intangible assets with indefinite lives (e.g., goodwill, trademarks, etc.) and those which are not yet available for use are tested for impairment at least annually, or more frequently, if an event has occurred or there has been a change in circumstances that could cause an impairment. If it is not possible to estimate the recoverable amounts of individual assets, the recoverable amount of the cash generating unit or group of CGUs to which a particular asset belongs or has been allocated, as is the case of goodwill, is estimated.

This entails estimating the recoverable amount of the asset (represented by the higher of the asset's fair value less costs to sell and its value in use) and comparing it with the carrying amount. In calculating value in use, expected future pre-tax cash flows are discounted, using a pre-tax rate that reflects current market assessments of the cost of capital, embodying the time value of money and the risks specific to the asset. In estimating an operating CGU's future cash flows, after-tax cash flows and discount rates are used because the results are substantially the same as pre-tax computations. Future cash flows are estimated on the basis of the long-term plans drawn up by investees or CGUs, covering a period of time equal to the duration of the respective concession. This method is deemed more appropriate than the approach provisionally suggested by IAS 36 (namely, a limited explicit projection period and the estimated terminal value), given the intrinsic nature of the related concession arrangements, above all with regard to the regulations governing each sector and the predetermined duration of the arrangements.



If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount.

Impairments are recognised in profit or loss and classified in various ways depending on the nature of the impaired asset. If there are indications, at the end of the reporting period, that an impairment loss recognised in previous years has been reduced, in full or in part, the recoverability of the carrying amount in the statement of financial position is tested and any reversal of the impairment loss through profit or loss determined. The reversal may under no circumstances exceed the amount of the impairment loss previously recognised. Impairments of goodwill may not be reversed.

The method used for discounting expected cash flows is highly complex and requires the use of estimates, by their nature uncertain and subjective, of:

- expected cash flows, determined by taking into account general economic trends and the performance of the related sector, actual cash flows in previous years and forecast growth rates;
- the financial parameters used to determine the discount rate.

## Estimates and judgments

Preparation of financial statements in compliance with IFRS involves the use of estimates and judgements, which are reflected in the measurement of the carrying amounts of assets and liabilities and in the disclosures provided in the notes to the financial statements, including contingent assets and liabilities at the end of the reporting period. These estimates are primarily used in determining amortisation and depreciation, impairment testing of assets (including financial assets), provisions, employee benefits, the fair value of financial assets and liabilities, and deferred tax assets and liabilities.

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

## Translation of foreign currency items

The reporting package of each consolidated enterprise is prepared using the functional currency of the economy in which the enterprise operates. Transactions in currencies other than the functional currency are recognised by application of the exchange rate at the transaction date. Assets and liabilities denominated in currencies other than the functional currency are, subsequently, remeasured by application of the exchange rate at the end of the reporting period. Any exchange differences on remeasurement are recognised in profit or loss. Non-monetary assets and liabilities denominated in foreign currencies and recognised at historical cost or fair value are translated using the exchange rate at the date of initial recognition.

Translation of the liabilities, assets, goodwill and consolidation adjustments shown in the reporting packages of consolidated companies with functional currencies other than the euro is made at the closing rate of exchange, whereas the average rate of exchange is used for income statement items to the extent that they approximate the transaction date rate or the rate during the period of consolidation, if lower. All resultant exchange differences are recognised directly in comprehensive income and reclassified to profit or loss upon the loss of control of the investment and the resulting deconsolidation.

## Activities in hyperinflationary economies

As required by IAS 29, the Group assesses whether or not any of the functional currencies used by subsidiaries are the currencies of a hyperinflationary economy.

For this purpose, the Group examines the nature of the economic environment of the country in which the entity operates, including with reference to the presence of one or more key features. These essentially regard the form in which the general population prefers to keep its wealth, whether or not prices, wages and interest rates are linked to a price index and whether or not the cumulative inflation rate over three years is approaching, or exceeds, 100%.

If the assessment concludes that the entity operates in a hyperinflationary economy, the non-monetary assets and liabilities (as defined by IAS 29, essentially represented by non-current assets and liabilities not linked by contract to price movements) expressed in the related functional currency are restated on the basis of the

general level of inflation in the country and the impact of this restatement recognised in profit or loss. Monetary assets and liabilities should continue to be recognised at their historical cost.

Following the restatement, the reporting packages of the related entities are converted into euros applying the method described in the section, “Translation of foreign currency items”, in these notes.

## Earnings per share

Basic earnings per share is computed by dividing profit attributable to owners of the parent by the weighted average number of shares outstanding during the accounting period.

Diluted earnings per share is computed by dividing profit attributable to owners of the parent by the above weighted average, also taking into account the effects deriving from the subscription, exercise or conversion of all potential shares that may be issued as a result of the exercise of any outstanding rights.

## New accounting standards and interpretations, or amendments to existing standards and interpretations, effective from 2021

The new accounting standards and interpretations, and amendments to existing standards and interpretations that are already applicable, effective from 2021, are described below. They have not had an impact on amounts in the consolidated financial statements for the year, as there were no material changes applicable.

Accounting standards and interpretations endorsed and effective from 1 January 2021	Effective date of IASB document	Date of UE endorsement
Amendments to IFRS 9, IAS 39 and IFRS 7 relating to “Interest Rate Benchmark Reform” (phase 2)	1 January 2021	January 2021
Amendments to IFRS 9, IAS 39 and IFRS 7 relating to “Interest Rate Benchmark Reform” (phase 2) extension beyond June 2021	1 April 2021	August 2021

Finally, as required by Warning Notice 5 issued by the CONSOB on 29 April 2021, the new method for measuring net debt in accordance with the “Guidance on disclosure requirements under the Prospectus Regulation”, published by the ESMA on 4 March 2021, has been established: compared with the earlier recommendation, specific categories of derivative are included in the measurement of net debt.

## Amendments to IFRS 9, IAS 39 and IFRS 7 - “Interest Rate Benchmark Reform” (phase2) – extension beyond June 2021

In measuring/defining hedging relationships involving financial instruments subject to IBOR (Interbank Offered Rates), the document: (i) clarifies the fact that replacement of the existing IBOR with a new risk-free rate does not result in the derecognition of assets and liabilities; (ii) with regard to hedge accounting, introduces provisions designed to avoid the need to discontinue existing hedging relationships; (iii) requires qualitative and quantitative disclosures of the nature of the risks associated with the reform, on the management of such risks and the progress made in implementing the transition to the new rates.

In addition, the practical expedient (applicable to Covid-19-related relief reducing rentals falling due by 30 June 2021) introduced from 1 June 2020 by the document, “Amendment to IFRS 16 Leases Covid-19 - Related Rent Concessions”, has been extended to 30 June 2022.

## New accounting standards and interpretations, or revisions and amendments of existing standards and interpretations, that have either yet to come into effect or are yet to be endorsed

The Company is assessing the potential impact of the future application of new accounting standards and interpretations, that have yet to come into effect as at 31 December 2021, and that may in the future be applied in the Group's consolidated financial statements.

Accounting standards and interpretations endorsed and effective from 1 January 2022	Effective date of IASB document	Date of EU endorsement
Amendments to IFRS 3 – Business Combinations; IAS 16 Property, plant and equipment; IAS 37 Provisions, Contingent Liabilities and Contingent Assets; Annual Improvements 2018-2020	1 January 2022	July 2021
Amendments to IAS 1 – Presentation of Financial Statements: Classification of liabilities as current or non-current	1 January 2023	Not endorsed
Amendments to IAS 1 – Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting Policies	1 January 2023	Not endorsed
Amendments to IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates	1 January 2023	Not endorsed
Amendments to IAS 12 – Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023	Not endorsed

### *Amendments to IFRS 3 – Business Combinations; IAS 16 Property, Plant and Equipment; IAS 37 Provisions, Contingent Liabilities and Contingent Assets; Annual Improvements 2018-2020*

The IASB issued a document entitled “Amendments to IFRS 3 - Business Combinations”, updating the reference to the Conceptual Framework.

Through the “Amendments to IAS 16 Property, Plant and Equipment”, the IASB clarified that it is not permitted to deduct from the cost of property, plant and equipment the amount received from selling items produced before the asset is ready for its intended use. Instead, entities must recognise such sales proceeds and the related costs in profit or loss.

With the “Amendments to IAS 37 - Provisions, Contingent Liabilities and Contingent Assets”, the IASB clarified which costs an entity shall consider in assessing whether a contract is onerous.

Finally, with the “Annual Improvements to IFRS Standards 2018-2020”, changes have been made to IFRS 9 -

Financial Instruments, clarifying that, when conducting the “10 per cent” test to evaluate if the modifications made to a financial liability are material (and, thus, resulting in derecognition), an entity must include only fees paid or received by the entity and the lender.

### *Amendments to IAS 1 – Presentation of Financial Statements – Classification of liabilities as current or non-current*

With the “Amendments to IAS 1 - Presentation of Financial Statements: Classification of Liabilities as Current or Non-current”, the IASB has clarified the criteria to be used in order to determine if a liability is to be classified as current or non-current. The amendments aim to enable consistent application of the requirements, helping entities to determine if debt, and other liabilities with an uncertain settlement date, should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments also clarify the classification requirements for debt a company might settle by converting it into equity.

*Amendments to IAS 1 – Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting Policies*

The document “Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)” indicates the criteria to be followed in the disclosure of the main accounting policies in financial statements, establishing that:

- (i) notes to the financial statements must describe material accounting policies instead of significant accounting policies;
- (ii) disclosures of accounting policies are material if users need them to understand other material disclosures; (iii) disclosures of immaterial accounting policy information must not obscure material accounting policy information.

*Amendments to IAS 8 – Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates*

In the document, “Definition of Accounting Estimates (Amendments to IAS 8)”, the IASB clarifies the following: (i) accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”; (ii) entities must develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty; (iii) a change in accounting estimate that results from new information or new developments is not the correction of an error. In addition, the effects of a change in an input or a measurement

technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors; (iv) a change in an accounting estimate may affect only the current period’s profit or loss, or the profit or loss of both the current period and future periods. The effect of the change relating to the current period is recognised as income or expense in the current period. The effect, if any, on future periods is recognised as income or expense in those future periods.

*Amendments to IAS 12 – Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

In the document, “Deferred Tax related to Assets and Liabilities arising from a Single Transaction (amendments to IAS 12)”, the IASB has clarified that in recognising deferred tax on leases and decommissioning obligations the exemption provided in IAS 12.15(b) and IAS 12.24 does not apply.

**4. Concessions**

The Atlantia Group’s core business internationally is the operation of motorways and airports under concessions held by Atlantia Group companies.

Essential information regarding the concessions held by Group companies is set out below, whilst details of events of a regulatory nature, linked to the Atlantia Group’s concession arrangements, during the year are provided in note 10.6, “Significant legal and regulatory aspects”.

Motorways segment							
Country	Operator	km	Expiry date	Toll revenue 2021	Regulatory framework		Accounting model
					Tariffs	Other provisions	
BRAZIL	Triangulo do Sol	442	2022	86	A		Intangible asset
	Rodovias das Colinas	307	2028	89	A		Intangible asset
	Rodovia MG050	372	2032	23	A		Intangible asset
	ViaPaulista	721	2047	70	A		Intangible asset
	Intervias	380	2028	72	A		Intangible asset
	Fluminense	320	2033	37	A		Intangible asset
	Fernão Dias	570	2033	55	A		Intangible asset
	Régis Bittencourt	390	2033	76	A		Intangible asset
	Litoral Sul	406	2033	82	A		Intangible asset
	Planalto Sul	413	2033	28	A		Intangible asset
		<b>4.321</b>		<b>618</b>			
FRANCE	Sanef	1.396	2031	1.198	B		Intangible asset
	Sapn	373	2033	398	B		Intangible asset
		<b>1.769</b>		<b>1.596</b>			
SPAIN	Acesa	479	2021 <sup>(1)</sup>	330	B		Intangible asset
	Invicat	66	2021 <sup>(1)</sup>	54	B		Intangible asset
	Aucat	47	2039	82	B		Intangible asset
	Castellana	120	2029	109	B		Intangible asset
	Aulesa	38	2055	7	B		Intangible asset
	Avasa	294	2026	147	B		Intangible asset
	Túnel	46	2037	51	B		Intangible asset
	Trados 45	15	2029	33	B	I	Intangible asset
		<b>1.105</b>		<b>813</b>			
CHILE	Los Lagos	133	2023	26	C	L	Mixed
	Litoral Central	81	2031	4	B	L	Mixed
	Vespucio Sur	24	2032	97	C		Mixed
	Costanera Norte	44	2033	104	C	L	Mixed
	Nororiente	21	2044 <sup>(2)</sup>	13	C	L	Mixed
	AMB	10	2025 <sup>(2)</sup>	5	C		Mixed
	Vial Ruta 78 - 68	9	2042 <sup>(2)</sup>	0	C	L	Financial asset
	Vespucio Oriente II	5	2048 <sup>(2)</sup>	0	C	L	Financial asset
	Autopista Central	62	2034	210	C		Intangible asset
	Rutas del Pacífico	141	2025 <sup>(2)</sup>	92	C		Intangible asset
	Elqui	229	2022	18	C	L	Mixed
	Autopista los Libertadores	116	2026	14	C	L	Mixed
	Autopista del Sol	133	2022	72	B		Intangible asset
Autpista de los Andes	92	2036	30	C		Intangible asset	
		<b>1.100</b>		<b>685</b>			
MEXICO	RCO	664	2048	383	C		Intangible asset
	COVIQSA	93	2026	38	B	I	Mixed
	CONIPSA	74	2025	3	B	I	Mixed
	COTESA	31	2046	3	C		Intangible asset
	AUTOVIM	13	2039	1	B		Intangible asset
		<b>875</b>		<b>428</b>			
ITALY	Brescia - Padova	236	2026	359	D	M	Mixed
		<b>236</b>		<b>359</b>			
ARGENTINA	GCO	56	2030	47	E		Financial asset
	Ausol	119	2030	63	E		Financial asset
		<b>175</b>		<b>110</b>			

Motorways segment							
Country	Operator	Km	Expiry date	Toll revenue 2021	Regulatory framework		Accounting model
					Tariffs	Other provisions	
INDIA	Jadcherla Espressways Private Limited	58	2026	15	B		Intangible asset
	Trichy Tollway Private Limited	94	2026	17	B		Intangible asset
		<b>152</b>		<b>32</b>			
PUERTO RICO	Metropistas	88	2061	132	C		Intangible asset
	Autopistas de Puerto Rico	2	2044	22	B		Intangible asset
		<b>90</b>		<b>154</b>			
POLAND	Stalexport	61	2027	78	F		Intangible asset
USA	Elizabeth River Crossings	12	2070	86	G		Intangible asset
Discontinued operations							
	Autostrade per l'Italia	2.855	2038	<sup>(4)</sup>	H		Intangible asset
	Autostrade Meridionali	51	2012 <sup>(3)</sup>	<sup>(4)</sup>	H	M	Intangible asset
	Raccordo Autostradale Valle d'Aosta	32	2032	<sup>(4)</sup>	H		Intangible asset
	Tangenziale di Napoli	20	2037	<sup>(4)</sup>	H		Intangible asset
	Società Autostrada Tirrenica	55	2028 <sup>(4)</sup>	<sup>(4)</sup>	H		Intangible asset
	Trafo del Monte Bianco	6	2050	<sup>(4)</sup>	H		Intangible asset
<b>DISCONTINUED OPERATIONS <sup>(4)</sup></b>		<b>3.019</b>					

Airports segment							
Country	Operator	Airport	Expiry date	Aviation revenue 2021	Regulatory framework		Accounting model
					Tariffs	Other provisions	
ITALY	Aeroporti di Roma	Leonardo da Vinci di Fiumicino	2046	198	D	M, N	Intangible asset
		"G.B. Pastine" di Ciampino			D	M, N	Intangible asset
FRANCE	Aéroport de la Côte d'Azur	Aéroport Nice Côte d'Azur	2044	96	D	N	Intangible asset
		Aéroport Cannes Mandelieu	2044		D	N	Intangible asset
		Aéroport Golfe Saint-Tropez	n/a		D	O	Intangible asset

<sup>(A)</sup> Inflation including potential changes to secure financial feasibility

<sup>(B)</sup> Tariff linked to inflation

<sup>(C)</sup> Inflation and potential additions: real increase, safety/quality bonus, dynamic modulation (based on traffic) by category of section and potentially capped

<sup>(D)</sup> Regulatory Asset Base Model: review of regulated revenue and allowed costs (including depreciation) + return on RAB at regulatory WAAC

<sup>(E)</sup> Six-monthly revision based on inflation and return on RAB

<sup>(F)</sup> Inflation and % of GDP under profit-sharing mechanism with the Grantor

<sup>(G)</sup> Guaranteed minimum increase in the tariff (3.5%) of below inflation

<sup>(H)</sup> Inflation, return on investment, potential review of RAB and other allowed costs

<sup>(I)</sup> Shadow Toll - toll received from the grantor based on the volume of traffic using the infrastructure

<sup>(L)</sup> Minimum level of tariff guaranteed by the Grantor

<sup>(M)</sup> Takeover right

<sup>(N)</sup> Dual-Till Model: certain activities carried out under concession are not subject to regulated tariffs

<sup>(O)</sup> Subject only to aeronautical regulation, as these activities are not carried out under a concession

<sup>(1)</sup> Concessions expired in August 2021

<sup>(2)</sup> Estimated date: the concession will expire when the net present value of the revenues received, discounted using a contractually agreed rate, reaches the agreed threshold and, in any event, no later than the date provided for under the concession arrangement.

<sup>(3)</sup> On 4 February 2022, the Council of State rejected the appeal brought by Autostrade Meridionali (previously rejected by Campania Regional Administrative court on 21 October 2020) against the award of the concession for the A3 Naples-Salerno motorway to the SIS Consortium. The Interministerial Decree relating to the concession arrangement signed by the MIMS and the SIS Consortium on 29 July 2021 was registered without observations on 8 February 2022 and, in the coming months, the new operator is expected to begin operating the motorway.

<sup>(4)</sup> The expiry date has been adjusted to reflect the provisions of Law 8/2020 that converted the Milleproroghe Decree of 2020 into law.

<sup>(5)</sup> Concessions attributable to the ASPI group, whose revenue is presented in "Profit/(Loss) from discontinued operations", in accordance with IFRS 5.

## 5. Scope of consolidation

In addition to the Parent Company, entities are consolidated when Atlantia directly or indirectly exercises control. Control over an entity is exercised when the Group is exposed to or has the right to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of the investor's return.

Subsidiaries are consolidated using the line-by-line method and are listed in Annex 1. A number of companies listed in Annex 1 have not been consolidated due to their quantitative and qualitative immateriality to a true and fair view of the Atlantia Group's financial position, results of operations and cash flows, as a result of their operational insignificance.

All entities over which control is exercised are consolidated from the date on which the Atlantia Group acquires control, as defined above, whilst they are deconsolidated from the date on which the Atlantia Group ceases to exercise control.

Companies are consolidated on the basis of the specific reporting packages prepared by each consolidated company, as of the end of the reporting period and in compliance with the IFRS adopted by the Atlantia Group. Companies are consolidated according to the following criteria and procedures:

- a) use of the line-by-line method, entailing the reporting of non-controlling interests in equity, profit or loss and in comprehensive income, and the recognition of all the assets, liabilities, revenues and costs of subsidiaries, regardless of the Atlantia Group's percentage interest;
- b) elimination of intercompany assets, liabilities, revenues and costs resulting from transactions between consolidated companies;
- c) reversal of intercompany dividends and allocation of the related amounts to the relevant opening equity reserves;
- d) netting of the carrying amount of investments in consolidated companies against the corresponding amount of equity, with any resultant positive and/or negative differences being debited/credited to the relevant balance sheet accounts (assets, liabilities and

equity), as determined on the acquisition date of each investment and adjusted for subsequent variations. Following the acquisition of control, any acquisition of further interests from non-controlling shareholders, or the sale of interests to such shareholders not resulting in the loss of control of the entity, are accounted for as owner transactions and the related changes recognised directly in equity; any resulting difference between the amount of the change in equity attributable to non-controlling interests and cash and cash equivalents exchanged are recognised directly in equity attributable to owners of the Atlantia Group;

- e) translation of the reporting packages of consolidated companies in functional currencies other than the euro, applying the method previously described in the policy regarding the "Translation of foreign currency items", and "Activities in countries with hyperinflationary economies", included in note 3.

Despite the fact that the scope of consolidation as at 31 December 2021 has not undergone significant changes compared with 31 December 2020, the following transactions are disclosed:

- a) the acquisition, on 25 March 2021, of a 90% interest in Infomobility by Movyon (formerly Autostrade Tech);
- b) Telepass's acquisition, on 1 April, of a 100% interest in Wise Emotion, whose merger with and into the acquirer was approved at the same time;
- c) the liquidation, on 21 July 2021, of Tolling Operations Puerto Rico, a wholly owned subsidiary of Emovis;
- d) the sale, on 5 November 2021, of Abertis Motorways UK, a wholly owned subsidiary of da Abertis Infraestructuras, and its subsidiary, Road Management Group (RMG);
- e) the liquidation, on 15 December 2021, of Autostrade Concessioni e Costruzioni, a wholly owned subsidiary of Atlantia;
- f) the sale, on 23 December 2021, of Sanef Aquitaine, a wholly owned subsidiary of Sanef.

The following companies have also been established: (i) Free To X, a wholly owned subsidiary of Autostrade per l'Italia; (ii) Abertis Gestión Viaria, a wholly owned subsidiary of Abertis Autopistas España; (iii) Emovis Operations Chile, a wholly owned subsidiary of Emovis; (iv) Hub & Park, a wholly owned subsidiary of Eurotoll,

in turn a subsidiary of Abertis Mobility Services; (v) AMS Mobility Services Spain, a wholly owned subsidiary of Abertis Mobility Services; (vi) Wash Out France, a wholly owned subsidiary of Wash Out.

Finally, whilst not having an impact on the scope of consolidation, the following transactions regarding investments have also been carried out:

a) completion, on 1 April 2021, of the acquisition of a 1.66% interest in Volocopter, which commercialises innovative and sustainable urban air mobility solutions;

b) the sale, on 14 April 2021, of a 49% stake in Telepass to the global investment manager, Partners Group;

c) the sale of a 79.4% stake in Pavimental to Autostrade per l'Italia by Atlantia (59.4%) and Aeroporti di Roma (20%).

The exchange rates, shown below, used for the translation of reporting packages denominated in functional currencies other than the euro, were obtained from the Bank of Italy:

Currency	2021		2020	
	Spot exchange rate as at 31 December	Average exchange rate	Spot exchange rate as at 31 December	Average exchange rate
Euro/Brazilian real	6.310	6.378	6.374	5.894
Euro/Chilean peso	964.350	898.390	872.520	903.140
Euro/Mexican peso	23.144	23.985	24.416	25.2045 <sup>(1)</sup>
Euro/Argentine peso <sup>(2)</sup>	116.362	116.362	103.249	103.249
Euro/US dollar	1.133	1.183	1.227	1.142
Euro/Polish zloty	4.597	4.565	4.560	4.443
Euro/Swiss franc	1.033	1.081	1.080	1.071
Euro/Indian rupee	84.229	87.439	89.661	84.639
Euro/Canadian dollar	1.439	1.483	1.563	1.530
Euro/Colombian peso	4,598.680	4,429.480	4,202.340	4,217.060
Euro/Hungarian forint	369.190	358.516	363.890	351.249
Euro/Pound sterling	0.840	0.860	0.899	0.890
Euro/Croatian kuna	7.516	7.528	7.552	7.538

<sup>(1)</sup> Average exchange rate from the date of first-time consolidation of Red de Carreteras de Occidente (RCO).

<sup>(2)</sup> As required by IAS 21 and IAS 29 in relation to hyperinflationary economies, the exchange rate used for the Argentine peso is the spot rate for both assets and liabilities and for the conversion of cash flows for the year.

The index used to rebase the Argentine peso in application of IAS 29 was the “Indice de precios al consumidor con cobertura nacional” consumer price index, equal to 50.94% in 2021 (36.14% in 2020).

## 6. Corporate actions

### 6.1 Agreement to sell investment in Autostrade per l'Italia

#### Introduction

On 12 June 2021, Atlantia signed an agreement with Holding Reti Autostradali SpA, the Consortium con-

sisting of CDP Equity SpA, The Blackstone Group International Partners LLP and Macquarie European Infrastructure Fund 6 SCSp (hereinafter the “Consortium”), for the sale of its entire 88.06% stake in Autostrade per l'Italia (hereinafter the “Agreement”).

The agreement has set a price of €8,014 million, in addition to a ticking fee payable to Atlantia, equal to 2% of the price to be paid annually from 1 January 2021 through to the closing date, in addition to any compen-



sation due for the loss of revenue caused by the impact of Covid should the relevant competent authorities pay ASPI compensation for economic losses incurred as a result of the impact on traffic of Covid-19 in the period between 1 July 2020 and the earlier of (i) 31 December 2021 and (ii) the closing date. The amount is in any event capped at €264 million.

As of today's date, completion of the Agreement remains subject to the fulfilment of specific conditions precedent:

- a) effectiveness of the settlement agreement between Autostrade per l'Italia and the Ministry of Sustainable Infrastructure and Mobility (the "MIMS") bringing an end to the dispute brought by the MIMS on 16 August 2018, and the Addendum to the Single Concession Arrangement and the Financial Plan;
- b) the EIB's consent to the change of control over outstanding loans from the bank, amounting to approximately €1.2 billion (further details are provided in note 9.2).

With regard to the condition precedent referred to in point a), the following key events have occurred: (i) on 14 October 2021, Autostrade per l'Italia and the MIMS signed the settlement agreement bringing an end to the dispute, with the agreement including the content of the agreement reached by Autostrade per l'Italia and local authorities in Liguria, and retaining the unchanged sum of €3.4 billion originally provided for as compensation payable by Autostrade per l'Italia (the "Settlement Agreement"); (ii) Autostrade per l'Italia revised the Addendum and the Financial Plan, as requested by the MIMS on 26 October 2021, in order to reflect the content of the agreement reached with local authorities in Liguria and the financial impact of the Covid-19 health emergency, in accordance with the indications from the transport regulator, ART, for the entire motorway sector, and other requests from the MIMS; (iii) on 22 December, the Interministerial Committee for Economic Planning and Sustainable Development (CIPESS) expressed a favourable opinion on the revised drafts of the Addendum and Financial Plan, subject to certain requirements deemed fully acceptable by Autostrade per l'Italia and the Consortium.

The CIPESS determination is awaiting registration with the Court of Auditors. The Addendum and the Financial Plan must then be approved by interministerial decree

to be issued by the MIMS and the Ministry of the Economy and Finance (the "MEF"). This decree must also be registered with the Court of Auditors. The Settlement Agreement is also waiting to be registered with the Court of Auditors.

With regard to point b), Autostrade per l'Italia has received notice of the European Investment Bank's consent to the change of control to the Consortium and the subsequent release of the guarantees provided by Atlantia (the "waivers and/or consents"). Changes to the loan agreements will be formalised in the coming weeks. The Long Stop Date for fulfilment of all the conditions precedent is 31 March 2022. However, in the event that the conditions precedent have not been fulfilled or waived, the Long Stop Date may be delayed, at the request of one of the parties, until 30 June 2022.

For closing to take place, the Autostrade per l'Italia group's concessions must be valid and effective.

The Agreement lays down certain special indemnities payable by Atlantia to the Consortium in relation to two types of dispute (the "Special Indemnities"):

- a) pending or future criminal and civil proceedings in connection with the Polcevera event, other proceedings linked to issues relating to maintenance obligations, and civil claims included in a detailed list in the agreement where the maximum indemnity has been capped at €459 million);
- b) the criminal proceeding for alleged environmental damage and the civil damages requested by the Ministry of Environment (with any indemnities capped at €412 million).

With regard to point a), the Agreement provides that Atlantia shall be solely liable for up to €150 million, above which sum, without prejudice to the cap of €459 million on the indemnity payable, the amount payable will be shared by the buyer and seller, with Atlantia to be liable for 75%.

### *Information on the application of IFRS 5 to the Autostrade per l'Italia group*

As previously mentioned in note 2, as at 31 December 2021, the ASPI group's contribution to consolidated amounts is presented in "Discontinued operations" in accordance with IFRS 5. In addition to the parent, Au-

tostrade per l'Italia, the ASPI group includes the subsidiaries, AD Moving, Raccordo Autostradale Valle d'Aosta, Giove Clear, Autostrade Meridionali, Essediesse, Tangenziale di Napoli, Movyon, Autostrade Tirrenica, Società Italiana per il Traforo Monte Bianco, Tecne, Pavimental, Pavimental Polska, Free To X and Infomobility. The reclassification reflects the following key considerations:

- a) signature of the share purchase agreement with the Consortium, following the agreement's approval by Atlantia's Board of Directors, means that the transaction is highly probable;
- b) ASPI is available for immediate sale in its present condition, subject to conditions precedent that are usual and customary for a transaction of this type and importance, which are expected to be fulfilled within the deadline established in the agreement;
- c) the ASPI group represents a separate major line of business or geographical area of operation.

The ASPI group's assets and liabilities as at 31 December 2021 are classified in "Assets held for sale and discontinued operations" and in "Liabilities related to as-

sets held for sale and discontinued operations", whilst the ASPI group's contribution to profit or loss for both 2021 and the comparative period is presented in "Profit/(Loss) from discontinued operations".

The following approach has been adopted with regard to the presentation of intragroup transactions between continuing and discontinued operations:

- a) individual line items in the income statement relating to continuing operations are presented without taking into account the elimination of intragroup transactions with the ASPI group, whilst revenue and costs attributable to discontinued operations also include the effects of consolidation adjustments of intragroup transactions with the ASPI group;
- b) individual line items in the statement of financial position relating to continuing operations and discontinued operations are all presented after eliminating intragroup transactions with the ASPI group.

The following table shows the ASPI group's contribution to the net result for 2021, compared with 2020, and the values of the intragroup transactions eliminated.

€M	2021	2020
Revenue	4,803	3,192
Elimination of transactions with continuing operations	-31	-51
External revenue	4,772	3,141
Costs	-2,957	-3,240
Elimination of transactions with continuing operations	31	51
External costs	-2,926	-3,189
<b>OPERATING PROFIT/(LOSS)</b>	<b>1,846</b>	<b>-48</b>
Financial income	136	13
Elimination of transactions with continuing operations	-4	-16
External financial income	132	-3
Financial expenses	-508	-557
Elimination of transactions with continuing operations	4	16
External financial expenses	-504	-541
<b>FINANCIAL INCOME/(EXPENSES)</b>	<b>-372</b>	<b>-544</b>
Losses of investees accounted for using the equity method	-1	-3
<b>PROFIT/(LOSS) BEFORE TAX</b>	<b>1,473</b>	<b>-595</b>
Tax benefits/(expense)	-547	134
<b>PROFIT/(LOSS) FROM DISCONTINUED OPERATIONS</b>	<b>926</b>	<b>-461</b>

## CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2021

Profit from discontinued operations in 2021 amounts to €926 million and benefits from the amortisation and depreciation recognised until 12 June, the date from which the Autostrade per l'Italia group was reclassified.

The following table shows the ASPI group's assets and liabilities, accounted for at the lower of carrying amount and fair value less costs to sell, reclassified to assets and liabilities attributable to discontinued operations as at 31 December 2021, and a summary of cash flows for 2021, compared with the same period of 2020.

€M	31 December 2021
Investments	71
Property, plant and equipment	209
Intangible assets	13,922
Other non-current assets	1
Deferred tax assets	1,616
Trading assets	759
Current tax assets	3
Other current assets	129
Non-current financial assets	332
Cash and cash equivalents	1,353
Other current financial assets	561
<b>ASSETS ATTRIBUTABLE TO DISCONTINUED OPERATIONS</b>	<b>18,956</b>
Non-current provisions	2,281
Deferred tax liabilities	138
Other non-current liabilities	30
Current provisions	1,092
Trading liabilities	1,484
Current tax liabilities	29
Other current liabilities	395
Non-current financial liabilities	8,159
Bank overdrafts repayable on demand	49
Other current financial liabilities	2,779
<b>LIABILITIES ATTRIBUTABLE TO DISCONTINUED OPERATIONS</b>	<b>16,436</b>
<b>NET ASSETS/LIABILITIES ATTRIBUTABLE TO DISCONTINUED OPERATIONS</b>	<b>2,520</b>

€M	2021	2020
Net cash generated from/(used in) operating activities attributable to discontinued operations (A)	1,410	327
Net cash generated from/(used in) investing activities attributable to discontinued operations (B)	-1,074	-585
Net cash generated from/(used in) financing activities attributable to discontinued operations (C)	-457	714
<b>NET CASH FLOW FOR THE PERIOD FROM/(FOR) DISCONTINUED OPERATIONS (A+B+C)</b>	<b>-121</b>	<b>456</b>

## Significant legal and regulatory aspects relating to the ASPI group

Information on the status of the main criminal and civil proceedings covered by indemnities (“Special Indemnities”) provided by Atlantia under the terms of the SPA is provided below.

### Criminal action brought before the Court of Genoa with regard to the collapse of a section of the Polcevera road bridge

With regard to the criminal action brought before the Court of Genoa with regard to the tragic events caused by the collapse of a section of the Polcevera road bridge on the A10 Genoa–Ventimiglia motorway, the preliminary hearing began on 15 October 2021. Lawyers for the plaintiffs filed a number of civil claims. Specifically, with respect to the 357 plaintiffs cited in the indictment (most of whom have already been compensated), approximately a further 400 claims have been filed by other plaintiffs.

At the hearing held on 8 November 2021, the legal counsel defending ASPI with regard to the “231 proceeding” (relating to corporate liability) requested the exclusion of all the civil claims against the company, whilst the lawyers representing accused persons employed by ASPI raised objections to certain associations/unions due to the generic nature of their claims and/or the absence of proof of their real and continuing activity in the Liguria area.

At the hearing of 24 November 2021, the judge appointed to preside at the preliminary hearing ruled that the civil claims brought against Autostrade per l’Italia and Spea Engineering were inadmissible as the companies have been charged with breaches of Legislative Decree 231/2001. The judge also excluded all the claims brought by unions and most of the associations, “bystanders/spectators”, the police and other persons.

As regards civil liability, on the other hand, approximately 270 civil claims have been filed against Autostrade per l’Italia, Spea Engineering, the MIMS and ANAS:

- a) the Cabinet Office and the MIMS have only filed claims against SPEA;
- b) Genoa City Council has brought civil claims against Autostrade per l’Italia, Spea Engineering, the MIMS and ANAS. The civil claims against ANAS derive from

the fact that four of the persons facing criminal charges were, at the time of the alleged crimes, employed by ANAS.

Following this request, the presiding judge ruled that claims could be brought against ANAS, the MIMS, Autostrade per l’Italia and Spea Engineering. However, following appearances at the hearing of 15 December 2021, and in response to a number of objections raised by the civil defendants linked to the fact that they did not take part in the pre-trial hearing, ANAS and the MIMS were excluded from the proceeding.

Finally, the request from certain defendants for the presiding judge to be removed from the case (having, as part of a related proceeding, expressed views on the events that have given rise to the charges) was finally rejected by the Supreme Court following a hearing held on 21 January 2022.

Discussion of the case then began on 28 January 2022, starting with the Public Prosecutor, who was followed by the civil defendants, the civil claimants and, lastly, the natural and legal persons facing charges.

Finally, the tragic collapse of the Polcevera road bridge has also resulted in a number of civil claims for indirect damages against ASPI. Under the Agreement, Atlantia has undertaken to provide special indemnities in relation to these claims.

### Investigation by the Public Prosecutor’s Office in Genoa regarding the installation of integrated safety and noise barriers on the A12

On 10 December 2019, the *Guardia di Finanza* (Finance Police) of Genoa made several visits to the Genoa and Rome offices of ASPI and a number of Group companies, including Spea Engineering, in order to seize technical documents (i.e., designs, calculation reports, test certificates) and organisational documents (i.e., service orders and organisational arrangements in place since 2013) regarding the installation and maintenance of “Integautos” model noise barriers.

The investigation, which derives from two accidents that occurred on 6 November 2016 and 17 January 2017 due to the collapse of the aforementioned barriers positioned respectively on the Rio Rezza and Rio Castagna bridges on the A12, involves former managers and managers and employees with technical roles within ASPI. The investigation is ongoing.

### Investigation by the Public Prosecutor's Office of Ancona regarding the collapse of the SP10 flyover above the A14 Bologna – Taranto

The collapse of the SP10 flyover over the A14 at km 235+794 on 9 March 2017 resulted in the death of the driver and one passenger of a vehicle, and injuries to three workers from a Pavimental subcontractor, to whom Autostrade per l'Italia had previously allocated the works for widening the third lane along the A14 Bologna-Bari-Taranto in the Rimini North-Porto Sant'Elpidio section. Criminal proceedings have been brought regarding the offences of "accessory to culpable collapse" and "accessory to multiple negligent homicide". Moreover, Autostrade per l'Italia SpA is under investigation pursuant to art. 25-septies of Legislative Decree 231/2001 ("culpable homicide or grievous or very grievous bodily harm resulting from breaches of occupational health and safety regulations").

On 7 October 2019, the preliminary investigating magistrate dismissed the case for four ASPI's managers. The criminal proceedings under review thus continued against only three Autostrade per l'Italia employees and the company itself pursuant to Legislative Decree 231/2001.

At a preliminary hearing on 15 October 2020, the preliminary hearing judge, accepting the Public Prosecutor's request, indicted all the defendants, both natural and legal persons.

The first hearing, initially scheduled for 21 September 2021, did not take place as the judge was unable to attend. The hearing was adjourned until 2 November 2021 before another judge, when preliminary matters and requests for investigations were dealt with.

At the hearing of 2 November, the court accepted the request for legitimate impediment from one of the lawyers and adjourned the hearing until 26 November 2021, with the intention of combining the main case with the case involving health and safety charges against natural persons and dealing with preliminary matters.

The hearing of 26 November 2021 did not take place and was again adjourned until 21 January 2022 and then again until 1 March 2022. At the hearing of 1 March, the court combined the two proceedings and rejected a number of preliminary requests from counsel for the defendants. The hearing was then adjourned until 7 June 2022 to i) examine issues relating to civil claims; ii) open discussion of the cases and iii) request evidence.

### Claim for damages from the Ministry of the Environment

In the judgement handed down by the Court of Florence on 30 October 2017, the court acquitted Autostrade per l'Italia's Joint General Manager for Network Development and the Project Manager of all charges, ruling that there was no case to answer in relation to alleged breaches of environmental laws during work on the *Variante di Valico* (offences provided for and punishable in accordance with art. 260 «organised waste trafficking» in relation to art. 186, paragraph 5 «use of soil and rocks from excavation as by-products rather than as waste» in the Consolidated Law on the Environment ("CLE") 152/06 and art. 256, paragraph 1(a) and 1(b) «unauthorised waste management» and paragraph three, «illegal waste disposal» in the CLE.

The Public Prosecutor's office in Florence has filed a *per saltum* appeal against the judgement with the Supreme Court.

At the hearing on 19 January 2021, the Supreme Court, partially upholding the *per saltum* appeal, cancelled the above judgement, returning the case to the Florence Court of Appeal for a new trial.

The grounds for the Supreme Court ruling on the criminal case brought before the Court of Florence, regarding alleged violations of environmental laws during construction of the *Variante di Valico*, were published on 15 March 2021.

The Court of Appeal in Florence must now examine all the technical evidence relating to the excavated materials obtained by ARPAT (the regional environmental protection agency) but not used during the trial at first instance. It should be noted that this evidence is not dissimilar, in terms of technical and scientific content, from the evidence used during the previous trial and on the basis of which the earlier court decided to acquit the accused, as there was no case to answer given that the law had not been breached. The Court of Appeal must also carry out an examination of the use made by ASPI of the soil and rocks from excavation work and the related by-products to ensure compliance with the consents obtained, and the absence of any potential contamination or environmental damage.

A date for the Appeal Court hearing is awaited.

Actions brought by the Autostrade per l'Italia group against Craft and Alessandro Patanè

**Proceeding before the Court of Appeal in Rome – Autostrade per l'Italia and Movyon (formerly Autostrade Tech) against Alessandro Patanè**

The appeal against judgement 120/2019, filed by ASPI and Movyon at the Court of Appeal in Rome, was adjourned until 15 June 2021 when Mr Patanè filed a further action for fraud in relation to documents filed by the companies.

The court has granted two deadlines for the submission of briefs, being 30 July and 20 September 2021, adjourning any discussion until the hearing to be held on 5 October 2021. The above documents are the subject of a second action for fraud brought by Mr Patanè against ANAS. Given the type of matter involved, Autostrade per l'Italia has requested that the case against ANAS be suspended whilst the litigation involving Autostrade per l'Italia and Patanè is settled.

In a ruling published on 10 November 2021, the court ruled that the action was inadmissible and adjourned the hearing until 10 May 2022 for a clarification of the pleadings.

**Proceeding before the Court of Appeal in Rome – Autostrade per l'Italia against CRAFT**

In the case brought by ASPI before the Court of Appeal in Rome, following Supreme Court judgement 21405/2019 that remitted the case to the Court of Appeal, on 13 April 2021, the court published judgement 2658. The court rejected outright the appeal brought by CRAFT against Court of Rome judgement 10887/2009, finding that the devices used by CRAFT and ASPI to record the average speeds of vehicles were different.

CRAFT has appealed judgement 2658/2021 before the Supreme Court and ASPI is preparing to appear before the court. A date for the hearing is awaited.

**Patanè/ANAS, Ministry of Internal Affairs, Autostrade per l'Italia and Movyon**

This regards legal action brought by Mr Patanè against ANAS and the Ministry of Internal Affairs for improper use of the SICVe (Vergilius) system and the related software.

ANAS appeared to implead Autostrade per l'Italia and Movyon in order to be relieved of liability and held

harmless. ANAS, Autostrade per l'Italia and Movyon have all requested the case to be suspended, in view of the pending litigation before the Court of Appeal of Rome involving Mr Patanè, regarding the ownership of the software, and CRAFT, regarding infringement of the plaintiff's patent.

At the hearing on 15 September 2021, the court upheld the requests from Autostrade per l'Italia and Movyon and halted the case whilst awaiting the outcome of both the action brought by Mr Patanè pending before the Appeal Court of Rome and the action brought by CRAFT pending before the Supreme Court for infringement of the plaintiff's patent.

**Transport Regulator – quantification of Covid-19 financial aid**

Following a specific request from AISCAT, the Ministry of Sustainable Infrastructure and Mobility has requested the Transport Regulator to devise a clear, consistent scheme to be applied to all motorway operators to quantify how much financial aid is due to each operator to mitigate losses incurred as a result of the health emergency caused by Covid-19.

ASPI has included aid receivable for the lockdown period from March to June 2020 in the Financial Plan currently awaiting approval. In addition, the amount of the aid to cover the effects of the pandemic through to 31 December 2021, determined using the criteria set out in the notes accompanying the regulator's scheme and subject to certification by an audit firm, will be recovered via use of a specific component for additional expenses at the time of periodic revision of the Financial Plan.

Under the share purchase agreement governing the sale of the investment in Autostrade per l'Italia, entered into by Atlantia and the Consortium, Atlantia has the right to receive 50% of any such financial aid payable to Autostrade per l'Italia for the period between 1 July 2020 and the earlier of (i) 31 December 2021 and (ii) the Closing Date for the sale, provided that such aid is formally awarded to Autostrade per l'Italia by the Grantor by 31 December 2022.

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In view of the above events, the "Liabilities related to assets held for sale and discontinued operations" include the other provisions for risks and charges made

by the ASPI group, representing the best estimate, based on the information currently available, of the risk of negative outcomes and of the potential expenses to be incurred in relation to the above litigations.

## 6.2 Completion of the purchase price allocation for Elizabeth River Crossings (ERC)

On 30 December 2020, the subsidiary, Abertis Infraestructuras, in partnership with Manulife Investment Management, completed the acquisition of 100% of ERC, that holds the concession for the Elizabeth River Crossings tunnel in Virginia, for a total consideration of approximately €1 billion.

Abertis Infraestructuras acquired 55.2% of ERC for a consideration of €584.8 million. Manulife Investment Management, on the other hand, acquired the remaining 44.8% of ERC.

In application of the acquisition method provided for in IFRS 3, the following table shows the final carrying amounts of the assets acquired and liabilities assumed, and the corresponding final identified fair values.

€M	Carrying amount	Fair value adjustments	Fair value
Concession rights and other intangible assets	918	1,065	1,983
Financial assets <sup>(1)</sup>	85	-	85
Trading assets and other assets	7	-	7
Deferred tax assets/(Deferred tax liabilities), net	-	(20)	(20)
Provisions	(51)	-	(51)
Financial liabilities	(910)	(37)	(947)
Trading liabilities and other liabilities	(17)	-	(17)
<b>Total net assets acquired</b>	<b>32</b>	<b>1,008</b>	<b>1,040</b>
Equity attributable to non-controlling interests			466
<b>Share of net assets acquired by the Group</b>			<b>574</b>
Goodwill			11
<b>Total consideration /net cash outflow for the acquisition</b>			<b>585</b>

<sup>(1)</sup> Includes term deposits of €84 million.

Completion of the allocation process has resulted in fair value adjustments of the amount of net assets acquired of €1,008 million. This reflects:

- a) an increase in ERC's intangible assets, primarily those deriving from concession rights, totalling €1,054 million;
- b) an increase of €37 million in financial liabilities;
- c) the impact of deferred taxation linked to the above, amounting to €20 million, as almost all the above adjustments had an impact on taxation.

The share of equity attributable to non-controlling interests was measured on the basis of the share of the fair value of assets and liabilities on the date on which control was obtained, excluding any attributable goodwill (the so-called "partial goodwill method"). After adjusting for the share of equity attributable to non-controlling interests, the fair value of the net assets acquired by the Group amounts to €574 million, compared with a purchase consideration of €585 million. This has resulted in the recognition of goodwill (only the share attributable to the Group) of €11 million.

As required by IFRS 3, the above amounts have been retrospectively reflected at the acquisition date, with the resulting changes and additions to amounts previously included on a provisional basis in the Integrated Annual Report for the year ended 31 December 2020.

## 7. Notes to the consolidated statement of financial position

### 7.1 Property, plant and equipment

€M	31 December 2021			31 December 2020		
	Cost	Accumulated depreciation	Carrying amount	Cost	Accumulated depreciation	Carrying amount
Property, plant and equipment	2,519	-1,871	648	2,997	-2,223	774

€M	Carrying amount as at 31 december 2020	Additions	Depreciation	Other changes	Riclassifications to discontinued operations	Carrying amount as at 31 december 2021
Land	34	-	-	-	-7	27
Buildings	169	63	-17	-16	-51	148
Plant and machinery	111	15	-28	-	-44	54
Industrial and business equipment	88	21	-23	9	-39	56
Furniture and fittings	175	39	-50	22	-2	184
Other assets	144	48	-47	8	-25	128
Property, plant and equipment under construction and advance payments	53	37	-	-23	-16	51
<b>Property, plant and equipment</b>	<b>774</b>	<b>223</b>	<b>-165</b>	<b>-</b>	<b>-184</b>	<b>648</b>

There were no significant changes in the expected useful lives of the Group's property, plant and equipment in 2021.

As at 31 December 2021, property, plant and equipment is subject to encumbrances in the form of mortgages, liens and other collateral guarantees, amounting to €66 million, essentially relating to Autopistas Metropolitanas De Puerto Rico (€52 million) and A4 Trading (€13 million).

### 7.2 Intangible assets deriving from concession rights

€M	31 December 2021				31 December 2020			
	Cost	Accumulated amortisation	Accumulated impairment	Carrying amount	Cost	Accumulated amortisation	Accumulated impairment	Carrying amount
Intangible assets deriving from concession rights	62,336	-25,658	-1,551	35,127	82,317	-32,472	-579	49,266

€M	Carrying amounts at 31 december 2020	Additions due to completion of construction services, on acquisitions and capitalisations	Amortisation	Impairments/reversals of impairments	Net currency translation differences	Reclassifications to discontinued operations and other changes	Carrying amounts at 31 december 2021
Acquired concession rights	34,375	-	-2,437	-1,087	140	169	31,160
Concession rights accruing from construction services for which no additional economic benefits are received	7,486	-	-25	-	19	-7,148	332
Concession rights accruing from construction services for which additional economic benefits are received	7,301	1,599	-461	-	-44	-4,760	3,635
Concession rights accruing from construction services provided by sub-operators	104	-	-2	-	-	-102	-
<b>Intangible assets deriving from concession rights</b>	<b>49,266</b>	<b>1,599</b>	<b>-2,925</b>	<b>-1,087</b>	<b>115</b>	<b>-11,841</b>	<b>35,127</b>



There was a reduction of €14,139 million in concession rights in 2021, primarily due to:

- a) the reclassification to “Assets held for sale and discontinued operations” of amounts attributable to the ASPI group and the reclassification of Autostrade per l’Italia’s provisions for construction services required by contract as a reduction in intangible assets deriving from concession rights accruing from construction services for which no additional economic benefits are received, with reclassification of the remaining balance to intangible assets deriving from concession rights accruing from construction services for which additional economic benefits are received;
- b) amortisation of €2,925 million, primarily attributable to rights acquired from third parties;
- c) impairment losses on intangible assets deriving from concession rights, as described below.

With regard to the recoverability of these intangible assets, as required by IAS 36, the carrying amounts of the net invested capital of the following CGUs as at 31 December 2021 have been tested for impairment:

- a) those to which goodwill has been allocated or that include other intangible assets with indefinite lives, or
- b) those for which there are indications that an impairment loss may have occurred.

In general, each operator is a separate CGU since the cash flows generated by the sections of motorways or the airports operated under specific concession arrangements are not closely linked. Subsidiaries that do not hold concessions are also treated as a separate CGU.

As at 31 December 2021, goodwill and/or other intangible assets and property, plant and equipment attributable to the CGUs was tested for impairment in order to assess the recoverability of the net invested capital of CGUs or group of CGUs:

- a) to which goodwill has been allocated or that include other intangible assets with indefinite lives, such as the group of CGUs controlled by the Abertis group (the “Abertis CGU”) and the Aéroport Golfe de Saint-Tropez CGU, or
- b) for which there are indications that an impairment loss or the reversal of an impairment loss may have occurred, such as the Arteris group (the “Arteris

CGU”), the Aéroports de la Côte d’Azur CGU and the Autostrada A4 CGU).

The impairment tests for these CGUs, as examined by the Board of Directors, were conducted on the basis of IAS 36, by estimating the value in use of each CGU, using the Unlevered Discounted Cash Flow approach and the estimated discount rate for each CGU. In estimating operating cash flows, reference was made to the latest long-term business plans of subsidiaries, containing traffic, investment, revenue and cost projections for the full term of the related concessions (presented in note 4). These estimates were also based on publicly available information from external sources.

The outcomes of the impairment tests resulted in an impairment loss totalling €1,021 million, recognised in “(Impairment losses)/Reversals of impairment losses” in the consolidated income statement.

#### *Abertis CGU*

Value in use was estimated on the basis of the explicit projections for a five-year period developed by the companies on the basis of the latest available plan. The terminal value was estimated applying a long-term growth rate of 2%. The discount rates used were as follows:

- a) cash flows in the five-year explicit projection period were discounted at a rate of 5.2%, determined on the basis of weighted discount rates for the individual countries in which the group operates, based on estimated EBITDA for each country in the fifth year of the forecast;
- b) the terminal value was discounted using the above average discount rate increased by 2% to 7.2%.

The impairment tests showed that goodwill of €8,414 million is fully recoverable. The sensitivity analyses conducted (increasing the indicated discount rate by 0.5% and reducing the long-term growth rate, or “g rate” by 0.5%) did not result in any significant differences with respect to the outcomes of the impairment tests.

#### *Arteris CGU*

Value in use was estimated on the basis of operating, financial and cash flow projections in the company’s latest plan through to the end of the remaining term of the related concessions and of a discount rate, ex-

pressed in local currency, of 8.5%. The test resulted in an impairment loss of €723 million on intangible assets deriving from concession rights, before the related deferred taxation, amounting to €246 million.

#### *Autostrada A4 CGU*

In the case of this CGU, on which impairment losses were recognised in previous years, value in use was estimated on the basis of operating, financial and cash flow projections in the company's latest plan through to the end of the remaining term of the concession and of a discount rate of 4.3%. The test resulted in a partial reversal of impairment losses on intangible assets deriving from concession rights of €20 million, before the related deferred taxation, amounting to €7 million.

#### *Aéroports de la Côte d'Azur CGU*

Value in use was estimated on the basis of operating, financial and cash flow projections in the company's latest plan through to the end of the remaining term of the concession, which includes an estimate of the financial aid expected to be received as compensation for the impact

of the Covid pandemic, which the company is discussing with the Grantor. The discount rate used was 4.9%.

The test resulted in an impairment loss of €384 million on intangible assets deriving from concession rights, before the related deferred taxation, amounting to €99 million.

### 7.3 Goodwill

Goodwill essentially regards allocation of the goodwill recognised as a result of the following acquisitions:

- a) Abertis Infraestructuras group (2018), €7,869 million, representing the group's collective ability to generate or acquire additional business in the operation of infrastructure under concession and in the related services (including business beyond its existing activities or geographical footprint at the acquisition date) and, therefore, not allocated to single CGUs but to a group of CGUs;
- b) Mexican RCO group (2020), totalling €475 million;
- c) Autopistas Trados 45 (2019), totalling €59 million;
- d) the US group, ERC (2020), totalling €11 million.

### 7.4 Other intangible assets

€M	31 December 2021			31 December 2020		
	Cost	Accumulated amortisation	Carrying amount	Cost	Accumulated amortisation	Carrying amount
Other intangible assets	1,238	-792	446	1,491	-1,008	483

€M	Carrying amount as at 31 december 2020	Additions due to acquisitions and capitalisations	Amortisation	Reclassifications and other adjustments	Reclassifications to discontinued operations	Carrying amount as at 31 december 2021
Commercial contractual relations	167	-	-28	-	-	139
Developments costs	59	90	-45	11	-46	69
Industrial patents and intellectual property rights	23	42	-	1	-51	15
Concessions and licenses	65	25	-22	9	-1	76
Other	138	12	-16	-7	-3	124
Intangible assets under development and advance payments	31	18	-	-17	-9	23
<b>Other intangible assets</b>	<b>483</b>	<b>187</b>	<b>-111</b>	<b>-3</b>	<b>-110</b>	<b>446</b>

## 7.5 Investments accounted for at fair value

As at 31 December 2021, this item is down €600 million, primarily due to:

a) a reduction in the carrying amount of Hochtief following the partial sale of an 8% interest (for €430

million) and a fall in the market value of €113 million (with the share price falling from €79.55 to €71.00);

b) a reduction in the carrying amount of Autostrade del Brennero (€25 million);

c) the acquisition of a 1.66% interest in Volocopter for a consideration of €15 million.

€M	31 December 2020 Opening balance	Changes during the period					31 December 2021 Closing balance
		Acquisitions and capital contributions	Reversals of impairments (impairments)	Sales and returns of capital	Reclassifications to discontinued operations	Measurement at fair value	
<b>Investments accounted for at fair value</b>	1,442	15	-25	-431	-46	-113	<b>842</b>
<i>Hochtief</i>	1,341	-	-	-430	-	-113	<b>798</b>
<i>Other investments</i>	101	15	-25	-1	-46	-	<b>44</b>

## 7.6 Investments accounted for using the equity method

As at 31 December 2021, this item is down €312 million, primarily due to:

a) the sale of the investment (a 35% interest) in the French operator, A'lienor (€180 million);

b) recognition of the share of the loss reported by Getlink (€41 million);

c) reclassification of the Autostrade per l'Italia group's investments, totalling €59 million, essentially consisting of Tangenziali Esterne di Milano.

€M	31 December 2020 Opening balance	Changes during the year							31 December 2021 Closing balance
		Dividends	Sales and returns of capital	Measurement using the equity method		Reversals of impairments (impairments)	Reclassifications to assets held for sale	Other changes	
				Profit or loss	Other comprehensive income				
<b>Investments accounted for using the equity method in:</b>									
- associates and unconsolidated subsidiaries	1,396	-16	-185	-46	16	-14	-58	-9	<b>1,084</b>
<i>Getlink</i>	933	-4	-	-41	28	-	-	4	<b>920</b>
<i>Aeroporto di Bologna</i>	111	-	-	-3	-	-14	-	-	<b>94</b>
<i>Other investments</i>	352	-12	-185	-2	-12	-	-58	-13	<b>70</b>
- joint ventures	3	-	-	1	-	-	-1	-	<b>3</b>

With regard to the additional disclosures required by IFRS 12 in relation to Getlink, a material associate, the following table shows key financial indicators:

€M	Getlink
Non-current assets	15,279
<i>of which gain allocated in accordance with IFRS3</i>	7,969
Current assets	841
Non-current liabilities	9,813
<i>of which gain allocated in accordance with IFRS3</i>	3,349
Current liabilities	378
<b>Equity</b>	<b>5,938</b>
<i>of which gain allocated in accordance with IFRS3</i>	4,619
Revenue	774
EBITDA	297
Profit/(Loss) for the year (reported)	-229
Profit/(Loss) for the year adjusted in accordance with IFRS 3 <sup>(1)</sup>	-265
Other comprehensive income/(loss)	174
<b>Total comprehensive income/(loss)</b>	<b>-91</b>
<b>% interest</b>	<b>15.49%</b>
Atlantia's share of profit	-41
Atlantia's share of comprehensive income/(loss)	-14
<b>Carrying amount</b>	<b>920</b>
Dividends received	4

<sup>(1)</sup> "Profit/(Loss) for the year adjusted in accordance with IFRS 3" reflects the release to profit or loss, after the related taxation, of the goodwill recognised as a result of the PPA in accordance with IFRS 3.

With regard to the recoverability of the carrying amount of investments, on the basis described above in note 7.2, there was evidence of impairment for Aeroporto di Bologna, resulting in recognition of an impairment loss of €14 million, measured on the basis of fair value represented by the share price as at 31 December 2021.

There was no evidence of potential reversals of impairment losses on investments recognised in previous years.

## 7.7 Financial assets deriving from concession rights

€M	31 December 2001			31 December 2020		
	Carrying amount	Current portion	Non-current portion	Carrying amount	Current portion	Non-current portion
Takeover rights	-	-	-	411	411	-
Guaranteed minimum tolls	561	85	476	622	101	521
Other concession rights	2,379	1,158	1,221	2,451	41	2,410
<b>Financial assets deriving from concession rights<sup>(1)</sup></b>	<b>2,940</b>	<b>1,243</b>	<b>1,697</b>	<b>3,484</b>	<b>553</b>	<b>2,931</b>

<sup>(1)</sup> These assets include financial instruments primarily classified as "financial assets measured at amortised cost" in accordance with IFRS 9.

€M	31 December 2020	Additions due to revised present value	Additions due to completion of construction services	Reductions due to amounts collected	Currency translation differences	Reclassifications and other changes	Reclassifications to discontinued operations	31 December 2021
Takeover rights	411	-	-	-	-	8	-419	-
Guaranteed minimum tolls	622	46	-	-128	-20	41	-	561
Other concession rights	2,451	259	49	-21	8	-367	-	2,379
<b>Financial assets deriving from concession rights</b>	<b>3,484</b>	<b>305</b>	<b>49</b>	<b>-149</b>	<b>-12</b>	<b>-318</b>	<b>-419</b>	<b>2,940</b>

Financial assets deriving from concession rights of €2,940 million, primarily include:

- amounts receivable from grantors by the Abertis group, totalling €1,872 million, primarily due to the group's Spanish operators as a return on capital expenditure (including €1,299 million due to the Spanish operator, Acesa, on the basis of Royal Decree 457/2006). This amount does not include disputed receivables relating to lost traffic (further details are provided in note 10.6), but does include amounts receivable by Castellana, Invicat and Aucat amounting to €189 million, €74 million and €27 million, respectively. On 31 August 2021, the concessions held by Acesa and Invicat expired and were handed back to the Grantor;
- financial assets deriving from concession rights, of €550 million, attributable to the Chilean operator, Costanera Norte. In particular, this item regards the financial assets due to this company as a result of carrying out the motorway investment programme named *Santiago Centro Oriente* ("CC7");
- other financial assets deriving from concession rights represented by the minimum tolls guaranteed by the Grantor of the concessions, as provided for in

the agreements entered into by the Chilean operators (€500 million).

The recoverability of financial assets was tested in accordance with the procedures contained in IFRS 9 in the event of a significant increase in credit risk. This resulted in the following impairment losses:

- in Acesa's case, the test resulted in a reversal of expected credit losses amounting to €369 million, following quantification of the compensation for lost traffic, as described in greater detail in note 10.6;
- in the case of Invicat, the test resulted in an expected credit loss of €269 million, after a dispute arose with the Grantor, as described in note 10.6, whilst expected credit losses for GCO and Ausol amount to €78 million.

Financial assets deriving from concession rights are down €544 million, compared with 31 December 2020, primarily due to:

- the reclassification to assets held for sale of €419 million relating to Autostrade Meridionali's takeover right;
- the reclassification of Aucat's concession rights, amounting to €253 million, to intangible assets deriv-

ing concession rights following a review of the concession arrangements in effect as of 1 September 2021;

- c) the payment by grantors of €149 million in financial assets attributable to Aucat and the Chilean companies, Grupo Costanera and Los Lagos;
- d) the discounting to present value of the financial assets deriving from concession rights attributable to the Spanish, Chilean and Argentine operators, resulting in an increase of €305 million.

## 7.8 Derivative assets

Derivative assets totalling €110 million (€548 million as at 31 December 2020) primarily include hedging agreements classified as level 2 in the fair value hierarchy. The reduction of €438 million primarily reflects the unwinding of the funded collar (€339 million) associated with the investment in Hochtief and net investment hedges (€72 million).

## 7.9 Other financial assets

€M	31 December 2021			31 December 2020		
	Carrying amount	Current portion	Non-current portion	Carrying amount	Current portion	Non-current portion
Financial assets deriving from government grants related to construction services	18	18	-	233	58	175
Term deposits	494	286	208	640	391	249
Other	1,031	106	925	1,110	147	963
<b>Other financial assets</b>	<b>1,543</b>	<b>410</b>	<b>1,133</b>	<b>1,983</b>	<b>596</b>	<b>1,387</b>

This item is down €440 million compared with the previous year, primarily following reclassification of the Autostrade per l'Italia's other financial assets (€407 million).

Other financial assets primarily include the amount of €338 million due to AB Concessões from Infra Bertin Empreendimentos (a subsidiary of the Bertin group and the holder, through Huaolimau, of 50% minus one share in AB Concessões) and other guarantee deposits of €198 million.

## 7.10 Deferred tax assets

### Deferred tax liabilities

The amount of deferred tax assets and liabilities both eligible and ineligible for offset is shown below, with respect to temporary timing differences between consolidated carrying amounts and the corresponding tax bases at the end of the year.

€M	31 December 2021	31 December 2020
Deferred tax assets	2,194	3,775
Deferred tax liabilities eligible for offset	-1,356	-1,306
Deferred tax assets less deferred tax liabilities eligible for offset	838	2,469
Deferred tax liabilities	-5,680	-6,357
<b>Difference between deferred tax assets and liabilities</b>	<b>-4,842</b>	<b>-3,888</b>

Changes in the Group's deferred tax assets and liabilities during the period, based on the nature of the temporary differences giving rise to them, are summarised in the following table.

€M	31 December 2020	Changes during the year					31 December 2021
		Increases/ (decreases) recognised in profit or loss	Increases/ (decreases) recognised in other comprehensive income	Change to prior year estimates	Reclassifications to discontinued operations	Other changes	
<b>Deferred tax assets on:</b>							
Tax loss carry forwards	563	-83	-	1	-	92	573
Provisions	1,672	-184	-	-25	-1,109	3	357
Restatement of global balance on application of IFRIC 12 by Autostrade per l'Italia	348	-20	-	-22	-306	-	-
Impairments and depreciation of non-current assets	210	220	2	-	-11	126	547
Negative adjustments under IFRS 3 for acquisitions	222	-27	-	-	-	-	195
Derivative liabilities	282	-63	-51	-	-37	-9	122
Impairment of receivables and inventories	139	170	-	-	-6	-15	288
Other temporary differences	339	-3	5	-	-147	-82	112
<b>Total</b>	<b>3,775</b>	<b>10</b>	<b>-44</b>	<b>-46</b>	<b>-1,616</b>	<b>115</b>	<b>2,194</b>
<b>Deferred tax liabilities on:</b>							
Positive adjustments under IFRS 3 for acquisitions	-6,405	687	-	-	-	-54	-5,772
Accelerated depreciation	-327	13	-	-	-	13	-301
Financial assets deriving from concession rights and government grants	-283	29	-	-	20	3	-231
Gain subject to deferred taxation	-213	-48	-	-	-	20	-241
Other temporary differences	-435	-150	-6	-	118	-18	-491
<b>Total</b>	<b>-7,663</b>	<b>531</b>	<b>-6</b>	<b>-</b>	<b>138</b>	<b>-36</b>	<b>-7,036</b>
<b>Difference between deferred tax assets and liabilities (eligible and ineligible for offset)</b>	<b>-3,888</b>	<b>541</b>	<b>-50</b>	<b>-46</b>	<b>-1,478</b>	<b>79</b>	<b>-4,842</b>

The balance of deferred tax assets as at 31 December 2021, totalling €2,194 million, are down €1,581 million. This is primarily due to the reclassification of the ASPI group's contribution to discontinued operations (€1,616 million).

Deferred tax liabilities as at 31 December 2021, total-

ling €7,036 million, are down €627 million, primarily due to releases linked to amortisation of gains recognised in application of IFRS 3 following acquisitions in previous years.

Based on the updated long-term plans of subsidiaries, deferred tax assets on tax losses are deemed to be recoverable.

## 7.II Trading assets

€M	31 December 2021	31 December 2020	Increase/ (Decrease)
Trade receivables due from motorway users	1,922	2,070	(148)
Trade receivables due from airport users	367	305	62
Trade receivables due from sub-operators at motorway service areas	20	65	(45)
Trade receivables from sundry customers	360	446	(86)
<b>Gross trade receivables</b>	<b>2,669</b>	<b>2,886</b>	<b>(217)</b>
Allowance for bad debts	(973)	(758)	(215)
Other trading assets	47	148	(101)
<b>Net trade receivables</b>	<b>1,743</b>	<b>2,276</b>	<b>(533)</b>
Inventories	23	114	(91)
Contract assets	2	48	(46)
<b>Trading assets</b>	<b>1,768</b>	<b>2,438</b>	<b>(670)</b>

Trade receivables, after the allowance for bad debts, amount to €2,669 million, a reduction of €217 million compared with 31 December 2020 (€2,886 million). The increase in the allowance for bad debts, amounting to €215 million, is primarily attributable to amounts due to Aeroporti di Roma for regulated services provided to Alitalia SAI in extraordinary administration. These receivables are subject to mechanisms provided for under the

operator's Planning Agreement, designed to restore the financial viability of the concession. The risk of credit losses has increased following the sale of the "aviation" business unit to ITA in October 2021 (at a sale price of €1) and following the recent determinations of the European Commission and the Government regarding the recovery of Government loans granted to the airline, in addition to reflecting recent regulatory and market developments.

€M	Total receivables as at 31 december 2021	Total not yet due	Less than 90 days overdue	Between 90 and 365 days overdue	More than one year overdue
Trade receivables	2,669	1,275	172	212	1,010

Trade receivables more than one year overdue, totalling €1,010 million, regard unpaid motorway tolls and amounts due to Aeroporti di Roma from airport users. These receivables are broadly covered by the allowance for bad debts.

## 7.I2 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and short-term investments, amounting to €6,053 million. This item is down €2,332 million compared with 31 December 2020. In addition to operating cash flow, the reduction primarily reflects reclassification to discontinued operations of the ASPI group's cash, amounting to €1,353 million, and voluntary early repayment of medium/long-term borrowings by Atlantia, totalling €€3,250 million. These movements were partially offset by the proceeds from the sale of a 49% stake in Telepass (€1,056 million) and from bond issues by Atlantia.



The balance as at 31 December 2021 primarily consists of the following:

- a) bank deposits and cash on hand, totalling €4,024 million;
- b) cash equivalents of €2,029 million primarily attribut-

able to the Abertis group (€1,427) and Atlantia (€335 million) and largely regarding the short-term investment of liquidity.

Details of drawn and undrawn committed lines of credit are shown in the following table:

€M Borrower	Average drawdown period (years)	31 December 2021		
		Agreed amount	Drawn	Undrawn
Abertis Infraestructuras	0.95	100	40	60
Aeroports de la Cote D'Azur	0.83	60	-	60
A4 Holding	0.77	25	-	25
<b>Total 2022</b>		<b>185</b>	<b>40</b>	<b>145</b>
Atlantia	1.42	1,250	-	1,250
Abertis Infraestructuras	1.44	1,250	-	1,250
Aeroporti di Roma	1.28	250	-	250
HIT	1.58	200	-	200
A4 Holding	1.25	10	-	10
<b>Total 2023</b>		<b>1,710</b>	<b>-</b>	<b>1,710</b>
Abertis Infraestructuras	2.34	1,475	-	1,475
HIT	2.59	600	-	600
Sociedad Concesionaria De Los Lagos	2.37	62	29	33
Autostrada Bs Vr Vi Pd SpA	2.50	50	-	50
<b>Total 2024</b>		<b>2,187</b>	<b>29</b>	<b>2,158</b>
Abertis Infraestructuras	3.11	200	-	200
HIT	4.08	200	-	200
Sanef	4.50	100	-	100
<b>Total 2026</b>		<b>500</b>	<b>-</b>	<b>500</b>
Arteris Via Paulista	6.00	569	151	418
RCO	5.45	86	-	86
<b>Total 2027</b>		<b>655</b>	<b>151</b>	<b>504</b>
RCO	11.95	86	36	50
<b>Total 2033</b>		<b>86</b>	<b>36</b>	<b>50</b>
<b>Lines of credit</b>	<b>2.38</b>	<b>5,323</b>	<b>256</b>	<b>5,067</b>

### 7.13 Current tax assets

#### Current tax liabilities

€M	Current tax assets		Current tax liabilities	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
IRES	64	81	11	-
IRAP	1	20	3	1
Taxes attributable to foreign operations	148	303	156	88
<b>Total</b>	<b>213</b>	<b>404</b>	<b>170</b>	<b>89</b>

As at 31 December 2021, the Group reports net current tax assets of €43 million (€315 million as at 31 December 2020), a reduction of €272 million compared with 31 December 2020. This primarily reflects Abertis HoldCo's collection of tax credits for 2019.

### 7.14 Other current assets

€M	31 December 2021	31 December 2020	Increase/ (Decrease)
Amounts due from public entities	139	123	16
Tax credits other than for income tax	343	388	-45
Amounts due from users and insurance companies as compensation	-	15	-15
Advances paid to suppliers and other current assets	334	172	162
<b>Other current assets (gross)</b>	<b>816</b>	<b>698</b>	<b>118</b>
Allowance for bad debts	-26	-30	4
<b>Other current assets</b>	<b>790</b>	<b>668</b>	<b>122</b>

The increase of €122 million primarily reflects the government grant (€219 million) due to Aeroporti di Roma from the "Covid aid fund" for airport operators (Law 178/2020 and Law Decree 73/2021) to compensate for lost passenger traffic between 1 March and 30 June

2020 as a result of the pandemic, of which €110 million was collected in March 2022. This is partially offset by reclassification of the ASPI group's contribution to assets held for sale (€122 million).

## 7.15 Assets held for sale and discontinued operations

### Liabilities related to assets held for sale and discontinued operations

“Assets held for sale and discontinued operations”, totalling €19,009 million as at 31 December 2021, primarily include:

- a) the ASPI group’s assets amounting to €18,956 million, as described in note 6.1;
- b) the investment in the Portuguese operator Lusoponte and dividends receivable from the investee, totalling €54 million, classified as held for sale following signature of an agreement on 25 June 2021 for the sale of the entire take (17.21% of the share capital). The sale to Lineas Concessões De Transportes and VINCI Highways was completed in February 2022 at a price of €54 million.

“Liabilities related to assets held for sale and discontinued operations”, amounting to €16,436 million as at 31 December 2021, include the ASPI group’s liabilities.

## 7.16 Equity

Equity attributable to the owners of the parent as at 31 December 2021, totalling €8,140 million, consists of the following:

- a) Atlantia’s issued capital, amounting to €826 million;
- b) Atlantia’s treasury shares (€150 million);
- c) other reserves and retained earnings (a positive balance of €8,795 million);
- d) the reserve for translation differences on translation of assets and liabilities of consolidated companies denominated in functional currencies other than the euro (a negative balance of €873 million);
- e) the reserve for the fair value measurement of equity instruments (a negative balance of €823 million), reflecting changes in the fair value of the investment in

Hochtief;

- f) the cash flow hedge reserve (a negative balance of €250 million);

The increase of €1,950 million compared with 31 December 2020 is primarily due to:

- a) the gain of €964 million resulting from the sale of a 49% stake in Telepass, recognised in equity as it is a transaction between shareholders;
- b) the increase of €354 million following the issue of a second tranche of hybrid bonds by Abertis Infraestructuras Finance (€750 million);
- c) profit for the period attributable to owners of the parent, amounting to €626 million.

Changes in equity attributable to owners of the parent also include the reclassification of €372 million from the reserve for gains and losses on the fair value measurement of equity instruments to retained earnings, following the reduction in the interest in Hochtief from 23.9% to 15.9% as a result of unwinding of the collar financing, the loan of Hochtief shares and the related funded collar.

Equity attributable to non-controlling interests of €7,930 million is down €135 million compared with 31 December 2020 (€8,065 million), essentially reflecting:

- a) dividends, distribution of equity reserves and returns of capital to non-controlling shareholders, totalling €413 million, primarily by Abertis HoldCo (€327 million);
- b) loss for the year attributable to non-controlling interests, totalling €245 million;
- c) an increase of €360 million in relation to the hybrid bonds issued by Abertis Infraestructuras Finance;
- d) an increase in non-controlling interests following the sale of a 49% stake in Telepass (€71 million);
- e) other comprehensive income of €58 million.

## 7.17 Provisions

€M	31 December 2021			31 December 2020		
	Carrying amount	Non-current portion	Current portion	Carrying amount	Non-current portion	Current portion
Provisions for employee benefits	170	114	56	317	219	98
Provisions for construction services required by contract	399	314	85	2,977	2,161	816
Provisions for repair and replacement of motorway infrastructure	836	616	220	2,770	1,775	995
Provisions for renewal of assets held under concession	341	266	75	418	341	77
Other provisions for risks and charges	626	586	40	2,307	515	1,792
<b>Total provisions</b>	<b>2,372</b>	<b>1,896</b>	<b>476</b>	<b>8,789</b>	<b>5,011</b>	<b>3,778</b>

The following table shows provisions at the beginning and end of the period and changes in 2021.

€M	31 December 2020	Operating provisions	Finance-related provisions	Reductions due to uses	Actuarial (gains/losses)	Current translation differences, reclassifications and other changes	Reclassifications to liabilities related to discontinued operations	31 December 2021
Provisions for employee benefits	317	35	-	-95	5	2	-94	170
Provisions for construction services required by contract	2,977	7	2	-27	-	-2,559	-1	399
Provisions for repair and replacement of motorway	2,770	599	22	-702	-	-676	-1,177	836
Provisions for renewal of assets held under concession	418	86	-	-78	-	-	-85	341
Other provisions for risks and charges	2,307	154	-	-450	-	629	-2,014	626
<b>Provisions</b>	<b>8,789</b>	<b>881</b>	<b>24</b>	<b>-1,352</b>	<b>5</b>	<b>-2,604</b>	<b>-3,372</b>	<b>2,372</b>

### *Provisions for employee benefits*

as at 31 December 2021, this item consists of €170 million, and primarily includes provisions for other termination benefits related to the employees of the Abertis group (€125 million), including (i) provisions consisting of defined benefit plans representing obligations to pay benefits to overseas employees on termination of their employment (primarily in France, totalling €43 million and (ii) provisions associated with an efficiency drive primarily in Spain and France (€40 million).

### *Provisions for construction services required by contract*

provisions for construction services required by contract, amounting to €399 million, represent the residual present value of motorway infrastructure construction and/or upgrade services that certain of the Group's operators, particularly the operators belonging to the Mexican group, RCO, are required to provide (€227 million). The reduction of €2,578 million essentially reflects reclassification of the balance reducing concession rights deriving from construction services performed by Autostrade per l'Italia for which no additional economic benefits are received (€2,540 million).

### *Provisions for repair and replacement of motorway infrastructure*

this item, amounting to €836 million as at 31 December 2021, is down €1,934 million. This essentially reflects the reclassification to liabilities related to discontinued operations of provisions attributable to the ASPI group as at 31 December 2021 (€1,177 million), and the reduction linked to reclassification of the balance of provisions made by Autostrade per l'Italia in previous years to cover the cost of its extraordinary maintenance programme, totalling €1.2 billion, to other provisions for risks and charges (€761 million), following finalisation of the settlement agreement with the Grantor.

### *Provisions for the renewal of assets held under concession*

the provisions, amounting to €341 million, are down €77 million compared with 31 December 2020, essentially due to reclassification to liabilities related to discontinued operations of provisions attributable to the ASPI group (€85 million).

### *Other provisions for risks and charges*

other provisions for risks and charges, amounting to €626 million as at 1 December 2021, primarily regard:

- a) provisions relating to the investment in Alazor Inversiones SA, amounting to €228 million, and relating to financial guarantees provided by Iberbistas and Acesa to banks (details of this litigation are provided in note 10.6);
- b) provisions made by the Abertis group, totalling €102 million, primarily linked to tax audits regarding VAT and other indirect taxes;
- c) provisions made during the year, totalling €77 million, to cover expenses that Atlantia expects to incur to settle contractual and legal obligations resulting from past events, where it is probable that an outflow of resources will be required to settle the obligation.

Compared with 31 December 2020, the provisions are down €1,681 million, essentially due to the reclassification to liabilities related to discontinued operations of provisions for risks and charges attributable to the ASPI group, (€2,014 million). These provisions primarily regard the undertakings provided for in the settlement agreement with the Grantor.

## 7.18 Bond issues

€M	Term	Fair value	Nominal value	Carrying amount	Of which		Term	
					Current portion	Non-current portion	between 13 and 60 months	after 60 months
<b>Bond issues <sup>(1) (2)</sup></b>								
- listed fixed rate	From 2021 to 2040	23,746	22,700	22,657	292	22,365	7,908	14,457
- listed floating rate	From 2021 to 2031	1,266	1,693	1,661	69	1,592	1,037	555
<b>Total as at 31 December 2021</b>		<b>25,012</b>	<b>24,393</b>	<b>24,318</b>	<b>361</b>	<b>23,957</b>	<b>8,945</b>	<b>15,012</b>
<b>Bond issues <sup>(1) (2)</sup></b>								
- listed fixed rate	from 2021 to 2040	30,907	30,443	30,399	3,105	27,294	8,925	18,369
- listed floating rate	from 2021 to 2031	1,246	1,283	1,274	114	1,160	888	272
<b>Total as at 31 December 2020</b>		<b>32,153</b>	<b>31,726</b>	<b>31,673</b>	<b>3,219</b>	<b>28,454</b>	<b>9,813</b>	<b>18,641</b>

<sup>(1)</sup> These financial instruments are classified as financial liabilities measured at amortised cost in accordance with IFRS 9.

<sup>(2)</sup> Further details of hedged financial liabilities are provided in note 9.2.

€M	Bond issues
Carrying amount as at 31 December 2020	31,673
<b>Monetary changes</b>	
New issues/borrowings	3,664
Repayments	-3,215
<b>Total monetary changes</b>	<b>449</b>
<b>Non-monetary changes</b>	
Currency translation differences and other movements	252
Changes in scope of consolidation	-
Reclassifications to financial assets related to discontinued operations	-8,086
Other changes	30
<b>Total non-monetary changes</b>	<b>-7,804</b>
<b>Carrying amount as at 31 December 2021</b>	<b>24,318</b>

€M	Bond issues
Carrying amount as at 31 December 2019	28,499
<b>Monetary changes</b>	
New issues/borrowings	4,970
Repayments	-2,889
<b>Total monetary changes</b>	<b>2,081</b>
<b>Non-monetary changes</b>	
Currency translation differences and other movements	-519
Changes in scope of consolidation	1,335
Reclassifications to financial assets related to discontinued operations	-
Other changes	277
<b>Total non-monetary changes</b>	<b>1,093</b>
<b>Carrying amount as at 31 December 2020</b>	<b>31,673</b>

The item principally refers to €10,374 million in bonds issued by Abertis Infraestructuras, €4,315 million in bonds issued by the HIT group (the French holding company that controls the motorway operators, Sanef and Sapn), €2,728 million in bonds issued by Atlantia, €1,532 million in bonds issued by Aeroporti di Roma, €1.527 million in bonds issued by Red de Carreteras de Occidente and €1,221 million in bonds issued by the Arteris Brasil group.

The overall reduction of €7,355 million essentially reflects the following:

- a) reclassification of amounts attributable to the ASPI group liabilities related to discontinued operations (€8,086 million);
- b) issues with a nominal value of €3,734 million, primarily attributable to Atlantia (€1,000 million), Auto-

strade per l'Italia (€1,000 million), HIT (€600 million), Aeroporti di Roma (€500 million) and Litoral Central (€321 million);

- c) redemptions with a nominal value of €3,215 million, primarily attributable to HIT (€1,360 million), Autostrade per l'Italia (€1,075 million) and Aeroporti di Roma (€400 million).

Certain bonds issued by Group companies are partially or fully backed by financial guarantees, the most significant of which relate to the bonds issued by Autostrade per l'Italia as part of an Issuer Substitution transaction in December 2016. These guarantees are valid through to maturity in the case of public issues and through to September 2025 for the private placements, for which Atlantia has provided guarantees totalling €3,166 million as at 31 December 2021 (120% of the nominal value).

## 7.19 Medium/long-term borrowings

€M	31 December 2021					
	Nominal value	Carrying amount	Of which		Term	
			Current portion	Non-current portion	between 13 and 60 months	after 60 months
<b>Bank borrowings</b>						
- fixed rate	4,170	4,403	647	3,756	1,636	2,120
- floating rate	6,576	6,564	275	6,289	5,841	448
<b>Total bank borrowings (a)</b>	<b>10,746</b>	<b>10,967</b>	<b>922</b>	<b>10,045</b>	<b>7,477</b>	<b>2,568</b>
<b>Other borrowings</b>						
- fixed rate	6	3	1	2	1	1
- non-interest bearing	207	208	72	136	90	46
<b>Total other borrowings (b)</b>	<b>213</b>	<b>211</b>	<b>73</b>	<b>138</b>	<b>91</b>	<b>47</b>
<b>Medium/long-term borrowings (c=a+b) <sup>(1)(2)</sup></b>	<b>10,959</b>	<b>11,178</b>	<b>995</b>	<b>10,183</b>	<b>7,568</b>	<b>2,615</b>

€M	31 December 2020					
	Nominal value	Carrying amount	Of which		Term	
			Current portion	Non-current portion	between 13 and 60 months	after 60 months
<b>Bank borrowings</b>						
- fixed rate	6,480	6,658	1,832	4,826	2,386	2,440
- floating rate	11,633	11,694	924	10,770	10,148	622
<b>Total bank borrowings (a)</b>	<b>18,113</b>	<b>18,352</b>	<b>2,756</b>	<b>15,596</b>	<b>12,534</b>	<b>3,062</b>
<b>Other borrowings</b>						
- fixed rate	6	4	1	3	2	1
- non-interest bearing	380	372	56	316	276	40
<b>Total other borrowings (b)</b>	<b>386</b>	<b>376</b>	<b>57</b>	<b>319</b>	<b>278</b>	<b>41</b>
<b>Medium/long-term borrowings (c=a+b) <sup>(1)(2)</sup></b>	<b>18,499</b>	<b>18,728</b>	<b>2,813</b>	<b>15,915</b>	<b>12,812</b>	<b>3,103</b>

<sup>(1)</sup> These financial instruments are classified as financial liabilities measured at amortised cost in accordance with IFRS 9.

<sup>(2)</sup> Further details of hedged financial liabilities are provided in note 9.2.

€M	Term	31 December 2021		31 December 2020	
		Carrying amount	Fair value	Carrying amount	Fair value
<b>Bank borrowings</b>					
- fixed rate	from 2022 to 2046	4,403	3,112	6,658	5,952
- floating rate	from 2022 to 2045	6,564	5,595	11,694	11,611
<b>Total bank borrowings (b)</b>		<b>10,967</b>	<b>8,707</b>	<b>18,352</b>	<b>17,563</b>
<b>Other borrowings</b>					
- fixed rate		3	3	4	4
- non-interest bearing		208	208	372	372
<b>Total other borrowings (c)</b>		<b>211</b>	<b>211</b>	<b>376</b>	<b>376</b>
<b>Medium/long-term borrowings d= (b+c)</b>		<b>11,178</b>	<b>8,918</b>	<b>18,728</b>	<b>17,939</b>

€M	Bank borrowings	Other borrowings
<b>Carrying amount as at 31 December 2020</b>	<b>18,352</b>	<b>376</b>
<b>Monetary changes</b>		
New issues/borrowings	816	97
Repayments	6,454	78
<b>Total monetary changes</b>	<b>-5,638</b>	<b>19</b>
<b>Non-monetary changes</b>		
Currency translation differences and other movements	77	-
Reclassifications to financial liabilities related to discontinued operations	-1,870	-244
Other changes	46	60
<b>Total non-monetary changes</b>	<b>-1,747</b>	<b>-184</b>
<b>Carrying amount as at 31 December 2021</b>	<b>10,967</b>	<b>211</b>

€M	Bank borrowings	Other borrowings
<b>Carrying amount as at 31 December 2019</b>	<b>16,056</b>	<b>396</b>
<b>Monetary changes</b>		
New issues/borrowings	6,304	42
Repayments	5,518	41
<b>Total monetary changes</b>	<b>786</b>	<b>1</b>
<b>Non-monetary changes</b>		
Currency translation differences and other movements	-118	-7
Changes in scope of consolidation	1,674	-8
Other changes	-46	-6
<b>Total non-monetary changes</b>	<b>1,510</b>	<b>-21</b>
<b>Carrying amount as at 31 December 2020</b>	<b>18,352</b>	<b>376</b>



The balance of this item, amounting to €11,178 million, is down €7,550 million compared with 31 December 2020 (€18,728 million). This essentially reflects the following:

- a) repayments with a nominal value of €6,532 million, primarily relating to €4,502 million in voluntary early repayments by Atlantia (€1,250 million relating to the Revolving Credit Facility, €2,500 million to Term Loans and €752 million to the unwinding of the Collar Financing), and repayments by Abertis Infraestructuras (€750 million), Aeroporti di Roma (€213 million) and the Aberti's group's French companies Sanef and SAP (€202 million);
- b) the reclassification of €2,114 million attributable to the ASPI group to liabilities related to discontinued operations;
- c) new borrowings totalling €582 million.

The bank borrowings of certain Group companies are partially or fully backed by financial guarantees, the most significant of which regard the loans provided by the EIB to Autostrade per l'Italia (a guarantee provided by Atlantia, amounting to up to €1,384 million, equal to 120% of the nominal value (further details are provided in notes 6.1 and 9.2).

Details of the covenants provided for in the respective loan agreements, and compliance with them, are provided in note 9.2.

### 7.20 Derivative liabilities

This item represents fair value losses on outstanding derivatives totalling €477 million as at 31 December 2021 and primarily includes:

- a) fair value losses (€151 million) on Atlantia's and Azzurra Aeroporti's Interest Rate Swaps (IRSs). di

Atlantia e di Azzurra Aeroporti, which no longer qualify for hedge accounting as the hedging relationship no longer complies with the related criteria;

- b) fair value losses (€134 million) on Cross Currency Swaps (CCSs) entered into by the Abertis group to hedge its exposure to movements in exchange rates and classified as cash flow hedges;
- c) fair value losses (€96 million) on Interest Rate Swaps (IRSs) classified as cash flow hedges, entered into by Abertis, Aeroporti di Roma, Azzurra Aeroporti, Aéroports de la Côte d'Azur to hedge interest rate risk on their existing financial liabilities and those that are highly likely to be assumed in the future;
- d) fair value losses (€81 million) on Aeroporti di Roma's Cross Currency Swaps relating to the bond issue denominated in pounds sterling.

### 7.21 Other financial liabilities

This item is down €618 million, primarily following the above reclassification of amounts attributable to ASPI group companies, and primarily consists of the following:

- a) the liabilities of Abertis Internacional, totalling €566, million, relating to deferred payments linked to the acquisition of the investment in A4 Holding;
- b) accrued interest payable on bond issues and bank borrowings and differentials on derivatives (€353 million);
- c) financial liabilities primarily attributable to Túnel de Barcelona (€113 million) for tolls in excess of those provided for in the financial plan, and to Aulesa relating to government loans.

## 7.22 Other non-current liabilities

€M	31 December 2021	31 December 2020	Increase/ (Decrease)
Accounts payable to grantors	100	108	-8
Accrued expenses of a non-trading nature	45	74	-29
Other payables	90	116	-26
<b>Other non-current liabilities</b>	<b>235</b>	<b>298</b>	<b>-63</b>

Accounts payable to grantors primarily include amounts payable to the French Government by the French operators, Sanef and Sapn, under agreements entered into in relation to the *Plan Relance* project, amounting to a total of €98 million (€106 million as at 31 December 2020).

## 7.23 Trading liabilities

€M	31 December 2021	31 December 2020	Increase/ (Decrease)
Amounts payable to suppliers	844	1,592	-748
Payable to operators of interconnecting motorways	-	462	-462
Tolls in the process of settlement	1	59	-58
Accrued expenses, deferred income and other trading liabilities	30	47	-17
<b>Trading liabilities</b>	<b>875</b>	<b>2,160</b>	<b>-1,285</b>

This item is up €1,285 million, essentially due to reclassification of €1,254 million in trading liabilities attributable to the Autostrade per l'Italia group to liabilities related to assets held for sale and discontinued operations.

## 7.24 Other current liabilities

€M	31 December 2021	31 December 2020	Increase/ (Decrease)
Sundry taxes other than current income tax	359	304	55
Amounts payable to staff	159	180	-21
Social security contributions payable	31	56	-25
Guarantee deposits from users who pay by direct debt	43	47	-4
Amounts payable to public entities	27	45	-18
Other payables	219	345	-126
<b>Other current liabilities</b>	<b>838</b>	<b>977</b>	<b>-139</b>

## 8. Notes to the consolidation income statement

### 8.1 Toll revenue

Toll revenue of €4,959 million is up €880 million compared with 2020 (€4,079 million). The increase primarily reflects the recovery in traffic recorded by the Abertis group's motorway operators (€607 million) and by other overseas motorway operators (€101 million). It should be noted that in 2021 the Abertis group also benefited from changes in the scope of consolidation relating to the contribution for

the whole of 2021 of the Mexican group, Red de Carreteras de Occidente, and Elizabeth River Crossings (up €291 million), partly offset by the expiry of the concessions of Centrovias in Brazil in June 2020 and Acesa and Invicat in Spain in August 2021 (down €119 million).

### 8.2 Aviation revenue

Aviation revenue of €294 million is up €50 million compared with 2020, reflecting increases in passenger traffic at Aeroporti di Roma (22.1%) and Aéroports de la Côte d'Azur (42.8%).

### 8.3 Revenue from construction services

€M	2021	2020	Increase/ (Decrease)
Revenue from construction services	686	565	121
Capitalised staff costs	10	18	-8
Capitalisation of financial expenses	29	17	12
<b>Revenue from construction services</b>	<b>725</b>	<b>600</b>	<b>125</b>

The increase in "Revenue from construction services" is primarily due to work carried out by the Brazilian operator, Litoral Sul (€66 million) and on the A4 Brescia-Padua (€51 million).

### 8.4 Other operating income

€M	2021	2020	Increase/ (Decrease)
Revenue from sub-concessions	192	175	17
Revenue from Telepass and Viacard fees	183	175	8
Damages and compensation	48	43	5
Revenue from products related to the airport business	27	22	5
Revenue from the sale of technology devices and services	134	139	-5
Other income	554	383	171
<b>Other operating income</b>	<b>1,138</b>	<b>937</b>	<b>201</b>

Other operating income of €1,138 million is up €201 million compared with 2020 (€937 million). This primarily reflects the government grant of €219 million paid to Aeroporti di Roma from the "Covid aid fund" for airport

operators (Law 178/2020 and Law Decree 73/2021) to compensate for lost passenger traffic between 1 March and 30 June 2020 as a result of the pandemic, of which €110 million was collected in March 2022.

## 8.5 Raw and consumable materials

This item, amounting to €108 million, is unchanged with respect to 2020. The total primarily includes the contributions from the Abertis group (€38 million), from the Aéroports de la Côte d'Azur (€31 million) and from the Aeroporti di Roma group (€18 million).

## 8.6 Service costs

€M	2021	2020	Increase/ (Decrease)
Construction and similar	-1,130	-992	-138
Professional services	-133	-154	21
Utilities	-49	-46	-3
Insurance	-55	-44	-11
Other services	-378	-340	-38
<b>Service costs</b>	<b>-1,745</b>	<b>-1,576</b>	<b>-169</b>

Service costs of €1,745 million are up €169 million, primarily reflecting an increase in construction and similar costs due to the different contributions in the comparative periods of the RCO group and ERC, consolidated from May and December 2020, respectively.

## 8.7 Staff costs

€M	2021	2020	Increase/ (Decrease)
Wages and salaries	-512	-518	6
Social security contributions	-159	-157	-2
Payments to supplementary pension funds	-17	-17	-
Directors' remuneration	-6	-6	-
Other staff costs	-110	-87	-23
<b>Gross staff costs</b>	<b>-804</b>	<b>-785</b>	<b>-19</b>
Capitalised staff costs for assets other than concession assets	5	1	4
<b>Staff costs</b>	<b>-799</b>	<b>-784</b>	<b>-15</b>

The following table shows the average number of employees, excluding staff employed by the ASPI group:

2021				2020			
Senior Management	Middle Management	Other Workforce	Total	Senior Management	Middle Management	Other Workforce	Total
285	1,502	18,322	20,109	274	1,600	19,273	21,147

## 8.8 Other operating costs

€M	2021	2020	Increase/ (Decrease)
Concession fees	-95	-81	-14
Lease expense	-26	-24	-2
Direct and indirect taxes	-263	-262	-1
Other	-38	-40	+2
Other operating costs	-301	-302	1
Other capitalised costs	-	1	-1
Use of provisions for constructions services required by contract	31	46	-15
<b>Other costs</b>	<b>-391</b>	<b>-360</b>	<b>-31</b>

Other operating costs, totalling €391 million, are in line with 2020. They primarily regard indirect taxes and taxes on the use of motorway infrastructure and property taxes.

## 8.9 Operating change in provisions

The balance, which was negative in both the comparative periods, amounts to €103 million in 2021, having increased €92 million primarily due to provisions totalling €77 million for risks related to contractual and legal obligations.

## 8.10 Impairment losses and reversals of impairment losses

This item, amounting to €1,231 million, and is up €712 million compared with 2020 (€519 million), primarily due to:

- the recognition of impairment losses, following impairment tests, on the intangible assets deriving from the concession rights of the Arteris group's Brazilian operators (€723 million) and of Aéroports de la Côte d'Azur (€384 million);
- impairment losses of €134 million on the amount due to Aeroporti di Roma from Alitalia SAI in extraordinary administration.

## 8.11 Financial expenses

€M	2021	2020	Increase/ (Decrease)
Financial income accounted for as an increase in financial assets deriving from concession rights and government grants	308	263	45
Income from derivative financial instruments	234	97	137
Dividends received from investees accounted for at fair value	45	70	-25
Interest and other income	437	575	-138
<b>Total financial income (a)</b>	<b>1,024</b>	<b>1,005</b>	<b>19</b>
Cost of bond issues	-570	-474	-96
Cost of medium/long-term borrowings	-395	-397	2
Losses on derivative financial instruments	-230	-359	129
Impairment losses on financial assets	-185	-523	338
Net financial expenses resulting from hyperinflation (IAS 29)	-53	-58	5
Financial expenses from discounting of provisions	-22	-31	9
Other financial expenses	-286	-316	30
<b>Total financial expenses (b)</b>	<b>-1,741</b>	<b>-2,158</b>	<b>417</b>
Foreign exchange gains/(losses) (c)	-48	9	-57
<b>Financial income/(expenses) (a+b+c)</b>	<b>-765</b>	<b>-1,144</b>	<b>379</b>

“Financial expenses” as at 31 December 2021, totalling €765 million, are down €379 million compared with 2020 (€1,144 million), primarily reflecting a combination of the following:

- a) a reduction of €338 million in impairment losses on financial assets, primarily reflecting impairment losses recognised in 2020 on financial assets deriving from the concession rights of the Argentine operators, GCO and Ausol (€286 million), on amounts due to AB Concessões from Bertin group companies (€61 million) and on Atlantia’s investment in Aeroporto di Bologna (€29 million);
- b) a €137 million increase in income from and a reduction of €129 million in impairment losses on financial instruments, broadly linked to the following companies:
  - Atlantia (€225 million), primarily due to higher interest rates (€190 million);
  - Azzurra Aeroporti (€46 million), primarily due to higher interest rates;
- c) a €96 million increase in interest expense on bond issues, primarily relating to RCO’s different contribution to the two comparative periods (€40 million), Atlantia (€17 million) and Azzurra Aeroporti (€9 million);
- d) a reduction of €138 million in interest and other income, primarily due to the release of provisions for expected credit losses on financial assets deriving from the concession rights at the Argentine operators, GCO and Ausol in 2020 (€215 million).

## 8.12 Income tax benefits

Tax benefits of €474 million (tax benefits of €390 million for 2020) broadly reflect the pre-tax loss of €1,018 million.

€M	2021	2020	Increase/ (Decrease)
Income taxes attributable to foreign operations	-478	-296	-182
IRES	112	-14	126
IRAP	-7	-5	-2
Current tax benefit of tax loss carry-forwards	12	5	7
<b>Current tax expense</b>	<b>-361</b>	<b>-310</b>	<b>-51</b>
Differences on current tax expense for previous years	1	-	1
Deferred tax income	227	69	158
Deferred tax expense	607	631	-24
Deferred tax income/(expense)	834	700	134
<b>Income tax (expense)/benefits</b>	<b>474</b>	<b>390</b>	<b>84</b>

The following table shows a reconciliation of the tax benefits based on statutory rates of taxation (IRES) and the effective amount recognised in the consolidated income statement.

€M	2021			2020		
	Taxable income	Tax	Tax rate	Taxable income	Tax	Tax rate
Pre-tax profit/(loss) from continuing operations	-1,018			-1,570		
IRES at the statutory rate		244	24.0%	377	24.0%	
IRAP		-7	0.7%	-5	0.3%	
Current tax benefit from tax losses		12	-1.2%	5	-0.3%	
Untaxed income		-53	5.2%	-	0.0%	
Impairment losses on investments not deducted		3	-0.3%	10	-0.6%	
Other impairment losses for the year not deducted		-	0.0%	32	-2.0%	
Changes in overseas tax rates		-62	6.1%	-67	4.3%	
Non-taxable dividends		-32	3.1%	-50	3.2%	
Change in other temporary differences		36	-3.5%	89	-5.7%	
Other permanent differences		-14	1.4%	54	-3.4%	
<b>Total current tax (expense)/benefits</b>		<b>-361</b>	<b>35.5%</b>	<b>-309</b>	<b>19.7%</b>	
Deferred tax income /(expense)		834		700		
Differences on current taxation for previous year		1		-		
<b>Income tax benefits/(expense)</b>		<b>474</b>		<b>391</b>		

### 8.13 Profit/(Loss) from discontinued operations

The profit/(loss) from discontinued operations reflects the reclassification of the ASPI group in accordance with IFRS 5, as described in detail in note 6.1.

## 8.14 Earnings/(Loss) per share

	2021	2020
Weighted average number of shares outstanding <sup>(*)</sup>	825,783,990	825,783,990
Weighted average number of treasury shares in portfolio <sup>(*)</sup>	-6,959,693	-7,650,521
Weighted average of shares outstanding for calculation of basic earnings per share <sup>(*)</sup>	818,824,297	818,133,469
Weighted average number of diluted shares held under share-based incentive plans <sup>(*)</sup>	253,173	0
Weighted average of all shares outstanding for calculation of diluted earnings per share <sup>(*)</sup>	819,077,470	818,133,469
Profit/(Loss) for the year attributable to owners of the parent (€m)	626	-1,177
Basic earnings/(loss) per share (€)	0.76	-1.44
Diluted earnings/(loss) per share (€)	0.76	-1.44
Profit/(Loss) from continuing operations attributable to owners of the parent (€m)	-171	-771
Basic earnings/(loss) per share from continuing operations (€)	-0.21	-0.94
Diluted earnings/(loss) per share from continuing operations (€)	-0.21	-0.94
Profit/(Loss) from discontinued operations attributable to owners of the parent (€m)	797	-407
Basic earnings/(loss) per share from discontinued operations (€)	0.97	-0.50
Diluted earnings/(loss) per share from discontinued operations (€)	0.97	-0.50

<sup>(\*)</sup> Weighted average number over the year.

## 8.15 Impact of the Covid-19 pandemic on the operating performance

Since the end of February 2020, the restrictions on movement, imposed by many governments in response to the global spread of the Covid-19 pandemic, have resulted in significant reductions in the volumes of traffic using the motorways and airports operated under concession by the Group. As in 2020, the performance in 2021 was also significantly impacted by ongoing pandemic-related restrictions.

However, as of the summer, 2021 registered an increase in motorway traffic compared to 2020 (up 21%), achieving a full return to 2019 traffic levels (the year before the outbreak of the pandemic) in the latter part of the year. The airports segment, on the other hand, while showing signs of recovery in the second half of 2021 (with a 28% increase in passengers compared to 2020), still registered significantly reduced volumes compared to 2019 (down 68%).

## 9. Other financial information

### 9.1 Notes to the consolidated statement of cash flows

Cash flows during 2021 resulted in a reduction of €961 million in net cash and cash equivalents (an increase of €3,116 million in 2020).

Net cash generated from operating activities amounts to €4,082 million, an increase of €1,647 million compared with 2020 (€2,435 million) due to an improvement in operating cash flow (€1,645 million), which benefited essentially from an improvement in the operating performance of the Group's operators.

Cash used for investing activities, totalling €1,153 million in 2021, primarily includes:

- a) capital expenditure €2,092 million;
- b) €774 million in proceeds from the sale of an 8% interest in Hochtief and the unwinding of the associated funded collar.



The item is down €1,983 million compared with 2020, which included the outflows linked to the acquisitions of the Mexican group, RCO, amounting to €1,193 million, and of the US group, ERC, amounting to €584 million.

Net cash used in financing activities in 2021 amounts to €3,876 million, broadly reflecting:

- a) the repayment of borrowings €6,478 million;
- b) the redemption of bonds €3,215 million;
- c) dividends paid and the distribution of reserves to non-controlling shareholders, totalling €438 million;
- d) proceeds from the sale of the 49% stake in Telepass, totalling €1,045 million;
- e) bond issues totalling €3,664 million;
- f) the issue of the second tranche of hybrid bonds by Abertis Infraestructuras Finance, amounting to €750 million;
- g) new bank borrowings of €861 million.

Net cash from financing activities in 2020, totalling €3,872 million, broadly reflected the impact of the cash flows generated by liability management, amounting to €4,429 million (the result of bond issues and new borrowings amounting to €12,526 million and total repayments of €8,414 million), partially offset by the payment of dividends and the distribution of reserves to non-controlling shareholders, amounting to €504 million.

Details of movements in financial liabilities are provided in notes 7.18 and 7.19.

Details of the net cash flows used for and generated from assets held for sale and discontinued operations, which essentially include the contribution from ASPI group companies for both comparative periods, are provided above in note 6.1. These flows are included in the consolidated statement of cash flows within the scope of cash flows from or for operating, investing and financing activities.

## 9.2 Financial risk management

### *The Atlantia Group's financial risk management objectives and policies*

The management of financial risks plays a central role in the Atlantia Group's decision-making and risk management process, with a view to enabling the creation of value for the organisation and for its stakeholders by achieving a correct balance between the assumption of risk and the profitability of the business.

In keeping with Atlantia's role as a strategic investment holding company, the financial risk management process is closely linked with the manner in which Atlantia and consolidated companies manage their finances, as this can directly and indirectly impact Atlantia.

For this reason, Atlantia aims to ensure the adoption within the Group of principles, criteria and tools for use in identifying, measuring, monitoring and managing the financial risks that can directly and indirectly impact Atlantia, based on best practices in financial risk management. At the same time, the Parent Company aims to foster an independent, responsible approach to risk management within consolidated companies.

The Atlantia Group is exposed to the following financial risks regarding:

- a) financial planning risk;
- b) financial market risk;
- c) liquidity risk
- d) guarantee risk;
- e) financial contract risk;
- f) rating risk;
- g) liquid investment risk;
- h) interest rate risk;
- i) currency risk.

This section provides details of the financial risks to which the Atlantia Group is exposed and the related strategies and hedging instruments.

### *Financial planning risk*

Financial planning risk regards the risk arising from the failure to plan for and define, or to plan and define in an adequate and timely manner, an entity's financial needs and balance between debt and equity, with a potential impact on the entity's operating results, financial position and cash flows and on the sustainability of its business. The management of financial planning risk aims to ensure that the planning process is fit for purpose and timely, that financing activities are appropriately planned and a balanced capital structure maintained in order to safeguard profitability and compliance with the minimum ratings and earnings targets included in financial covenants.

### *Financial market and liquidity risk*

Financial market risk regards the risk arising from failure to assess, or to assess in an adequate and timely manner, financial market trends (including in relation to sustainability requirements) with an impact during the issuance of bonds or the arrangement of bank borrowings.

The main aim in managing financial market risk is to minimise the execution risk associated with new bond issues and new bank borrowings, by monitoring the capital and banking markets.

Liquidity risk regards the risk arising from failed, inadequate or untimely planning for financial needs, such as, for example, those resulting from day-to-day operations, new investment, the early repayment of debt or the refinancing of debt, adding to pressure on available liquidity.

The main aim in managing liquidity risk is to ensure the entity's ability to meet its financial needs through the correct sizing, timing and allocation (cash and cash equivalents, committed credit facilities, etc.) of cash reserves.

With regard to the Group's financial needs, as at 31 December 2021, the debt of Atlantia Group companies

falling due in the next 12 months amounts to €2,028 million, including €881 million attributable to Autostrade per l'Italia group companies (discontinued operations in accordance with IFRS 5). Atlantia has no debt falling due before September 2023 (€750 million in Term Loans).

With regard to available financial resources, the Group believes that it has access to sufficient sources of finance to meet its projected financial needs, given the Group's ability to generate cash, the ample diversification of its sources of funding (€4,484 million in bond issues, including €750 million in hybrid bonds, successfully issued on the capital markets in 2021) and the availability of committed and uncommitted credit facilities.

As at 31 December 2021, after stripping out the ASPI group, Group companies have estimated cash reserves of €12,370 million, consisting of:

- a) €6,053 million in cash and cash equivalents and/or investments maturing in the short term, including €654 million attributable to Atlantia;
- b) €6,317 million in undrawn committed lines of credit having an average residual term of approximately two years and five months, including €1,250 million attributable to Atlantia.

The financial tensions caused by the restrictions on movement imposed numerous governments in response to the spread of the Covid-19 pandemic and the consequent impact on traffic and the results of the Atlantia Group's operators, could have a negative impact on certain operators' liquidity.

At the date of preparation of this document, there are no significant problems in terms of liquidity, also given the proven ability of Group companies to access the financial markets. Each Group company is continuing to monitor developments and to assess the option of accessing new lines of credit available on the market.

The following schedules show the distribution of loan maturities outstanding as at 31 December 2021 and as at 31 December 2020.

€M	31 December 2021					
	Carrying amount	Contractual flows	Within 12 months	Between 1 and 2 years	Between 3 and 5 years	After 5 years
Bond issues (A)	24,318	-29,605	-1,006	-2,527	-8,673	-17,399
Total medium/long-term borrowings (B)	11,178	-12,247	-1,030	-2,244	-6,005	-2,967
<b>Total financial liabilities <sup>(1)(2)</sup> (C)= (A)+(B)</b>	<b>35,496</b>	<b>-41,852</b>	<b>-2,036</b>	<b>-4,771</b>	<b>-14,678</b>	<b>-20,367</b>
Derivatives <sup>(2)(3)</sup>						
Interest Rate Swaps	251	-272	-45	-71	-61	-94
Cross Currency Swaps	218	-208	-13	-87	-16	-91
IPCA x CDI Swaps	8	-8	-4	-4	-	-
<b>Total financial liabilities resulting from derivatives</b>	<b>478</b>	<b>-488</b>	<b>-63</b>	<b>-163</b>	<b>-77</b>	<b>-185</b>

<sup>(1)</sup> Future cash flows relating to interest on bond issues and floating rate loans have been projected on the basis of the latest established rate and held constant to final maturity.

<sup>(2)</sup> After excluding cash flows attributable to the Autostrade per l'Italia group (discontinued operations in accordance with IFRS 5).

<sup>(3)</sup> Expected future cash flows from differentials on derivatives have been projected on the basis of the exchange rate fixed at the measurement date.

€M	31 December 2020					
	Carrying amount	Contractual flows	Within 12 months	Between 1 and 2 years	Between 3 and 5 years	After 5 years
Bond issues (A)	31,673	-35,135	-4,030	-1,761	-9,622	-19,722
Total medium/long-term borrowings (B)	16,272	-20,266	-2,574	-2,870	-10,038	-4,784
<b>Total financial liabilities <sup>(1)</sup> (C)= (A)+(B)</b>	<b>47,945</b>	<b>-55,401</b>	<b>-6,604</b>	<b>-4,631</b>	<b>-19,660</b>	<b>-24,506</b>
Derivatives <sup>(2)</sup>						
Interest Rate Swaps <sup>(3)</sup>	849	-900	-319	-121	-178	-283
IPCA x CDI Swaps	13	-14	-1	-6	-7	-
Cross Currency Swaps	586	-600	-27	-243	-171	-159
Embedded Floors	2	-	-	-	-	-
<b>Total financial liabilities resulting from derivatives</b>	<b>1,450</b>	<b>-1,515</b>	<b>-346</b>	<b>-370</b>	<b>-357</b>	<b>-442</b>

<sup>(1)</sup> Future cash flows relating to interest on bond issues and floating rate loans have been projected on the basis of the latest established rate and held constant to final maturity.

<sup>(2)</sup> Expected future cash flows from differentials on derivatives have been projected on the basis of the exchange rate fixed at the measurement date.

<sup>(3)</sup> Cash flows from the Forward-Starting Interest Rate Swaps unwound by Atlantia and Autostrade per l'Italia in early 2020 have all been classified as falling due within 12 months.

### Guarantee risk

Guarantee risk relates to the failure to manage, or to manage in an adequate and timely manner, guarantees, with a potential impact on the financial position and the risk of enforcement of guarantees provided to third parties.

The main aim in managing guarantee risk is to monitor the process of issuing guarantees and mitigate the risk of enforcement of the guarantees provided.

Information on guarantees provided is given in note 10.2, "Guarantees", in which the underlying transactions and the steps taken to monitor and manage the various positions are described.

### Financial contract risk

Financial contract risk regards the risk of failure to assess, or to assess in an adequate and timely manner, the ability to comply with covenants and other contractual undertakings when assuming commitments or when managing them. This could result in the inability to draw down credit lines, early repayment obligations and/or limitations on operations.

The main aims in managing financial contract risk are i) to prevent the risk of the inability to draw down credit lines, the risk of early repayment and/or limitations on operations; and ii) to prevent potential negative effects of the failure to comply with covenants.

With regard to the risk of early repayment of debt, to covenants and the steps taken to monitor and manage the related situation, key terms and conditions attaching to the Group's borrowings are described below. With regard to material aspects relating to Autostrade per l'Italia's covenants, and above all the "Change of Control" trigger event arising from finalisation of the share purchase agreement governing the sale of the 88.06% stake in Autostrade per l'Italia to the Consortium consisting of CDP Equity, Blackstone and MIRA, the following should be noted:

a) with regard to bonds issued by Autostrade per l'Italia and guaranteed by Atlantia, the related Consent Solicitation process was closed on 22 November 2021, with approval granted by Autostrade per l'Italia's bondholders for the following proposed changes:

- release of the guarantees provided by Atlantia;
- an amendment to the change of control provision in the terms and conditions of the bonds maturing in 2022, 2024 and 2025.

These changes approved by bondholders will be effective on completion of the sale of Atlantia SpA's entire stake in Autostrade per l'Italia;

b) with regard to the Autostrade per l'Italia group's borrowings, Cassa Depositi e Prestiti (in July 2021) and Credit Agricole (in December 2021) have confirmed their consent for amendments to the change of control provisions and removal of the comfort letter provided by Atlantia for the existing loan to Pavimental, respectively. Finally, Autostrade per l'Italia has been notified of the EIB's consent for the change of con-

trol to the Consortium and the resulting release of the guarantees provided by Atlantia ("waivers and/or consents"). Changes to the loan agreements will be formalised in the coming weeks.

In line with internationally recognised practice, Atlantia's loan agreements and bond issues include provisions requiring early repayment in the following cases:

- a) cross acceleration when the debt of Atlantia or a significant subsidiary becomes immediately repayable;
- b) cross-default if Atlantia or one of its significant subsidiaries fail to repay debt at maturity or within the applicable grace period;
- c) legal, regulatory or administrative proceedings involving Atlantia that might reasonably have a material adverse effect on Atlantia;
- d) insolvency, if Atlantia or a significant subsidiary, as defined in the loan agreements, were to become insolvent, and not be able to meet its repayment obligations or suspend such repayments;
- e) material asset sale, in the event of the sale of a subsidiary classed as a principal subsidiary and when, as a result of implementation of the transaction, there is a downgrade of the credit rating within a pre-established time-frame defined in the terms and conditions attaching to the borrowing;
- f) further restrictions: in the event of revocation, forfeiture, cancellation or termination of the concession held by a significant subsidiary, further restrictions may be applicable, such as sales, new debt, guarantees and new acquisitions, the breach of which may trigger early repayment;
- g) financial covenants (as described below).

A number of the Group's long-term borrowings include negative pledge provisions, in line with international practice. Under these provisions, it is not possible to create or maintain (unless required to do so by law) collateral guarantees on all or a part of any proprietary assets, with the exception of project debt. The above agreements also require compliance with certain financial covenants.

Breach of these covenants, at the relevant measurement dates, could constitute a default event and result in the lenders calling in the loans, requiring the early re-

payment of principal, interest and of further sums provided for in the agreements.

Excluding those contained in the terms of loan agreements and bond issues attributable to the ASPI group, the most important covenants are described below:

- a) in Atlantia's case, the loan agreements entered into in 2018, require compliance with a minimum threshold for the Interest Coverage Ratio, FFO/Total Net Debt and Consolidated Net Worth;
- b) in Aeroporti di Roma's case, a number of bank borrowings require compliance with a maximum leverage ratio. The medium/long-term loan agreements financing the company's investment programme, entered into with the European Investment Bank and Cassa Depositi e Prestiti in December, also require compliance with a maximum leverage ratio (linked to the long-term ratings assigned to Aeroporti di Roma by the relevant rating agencies) and that the interest coverage ratio remain within a minimum threshold that varies based on the company's long-term ratings;
- c) in Azzurra Aeroporti's case, the bonds issued in 2020 require compliance with a minimum threshold for the Interest Coverage Ratio and a maximum Leverage Ratio (with this indicator calculated at an aggregate level with Aéroports de la Côte D'Azur); these indicators will be tested from December 2022 to December 2023;
- d) in SANEF's case, a number of loan agreements require compliance with a maximum threshold for "net debt/ EBITDA" and a minimum threshold for the interest coverage ratio.

With regard to the covenants involving default provisions in Atlantia's loan agreements, there is no risk of a breach of the relevant default thresholds.

As a result of the negative impact of Covid-19 on the operating results and financial position of Group companies, a number of companies successfully requested their respective lenders to grant them, on a precautionary and preventive basis, covenant holidays at 31 December 2021 and, where suitable, at subsequent measurement dates. Aeroporti di Roma has obtained extensions to the covenant holidays for all its borrowings until the measurement date of 30 June 2022 included.

Group companies will monitor the level of traffic and the implementation of mitigating actions in the second half, where necessary entering into dialogue with their lenders in order to negotiate further covenant holidays.

#### *Rating risk*

Rating risk regards the risk of a downgrade of an entity's credit ratings.

Following the General Meeting of shareholders held on 31 May 2021 and Atlantia's subsequent signature of the agreement for the sale of the Company's entire stake in Autostrade per l'Italia, all the rating agencies have upgraded Atlantia's credit ratings: on 4 June 2021, Fitch placed the ratings of Atlantia, Autostrade per l'Italia and Aeroporti di Roma on Credit Watch Positive; on 7 June 2021, Moody's upgraded the outlook for the ratings of Atlantia, Autostrade per l'Italia and Aeroporti di Roma to Positive; on 22 June 2021, Standard & Poor's upgraded the ratings assigned to Atlantia, Autostrade per l'Italia and Aeroporti di Roma by one notch.

In addition, on 22 October 2021, Moody's upgraded Autostrade per l'Italia's credit rating by one notch and at the same time placed the ratings of Atlantia and Autostrade per l'Italia under review for upgrade.

The rating agencies current ratings of Atlantia are as follows:

Agency	Issuer rating	Rating of bonds issued by atlantia (holding company)
	Rating and outlook	Rating and outlook
fitch Rating	BB+ <sup>(1)</sup>	BB Rating Watch Positive
Moody's	Ba2 <sup>(2)</sup> Positive Outlook	Ba3 Positive Outlook
Standard & Poor's	BB Positive Outlook	BB Positive Outlook

<sup>(1)</sup> "Consolidated rating" for the Atlantia Group

<sup>(2)</sup> "Corporate family rating" for the Atlantia Group

### *Liquid investment risk*

The risk associated with the investment of liquidity regards the failure to assess, or to assess in an adequate and timely manner, the risk of a counterparty default and the risk of movements in the value of liquid investments. The Group manages liquid investment risk in accordance with the prudence principle and in line with best market practices, primarily through recourse to counterparties with high credit ratings and continuous monitoring with the aim of ensuring that there are no significant credit risk concentrations.

The main aims in managing such risk are to mitigate the risk that a counterparty will be unable to meet their obligations and the exposure of liquid investments to movements in market prices, and to achieve an optimal risk/return mix for the investment products in which liquidity is invested.

### *Interest rate risk*

Interest rate risk regards the failure to manage, or to manage in an adequate and timely manner, movements in interest rates, with an impact on the level of borrowing costs, profitability and on the value of financial assets and liabilities. Interest rate risk, as defined above, generally takes two forms:

- a) cash flow risk: linked to financial assets and liabilities, with cash flows indexed to a market interest rate;
- b) fair value risk: the risk of losses deriving from an unexpected change in the value fixed rate financial assets and liabilities following an unfavourable shift in the market yield curve.

As at 31 December 2021, the Group had entered into cash flow hedges with fair value losses of €256 million

and a total notional value of €4,680 million.

As at 31 December 2021, the Group reports fair value losses of €98 million (corresponding with a notional value of €1,429 million) on Interest Rate Swaps (IRSs) classified as cash flow hedges in compliance with IFRS 9. These primarily relate to Forward-Starting IRSs hedging the expected future financial liabilities of Aeroporti di Roma and Azzurra Aeroporti.

With regard to Aeroporti di Roma, in December 2021, the company entered into Forward-Starting IRSs with a notional value of €100 million (fair value gains of €2 million as at 31 December 2021), with the aim of hedging interest rate risk on new debt likely to be assumed in 2022. In addition, in 2021, when issuing €500 million in sustainability-linked bonds, Aeroporti di Roma unwound Forward-Starting IRSs with a total nominal value of €400 million, settling the related fair value losses of approximately €44 million at the unwinding date (€59 million as at 31 December 2020).

The Interest Rate Swaps classified as no longer qualifying for hedge accounting 31 December 2021 regard Atlantia and Azzurra Aeroporti (fair value losses as at 31 December of €110 million and €41 million, respectively). Since the financial statements for 2019, bond issues expected to be carried out by Atlantia in 2020 and 2021 were considered no longer highly probable. As a result, the related Forward-Starting Interest Rate Swaps were classified as no longer qualifying for hedge accounting. Subsequently, at the same time as the bond issues carried out by Atlantia, in February 2021, the Forward-Starting IRSs were unwound (a notional value of €1,150 million, with fair value losses as at 31 December 2020 of €152 million). In addition, in June 2020 and January 2021, Atlantia posted two cash collaterals via the execution of a Credit Support Annexes (CSAs) guaran-

teeing, through to maturity, the credit exposure of the Company's financial counterparties to movements in the fair value of outstanding IRSs (the value of the cash collaterals as at 31 December 2021 is €127 million).

Following the bond issue of July 2020, Azzurra Aeroporti's Interest Rate Swaps have been partially reclassified as no longer qualifying for the application of hedge accounting, in accordance with IFRS 9 (fair value losses of €29 million as at 31 December 2021). The company has also entered into Offsetting Interest Rate Swaps designed to eliminate interest rate risk arising from existing IRSs, in the absence of an underlying linked to floating interest rates (fair value losses of €12 million as at 31 December 2021).

Finally, derivatives attributable to Autostrade per l'Italia have been reclassified to assets related to discontinued operations in accordance with IFRS 5. These regard Interest Rate Swaps (with a notional value of €514 million and fair value losses of €65 million as at 31 December 2021) and Forward-Starting Interest Rate Swaps on future financial liabilities (with a total notional value of €3,350 million, including €3,000 million entered into in 2021, and fair value gains of €30 million as at 31 December 2021).

After stripping out the Autostrade per l'Italia group's contribution, fixed rate debt represents 76.5% of the total and, after taking into account interest rate hedges, 79.7% of the total.

In order to hedge against interest rate risk, the Group primarily engages with counterparties with high credit ratings and continuously monitors the situation to ensure that there are no significant concentrations of counterparty risk.

In addition, as required by the amendment to IFRS 9, the following table shows details of derivatives qualify-

ing for the application of hedge accounting potentially affected by the IBOR reform.

Further information on outstanding derivative financial instruments is provided below.

€M	Company <sup>(1)</sup>	Type	Maturity	Notional	Rate
Cash flow hedges	Aéroports de la Côte d'Azur	Interest Rate Swap	2026	7	Euribor
		Interest Rate Swap	2027	6	Euribor
		Interest Rate Swap	2029	5	Euribor
		Interest Rate Swap	2030	9	Euribor
	Aeroporti di Roma	Interest Rate Swap	2032	400	Euribor
	Azzurra Aeroporti	Interest Rate Swap	2041	653	Euribor
	Abertis group	Cross Currency Swap	2022	45	USD Libor <sup>(2)</sup>
		Cross Currency Swap	2023	100	Euribor; USD Libor
		Cross Currency Swap	2026	467	Euribor; GBP Libor <sup>(2)</sup>
		Cross Currency Swap	2026	128	USD Libor <sup>(2)</sup>
		Cross Currency Swap	2039	154	Euribor; JPY Libor <sup>(2)</sup>
		Interest Rate Swap	2023	44	Euribor
		Interest Rate Swap	2024	73	Euribor
		Interest Rate Swap	2025	87	Euribor
	Interest Rate Swap	2034	68	Euribor	
Net investment hedges	Abertis group	Cross Currency Swap	2022	41	Euribor

<sup>(1)</sup> Derivatives not indexed to IBOR and held by the Brazilian, Chilean and Mexican companies, having a total notional value of €296 million, have been excluded, as have derivatives held by Autostrade per l'Italia and Pavimental with a total notional value of €4,895 million.

<sup>(2)</sup> Potential impact on fair value measurement (using the present value method).

amount of the hedged cash flows;

With regard to application of the above amendment, the following should be noted:

a) Group companies have borrowings linked to the IBOR and the related derivative instruments, which in application of this amendment have been confirmed as hedges, without therefore taking into account the uncertainty resulting from the current reform, which could have an impact on the timing and

b) the impact of changes in the fair value of the hedging instruments are therefore recognised in the relevant equity reserve.

As required by IFRS, if the conditions allowing continuation of the hedging relationship should cease to exist, for accounting purposes, other than for those connected with the reform, the Group will reclassify accumulated gains and losses on the derivative financial instruments



previously account for as hedges to profit or loss.

The following table shows the time distribution of expected cash flows from cash flow hedges, and the financial years in which they will be recognised in profit or loss.

€M	31 December 2021					
	Carrying amount	Expected cash flows <sup>(1) (2)</sup>	Within 12 months	Between 1 and 2 years	Between 3 and 5 years	After 5 years
<b>Cash flow hedges</b>						
Derivative assets	15	15	7	15	-9	2
Derivative liabilities	-236	-238	-16	-29	-37	-156
<b>Fair value hedges</b>						
Derivative assets	1	2	1	1	-	-
<b>Net investment hedges</b>						
Derivative assets	39	38	38	-	-	-
<b>Total hedging derivatives</b>	<b>-181</b>	<b>-183</b>	<b>30</b>	<b>-13</b>	<b>-46</b>	<b>-154</b>
Accrued expenses on hedging derivatives	-2					
<b>Total hedging derivative assets/(liabilities)</b>	<b>-183</b>	<b>-183</b>	<b>30</b>	<b>-13</b>	<b>-46</b>	<b>-154</b>

€M	31 December 2021				
	Expected cash flows <sup>(1) (2)</sup>	Within 12 months	Between 1 and 2 years	Between 3 and 5 years	After 5 years
<b>Cash flow hedges</b>					
Income from hedging derivatives	-728	5	9	-27	-715
Losses on hedging derivative	505	-14	-23	-20	562
<b>Fair value hedges</b>					
Losses on hedging derivative	2	1	1	-	-
<b>Net investment hedges</b>					
Income from hedging derivatives	40	40	-	-	-
<b>Total income/(losses) from hedging derivatives</b>	<b>-181</b>	<b>32</b>	<b>-13</b>	<b>-47</b>	<b>-153</b>

<sup>(1)</sup> Expected cash flows from swap differentials are calculated on the basis of market curves at the measurement date.

<sup>(2)</sup> After excluding cash flows attributable to the Autostrade per l'Italia group (discontinued operations in accordance with IFRS 5).

### Currency risk

Currency risk regards the failure to hedge or to hedge in an adequate and timely manner against fluctuations in exchange rates with an impact on investments and dividends, trading and financial assets and liabilities denominated in currency.

The Group's prime objective in managing currency risk is to minimise cash flow volatility over the short and medium/long term through the use of appropriate

hedges and to limit any negative effects of exchange rate movements linked to the acquisition or assumption of financial assets or liabilities.

As at 31 December 2021, fair value losses on currency risk hedges amount to €133 million, whilst the total notional value is €1,964 million. These have been entered into by Abertis (fair value losses amount to €123 million linked to Cross Currency Swaps classified as cash flow hedges, net of Cross Currency Swaps designated as net investment hedges with fair value gains of €39 mil-

lion), Aeroporti di Roma (fair value losses of €81 million) and Atlantia (fair value gains of €34 million).

Finally, Autostrade per l'Italia has entered into Cross Currency Swaps (fair value losses as at 31 December 2021 amount to €201 million). These derivatives have been reclassified to assets related to discontinued operations in accordance with IFRS 5.

In order to hedge against currency risk, the Group primarily engages with counterparties with high credit rat-

ings and continuously monitors the situation to ensure that there are no significant concentrations of counterparty risk.

24% of the Group's debt is denominated in currencies other than the euro.

The following table compares the nominal value of bond issues and medium/long-term borrowings and the related carrying amounts, showing the currency of issue, the average interest rate and the effective interest rate:

€M	31 December 2021				31 December 2020	
	Nominal value	Carrying amount	Average interest rate applied to 31 December 2021 <sup>(1)</sup>	Effective interest rate applied as at 31 December 2021 <sup>(1)</sup>	Nominal value	Carrying amount
Euro (EUR)	26,720	26,822	2.0%	2.5%	41,287	41,307
Chilean peso (CLP) / Unidad de fomento (UF)	1,671	1,820	7.6%	6.8%	1,907	1,950
Sterling (GBP)	732	730	3.5%	4.3%	1,250	1,219
Brazilian real (BRL)	1,880	1,884	9.4%	9.3%	1,545	1,521
Yen (JPY)	153	111	2.6%	5.8%	316	381
Polish zloty (PLN)	4	4	N.A. <sup>(2)</sup>	N.A. <sup>(2)</sup>	7	5
Indian rupee (INR)	37	37	8.7%	8.9%	47	47
US dollar (USD)	1,941	1,754	5.5%	5.6%	1,768	1,707
Mexican peso (MXN) /Unidad de Inversiones (UDI)	2,214	2,334	11.2%	11.4%	2,096	2,224
Argentine peso (ARS)	-	-	-	-	2	2
<b>Total</b>	<b>35,352</b>	<b>35,496</b>	<b>3.4%</b>	<b>3.8%</b>	<b>50,225</b>	<b>50,363</b>

The Atlantia Group's debt is down €14,873 million compared with 2020, primarily due to reclassification of the ASPI group's debt, totalling €10,071 million and debt

repayments of €9,669 million, partially offset by new borrowings of €4,559 million and the negative impact of exchange rate movements, amounting to €329 million.

### Derivative financial instruments

The following table summarises outstanding derivative financial instruments as at 31 December 2021 (compared with 31 December 2020), showing the corresponding fair and notional values.

€M	Type <sup>(1)</sup>	Hedged risk	31 December 2021		31 December 2020	
			Fair value gains/ (losses)	Notional value	Fair value gains/ (losses)	Notional value
<b>Cash flow hedges</b>						
	Cross Currency Swaps	Currency rate risk	-169	1,134	-417	1,783
	Interest Rate Swaps	Interest rate risk	-113	1,346	-233	1,785
		<b>Cash flow hedges</b>	<b>-282</b>	<b>2,480</b>	<b>-650</b>	<b>3,568</b>
<b>Fair value hedges</b>						
	IPCA x CDI Swaps	Interest rate risk	2	44	4	41
	Collar	Shares	-	-	339	448
		<b>Fair value hedges</b>	<b>2</b>	<b>44</b>	<b>343</b>	<b>489</b>
<b>Net investment hedges</b>						
	Cross Currency Swaps	Currency rate risk	36	44	109	106
		<b>Total hedges of net investments in a foreign operation</b>	<b>36</b>	<b>44</b>	<b>109</b>	<b>106</b>
<b>Non-hedge accounting derivatives</b>						
	Cross Currency Swaps	Currency rate risk	-57	867	-120	1,016
	Interest Rate Swaps	Interest rate risk	-192	3,413	-617	6,650
	Derivatives embedded in borrowings	Interest rate risk	-1	100	-2	119
	IPCA x CDI Swaps	Interest rate risk	-9	58	-13	54
		<b>Non-hedge accounting derivatives</b>	<b>-258</b>	<b>4,438</b>	<b>-752</b>	<b>7,840</b>
		<b>TOTAL</b>	<b>-502</b>	<b>7,006</b>	<b>-950</b>	<b>12,002</b>
		<b>Fair value (asset)</b>	<b>82</b>		<b>500</b>	
		<b>Fair value (liability)</b>	<b>-584</b>		<b>-1,450</b>	

<sup>(1)</sup> As at 31 December 2021, the ASPI group's derivatives have been reclassified to assets and liabilities held for sale.

The fair value gain of €561 million primarily reflects the reclassification of Autostrade per l'Italia and its subsidiaries as at 31 December 2021 to assets and liabilities held for sale in accordance with IFRS 5 (fair value losses of €488 million as at 31 December 2020), the unwinding of Interest Rate Swaps with fair value losses hedging future bond issues carried out by in 2021 by Atlantia (a

notional value of the unwound derivatives of €1,150 million) and Aeroporti di Roma (a notional value of the unwound derivatives of €400 million), and a general rise in interest rates during 2021. These positive movements were partially offset by the unwinding, in May 2021, of the Funded Collar on Hochtief shares (fair value gains of €339 million as at 31 December 2020).

The following table shows movements in the fair value of the various categories of derivative financial instrument, specifically indicating the effects accounted for in profit or loss or in comprehensive income.

€M	31 December 2020 Carrying amount	Changes during the year						31 December 2021 Carrying amount
		Impact of exchange rates	Derivatives unwound	Impact on comprehensive income	Impact on profit and loss	Reclassifications to discontinued operations	Other reclassifications and changes	
Cash flow hedges	-	24	-	54	-11	-51	-	16
Fair value hedges	343	-	-344	6	-4	-	-	1
Net investment hedges	109	0	-72	2	-	-	-	39
Non-hedge accounting	48	-17	-	-	2	-	-	33
<b>Derivative assets</b>	<b>500</b>	<b>7</b>	<b>-416</b>	<b>62</b>	<b>-13</b>	<b>-51</b>	<b>-</b>	<b>89</b>
Cash flow hedges	650	-59	-46	-119	-16	-345	169	237
Non hedge accounting	800	-29	-231	-	-185	56	-170	241
<b>Derivative liabilities</b>	<b>1450</b>	<b>-88</b>	<b>-277</b>	<b>-119</b>	<b>-201</b>	<b>-289</b>	<b>-1</b>	<b>478</b>
<b>Total net change</b>	<b>-950</b>	<b>95</b>	<b>-139</b>	<b>181</b>	<b>188</b>	<b>238</b>	<b>1</b>	<b>-389</b>

### Sensitivity analysis

Sensitivity analysis describes the impact that the interest rate and foreign exchange movements to which the Group is exposed would have had on the consolidated income statement for 2021 and on equity as at 31 December 2021, after stripping out the Autostrade per l'Italia group. The following outcomes resulted from the analysis carried out:

a) an unfavourable 1% shift in interest rates would, for derivative and non-derivative financial instruments, result in a negative impact on the income statement totalling €1,344 million and on other comprehensive

income of €139 million, before the related taxation, with €1,209 million and €33 million, respectively, attributable to Abertis group companies);

b) in terms of currency risk, an unexpected and unfavourable 10% shift in the exchange rates would have resulted in a negative impact on the consolidated income statement, totalling €740 million, and on other comprehensive income, totalling €858 million, with €705 million and €15 million, respectively, attributable to Abertis group companies).

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*Net debt in compliance with esma recommendation of 4 March 2021*

The Atlantia Group's net debt<sup>1</sup> as at 31 December 2021 and 2020 is shown below.

€M	Note	31 December 2021	31 December 2020 restated
Cash and cash equivalents	7.12	6,053	8,385
Current derivative assets <sup>(1)</sup>	7.8	26	46
Cash related to assets held for sale and discontinued operations	6.1	1,353	-
<b>Cash and cash equivalents (A)</b>		<b>7,432</b>	<b>8,431</b>
Bond issues	7.18	361	3,219
Medium/long-term borrowings	7.19	995	2,813
Derivative liabilities <sup>(2)</sup>	7.20	44	256
Other financial liabilities	7.21	429	1,090
Financial liabilities related to assets held for sale and discontinued operations	6.1	10,987	-
<b>Current financial liabilities (B)</b>		<b>12,816</b>	<b>7,378</b>
<b>Current net debt (C=A-B)</b>		<b>-5,384</b>	<b>1,053</b>
Bond issues	7.18	23,957	28,454
Medium/long-term borrowings	7.19	10,183	15,915
Derivative liabilities <sup>(3)</sup>	7.20	363	1,011
Other financial liabilities	7.21	787	744
<b>Non-current financial liabilities (D)</b>		<b>35,290</b>	<b>46,124</b>
<b>Net debt as defined by ESMA (E=D-C)</b>		<b>40,674</b>	<b>45,071</b>
<b>of which net debt as defined by ESMA guidelines related to assets held for sale and discontinued operations</b>		<b>9,634</b>	<b>-</b>

<sup>(1)</sup> Derivative assets – current portion, as referred to in note 7.8, after stripping out the fair value of net investment hedges (€39 million and €70 million, respectively, as at 31 December 2021 and 2020).

<sup>(2)</sup> Derivative liabilities – current portion, as referred to in note 7.20, after stripping out the fair value of Forward-Starting IRSs (€59 million as at 31 December 2020).

<sup>(3)</sup> Derivative liabilities – non-current portion, as referred to in note 7.20, after stripping out the fair value of Forward-Starting IRSs (€70 million and €123 million, respectively, as at 31 December 2021 and 2020).

<sup>1</sup> CONSOB “Warning notice 5/21” and ESMA Recommendation regarding disclosure requirements under Regulation (EU) 2017/1129, revising previous Recommendations.

### 9.3 Transparency of government grants:

#### Law 124 of 4 August 2017

Annual markets and competition Law 124 of 2017 has introduced a number of measures designed to ensure the transparency of the government grants system. In the Atlantia Group's case, the legislation translates into the obligation to disclose in the notes to its financial statements the grants received from:

a) the government bodies and entities referred to in article 2-bis of Legislative Decree 33 of 14 March 2013;

b) companies directly or indirectly controlled, in law or in fact, by government bodies, including companies listed on regulated markets and their investees;

c) publicly owned companies, including those that issue listed shares and other entities.

The following table summarises the grants collected in relation to "Financial assets deriving from government grants".

Grantor	Beneficiary	Grant collected (€000)	Description
Campania Regional Authority	Autostrade Meridionali	250	Contribution to cost of investment in third lane of 5-10 km – Improvements to ordinary road network in the Municipality of Portici for access to new Portici-Ercolano junction
European Commission through the Project Coordinator (RWS-NL)	Movyon	46	Participation in the MOVE/C3/SUE/2015-547/CEF Datex II Project, involving development of protocols and guidelines for the unified and integrated management of motorway radio control rooms
<b>Total</b>		<b>296</b>	

## 10. Other information

### 10.1 Operating and geographical segments

#### Operating segments

The Atlantia Group's operating segments are identified based on the information provided to and analysed by Atlantia's Board of Directors, which represents the Group's chief operating decision maker, taking decisions regarding the allocation of resources and assessing performance.

Following signature of the agreement to sell the entire stake in Autostrade per l'Italia to the CDP Consortium consisting of CDP Equity, The Blackstone Group International Partners and Macquarie European Infrastructure Fund 6 on 12 June 2021, in accordance with IFRS 5, the contribution of Autostrade per l'Italia and its subsidiaries to the Group's consolidated accounts has been classified in discontinued operations, and thus excluded from the Group's operating segments. As a result, the ASPI Group's contribution is not included in operating revenue or EBITDA, whilst it is included in operating cash flow, capital expenditure and net financial debt.

The indicators presented as at 31 December 2021 have not changed with respect to those presented in the Integrated Annual Report for the year ended 31 December 2020, with the exception of "Net financial debt", as described below.

a) **Abertis group:** this includes the Spanish, French, Chilean, Brazilian, Argentine, Puerto Rican and Indian motorway operators, the tunnels that cross the Elizabeth river and the Downtown (DTT) and Midtown (MTT) tunnels in the Hampton Roads region, the companies that produce and operate tolling systems controlled by Abertis Infraestructuras and the investment vehicles used in its acquisition: Abertis HoldCo;

b) **Other overseas motorways:** this includes the activities of the holders of motorway concessions in Brazil, Chile and Poland not held by the Abertis group, and the companies that provide operational support for these operators and the related foreign-registered holding companies. In addition, this segment includes the Italian holding company, Autostrade dell'Atlantico, which holds investments in South America;

- c) **Aeroporti di Roma group:** this includes Aeroporti di Roma, which holds the concession to operate and expand the airports of Rome Fiumicino and Rome Ciampino, and its subsidiaries;
- d) **Aéroports de la Côte D'Azur group:** this includes the airport operations of the companies controlled by Aéroports de la Côte d'Azur (ACA), the company that operates the airports of Nice, Cannes-Mandelieu and Saint-Tropez, in addition to the Italian parent, Azzurra Aeroporti;
- e) **Telepass group:** this includes the production and operation of free-flow tolling systems, traffic and transport management systems and electronic payment systems and insurance and roadside breakdown services and other mobility-related services provided by Telepass and its subsidiaries;
- f) **Atlantia and other activities:** this segment essentially includes:
- 1) the Parent Company, Atlantia, the strategic holding company whose business is the management of motorway and airport concessions and mobility-related and payment services;
  - 2) Aero Aereo I Global & International, the Luxembourg-registered investment vehicle that holds a 15.49% interest in Getlink.
- A summary of the key financial performance indicators for each segment, identified in accordance with the requirements of IFRS 8, is shown below.

	2021									
	Abertis group	Other overseas motorways	Aeroporti di Roma group	Aéroports de la Côte d'Azur group	Telepass group	Atlantia and other activities	Aspi group – discontinued operations	Consolidation adjustments	Unallocated items	Total consolidated amounts
External Revenue	4,854	569	528	174	268	8	-	-10	-	6,391
Intersegment revenue	-	-	-	-	1	2	-	-3	-	-
<b>Total operating revenue</b>	<b>4,854</b>	<b>569</b>	<b>528</b>	<b>174</b>	<b>269</b>	<b>10</b>	<b>-</b>	<b>-13</b>	<b>-</b>	<b>6,391</b>
<b>EBITDA</b>	<b>3,350</b>	<b>402</b>	<b>262</b>	<b>56</b>	<b>121</b>	<b>-158</b>	<b>-</b>	<b>-4</b>	<b>-</b>	<b>4,029</b>
Amortisation, depreciation, impairment losses, reversals of impairment losses and provisions									-4,269	-4,269
<b>EBIT</b>										<b>-240</b>
Financial income/(expenses)									-778	-778
<b>Profit/(Loss) before tax from continuing operations</b>										<b>-1,018</b>
Income tax benefits/(expense)									474	474
<b>Profit/(Loss) from continuing operations</b>										<b>-544</b>
Profit/(Loss) from discontinued operations									926	926
<b>Profit/(Loss) for the year</b>										<b>382</b>
<b>Operating cash flow</b>	<b>2,096</b>	<b>386</b>	<b>282</b>	<b>67</b>	<b>105</b>	<b>-18</b>	<b>986</b>	<b>9</b>	<b>-</b>	<b>3,913</b>
<b>Capital expenditure</b>	<b>652</b>	<b>74</b>	<b>175</b>	<b>44</b>	<b>81</b>	<b>7</b>	<b>1026</b>	<b>33</b>	<b>-</b>	<b>2,092</b>
<b>Net financial debt</b>	<b>23,958</b>	<b>191</b>	<b>1,672</b>	<b>954</b>	<b>616</b>	<b>2,625</b>	<b>8,671</b>	<b>-50</b>	<b>-</b>	<b>38,637</b>

	2020									
	Abertis group	Other overseas motorways	Aeroporti di Roma group	Aéroports de la Côte d'Azur group	Telepass group	Atlantia and other activities	Aspi group – discontinued operations	Consolidation adjustments	Unallocated items	Total consolidated amounts
External Revenue	4,054	470	271	134	224	107	-	-	-	5,260
Intersegment revenue	-	1	1	-	10	8	-	-20	-	-
<b>Total operating revenue</b>	<b>4,054</b>	<b>471</b>	<b>272</b>	<b>134</b>	<b>234</b>	<b>115</b>	<b>-</b>	<b>-20</b>	<b>-</b>	<b>5,260</b>
<b>EBITDA</b>	<b>2,627</b>	<b>326</b>	<b>28</b>	<b>20</b>	<b>118</b>	<b>-38</b>	<b>-</b>	<b>-9</b>	<b>-</b>	<b>3,072</b>
Amortisation, depreciation, impairment losses, reversals of impairment losses and provisions									-3,499	-3,499
<b>EBIT</b>										<b>-427</b>
Financial income/(expenses)									-1,143	-1,143
<b>Profit/(Loss) before tax from continuing operations</b>										<b>-1,570</b>
Income tax benefits/(expense)									390	390
<b>Profit/(Loss) from continuing operations</b>										<b>-1,180</b>
Profit/(Loss) from discontinued operations									-461	-461
<b>Profit/(Loss) for the year</b>										<b>-1,641</b>
<b>Operating cash flow</b>	<b>1,608</b>	<b>302</b>	<b>-4</b>	<b>-17</b>	<b>100</b>	<b>-219</b>	<b>517</b>	<b>-19</b>	<b>-</b>	<b>2,268</b>
<b>Capital expenditure</b>	<b>510</b>	<b>104</b>	<b>152</b>	<b>41</b>	<b>87</b>	<b>11</b>	<b>570</b>	<b>18</b>	<b>-</b>	<b>1,493</b>
<b>Net financial debt</b>	<b>25,858</b>	<b>422</b>	<b>1,426</b>	<b>976</b>	<b>557</b>	<b>4,612</b>	<b>8,968</b>	<b>-59</b>	<b>-</b>	<b>42,760</b>

The following should be noted with regard to the operating segment information presented in the above tables:

- a) operating revenue does not include the balance of revenue from construction services, totalling €725 and €600 million in 2021 and 2020, respectively;
- b) EBITDA is calculated by deducting all operating costs, with the exception of amortisation, depreciation, impairment losses on assets and reversals of impairment losses, provisions for renewal work and other adjustments, from operating revenue;
- c) EBIT is calculated by deducting amortisation, depreciation, impairment losses on assets and reversals of impairment losses, provisions for renewal work and other adjustments from EBITDA. EBIT differs
- d) operating cash flow is calculated as profit for the period + amortisation/depreciation +/- impairments/reversals of impairments of assets +/- provisions/releases of provisions in excess of requirements and uses of provisions + other adjustments + financial expenses from discounting of provisions + dividends received from investees accounted for using equity method +/- the share of profit/(loss) of investees accounted for using equity method in profit or loss +/- (losses)/gains on sale of assets +/- other non-cash



items +/- deferred tax assets/liabilities recognised in profit or loss;

- e) the figure for capital expenditure includes investment in assets held under concession, in property, plant and equipment and in other intangible assets, as shown in the consolidated statement of cash flows;
- f) net financial debt is a synthetic indicator of the Group's financial structure. The indicator has been redefined by adding the value of short- and medium-term financial assets deriving from concession rights, recognised under the financial model used in IFRIC 12, to net debt. Previously, the indicator was

calculated by adding the nominal redemption value of bond issues and medium/long-term and short-term bank borrowings, after deducting cash.

Finally, operating revenue, EBITDA, EBIT, operating cash flow, capital expenditure and net financial debt are not measures of performance defined by IFRS.

Finally, it should be noted that, in 2021, the Group did not earn revenue from any specific customer in excess of 10% of the Group's total revenue for the year.

The following table shows a breakdown of revenue depending on whether or not it is recognised at a point in time or over time, as required by IFRS 15.

€M	2021						Total consolidated amounts
	Abertis group	Other overseas motorways	Aeroporti di roma group	Aéroports de la côte d'azur group	Telepass group	Atlantia and other activities	
<b>Net toll revenue</b>	<b>4,433</b>	<b>526</b>	-	-	-	-	<b>4,959</b>
At a point in time	4,433	526	-	-	-	-	4,959
Over time	-	-	-	-	-	-	-
<b>Aviation revenues</b>	-	-	<b>198</b>	<b>96</b>	-	-	<b>294</b>
At a point in time	-	-	194	14	-	-	208
Overtime	-	-	4	-	-	-	4
Out of scope <sup>(1)</sup>	-	-	-	82	-	-	82
<b>Other revenue</b>	<b>421</b>	<b>43</b>	<b>330</b>	<b>78</b>	<b>258</b>	<b>8</b>	<b>1,138</b>
At a point in time	382	42	3	28	52	-	507
Overtime	23	-	24	-	201	5	253
Out of scope <sup>(1)</sup>	16	1	303	50	5	3	378
<b>Total external revenue</b>	<b>4,854</b>	<b>569</b>	<b>528</b>	<b>174</b>	<b>258</b>	<b>8</b>	<b>6,391</b>

<sup>(1)</sup> Revenue recognised outside the scope of application of IFRS 15 in relation to the Airports segment regards sub-concessions granted to private entities in application of IFRIC 12.

€M	2020 restated						Total consolidated amounts
	Abertis group	Other overseas motorwaysre	Aeroporti di roma group	Aéroports de la côte d'azur group	Telepass group	Atlantia and other activities	
<b>Net toll revenue</b>	<b>3,654</b>	<b>425</b>	-	-	-	-	<b>4,079</b>
<i>At a point in time</i>	3,654	425	-	-	-	-	4,079
<i>Over time</i>	-	-	-	-	-	-	-
<b>Aviation revenues</b>	-	-	<b>171</b>	<b>73</b>	-	-	<b>244</b>
<i>At a point in time</i>	-	-	168	31	-	-	199
<i>Overtime</i>	-	-	3	-	-	-	3
<i>Out of scope<sup>(1)</sup></i>	-	-	-	42	-	-	42
<b>Other revenue</b>	<b>400</b>	<b>45</b>	<b>100</b>	<b>61</b>	<b>224</b>	<b>107</b>	<b>937</b>
<i>At a point in time</i>	340	40	2	23	32	-	437
<i>Overtime</i>	51	3	24	-	187	81	346
<i>Out of scope<sup>(1)</sup></i>	9	2	74	38	5	26	154
<b>Total external revenue</b>	<b>4,054</b>	<b>470</b>	<b>271</b>	<b>134</b>	<b>224</b>	<b>107</b>	<b>5,260</b>

<sup>(1)</sup> Revenue recognised outside the scope of application of IFRS 15 in relation to the Airports segment regards sub-concessions granted to private entities in application of IFRIC 12.

It should be noted that, given the specific nature of the Atlantia Group's business, revenue is almost entirely classifiable as recognised "at a point in time", as shown in the table. There is no potential for a significant judgement regarding the time at which the customer obtains

control of the services provided. For the same reasons, the disclosure containing a description of the nature of the individual obligations assumed (e.g., the nature of the goods/services to be transferred, payment terms, obligations for returns, etc.) is not significant.

### Analysis by geographical segment

The following table shows the contribution of each geographical segment to the Atlantia Group's revenue and non-current assets.

€M	Revenue		Non-current assets <sup>(1)</sup>	
	2021	2020 restated	31 December 2021	31 December 2020 restated
Italy	1,349	971	5,716	21,762
France	2,083	1,771	13,200	14,568
Brazil	918	857	2,087	2,685
Chile	832	647	4,270	5,284
Spain	911	905	11,147	11,461
Poland	80	68	136	157
USA	88	60	2,119	1,995
Argentina	127	85	15	13
Puerto Rico	158	123	1,306	1,236
Mexico	448	258	5,658	5,487
UK	42	38	2	19
India	32	27	128	143
Portugal	2	2	-	40
Germany <sup>(2)</sup>	-	-	813	1,341
Colombia	-	-	1	4
Other countries	46	48	3	4
<b>Total</b>	<b>7,116</b>	<b>5,860</b>	<b>46,601</b>	<b>66,199</b>

<sup>(1)</sup> In accordance with IFRS 8, non-current assets do not include non-current financial assets or deferred tax assets.

<sup>(2)</sup> This item includes the investment in Hochtief and from 2021, in Volocopter.

## 10.2 Disclosures regarding non-controlling interests in consolidated companies and structured entities

### Disclosure regarding non-controlling interests

The consolidated companies deemed relevant for the Atlantia Group, in terms of the percentage interests held by non-controlling shareholders for the purposes of the disclosures required by IFRS 12, are the following:

- a) the Spanish-registered sub-holding company Abertis HoldCo, which controls 98.9% of Abertis Infraestructuras;
- b) Abertis Infraestructuras, the parent of companies primarily holding motorway concessions in Europe, America and India;
- c) the Brazilian sub-holding company, AB Concessões, and its subsidiaries;
- d) the Chilean sub-holding company, Grupo Costanera, and its direct and indirect subsidiaries sub-holding;
- e) Azzurra Aeroporti and its subsidiaries;
- f) Telepass and its subsidiaries.

The non-controlling interests in these sub-groups of companies are deemed relevant in relation to their contribution to the Atlantia Group's consolidated accounts. The following should be noted:

- a) non-controlling interests in Abertis HoldCo, held by ACS and Hochtief, with interests of 30% and 20%, respectively, (less one share);
- b) non-controlling interests in Abertis are represented by the non-controlling interests contributed by the direct and indirect subsidiaries, not wholly owned by Abertis Infraestructuras, and the non-controlling interest of 0.9% in Abertis Infraestructuras itself;
- c) the non-controlling interest in AB Concessões is held by a sole shareholder (a Bertin group company from Brazil);
- d) the non-controlling interest in Grupo Costanera (49.99%) is held by the Canadian fund, Canada Pension Plan Investment Board;
- e) Azzurra Aeroporti, which directly controls Aéroports de la Côte d'Azur with a 64% interest, is owned by Atlantia and Aeroporti di Roma through their respec-

tive interests of 52.69% e 7.77% interest, and by the Principality of Monaco, which has a 20.15% interest and by EDF Invest which has a 19.39% interest. The Atlantia Group's total interest amounts to 60.40%, representing the sum of Atlantia's interest (52.69%) and Aeroporti di Roma's interest (7.71%);

- f) non-controlling interests in Telepass and its subsidiaries are essentially linked to the sale of a 49% stake in Telepass to Partners Group in 2021.

A full list of the investments and related ownership interests held by the Group and non-controlling shareholders as at 31 December 2021 is provided in Annex 1 "The Atlantia Group's scope of consolidation and investments".

The key financial indicators presented in the following table thus include amounts for the above companies and their respective subsidiaries, extracted, unless otherwise indicated, from the reporting packages prepared by these companies for the purposes of Atlantia's consolidated financial statements, in addition to the accounting effects of acquisitions (fair value adjustments of the net assets acquired).

€M	Abertis Holdco		Abertis Infraestructuras and subsidiaries		AB CONCESSIONS and subsidiaries		Grupo Costanera and subsidiaries		Azzurra Aeroporti and subsidiaries		Telepass and subsidiaries	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Revenue <sup>(1)</sup>	-	-	5,394	4,452	215	214	292	240	192	153	283	236
Profit/(Loss) for the year	-1	-1	-269	-501	-12	-62	96	106	-287	-274	56	41
Profit/(Loss) for the year attributable to non-controlling interests <sup>(1)</sup>	-	-	-273	-316	-6	-31	48	53	-176	-126	-27	1
Increase/ (Decrease) in cash and cash equivalents <sup>(1)</sup>	-760	92	1,532	467	4	-73	108	-97	53	47	231	-72
Dividends paid to non-controlling shareholders	297	432	30	32	-	-	30	30	4	-	51	-

<sup>(1)</sup> The amounts shown contribute to the Atlantia Group's consolidated amounts and, therefore, include the impact of any consolidation adjustments.

€M	Abertis Holdco		Abertis Infraestructuras and subsidiaries		AB CONCESSOES and subsidiaries		Grupo Costanera and subsidiaries		Azzurra Aeroporti and subsidiaries		Telepass and subsidiaries	
	31 Dec. 2021	31 Dec. 2020	31 Dec. 2021	31 Dec. 2020	31 Dec. 2021	31 Dec. 2020	31 Dec. 2021	31 Dec. 2020	31 Dec. 2021	31 Dec. 2020	31 Dec. 2021	31 Dec. 2020
Non-current assets	4,384	4,978	38,893	41,903	1,017	1,216	2,560	2,852	2,097	2,512	199	153
Current assets	324	345	6,487	4,655	190	185	801	655	244	149	1,244	1,045
Non-current liabilities	-	-	33,735	33,896	617	755	1,636	1,756	1,555	1,625	318	306
Current liabilities	301	322	3,058	4,048	141	190	298	286	225	199	1,042	746
<b>Net assets</b>	<b>4,407</b>	<b>5,001</b>	<b>8,587</b>	<b>8,614</b>	<b>449</b>	<b>456</b>	<b>1,427</b>	<b>1,465</b>	<b>561</b>	<b>837</b>	<b>83</b>	<b>146</b>
<b>Net assets attributable to non-controlling interests</b>	<b>2,625</b>	<b>2,923</b>	<b>3,046</b>	<b>2,861</b>	<b>225</b>	<b>229</b>	<b>724</b>	<b>744</b>	<b>508</b>	<b>682</b>	<b>51</b>	<b>5</b>

### 10.3 Guarantees

After stripping out guarantees securing the Group's debt, described in notes 7.18 and 7.19, the Group has certain financial guarantees in issue to third parties as at 31 December 2021, amounting to a total of €1,136 million, including €768 million guaranteeing perfor-

mance of the contractual obligations of Group companies and €368 million guaranteeing future payments. The overall amount also includes the guarantees provided by Autostrade per l'Italia group companies, amounting to €369 million. These include, listed by importance:

Segment	Type of guarantee	Amount of the guarantee (€m)	
Abertis group	Guarantees given by operators to grantors	213	
	Tender bonds /contract guarantees	36	
	Guarantees to public entities	35	
	Other overseas motorways	Guarantees given by operators to grantors	210
	Performance bonds	Tender bonds /contract guarantees	172
		ASPI group	Guarantees given by operators to grantors
Guarantees to public entities		16	
Other Group companies	Sundry	29	
	<b>Total performance bonds</b>	<b>768</b>	
Telepass group	Tender bonds /contract guarantees	145	
ASPI group	Tender bonds /contract guarantees	83	
	Guarantees to public entities	73	
	Abertis group	Guarantees to public entities	40
Other Group companies	Sundry	27	
	<b>Total payment guarantees</b>	<b>368</b>	
<b>Overall total for the Atlantia Group, including the ASPI group</b>		<b>1,136</b>	

As at 31 December 2021, the shares of certain of the Group's overseas operators (Rodovias das Colinas, Concessionária da Rodovia MG050, Triangulo do Sol, Intervias Arteris Via Paulista and Régis Bittencourt in Brazil; Sociedad Concesionaria Costanera Norte, Sociedad Concesionaria de Los Lagos, Sociedad Concesionaria Autopista Nororiental, Sociedad Concesionaria Litoral Central, Sociedad Concesionaria Vespucio Sur, Autopista Central, Los Andes, Elqui, Rutas del Pacifico and Libertadores in Chile; the Mexican companies, RCO, Conipsa and Coviqsa; Elisabeth River Crossing OpCo in the USA; Autostrada A4 in Italy and Tunels de Barcelona and Aulesa Trados in Spain in addition to the Indian subsidiaries of the Abertis group) have also been pledged to the respective providers of financing, as have shares in the investees, Pune-Solapur Expressways, Lusoponte, Tangenziale Esterna e Bologna & Fiera Parking. Finally, i) all of Azzurra Aeroporti's shares and ii) this company's shareholding in Aéroports de la Côte d'Azur (ACA) have been pledged as collateral to the holders of the bonds issued by Azzurra Aeroporti.

The loan agreements to which certain Group companies are party (Rodovias das Colinas, Concessionária da Rodovia MG050, Triangulo do Sol, Intervias, Arteris Via Paulista in Brazil, Sociedad Concesionaria Costanera Norte, Sociedad Concesionaria de Los Lagos, Sociedad Concesionaria Autopista Nororiental, Sociedad Concesionaria Litoral Central, Sociedad Concesionaria Vespucio Sur, Rutas Pacifico, Los Andes, Autopista

Central, Elqui and Libertadores in Chile; the Mexican companies, RCO, Conipsa e Coviqsa; Elisabeth River Crossing OpCo in the USA; Autostrada A4 in Italy, Metropistas in Puerto Rico, Avasa, Tunels de Barcelona, Trados and Aulesa in Spain in addition to the Indian subsidiaries of the Abertis group) are subject to encumbrances on certain of the companies' assets, including fixed assets relating to the infrastructure operated under concession, guarantee deposits and receivables.

#### **10.4 Related party transactions**

In implementation of the provisions of art. 2391-*bis* of the Italian Civil Code, the Regulations adopted by the *Commissione Nazionale per le Società e la Borsa* (the CONSOB) in Resolution 17221 of 12 March 2010, as amended, and Resolution 17389 of 23 June 2010, on 11 November 2010 Atlantia's Board of Directors - with the prior approval of the Independent Directors on the Related Party Transactions Committee - approved the new Procedure for Related Party Transactions entered into directly by the Company and/or through subsidiaries. The Procedure was last revised on 10 June 2021 in order (i) to apply the changes introduced into the above Regulations by CONSOB Resolution 21624 of 11 December 2020 in implementation of EU Directive 2017/828 (the so-called Shareholder Rights Directive II) and (ii) align the text with the Company's new organisational structure.

## CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2021

€M	Trading and other assets			Trading and other liabilities			Trading and other income	Trading and other expenses			
	Trade receivables	Current tax assets	Non-financial assets held for sale	Trade payables	Other current liabilities	Other non-current liabilities	Non-financial liabilities held for sale	Other revenue	Service costs	Staff costs	Profit/(Loss) from discontinued operations
	31 December 2021						2021				
Biuro Centrum	-	-	-	-	-	-	-	1	-	-	-
Bip & Drive	1	-	-	-	-	-	-	-	-	-	-
Leonord	-	-	-	-	-	-	10	-	-	-	-
Routalis	-	-	-	-	-	-	1	-	-	-	-
C.I.S.	2	-	-	-	-	-	-	-	-	-	-
M-45 Conservacion SA	-	-	-	-	-	-	-	1	-	-	-
<b>Total associates</b>	<b>3</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11</b>	<b>2</b>	<b>-</b>	<b>-</b>	<b>-</b>
Areamed 2000	4	-	-	-	-	-	6	-	-	-	-
<b>Total joint ventures</b>	<b>4</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Autogrill	5	-	41	-	-	-	4	11	1	-	44
Tangenziali esterne di Milano	-	-	1	-	-	-	-	-	-	-	-1
Autogrill Cote France	1	-	-	-	-	-	-	1	-	-	-
<b>Total companies under common control</b>	<b>6</b>	<b>-</b>	<b>42</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4</b>	<b>12</b>	<b>1</b>	<b>-</b>	<b>43</b>
ASTRI pension fund	-	-	-	-	1	-	7	-	-	1	-16
CAPIDI pension fund	-	-	-	-	2	-	-	-	-	4	-
<b>Total pension funds</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3</b>	<b>-</b>	<b>7</b>	<b>-</b>	<b>-</b>	<b>5</b>	<b>-16</b>
<b>Total key management personnel <sup>(1)</sup></b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8</b>	<b>-</b>
<b>TOTAL</b>	<b>13</b>	<b>-</b>	<b>42</b>	<b>-</b>	<b>7</b>	<b>-</b>	<b>11</b>	<b>29</b>	<b>3</b>	<b>13</b>	<b>27</b>
	31 December 2020						2020				
Sintonia	-	8	-	-	-	-	-	-	-	-	-
<b>Significant shareholder</b>	<b>-</b>	<b>8</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Biuro Centrum	-	-	-	-	-	-	-	1	-	-	-
Bip & Drive	1	-	-	-	-	-	-	-	-	-	-
C.I.S.	2	-	-	-	-	-	-	-	-	-	-
A'lienor	3	-	-	1	-	-	-	-	-	-	-
RMG	-	-	-	-	-	-	-	1	-	-	-
<b>Total associates</b>	<b>6</b>	<b>-</b>	<b>-</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1</b>	<b>1</b>	<b>-</b>	<b>-</b>
Pune Solapur Expressways Private	-	-	-	-	-	-	-	1	-	-	-
Areamed 2000	1	-	-	-	-	-	-	5	-	-	-
<b>Total joint ventures</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6</b>	<b>-</b>	<b>-</b>	<b>-</b>
Autogrill	21	-	-	6	-	-	-	7	-	-	29
Autogrill Cote France	1	-	-	-	-	-	-	-	-	-	-
Nuova Sidap	-	-	-	-	-	-	-	1	-	-	-
<b>Total companies under common control</b>	<b>22</b>	<b>-</b>	<b>-</b>	<b>6</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8</b>	<b>-</b>	<b>-</b>	<b>29</b>
ASTRI pension fund	-	-	-	-	7	-	-	-	-	1	-16
CAPIDI pension fund	-	-	-	-	2	-	-	-	-	2	-3
<b>Total pension funds</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3</b>	<b>-19</b>
<b>Total key management personnel <sup>(1)</sup></b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2</b>	<b>2</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10</b>	<b>-</b>
<b>TOTAL</b>	<b>29</b>	<b>8</b>	<b>-</b>	<b>7</b>	<b>11</b>	<b>2</b>	<b>-</b>	<b>15</b>	<b>2</b>	<b>13</b>	<b>10</b>

<sup>(1)</sup> Atlantia's "key management personnel" means the Company's Directors, Statutory Auditors and other key management personnel as a whole. Expenses for each period include emoluments, salaries, benefits in kind, bonuses and other incentives (including the fair value of share-based incentive plans) for Atlantia staff and staff of the relevant subsidiaries.

€M	Financial assets			Financial liabilities	Financial income	Financial expenses
	Other non-current financial assets	Current financial assets deriving from government grants	Other current financial assets	Medium/long-term borrowings	Other financial income	Other financial expenses
	31 December 2021				2021	
<b>Other associates</b>	-	-	-	-	-	-
Leonord	1	-	-	-	-	-
<b>Associates</b>	<b>1</b>	-	-	-	<b>0</b>	-
Rodovias do Tietê	-	-	-	-	2	2
<b>Joint ventures</b>	-	-	-	-	<b>2</b>	<b>2</b>
<b>TOTAL</b>	<b>1</b>	-	-	-	<b>2</b>	<b>2</b>
	31 December 2020				2020	
Road Management Group LTD (RMG)	19	-	-	8	2	-
<b>Associates</b>	<b>19</b>	-	-	<b>8</b>	<b>2</b>	-
Rodovias do Tietê	-	-	-	-	2	-
<b>Joint ventures</b>	-	-	-	-	<b>2</b>	-
Autogrill	-	1	-	-	-	-
<b>Companies under common control</b>	-	<b>1</b>	-	-	-	-
Pavimental Est	-	-	1	-	-	-
<b>Other companies</b>	-	-	<b>1</b>	-	-	-
<b>TOTAL</b>	<b>19</b>	<b>1</b>	<b>1</b>	<b>8</b>	<b>4</b>	-

Related party transactions do not include transactions of an atypical or unusual nature and are conducted on an arm's length basis. The principal transactions entered into by the Group with related parties, concluded on normal market terms, are described below.

#### *The Atlantia Group's transactions with companies under common control*

For the purposes of the above CONSOB Regulation, which applies the requirements of IAS 24, the Autogrill group ("Autogrill"), like the Atlantia Group consolidated by the Edizione Group, is considered a related party. With regard to relations between the Atlantia Group's motorway operators and the Autogrill group, it should be noted that, as at 31 December 2021, Autogrill operates concessions at service areas along the Atlantia Group's motorway network and food service concessions at the airports managed by the Atlantia Group. During 2021, the Atlantia Group earned revenue of approximately €11 million on transactions with Autogrill. The revenue is generated by sub-concession arrangements entered into over various

years as a result of transparent and non-discriminatory competitive tenders. As at 31 December 2021, trading assets due from Autogrill amount to €5 million.

#### **10.5 Disclosures regarding share-based payments**

In order to incentivise and foster the loyalty of directors and/or employees holding key positions and responsibilities within Atlantia or in Group companies, a number of share incentive plans based on Atlantia's shares have been introduced in previous years. The plans entail payment in the form of shares or cash and are linked to the achievement of predetermined corporate objectives.

Details of each plan are contained in specific information circulars prepared pursuant to art. 84-*bis* of CONSOB Regulation 11971/1999, as amended, and in the Remuneration Report prepared pursuant to art. 123-*ter* of the Consolidated Finance Act. These documents, to which reference should be made, are published in the "Remuneration" section of the Company's website at [www.atlantia.it](http://www.atlantia.it).



The following table shows the main aspects of existing incentive plans, as at 31 December 2021, including the options and units awarded and changes during 2021. The table also shows the fair value at the grant date of each option or unit awarded, as determined by an expert using the Monte Carlo model. In 2021, as a result of existing plans, the Group recognised costs of €5 million, whilst liabilities relating to outstanding phantom options as at 31 December 2021 amount to €13 million.

	Date of approval by AGM	Number of options/units awarded	Vesting date	Exercise/ Grant date	Fair value of each option or unit at grant date (€)	Expected expiration at grant date (years)	Risk free interest rate used at grant date	Expected volatility (based on historic mean) at grant date	Expected dividends at grant date
<b>EQUITY-SETTLED PLANS</b>									
2021 SHARE GRANT PLAN	28 April 2021								
Changes in options in 2021									
- 13 May 2021 grant <sup>(*)</sup>		277,848	31 December 2023	N/A <sup>(**)</sup>	14.92	3.0 - 5.0	0% - 0.29%	46.93% - 52.91%	0.00%
- options lapsed		-1,400							
<b>Units outstanding as at 31 December 2021</b>		<b>276,448</b>							
<b>Total units for equity-settled plans</b>		<b>276,448</b>							
<b>CASH-SETTLED PLANS</b>									
2014 PHANTOM SHARE OPTION PLAN	16 April 2014								
Options outstanding as at 1 January 2021									
- 8 May 2015 grant		744,448	8 May 2018	8 May 2021	2.59	3.0 - 6.0	1.01%	25.8%	5.32%
- 10 June 2016 grant		1,943,107	10 June 2019	10 June 2022	1.89	3.0 - 6.0	0.61%	25.3%	4.94%
<b>Total</b>		<b>2,687,554</b>							
Changes in options in 2021									
- options lapsed		-744,448							
<b>Units outstanding as at 31 December 2021</b>		<b>1,943,107</b>							
2017 PHANTOM SHARE OPTION PLAN 2017	21 April 2017								
Options outstanding as at 1 January 2021									
- 3 August 2018 grant		1,210,316	15 June 2021	1 July 2024	2.91	5.9	2.35%	21.9%	4.12%
- 7 June 2019 grant		1,560,178	15 June 2022	1 July 2025	2.98	6.06	1.72%	24.3%	4.10%
<b>Total</b>		<b>2,770,494</b>							
Changes in options in 2021									
- options lapsed		-1,223,549							
<b>Units outstanding as at 31 December 2021</b>		<b>1,546,945</b>							
SUPPLEMENTARY INCENTIVE PLAN 2017 - PHANTOM SHARE OPTIONS	02 August 2017 <sup>(***)</sup>								
Options outstanding as at 1 January 2021									
- 29 October 2018 grant		4,134,833	29 October 2021	28 October 24	1.79	3.0 - 6.0	2.59%	24.6%	4.12%
<b>Total</b>		<b>4,134,833</b>							
Changes in options in 2021									
- options lapsed		-							
<b>Units outstanding as at 31 December 2021</b>		<b>4,134,833</b>							
2017 PHANTOM SHARE GRANT	21 April 2017								
Options outstanding as at 1 January 2021									
- 3 August 2018 grant		131,872	15 June 2021	1 July 2024	24.5	5.9	2.35%	21.9%	4.12%
- 7 June 2019 grant		159,792	15 June 2022	1 July 2025	22.57	6.06	1.72%	24.3%	4.10%
<b>Total</b>		<b>291,664</b>							
Changes in options in 2021									
- options lapsed		-133,226							
<b>Units outstanding as at 31 December 2021</b>		<b>158,438</b>							
<b>Total options and units for cash-settled plans</b>		<b>7,783,323</b>							

<sup>(\*)</sup> The number of units shown in the table refers to the number of units that may be granted at target under the 2021 Share Grant Plan. The maximum number of units that may be granted amounts to €398,311.

<sup>(\*\*)</sup> Under the Plan terms and conditions, the shares receivable once the units have vested will be granted to beneficiaries within 60 days of the end of the financial year in which the vesting period expires.

<sup>(\*\*\*)</sup> The Plan was amended by the General Meeting of shareholders held on 2 August 2017.

### *Share Grant Plan 2021 - 2023*

On 28 April 2021, the Annual General Meeting of Atlantia's shareholders approved the new incentive plan named the "Share Grant Plan 2021 - 2023". The Plan entails the award of units free of charge in three annual award cycles (2021, 2022 and 2023), to be awarded to directors, employees and other personnel appointed by Atlantia (to be selected at the sole discretion of Atlantia's Board of Directors). The units grant beneficiaries the right to receive Atlantia's ordinary shares held by the company over three annual cycles.

The units - with a target number and a cap established for each beneficiary - vest in accordance with the Plan terms and conditions and on achievement, at the end of the Performance Period, of one or more performance indicators for Atlantia and certain specific environmental and social objectives applied to the Group's activities. The vested units will be converted into Atlantia's shares that will be awarded to the beneficiary within 60 days of the date of approval, by Atlantia's shareholders, of the financial statements for the year in which the Performance Period expires.

### *2014 Phantom Share Option Plan*

The exercise period for the second cycle of this plan expired on 8 May 2021. In addition, 744,448 options lapsed during the period, as the exercise period for the second cycle had expired in accordance with the related terms and conditions.

The unit fair value of the outstanding options under the third cycle as at 31 December 2021 was remeasured as €0.06, in place of the unit fair value at the grant date.

### *2017 Phantom Share Option Plan*

The vesting period for the second cycle of this plan expired in 2021 and 1,210,316 options lapsed during the period, as the hurdle for the second cycle of the plan had not been met.

The fair value of the liability resulting from the Plan in question as at 31 December 2021 is zero, given that the Company has estimated that not even the hurdle for the third cycle will not be met.

### *Supplementary Incentive Plan 2017 - Phantom Share Options*

The exercise period for the second cycle of this plan expired on 29 October 2021.

The unit fair value of the options awarded as at 31 December 2021, amounting to 4,134,833, was remeasured as €2.32, in place of the unit fair value at the grant date.

### *2017 Phantom Share Grant Plan*

The vesting period for the second cycle of this plan expired in 2021 and 131,872 units lapsed, as the hurdle for the second cycle of the Plan had not been met.

The fair value of the liability resulting from the Plan in question as at 31 December 2021 is zero, given that the Company has estimated that not even the hurdle for the third cycle will be met.

The official prices of Atlantia's ordinary shares at the various dates or in the various periods covered by the above plans are shown below:

- a) €17.45 as at 31 December 2021;
- b) Price as at 13 May 2021: €15.80 (the grant date for new units, as described above);
- c) the weighted average price for the period 2021: €15.82;
- d) the weighted average price for the period 13 June - 31 December 2021: €16.06.

## **10.6 Significant legal and regulatory aspects**

Details of the main pending litigation involving Atlantia Group companies and significant concession-related and regulatory events affecting the Group's operators are provided below.

At this time, it is deemed unlikely that current litigation will give rise to significant charges for Group companies in excess of the provisions already accounted for in the consolidated statement of financial position as at 31 December 2021.

*Abertis group*

Spain

Dispute with the Grantor in relation to Royal Decree 457/2006 (Acesa)

In 2006, ACESA signed an addendum with the Grantor, the Spanish Ministry for Development (approved with Royal Decree 457/2006). The addendum contains a commitment by the operator to build an additional lane on the AP-7 section of road and other provisions, including the provision of exemptions, discounts and Acesa's waiver of its right to claim any possible indemnities as a result of the effect that the construction of second lanes on the N-II and CN-340 roads ("alternative roads") might have on the traffic on the AP-7. The compensation was payable in cash following expiry of the concession term in August 2021, at a fixed rate of remuneration. The agreement also established a margin guarantee whereby the difference in revenue resulting from the variance between actual traffic and the amount of traffic specified in the Royal Decree would be compensated for.

The work provided for in the addendum was carried out by ACESA between 2007 and 2016 at a total cost of €558 million. In the meantime, given that actual traffic was below the projections included in the addendum, the compensation payable in relation to the shortfall in traffic grew significantly.

In 2011, correspondence between the Grantor and the operator revealed that there was a difference of interpretation regarding the guaranteed levels of traffic contained in the agreement signed in 2006, causing ACESA to initiate an administrative procedure.

In 2015, given that its interpretation of the agreement of 2006 had not been accepted, ACESA filed a legal challenge against the Grantor in relation to the guaranteed levels of traffic provided for in the agreement.

Following the legal proceedings, on 5 June 2019, Acesa received notice of the judgment issued by the Supreme Court, which – without entering into the merits of the dispute – established that the final amount of compensation due (i.e., including the portion covering the guaranteed levels of traffic) could only be determined upon expiry of the concession on 31 August 2021, in ac-

cordance with the term provided for in the concession arrangement.

As provided for in the agreements, on 29 September 2021, ACESA sent the Grantor a request for compensation calculated on the above basis (i.e., compensation linked to investment in the construction of additional lanes and compensation linked to the guaranteed levels of traffic).

The compensation associated with investment in additional sections of the AP-7 motorway, amounting to approximately €1.2 billion, has been recognised in full in the Group's financial statements. At the end of February 2022, the Grantor responded to the request for payment, in respect of the portion associated with investment, by agreeing to pay €1.07bn and contesting approximately €130 million.

The Grantor is contesting the compensation linked to the guaranteed levels of traffic, which Abertis has quantified as €4,150 million, based on a ruling from the Spanish Cabinet in 2017, which stated that only the portion relating to the loss of traffic to alternative roads qualified for such compensation.

Whilst Abertis continues to stand by its interpretation of the agreements of 2006, the amount receivable as compensation for the loss of traffic, which was written off from 2015, was revalued as at 31 December 2021. This was done on the basis of the amount due for the loss of traffic to alternative roads, estimated by independent parties to be €369 million.

As regards the different interpretations of Abertis and the Grantor over both the compensation linked to investment and the compensation linked to traffic, as provided for in the agreements of 2006, Abertis is awaiting the decision of the High Court, which is expected to rule in the next two years.

Dispute in relation to the bankruptcy of the operator of "Radiales of Madrid – R3/R5" (Alazor Inversiones)

Regarding a dispute related to the obligations assumed under the financial support agreement between Iberpistas and Acesa with the lending banks of the investee, Alazor Inversiones SA (a company undergoing liquidation proceedings), on 22 January 2019, 5 funds deemed to be the current creditors for part of Alazor Inversiones

SA's debt, began legal proceedings in order to obtain payment of a total amount of €228 million (approximately €175.6 million, plus interest), corresponding to the guarantees provided by the above-mentioned financial support agreement. As described in a specific note in Atlantia's consolidated financial statements, provisions for risks and charges have been made for an amount of €228 million.

On 4 November 2021, the Court of First Instance of Madrid considering the dispute issued a judgment by which Iberpistas and ACESA (as guarantor of Iberpistas for 50% of the amount), are ordered to pay Haitong Bank Sucursal in Spain (as agent of the syndicate of financing entities of Alazor Inversiones, SA, the said amount of €175.6 million plus interest and costs of the proceedings. Iberpistas and Acesa have filed an appeal against the aforementioned judgment.

On 30 December 2021, the Ministry of Infrastructure of the Spanish Government (the "Grantor") issued a press release stating that it shall pay approximately €119 million, plus interest, to the operator of the R-3/R-5 toll-roads in compliance with the Public Administration obligation to indemnify the operator as a result of the early termination of the concession agreement (*Responsabilidad Patrimonial de la Administración or "RPA"*). This amount already recognized by the Grantor will be increased following a Supreme Court judgement issued on 28 January 2022, which corrects the calculation method of the RPA used by the Grantor concerning works and land acquisitions made for the construction of R3/R5 roads. Following the criteria determined by the Supreme Court in its judgement, the RPA amount could increase and, as a result, the remaining risk of exposure for Abertis group companies could decline.

#### [Dispute with the Grantor in relation to Royal Decree 483 of 1995 \(Invicat\)](#)

In 2010, Invicat and the Generalitat de Catalunya (the "Grantor") agreed on certain compensations deriving from investments relating to a section of the C-32 motorway amounting to approximately €96 million. This was to take the form of an addition to the concession agreement (Royal Decree 483/1995).

The parties also agreed on compensation based on guaranteed traffic levels, to be measured on the basis

of the difference between actual traffic and the agreed growth rate, to be computed after the end of the concession term (31 August 2021).

The agreement was supplemented in 2015, with a new agreement detailing investment commitments for the Blanes-Lloret section (approximately €65 million out of the total €96 million). The revision of 2015 expressly ratified the compensation mechanism and method of calculation for works carried out or to be carried out by Invicat during the concession term.

In June 2021, the Grantor audited Invicat's 2020 annual accounts and, unlike previous years, raised a number of objections regarding calculation of the compensation. These objections were reiterated by the Grantor in a report sent to Invicat last August.

Following the expiry of Invicat's concession on 31 August 2021, Invicat sent to Grantor a final request for compensation on 7 October 2021. This amount was calculated on the basis of the agreements signed and amounted to a total of approximately €432 million.

On 18 January 2022, the Grantor paid €66 million to Invicat as compensation for investment. This is a payment on account for the final amount payable under the existing agreements, which has yet to be determined by the Grantor.

Although there is no formal administrative decision regarding the non-recognition of compensation – and without prejudice to Abertis's interpretation of the agreements – there is a risk that Invicat may shortly receive a formal response regarding the fact that the compensation linked to guaranteed levels of traffic is not due. This will result in legal action to settle the matter.

The company has, therefore, made provisions of €269 million, corresponding with the write-off of the remaining amount receivable under the agreements signed.

#### [France](#)

##### [Amendment to SAPN's concession agreement for the A13-A14 motorways \(SAPN\)](#)

On 22 December 2021, the French Ministry of Transport (the "Grantor") published a Decree by which an amendment of the concession agreement with the Société des Autoroutes Paris-Normandie ("SAPN »),

a wholly-owned subsidiary of Abertis, came into force. Under the terms of this amendment, SAPN has agreed to implement free-flow tolling systems on the A13-A14 motorways that it currently operates from 2024. In return, the operator will receive specific compensation, including a part through the tolls charged.

## Chile

### Arbitration on congestion tolls applied by Autopista Central

Autopista Central (the “Operator”) filed a mediation claim for the correct interpretation of the congestion-toll regime applicable under its concession agreement in May 2020.

The disagreement with the Grantor (the Ministry of Public Works – MOP) is on the timing - quarterly or annually - at which the Operator must adjust congestion tolls based on previous traffic measures. While the Operator deems that it is entitled to modify congestion tolls either once a year or quarterly at its choice, the Grantor believes that tolls must be adjusted quarterly when the traffic average-speed measured increases. The conciliatory phase ended, and the mediation failed. Therefore, the Operator instituted arbitration proceedings against the Grantor (known as “Arbitration number 10”).

The Grantor reacted to the Operator’s arbitration claim (Arbitration number 10) by filing a counterclaim against the Operator in May 2020 (“Arbitration number 11”). With this counterclaim, the Grantor seeks to determine the economic impact of the supposedly incorrect application of the congestion-toll regime by the Operator from 2014 to 2019. The economic impact of a potential arbitral resolution against the Operator is estimated at around €15 million, excluding interest and possible fines.

On 17 January 2022, the arbitrators ruled in favour of the Operator on Arbitration number 10, stating that it is the Operator’s option to enter into the annually or quarterly system. However, the arbitrators also ruled that contractual good faith and equity considerations obliged the Operator to lower the tariffs during the Covid-19 emergency period, as requested by the Grantor and as effectively took place.

The Commission established also that the Operator did not overcharge toll road users for the past periods and, as a consequence, there is no payment due by the Operator. Consequently, if this ruling is confirmed after appeal, the claim filed by the MOP under Arbitration number 11 will also be invalid.

The MOP has filed an appeal (“*recurso de queja*”) before the Court of Appeals of Santiago. Additionally, the MOP requested the suspension of the effects of the resolution of the arbitration commission while the appeal is reviewed in court. On 31 January 2022, the Court of Appeals accepted the MOP’s request to suspend the effects of the ruling while the “*recurso de queja*” is reviewed.

### Agreement on a major capex project in Santiago which will extend Autopista Central's concession

On 7 October 2021, Autopista Central signed an agreement with the Chilean Ministry of Public Works for the deployment of a major capex aimed at removing bottlenecks from one of the most congested areas in the northern part of Santiago de Chile.

The project consists of the construction of two one-way tunnels (1.5 km each) connecting territories within the metropolitan area of Santiago de Chile (interchange between the General Velásquez stretch of Autopista Central and the Américo Vespucio Norte portion of Santiago ring road). Total project costs are in excess of €300 million. The works are expected to be initiated in the first half of 2022 and delivered within 40 months. As part of this agreement, the duration of the Autopista Central concession will be extended by 20 months from July 2032 to March 2034.

## United States of America

### Amendment to the Elizabeth River Crossings' concession agreement

On 10 November 2021, Elizabeth River Crossings Opco, LLC (the “Operator”) agreed an amendment to its concession arrangement with the Virginia Department of Transportation (“VDOT”). The concession regards the Downtown Tunnel/Midtown Tunnel/Martin Luther King Freeway (“Amendment 9”). Under Amendment 9, the Operator agreed to (i) defer the

2021 toll increase, which will be spread equally across the 2022-2024 period, and (ii) increase the Operator's contribution to the toll-relief program by US\$1 million, in consideration of the commitment of VDOT to make administrative changes that will improve video-tolling collection, billing processes and reduce the number of toll evaders.

### *Other overseas motorways*

#### Brazil

##### Infinity group labour litigation

Following a number of labour disputes brought against the Brazilian group Infinity, whose companies were declared bankrupt and whose ownership, according to the assessments of judges from local labour courts, can be traced back to the Bertin group, a shareholder of AB Concessões, certain labour courts have ordered seizures from AB Concessões group bank accounts. The Brazilian courts granted the seizures on the basis of Brazilian labour law and prevailing case law, which makes companies that are part of a group to which an employer belongs liable for the payment of labour debts. On this legal basis, the courts deemed AB Concessões and its subsidiaries to be part of the Bertin group and, as such, jointly and severally liable for payment of amounts due to Infinity group workers. At the end of 2021, seizures had been carried out from the defence strategy aimed at demonstrating bank accounts of ABC Group companies, amounting to approximately 200 million Brazilian reais, amounting to approximately €32 million. The Court has already released previously frozen monies amounting to approximately 60 million Brazilian reais (amounting to approximately €9.5 million) to the workers. AB Concessões SA is pursuing a that it does not belong to either the Bertin group or the Infinity group. The company is also appealing to the Federal Courts to challenge the violation of the right to defence, as the seizures were carried out without prior notification of the precautionary measure, which made it impossible to oppose the enforcement procedure. Moreover, AB Concessões has filed a claim in the Infinity insolvency proceedings in order to recover the amounts already paid to the workers.

On 14 December 2021, AB Concessões's Board of Directors decided to initiate action to recover payments made to the workers from the Bertin group companies.

##### Extension of Triangulo do Sol's motorway concession

On 13 September 2021, the operator, Triangulo do Sol, and the Government of the State of Sao Paulo signed an addendum for the operator's benefit, designed to make up the difference between the IPCA and IGPM inflation rates in the two-year period from 1 July 2017 to 30 June 2019. The addendum has extended the concession by a further 130 days (in addition to the 58 days already granted in a previous addendum of 2019 relating to the two-year periods from 1 July 2013 to 30 June 2017), as provided for in the terms of the concession arrangement, until 21 January 2022. Subsequently, on 21 January 2022, the operator and the Government of the State of Sao Paulo signed a further addendum to make up the difference between the IPCA and IGPM inflation rates in the period from 1 July 2019 to 30 June 2020, extending the concession for an additional 71 days, as provided for in the terms of the concession arrangement. The new concession term will now end on 3 April 2022.

#### Chile

##### Los Lagos - Addendum for road and road safety works

On 15 October 2021, the operator, Los Lagos, and the Ministry of Public Works signed an addendum, *Convenio ad Referendum no. 2* ("CAR 2"), formalising the process by which the operator will be compensated for carrying out certain road and road safety works. The services will be remunerated at a real rate of 5.6% by extending the concession term by up to 17 months and/or via a cash payment. The total value of the works programme is approximately 30 billion Chilean pesos (approximately €31 million at the closing exchange rate as at 31 December 2021).

## Aeroporti di Roma Group

### Transport Regulator (Autorità per la Regolazione dei Trasporti – ART) – Tariff regimes

ADR has challenged Determination 118 of 1 August 2019 of the Transport Regulator (“ART”) before the Lazio Regional Administrative Court. This determination regards “Proceedings initiated by Determination 84/2018 - Introduction of a public consultation relating to the review of the airport fee regulation models approved by Determination 92/2017”, claiming that the regulator does not have the power to introduce changes to the tariff regime provided for in the Planning Agreement signed between the Civil Aviation Authority and ADR. Indeed, by express legal provision, the tariff regime provided for in the planning agreements “in derogation” is a “long-term” tariff regime, including review procedures that are “valid for the entire duration of the concession arrangement”.

On additional grounds, on 15 October 2020, ADR subsequently appealed against Resolution 136/2020 of 16 July 2020 by which the Transport Regulator concluded the procedure and approved the frameworks for setting airport fees appended to said resolution, confirming, among other things, that the regulator deems it has the presumed power to set fees, including with regard to operators such as ADR, who operate under a planning agreement in derogation.

On 20 May 2021, ART published Determination 68/2021 (20 May 2021) in which it has (i) delayed the entry into effect of the regulatory framework for airport fees set out in Determination 136/2020 from 1 July 2021 to 1 January 2023; (ii) given airport operators who activate the consultation procedure for the review of fees during the biannual period 2021-2022 two alternatives: a) begin the related procedure in accordance with the frameworks set out in Determination 92/2017, or b) subject to submission of a reasoned request, propose continued application of the tariffs in effect at the time of submission in subsequent years. With regard to airports regulated by planning agreements provided for in article 17, paragraph 34-bis of Law Decree 78/2009 – such as Fiumicino and Ciampino – the regulator has stated that the measures regarding economic regulation contained in the frameworks pursuant to Deter-

mination 92/2017 may be applied via the signature of addenda following a revision of contractual terms and conditions or under the terms of a different agreement between the grantor and the operator.

Following publication of the above determination, at the hearing held on 9 June 2021, in response to the parties’ requests, the Court adjourned both cases to a later date.

In view of the provisions of Determination 68/2021, on 11 August 2021, ADR agreed a specific addendum with the grantor (ENAC), in which it took positive steps to apply the regulatory framework established in Determination 92/2017, whilst, at the same time, taking into account the legal peculiarities of the Planning Agreement, without however waiving the concerns raised through the legal challenge to Determination 136/2020.

ART then criticised the addendum agreed by ENAC and ADR, and, on 16 December 2021, responded to ADR’s request for a consultation with airport users on the revision of fees by refusing to give the go-ahead for the consultation, as, in the regulator’s view, the addendum should have been included in a Cabinet Office decree.

On 14 February 2022, ADR challenged this refusal before Lazio Regional Administrative Court, requesting the Court to cancel the refusal of permission to initiate the consultation, indicating that the addendum agreed is valid and effective. In response to ADR’s precautionary request for an urgent hearing on the merits, the Court, in view of the major legal and economic importance of the matter, wasted no time in scheduling a hearing for 20 July 2022.

On 15 February 2022, ADR requested ART to extend application of the airport fees for 2021 to 2022, until the end of the period strictly necessary for the fees to be revised for the new regulatory period. This reflected the regulator’s refusal to sanction the launch of the related consultation requested on 13 December 2021.

On 18 February 2022, ART replied by inviting ADR to begin consultations with airport users in accordance with the terms described, reserving the right to carry out its own assessment of the outcome of the consultations. The consultations were carried out on 28 February 2022, based on the fact that airport fees for 2022 would remain in line with those in effect. This was, moreover,

in keeping with the proposal put to ART in mid-December 2021, with the intention, previously announced to the market, of promoting a stable tariff regime, backed by a certain regulatory framework.

#### Airport fees – Annual monitoring of the Planning Agreement

In an extraordinary appeal to the President of the Republic on 11 April 2019, ADR challenged the measure of 24 December 2018 in which the Director General of the Civil Aviation Authority - in implementation of the annual monitoring of tariff parameters  $k$ ,  $v$  and  $\epsilon$  provided for in art. 37-bis, paragraph 4 of the Operating agreement/ Planning Agreement entered into by the Civil Aviation Authority and ADR - raised the 2019 fees for regulated services provided to users by the airport operator.

On 10 June 2019, the Civil Aviation Authority challenged the extraordinary appeal and, therefore, ADR transferred the appeal to the Lazio Regional Administrative Court in accordance with art. 48, paragraph 1, of the Code of Administrative Procedure. A hearing has yet to be scheduled.

#### New airport development Master Plan

Following the discussions already begun with the Civil Aviation Authority, on 22 January 2021, ADR sent the Authority the new version of the airport development plan (the New ADP). This version fully complies with the provisions of art. 1, paragraph 4, of the current Agreement, which identifies the creation of an infrastructure system that “guarantees development of an airport system for Rome that is able to cope with the traffic volumes estimated for the various timeframes (100 million passengers per year by 2044)” as the goal to be achieved via the agreement. This Plan is the solution the Company identified after the Master Plan to 2030 (the so-called Fiumicino North Master Plan) was deemed to be unfeasible, and regarding which the Ministry of the Environment and Land and Marine Protection had expressed a negative opinion in relation to its environmental compatibility via Ministerial Decree 79/20.

ADR is continuing to liaise with ENAC in relation to technical clearance from the authority for the new Airport Master Plan.

#### Claim brought by Alitalia in Extraordinary Administration

On 4 May 2020, ADR was notified of a claim filed before the Civil Court of Civitavecchia by Alitalia SAI in Extraordinary Administration, requesting the return of payments made to ADR in the six months prior to the date of the court order admitting the claimant to extraordinary administration on 2 May 2017.

The value of the claim for payments made to ADR between November 2016 and January 2017, which the claimant is seeking to have declared null and void and to have returned to Alitalia in AS, amounts to a total of approximately €34 million plus legal interest and monetary revaluation.

The case, previously adjourned at the hearing of 2 December 2021 until 22 September 2022 at the request of the parties in order to negotiate a settlement, will be withdrawn. This is because, on 23 December 2021, the parties signed an agreement under which, in relation to the specific claim for the return of payments, ADR has agreed to return €25.5 million as a final settlement of any and all claims for principal, interest or expenses. This does not affect ADR’s right to file a claim to recover the entire amount pursuant to art. 70 of the Bankruptcy law. The above amount was paid at the end of December 2021.

Under the terms of the agreement, Alitalia in AS is obliged to pay the sum of €35.9 million to ADR to cover receivables accruing after 31 December 2019. Payment was made within the established deadline at the end of December 2021.

#### Pier C: Claims recorded in the accounts

As notified on 28 November 2018, Cimolai SpA, acting on its one behalf and as agent for the temporary consortium consisting of Sertech SpA, RPA Srl and Tecnica Y Projectos Sa, filed a series of claims against ADR before the Business Division of the Ordinary Court of Rome (claims numbered 30 to 41) relating to sundry expenses and services not covered by the contract. The claims amount to a total of approximately €64 million plus interest and monetary revaluation. At the outset, the plaintiff requested the intervention of a court-appointed expert. Announcing the court’s decision on 8 June 2020, the presiding judge appointed an expert “to



verify the timing, fairness and grounds for the claims and the proposed compensation”.

The court-appointed expert began his appraisal on 22 October 2020. Following a postponement at the request of the expert and accepted by the court, the expert’s final report was filed on 31 July 2021. The report awarded the contractor a sum of approximately €4 million, leaving the court to decide on a further sum of approximately €25 million.

At the hearing held to examine and discuss the case, in writing on 29 September 2021, the court adjourned the case until 15 December 2022 for clarification of the pleadings.

### [Aéroports de la Côte d’Azur group](#)

#### Airport fees

In 2016, as part of the privatisation process, the French Civil Aviation Authority (DGAC) and ACA agreed general principles for regulation of the concession, based on a five-year regulatory framework (the “CRE”). The agreement set out the general regulatory principles (including a “dual till” system) and the fees to be applied in the period from 2017 to 2021, with a view to ensuring the long-term stability of fees, and duly taken into account by Atlantia when bidding for the group. Based on these principles, on 9 November 2016, a consortium led by Atlantia acquired a 64% stake in ACA from the state for a total consideration of €1.3 billion.

Whilst awaiting formalisation of the CRE, ACA refrained from requesting any increase in the fees, which remained unchanged. Despite the provisions of the agreement, the CRE has never been finalised.

On 14 July 2018, the French Ministry of Transport published an initial decree establishing (i) the scope of regulated and non-regulated activities (for the purposes of application of the dual till system) and (ii) a price cap mechanism for revising fees linked to inflation. In accordance with the decree, ACA then submitted its request for fees for the period from 2018 to 2019, proposing an average reduction of 0.65%.

On 21 January 2019, the Independent Supervisory Authority turned down ACA’s proposal and unilaterally

determined that, from 15 May 2019, fees were to be reduced by 33.4%. Whilst acknowledging ACA’s right to charge higher fees, the Authority justified the reduction by stating, among other things, that the new level of fees should be compared with the those that would be applicable under the “single till” model in effect before 2018 and that a return to more appropriate levels for fees would take place over a longer period of time.

ACA challenged the Authority’s decision before the French Council of State, arguing that the new levels for fees did not provide a fair return on the capital invested in regulated assets. However, on 31 December 2019, the Council of State rejected ACA’s case, confirming the reduction in fees and declaring the decree of 2018 to be partially invalid as regards the mechanism for revising fees.

Following the Council of State ruling, on 3 February 2020, the Ministry of Transport issued a new decree confirming the “dual till” system for the entire duration of the concession and expressly excluding any contribution from non-regulated activities in determining regulated fees.

In March 2020, the Covid-19 pandemic began to lead to a sharp drop in traffic. ACA submitted a new proposal for fees for the period from 2020 to 2021, requesting an average increase of 13% to begin to restore a fair return on regulatory assets. On 30 July 2020, the new French regulator, ART, rejected ACA’s request and the annual increase in airport fees should be subject to a principle of “moderation” and thus approved an increase of no more than 3%. The same approach was applied to other French airports.

In line with the previous year, on 29 July 2021, ART approved ACA’s request for a fee increase of 3.2%. Under this requirement for “moderation” in increases, the time needed to restore appropriate fee levels will be even longer than previously estimated. ACA will assess the most appropriate measures to take to restore an adequate level of return on regulated assets.

Following the spread of the Covid-19 pandemic, the company initiated talks with the Grantor with a view to restoring the financial feasibility of the concession.

## [Telepass group](#)

### [Antitrust Authority investigation of motor insurance policies](#)

In May 2021, Telepass and Telepass Broker challenged the Antitrust Authority's decision to impose a fine of €2 million for misleading commercial practices in the distribution of motor insurance policies before Lazio Regional Administrative Court.

The companies have paid the fine whilst reserving their right to claim restitution. A date for the relevant hearing is awaited.

## [Atlantia and other activities](#)

### [Notice of claim – Appia Investments Srl and Silk Road Fund](#)

On 3 and 5 May, Atlantia received two notices of claim, one from Appia Investments Srl (“Appia”) and another from Silk Road Fund (Autostrade per l'Italia's non-controlling shareholders). The claims allege breaches of the representations and undertakings given at the time of Atlantia's sale of a 11.94% stake in Autostrade per l'Italia in accordance with the respective share purchase agreements (SPAs) signed by the parties in May 2017. In the notices of claim, Appia and Silk Road Fund assert that the collapse of a section of the Morandi road bridge, although it happened one year after the sale, constitutes a breach of the representations and undertakings given at the time of the sale. With respect to the claims from Appia and Silk Road, the SPAs put a limit on any claims of 15% of the purchase price paid for the respective interests (a maximum amount of €260 million). The above limits may not apply in the event of wilful misconduct or gross negligence. The SPAs require the parties to attempt to reach an amicable settlement, a process that has begun and is still in progress. If the attempt to reach an amicable settlement should fail, Appia and Silk Road Fund may resort to arbitration.

Atlantia promptly replied to the notices of claim, contesting the content of the notices and noting the vagueness of the claims.

Supported by the Company's legal advisors, the Company is continuing to assess whether or not the events referred to in the notices could constitute a breach of any representations and undertakings given by Atlantia in the SPAs.

### [Invoices for services not provided and bankruptcy petition filed by A. Patanè srl](#)

On 6 July 2020, Mr Patanè filed a bankruptcy petition with the Court of Rome against Atlantia, claiming that Atlantia should be held liable for Autostrade per l'Italia's use of the SICVe system software, the ownership of which, is still *sub judice*. On 6 November 2020, the Court of Rome (Bankruptcy Section) dismissed Mr Patanè's petition in its entirety, deeming it to be groundless and stating that no amount was payable by Atlantia. Moreover, the Court ordered Mr Patanè to pay damages for a vexatious claim

On 14 January 2021, Mr Patanè notified a claim against the decree issued by the Court of Rome (Bankruptcy Section) before the Court of Rome. On 24 January 2022, the Court of Appeal of Rome dismissed the claim in its entirety, ordering Patanè srl to pay Atlantia's costs due to the vexatious nature of the action.

### [Spea Engineering: Investigation by the Public Prosecutor's Office in Genoa of the collapse of a section of the Polcevera road bridge](#)

With regard to the criminal action brought before the Court of Genoa with regard to the tragic events caused by the collapse of a section of the Polcevera road bridge on the A10 Genoa-Ventimiglia motorway, the preliminary hearing began on 15 October 2021. Lawyers for the plaintiffs filed a number of civil claims. Specifically, with respect to the 357 plaintiffs cited in the indictment (most of whom have already been compensated), approximately a further 400 claims have been filed by other plaintiffs.

At the hearing held on 8 November, the legal counsel defending SPEA requested the exclusion of all the civil claims against the company, whilst the lawyers representing the natural persons involved raised objections to certain associations/unions due to the generic nature of their claims and/or the absence of proof of their real and continuing activity in the Liguria area.

At the hearing of 24 November 2021, the judge appointed to preside at the preliminary hearing ruled that the civil claims brought against SPEA and Autostrade per l'Italia were inadmissible as the companies have been charged with breaches of Legislative Decree 231/2001. The judge also excluded all the claims brought by unions and most of the associations, "bystanders/spectators", the police and other persons.

As regards civil liability, on the other hand, approximately 270 civil claims have been filed against Autostrade per l'Italia, Spea Engineering, the MIMS and ANAS:

- a) the Cabinet Office and the MIMS have only filed claims against SPEA;
- b) Genoa City Council has brought civil claims against Autostrade per l'Italia, SPEA, the MIMS and ANAS. The civil claims against ANAS derive from the fact that four of the persons facing criminal charges were, at the time of the alleged crimes, employed by ANAS.

Following this request, the presiding judge ruled that claims could be brought against ANAS, the MIMS, SPEA and Autostrade per l'Italia. However, following appearances at the hearing of 15 December 2021, and in response to a number of objections raised by the civil defendants linked to the fact that they did not take part in the pre-trial hearing, ANAS and the MIMS were excluded from the proceeding.

Finally, the request from certain defendants for the presiding judge to be removed from the case (having, as part of a related proceeding, expressed views on the events that have given rise to the charges) was finally rejected by the Supreme Court following a hearing held on 21 January 2022.

Discussion of the case then began on 28 January 2022, starting with the Public Prosecutor, who was followed by the civil defendants, the civil claimants and, lastly, the natural and legal persons facing charges.

#### [Spea Engineering: Investigation by the Public Prosecutor's Office in Genoa regarding the installation of integrated safety and noise barriers on the A12](#)

On 10 December 2019, the company was informed of a criminal investigation launched by the Public Prosecutor's Office in Genoa following notification of an order to search for and seize documentation regarding the installation and maintenance of "Integautos" model noise barriers on the motorway network in Genoa operated under concession by Autostrade per l'Italia.

Autostrade per l'Italia SpA has informed Spea Engineering SpA that Spea's former Chief Executive Officer is among the people under investigation.

All the documentation requested from Spea has been provided.

Three former managers and an employee of the company are under criminal investigation.

The investigation is ongoing.

#### [Spea Engineering: Investigation by the Public Prosecutor's Office in Ancona regarding the collapse of the SP10 flyover above the A14 Bologna - Taranto](#)

Following the collapse of the SP10 flyover crossing the A14 on 9 March 2017, that resulted in the death of the driver and one passenger of a vehicle, and injuries to three workers from a Pavimental subcontractor, to whom Autostrade per l'Italia had previously allocated the works for widening the Rimini North-Porto Sant'Elpidio section of the A14 Bologna-Bari-Taranto to three lanes, a criminal proceedings have been brought regarding the offences of "accessory to culpable collapse" and "accessory to multiple negligent homicide", which involved five Spea employees. In addition to drawing up the design, Spea's role, was to carry out project management and safety coordination during execution of the project.

Moreover, Spea Engineering is charged with an administrative offence pursuant to art. 25-septies of Legislative Decree 231/2001, arising from the alleged commission of the above-mentioned offences of homicide and/or negligent injury in the context of the collapse of the flyover due to the presence of the construction site.

At a preliminary hearing on 15 October 2020, the preliminary hearing judge, accepting the Public Prosecutor's request, indicted all the defendants, both natural and legal persons.

The first hearing, initially scheduled for 21 September 2021, did not take place as the judge was unable to attend. The hearing was adjourned until 2 November 2021 before another judge, when preliminary matters and requests for investigations were dealt with.

At the hearing of 2 November, the court accepted the request for legitimate impediment from one of the lawyers and adjourned the hearing until 26 November 2021, with the intention of combining the main case with the case involving health and safety charges against natural persons and dealing with preliminary matters.

The hearing of 26 November 2021 did not take place and was again adjourned until 21 January 2022 and then again until 1 March 2022.

At the hearing of 1 March, the court combined the two proceedings and rejected a number of preliminary requests from counsel for the defendants. The hearing was then adjourned until 7 June 2022 to i) examine issues relating to civil claims; ii) open discussion of the cases and iii) request evidence.

#### Other proceedings

There have been no developments in relation to the proceedings regarding (i) *“Investigation by the Public Prosecutor's Office in Genoa of alleged false statements regarding several bridges on the network”* and (ii) *“Criminal proceedings brought relating to the event that took place in the Bertè tunnel on the A26 motorway on 30 December 2019”*.

## 10.7 Events after 31 December 2021

### *Yunex Traffic*

On 17 January 2022, Atlantia agreed to purchase Yunex Traffic, a global leader in the innovative Intelligent Transport Systems (ITS) sector, from the Siemens Group at a price of €950 million (Enterprise Value). Yunex Traffic's traffic management and urban mobility infrastructure and platforms are used in over 600 cities and on 4 continents (Europe, the Americas, Asia and Oceania).

The transaction marks a major step in delivering on our strategy of expanding into new adjacent areas offering synergies with core sectors in which Atlantia is a leader (motorways, airports, mobility digital payments).

The transaction is expected to close in the third quarter of 2022 once the necessary antitrust and FDI (Foreign Direct Investments) clearances have been obtained.

### *Gender Equality Index*

On 26 January 2022, in recognition of the progress made along Atlantia's sustainability pathway, above all in terms of diversity, equality and inclusion, the Company was included for the first time in Bloomberg's Gender-Equality Index. The index ranks companies based on how they deliver on their gender equality strategies and the transparency of their disclosures.

The index includes 418 major global companies, judged to be the most committed to transparent practices and to creating a fair working environment.

### *Sustainalytics's ESG Risk Rating*

On 27 January 2022, Sustainalytics upgraded Atlantia's ESG risk rating to 14.7, judging the Company to be “low risk”.

### *AP7 agreement - ACESA*

With regard to Royal Decree 457 of 2006, signed by Acesa and the Spanish Ministry for Development, on 18 February, the Cabinet approved payment of the compensation linked to investment, amounting to €1.07 billion, contesting a further amount of €130 million. Abertis collected the sum of €1.07 billion on 25 February.

### *Sale of Lusoponte*

The sale of the non-controlling interest in the Portuguese company, Lusoponte (17.21% of the issued capital and voting rights) to Lineas Concessões De Transportes SA and VINCI Highways SAS completed on 10 February.

The buyers, who already held shares in Lusoponte, exercised their pre-emption rights (held under the terms of existing shareholder agreements) on the shares put up for sale.

The proceeds from the sale at closing amounted to €54 million, including a ticking fee and net of dividends received since the agreement as signed. The sale of Lusoponte forms part of Atlantia's strategy of rationalising its portfolio and selling off investments no longer considered strategic.

### *Atlantia increases stake in Volocopter*

On 4 March 2022, Atlantia took part in the latest (series E) financing round of Volocopter, the German-based leader in Urban Air Mobility solutions. The Company has invested a further €35 million, following its subscription for new shares in Volocopter worth €15 million in March 2021.

## Annexes to the consolidated financial statements

### Annex I

#### The Atlantia Group's scope of consolidation and investments as at 31 December 2021

Name	Registered office	Business	Currency	Issued capital/ consortium fund	Held by	% Interest as at 31 december 2021	Total interest		Note
							Group	Non-controlling	
<b>PARENT COMPANY</b>									
ATLANTIA SpA	ROME	Holding company	EURO	825,783,990					
<b>SUBSIDIARIES CONSOLIDATED ON A LINE-BY-LINE BASIS</b>									
A4 HOLDING SpA	VERONA	Holding company	EURO	134,110,065	Abertis Italia Srl	90.03%	44.63%	55.37%	
A4 MOBILITY Srl	VERONA	Design, construction and maintenance	EURO	100,000	A4 Holding SpA	100.00%	44.63%	55.37%	
A4 TRADING Srl	VERONA	Other activities	EURO	3,700,000	A4 Holding SpA	100.00%	44.63%	55.37%	
AB CONCESSÕES SA	SAO PAULO (BRAZIL)	Holding company	BRAZILIAN REAL	738,652,989	Autostrade Concessões e Participações Brasil limitada	50.00%	50.00%	50.00%	(1)
ABERTIS AUTOPISTAS ESPAÑA SA	MADRID (SPAIN)	Holding company	EURO	551,000,000	Abertis Infraestructuras SA	100.00%	49.57%	50.43%	
ABERTIS GESTIÓN VIARIA SA	BARCELONA (SPAIN)	Design, construction and maintenance	EURO	60,000	Abertis Autopistas España SA	100.00%	49.57%	50.43%	
ABERTIS HOLDCO SA	MADRID (SPAIN)	Holding company	EURO	100,059,990	Atlantia SpA	50.00%	50.00%	50.00%	(2)
		Holding company	INDIAN RUPEE	185,053,700		100.00%	49.57%	50.43%	
ABERTIS INDIA TOLL ROAD SERVICES LLP	MUMBAI (INDIA)				Abertis India SL	99,00%			
					Abertis Internacional SA	1,00%			
ABERTIS INDIA SL	MADRID (SPAIN)	Holding company	EURO	16,033,500	Abertis Internacional SA	100.00%	49.57%	50.43%	
ABERTIS INFRAESTRUCTURAS FINANCE BV	AMSTERDAM (NETHERLANDS)	Financial services	EURO	18,000	Abertis Infraestructuras SA	100.00%	49.57%	50.43%	
ABERTIS INFRAESTRUCTURAS SA	MADRID (SPAIN)	Holding company	EURO	2,734,696,113	Abertis HoldCo SA	99.14%	49.57%	50.43%	(3)
ABERTIS INTERNACIONAL SA	MADRID (SPAIN)	Holding company	EURO	33,687,000	Abertis Infraestructuras SA	100.00%	49.57%	50.43%	
ABERTIS ITALIA Srl	VERONA	Holding company	EURO	341,000,000	Abertis Internacional SA	100.00%	49.57%	50.43%	
ABERTIS MOBILITY SERVICES SL	BARCELONA (SPAIN)	Holding company	EURO	1,003,000	Abertis Infraestructuras SA	100.00%	49.57%	50.43%	
ABERTIS TELECOM SATÉLITES SA	MADRID (SPAIN)	Holding company	EURO	242,082,290	Abertis Infraestructuras SA	100.00%	49.57%	50.43%	
ACA HOLDING SAS	NICE (FRANCE)	Holding company	EURO	17,000,000	Aéroports de la Côte d'Azur	100.00%	38.66%	61.34%	
AD MOVING SpA	ROME	Other activities	EURO	1,000,000	Autostrade per l'Italia SpA	100.00%	88.06%	11.94%	(*)
ADR ASSISTANCE Srl	FIUMICINO	Airport services	EURO	4,000,000	Aeroporti di Roma SpA	100.00%	99.39%	0.61%	

(1) The Atlantia Group holds 50% plus one share in the company and exercises control on the base of partnership and governance agreements.

(2) The Atlantia Group holds 50% plus one share in the company and exercises control on the base of partnership and governance agreements.

(3) As at 31 December 2021, Abertis Infraestructuras owns 3,954,617 of its own shares. Abertis HoldCo is thus 99.14% while the percentage interest based on the number of shares held by Abertis HoldCo as a percentage of the subsidiary's total shares in issue is 98.70%. The Atlantia Group's interest is, instead, 49.57%.

(\*) As at 31 December 2021, the company is classified as a discontinued operation.

## CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2021

Name	Registered office	Business	Currency	Issued capital/ consortium fund	Held by	% Interest as at 31 december 2021	Total interest		Note
							Group	Non-controlling	
AERO 1 GLOBAL & INTERNATIONAL S.à.r.l.	LUXEMBOURG	Holding company	EURO	6,670,862	Atlantia SpA	100.00%	100.00%	-	
AEROPORTI DI ROMA SpA	FIUMICINO	Airport concessions	EURO	62,224,743	Atlantia SpA	99.39%	99.39%	0.61%	
AÉROPORTS DE LA CÔTE D'AZUR SA	NICE (FRANCE)	Airport concessions	EURO	148,000	Azzurra Aeroporti SpA	64.00%	38.66%	61.34%	
AÉROPORTS DU GOLFE DE SAINT TROPEZ SA	SAINT TROPEZ (FRANCE)	Airport concessions	EURO	3,500,000	Aéroports de la Côte d'Azur	99.94%	38.63%	61.37%	
AIRPORT CLEANING Srl	FIUMICINO	Airport services	EURO	1,500,000	Aeroporti di Roma SpA	100.00%	99.39%	0.61%	
ADR INFRASTRUTTURE SPA	FIUMICINO	Design, construction and maintenance	EURO	5,050,000	Aeroporti di Roma SpA	100.00%	99.39%	0.61%	
ADR MOBILITY Srl	FIUMICINO	Airport services	EURO	1,500,000	Aeroporti di Roma SpA	100.00%	99.39%	0.61%	
ADR SECURITY Srl	FIUMICINO	Airport services	EURO	400,000	Aeroporti di Roma SpA	100.00%	99.39%	0.61%	
ADR INGEGNERIA SpA	FIUMICINO	Design, construction and maintenance	EURO	500,000	Aeroporti di Roma SpA	100.00%	99.39%	0.61%	
ADR TEL SpA	FIUMICINO	Other activities	EURO	600,000		100.00%	99.39%	0.61%	
					Aeroporti di Roma SpA	99,00%			
					ADR Ingegneria SpA.	1,00%			
AMS Mobility Services Spain, SL	BARCELONA (SPAIN)	Tolling and electronic tolling services	EURO	3,000	Abertis Mobility Services, SL	100.00%	49.57%	50.43%	
ARTERIS PARTICIPAÇÕES SA	SAO PAULO (BRAZIL)	Holding company	BRAZILIAN REAL	73,842,009	Arteris SA	100.00%	20.80%	79.20%	
ARTERIS SA	SAO PAULO (BRAZIL)	Holding company	BRAZILIAN REAL	5,353,847,555		82.29%	20.80%	79.20%	
					Participes en Brasil SA	33.16%			
					Participes en Brasil II SL	40.87%			
					PDC Participações SA	8.26%			
AUTOPISTA FERNÃO DIAS SA	POUSO ALEGRE (BRAZIL)	Motorway concessions	BRAZILIAN REAL	1,513,584,583	Arteris SA	100.00%	20.80%	79.20%	
AUTOPISTA FLUMINENSE SA	RIO DE JANEIRO (BRAZIL)	Motorway concessions	BRAZILIAN REAL	1,034,789,100	Arteris SA	100.00%	20.80%	79.20%	
AUTOPISTA LITORAL SUL SA	JOINVILLE (BRAZIL)	Motorway concessions	BRAZILIAN REAL	1,378,495,511	Arteris SA	100.00%	20.80%	79.20%	
AUTOPISTA PLANALTO SUL SA	RIO NEGRO (BRAZIL)	Motorway concessions	BRAZILIAN REAL	1,099,584,052	Arteris SA	100.00%	20.80%	79.20%	
AUTOPISTA RÉGIS BITTENCOURT SA	SAO PAULO (BRAZIL)	Motorway concessions	BRAZILIAN REAL	892,785,422	Arteris SA	100.00%	20.80%	79.20%	
AUTOPISTAS DE LEÓN SAC.E. (AULESA)	LEON (SPAIN)	Motorway concessions	EURO	34,642,000	Iberpistas SA	100.00%	49.57%	50.43%	
AUTOPISTAS DE PUERTO RICO Y COMPAÑIA S.E. (APR)	SAN JUAN (PUERTO RICO)	Motorway concessions	US DOLLAR	3,038,000	Abertis Infraestructuras SA	100.00%	49.57%	50.43%	
AUTOPISTAS DEL SOL SA (AUSOL)	BUENOS AIRES (ARGENTINA)	Motorway concessions	ARGENTINE PESO	3,133,286,724	Abertis Infraestructuras SA	31.59%	15.66%	84.34%	(4)
AUTOPISTAS METROPOLITANAS DE PUERTO RICO LLC	SAN JUAN (PUERTO RICO)	Motorway concessions	US DOLLAR	414,220,389	Abertis Infraestructuras SA	51.00%	25.28%	74.72%	
AUTOPISTAS VASCO-ARAGONESA C.E.SA (AVASA)	OROZCO (SPAIN)	Motorway concessions	EURO	237,094,716	Iberpistas SA	100.00%	49.57%	50.43%	
AUTOPISTAS CONCESIONARIA ESPAÑOLA SA (ACESA)	BARCELONA (SPAIN)	Motorway concessions	EURO	319,488,531	Abertis Autopistas España SA	100.00%	49.57%	50.43%	

(4) The company is listed on the Buenos Aires Stock Exchange.

Name	Registered office	Business	Currency	Issued capital/ consortium fund	Held by	% Interest as at 31 december 2021	Total interest		Note
							Group	Non-controlling	
AUTOPISTA TRADOS-45 SA (TRADOS-45)	MADRID (SPAIN)	Motorway concessions	EURO	21,039,010	Iberpistas SA	51.00%	25.28%	74.72%	
AUTOPISTES DE CATALUNYA SA (AUCAT)	BARCELONA (SPAIN)	Motorway concessions	EURO	96,160,000	Societat d'Autopistes Catalanes SA	100.00%	49.57%	50.43%	
AUTOSTRADA BS VR VI PD SPA	VERONA	Motorway concessions	EURO	125,000,000	A4 Holding SpA	100.00%	44.63%	55.37%	
AUTOSTRADE CONCESSÕES E PARTICIPAÇÕES BRASIL LIMITADA	SAO PAULO (BRAZIL)	Holding company	BRAZILIAN REAL	729,590,863		100.00%	100.00%	-	
					Autostrade Portugal Srl	25.00%			
					Autostrade dell'Atlantico Srl	41.14%			
					Autostrade Holding do Sur SA	33.86%			
AUTOSTRADE DELL'ATLANTICO Srl	ROME	Holding company	EURO	1,000,000	Atlantia SpA	100.00%	100.00%	-	
AUTOSTRADE HOLDING DO SUR SA	SANTIAGO (CHILE)	Holding company	CHILEAN PESO	51,496,805,692		100.00%	100.00%	-	(5)
					Autostrade dell'Atlantico Srl	100%			
					Aero 1 Global & International S.à.r.l.	0.00%			
AUTOSTRADE INDIAN INFRASTRUCTURE DEVELOPMENT PRIVATE LIMITED	MUMBAI - MAHARASHTRA (INDIA)	Holding company	INDIAN RUPEE	500,000		100.00%	100.00%	-	
					Atlantia SpA	99.99%			
					Spea Engineering SpA	0.01%			
AUTOSTRADE MERIDIONALI SpA	NAPLES	Motorway concessions	EURO	9,056,250	Autostrade per l'Italia SpA	58.98%	51.94%	48.06%(6) (*)	
AUTOSTRADE PER L'ITALIA SpA	ROME	Motorway concessions	EURO	622,027,000	Atlantia SpA	88.06%	88.06%	11.94%	(*)
AUTOSTRADE PORTUGAL Srl	ROME	Holding company	EURO	30,000,000	Autostrade dell'Atlantico Srl	100.00%	100.00%		(7)
MOVYON SpA	ROME	Motorway services	EURO	1,120,000	Autostrade per l'Italia SpA	100.00%	88.06%	11.94%	(*)
AUTOVIAS SA	RIBERAO PRETO (BRAZIL)	Motorway concessions	BRAZILIAN REAL	127,655,876	Arteris SA	100.00%	20.80%	79.20%	
AZZURRA AEROPORTI SpA	ROME	Holding company	EURO	3,221,234		60.46%	60.40%	39.60%	(8)
					Atlantia SpA	52.69%			
					Aeroporti di Roma SpA	7.77%			
BIP&GO SAS	ISSY-LES-MOULINEAUX (FRANCE)	Tolling and electronic tolling services	EURO	1,000	Sanef SA	100.00%	49.57%	50.43%	
CASTELLANA DE AUTOPISTAS SAC.E.	SEGOVIA (SPAIN)	Motorway concessions	EURO	100,500,000	Iberpistas SA	100.00%	49.57%	50.43%	
CENTROVIAS SISTEMAS RODOVIÁRIOS SA	ITIRAPINA (BRAZIL)	Motorway concessions	BRAZILIAN REAL	98,800,776	Arteris SA	100.00%	20.80%	79.20%	

<sup>(5)</sup> The company's shares are held by: Autostrade dell'Atlantico Srl, with a holding of 1,000,000 shares, and Aero 1 Global & International S.à.r.l. with 1 share.

<sup>(6)</sup> The company is listed on Borsa Italiana SpA's Expandi market.

<sup>(7)</sup> On 12 July 2021, the shareholders of Autostrade Portugal Srl and Autostrade dell'Atlantico Srl approved the plan to merge Autostrade Portugal Srl with and into Autostrade dell'Atlantico Srl. The merger will be completed with the execution of a merger deed that will take place following the sale of Autostrade Portugal Srl's 17.21% interest in Lusoponte - Concessionária para a Travessia do Tejo SA ("Lusoponte").

<sup>(8)</sup> The issued capital is made up of €2,500,000 in ordinary shares and €721.234 in preference shares. The percentage interest in the issued capital refers to the total shares in issue, whilst the percentage of voting rights is 52.51% in Atlantia SpA's case and 10.00% in Aeroporti di Roma SpA's case.

<sup>(\*)</sup> As at 31 December 2021, the company is classified as a discontinued operation.



CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2021

Name	Registered office	Business	Currency	Issued capital/ consortium fund	Held by	% Interest as at 31 december 2021	Total interest		Note
							Group	Non-controlling	
CONCESSIONÁRIA DA RODOVIA MG050 SA	SAO PAULO (BRAZIL)	Motorway concessions	BRAZILIAN REAL	821,446,594	AB Concessões SA	100.00%	50.00%	50.00%	
CONCESIONARIA DE RODOVIAS DO INTERIOR PAULISTA SA	ARARAS (BRAZIL)	Motorway concessions	BRAZILIAN REAL	129,625,130		100.00%	20.80%	79.20%	
					Arteris SA	51.00%			
					Arteris Participações SA	49.00%			
ABERTIS USA HOLDCO LLC	VIRGINIA (USA)	Holding company	US DOLLAR	697,768,623	Abertis Infraestructuras, SA	100.00%	49.57%	50.43%	
VIRGINIA TOLLROAD TRANSPORTCO LLC	VIRGINIA (USA)	Holding company	US DOLLAR	1,257,655,832	Abertis USA HoldCo LLC	55.20%	27.36%	72.64%	
ELISABETH RIVER CROSSINGS HOLDCO LLC	VIRGINIA (USA)	Motorway concessions	US DOLLAR	193,431,000	Virginia Tollroad TransportCo LLC	100.00%	27.36%	72.64%	
ELISABETH RIVER CROSSINGS OPCO LLC	VIRGINIA (USA)	Motorway concessions	US DOLLAR	193,431,000	Elisabeth River Crossings Holdco, LLC	100.00%	27.36%	72.64%	
EMOVIS OPERATIONS CHILE SpA	SANTIAGO (CHILE)	Tolling and electronic tolling services	CHILEAN PESO	180,000,000	Emovis SAS	100.00%	49.57%	50.43%	
EMOVIS OPERATIONS IRELAND LTD	DUBLIN (IRELAND)	Tolling and electronic tolling services	EURO	10	Emovis SAS	100.00%	49.57%	50.43%	
EMOVIS OPERATIONS LEEDS (UK)	LEEDS (UK)	Tolling and electronic tolling services	POUND STERLING	10	Emovis SAS	100.00%	49.57%	50.43%	
EMOVIS OPERATIONS MERSEY LTD	HARROGATE (UK)	Tolling and electronic tolling services	POUND STERLING	10	Emovis SAS	100.00%	49.57%	50.43%	
EMOVIS OPERATIONS PUERTO RICO INC.	LUTHERVILLE TIMONIUM (MARYLAND - USA)	Tolling and electronic tolling services	US DOLLAR	1,000	Emovis technologies US INC.	100.00%	49.57%	50.43%	
EMOVIS SAS	ISSY-LES-MOULINEAUX (FRANCE)	Tolling and electronic tolling services	EURO	11,781,984	Abertis Mobility Services SL	100.00%	49.57%	50.43%	
EMOVIS TAG UK LTD	LEEDS (UK)	Tolling and electronic tolling services	POUND STERLING	10	Emovis SAS	100.00%	49.57%	50.43%	
EMOVIS TECHNOLOGIES BC INC.	VANCOUVER (CANADA)	Tolling and electronic tolling services	CANADIAN DOLLAR	100	Emovis SAS	100.00%	49.57%	50.43%	
EMOVIS TECHNOLOGIES CHILE SA (IN LIQUIDATION)	SANTIAGO (CHILE)	Tolling and electronic tolling services	CHILEAN PESO	507,941,000	Emovis SAS	100.00%	49.57%	50.43%	
EMOVIS TECHNOLOGIES D.O.O.	SPLIT (CROATIA)	Tolling and electronic tolling services	CROATIAN KUNA	2,365,000	Emovis SAS	100.00%	49.57%	50.43%	
EMOVIS TECHNOLOGIES IRELAND LIMITED	DUBLIN (IRELAND)	Tolling and electronic tolling services	EURO	10	Emovis SAS	100.00%	49.57%	50.43%	
EMOVIS TECHNOLOGIES QUÉBEC INC.	MONTREAL (CANADA)	Tolling and electronic tolling services	CANADIAN DOLLAR	100	Emovis SAS	100.00%	49.57%	50.43%	
EMOVIS TECHNOLOGIES UK LIMITED	LONDON (REGNO UNITO)	Tolling and electronic tolling services	POUND STERLING	130,000	Emovis SAS	100.00%	49.57%	50.43%	
EMOVIS TECHNOLOGIES US INC.	LUTHERVILLE TIMONIUM (MARYLAND - USA)	Tolling and electronic tolling services	US DOLLAR	1,000	Emovis SAS	100.00%	49.57%	50.43%	

Name	Registered office	Business	Currency	Issued capital/ consortium fund	Held by	% Interest as at 31 december 2021	Total interest		Note
							Group	Non-controlling	
EUROTOLL CENTRAL EUROPE ZRT	BUDAPEST (UNGHERIA)	Tolling and electronic tolling services	EURO	16,633	Eurotoll SAS	100.00%	49.57%	50.43%	
EUROTOLL SAS.	ISSY-LES-MOULINEAUX (FRANCIA)	Tolling and electronic tolling services	EURO	3,300,000	Abertis Mobility Services SL	100.00%	49.57%	50.43%	
ESSEDIESSE SOCIETÀ DI SERVIZI SpA	ROME	Administrative services	EURO	500,000	Autostrade per l'Italia SpA	100.00%	88.06%	11.94%	(*)
FIUMICINO ENERGIA Srl	FIUMICINO	Other activities	EURO	741,795	Aeroporti di Roma SpA	87.14%	86.60%	13.40%	
FREE TO X Srl	ROME	Other activities	EURO	1,000,000	Autostrade per l'Italia SpA	100.00%	88.06%	11.94%	(*)
GESTORA DE AUTOPISTAS SpA (GESA)	SANTIAGO (CHILE)	Motorway services	CHILEAN PESO	1,091,992,270	Vías Chile SA	100.00%	39.66%	60.34%	
GIOVE CLEAR Srl	ROME	Motorway services	EURO	10,000	Autostrade per l'Italia SpA	100.00%	88.06%	11.94%	(*)
GLOBALCAR SERVICES SPA	VERONA	Other activities	EURO	500,000	A4 Holding SpA	100.00%	44.63%	55.37%	
GRUPO CONCESIONARIO DEL OESTE SA (GCO)	ITUZAINGO' (ARGENTINA)	Motorway concessions	ARGENTINE PESO	5,672,127,920	Acesa	42.87%	21.25%	78.75%	(9)
GRUPO COSTANERA SpA	SANTIAGO (CHILE)	Holding company	CHILEAN PESO	328,443,738,418	Autostrade dell'Atlantico Srl	50.01%	50.01%	49.99%	
HOLDING D'INFRASTRUCTURES DE TRANSPORT 2 SAS	ISSY-LES-MOULINEAUX (FRANCE)	Holding company	EURO	22,000,000	Abertis Infraestructuras SA	100.00%	49.57%	50.43%	
HOLDING D'INFRASTRUCTURES DE TRANSPORT SAS	ISSY-LES-MOULINEAUX (FRANCE)	Holding company	EURO	1,040,267,743	Abertis Infraestructuras SA	100.00%	49.57%	50.43%	
HUB & PARK	ISSY-LES-MOULINEAUX (FRANCE)	Tolling and electronic tolling services	EURO	10,000	Eurotoll SAS	100.00%	49.57%	50.43%	
IBERPISTAS SA	SEGOVIA (SPAIN)	Motorway concessions	EURO	54,000,000	Abertis Autopistas España SA	100.00%	49.57%	50.43%	
INFOBLU SpA	ROME	Motorway services	EURO	5,160,000	Telepass SpA	75.00%	38.25%	61.75%	
INFOMOBILITY Srl	MODENA	Motorway services	EURO	400,000	Autostrade Tech SpA	90.00%	79.26%	20.74%	(*)
INFRASTRUCTURES VIÀRIES DE CATALUNYA SA (INVICAT)	BARCELLONA (SPAIN)	Motorway concessions	EURO	92,037,215	Societat d'Autopistes Catalanes SA	100.00%	49.57%	50.43%	
INFRASTRUCTURAS VIARIAS MEXICANAS, SA DE C.V.	MEXICO	Holding company	MEXICAN PESO	33,995,740,947	Abertis Infraestructuras SA	100.00%	49.57%	50.43%	
RED DE CARRETERAS DE OCCIDENTE, SAB DE C.V. (RCO)	MEXICO	Motorway concessions	MEXICAN PESO	2,337,967,405	Infraestructuras Viarias Mexicanas, SA DE C.V.	53.12%	26.33%	73.67%	
PRESTADORA DE SERVICIOS RCO, S. DE R. L. DE C.V. (PSRCO)	MEXICO	Administrative services	MEXICAN PESO	3,000		99.99%	26.33%	73.67%	
					Red de Carreteras de Occidente, SA de CV	99.96%			
					Infraestructuras Viarias Mexicanas, SA de CV	0.03%			

(9) The percentage interest is calculated with reference to all shares in issue, whereas the 49.99% of voting rights is calculated with reference to ordinary voting shares.

(\*) As at 31 December 2021, the company is classified as a discontinued operation.

## CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2021

Name	Registered office	Business	Currency	Issued capital/ consortium fund	Held by	% Interest as at 31 december 2021	Total interest		Note
							Group	Non-controlling	
RCO CARRETERAS, S DE RL DE CV (RCA)	MEXICO	Design, construction and maintenance	MEXICAN PESO	5,003,000		99.99%	26.33%	73.67%	
					Red de Carreteras de Occidente, SA de CV	99.96%			
					Infraestructuras Viarias Mexicanas, SA de CV	0.03%			
CONCESIONARIA DE VÍAS IRAPUATO QUERÉTARO, SA DE CV (COVIQSA)	MEXICO	Motorway concessions	MEXICAN PESO	1,226,685,096		100.00%	26.33%	73.67%	
					Red de Carreteras de Occidente, SA de CV	99.99%			
					RCO Carreteras, SA de CV	0.01%			
CONCESIONARIA IRAPUATO LA PIEDAD, SA DE CV (CONIPSA)	MEXICO	Motorway concessions	MEXICAN PESO	264,422,673		100.00%	26.33%	73.67%	
					Red de Carreteras de Occidente, SA de CV	99.99%			
					RCO Carreteras, SA de CV	0.01%			
CONCESIONARIA TEPIC SAN BLAS, S. DE R.L. DE CV (COTESA)	MEXICO	Motorway concessions	MEXICAN PESO	270,369,487		100.00%	26.33%	73.67%	
					Red de Carreteras de Occidente, SA de CV	99.99%			
					RCO Carreteras, SA de CV	0.01%			
AUTOVÍAS DE MICHOACÁN, SA DE CV (AUTOVIM)	MEXICO	Motorway concessions	MEXICAN PESO	633,982,000		100.00%	26.33%	73.67%	
					Red de Carreteras de Occidente, SA de CV	99.99%			
					RCO Carreteras, SA de CV	0.01%			
INVERSORA DE INFRAESTRUCTURAS SL (INVIN)	MADRID (SPAIN)	Holding company	EURO	163,416,330	Abertis Infraestructuras SA	80.00%	39.66%	60.34%	
JADCHERLA EXPRESSWAYS PRIVATE LIMITED (JEPL)	HYDERABAD (INDIA)	Motorway concessions	INDIAN RUPEE	2,271,486,818		100.00%	49.57%	50.43%	(10)
					Abertis India SL	100%			
					Abertis Infraestructuras SA	0.00%			
K-MASTER Srl	ROME	Motorway services	EURO	10,000	Telepass SpA	100.00%	51.00%	49.00%	
LATINA MANUTENÇÃO DE RODOVIAS LTDA	SAO PAULO (BRAZIL)	Design, construction and maintenance	BRAZILIAN REAL	62,595,320		99.99%	20.80%	79.20%	
					Arteris SA	99.99%			
					Participes en Brasil SA	0.00%			
LEONARDO ENERGIA - SOCIETA' CONSORTILE a rl	FIUMICINO	Other activities	EURO	10,000		100.00%	87.88%	12.12%	
					Fiumicino Energia Srl	90.00%			
					Aeroporti di Roma SpA	10.00%			

<sup>(10)</sup> Abertis Infraestructuras SA holds 1 share in the company.

Name	Registered office	Business	Currency	Issued capital/ consortium fund	Held by	% Interest as at 31 december 2021	Total interest		Note
							Group	Non-controlling	
LEONORD EXPLOITATION SAS	ISSY-LES-MOULINEAUX (FRANCE)	Other activities	EURO	40,000	Sanef SA	85.00%	42.13%	57.87%	
MULHACEN Srl	VERONA	Other activities	EURO	10,000	A4 Holding SpA	100.00%	44.63%	55.37%	
PAVIMENTAL SpA	ROME	Design, construction and maintenance	EURO	10,116,452	Autostrade per l'Italia SpA	99.40%	87.53%	12.47%	(11) (*)
PAVIMENTAL POLSKA SP.ZO.O.	TRZEBINIA (POLAND)	Design, construction and maintenance	POLISH ZLOTY	3,000,000	Pavimental SpA	100.00%	87.53%	12.47%	(*)
OPERAVIAS SA	SANTIAGO (CHILE)	Holding companies	CHILEAN PESO	4,230,063,893	Vías Chile SA	100.00%	39.66%	60.34%	
PARTÍCIPIES EN BRASIL II SL	MADRID (SPAIN)	Holding companies	EURO	3,100	Participes en Brasil SA	100.00%	25.28%	74.72%	
PARTÍCIPIES EN BRASIL SA	MADRID (SPAIN)	Holding companies	EURO	41,093,222	Abertis Infraestructuras SA	51.00%	25.28%	74.72%	
PDC PARTICIPAÇÕES SA	SAO PAULO (BRAZIL)	Holding companies	BRAZILIAN REAL	608,563,218	Participes en Brasil SA	100.00%	25.28%	74.72%	
RACCORDO AUTOSTRADALE VALLE D'AOSTA SpA	AOSTA	Motorway concessions	EURO	343,805,000	Società Italiana per Azioni per il Traforo del Monte Bianco	47.97%	21.54%	78.46%	(12) (*)
RODOVIAS DAS COLINAS SA	SAO PAULO (BRAZIL)	Motorway concessions	BRAZILIAN REAL	226,145,401	AB Concessões SA	100.00%	50.00%	50.00%	
SANEF 107.7 SAS	ISSY-LES-MOULINEAUX (FRANCE)	Motorway services	EURO	15,245	Sanef SA	100.00%	49.57%	50.43%	
SANEF SA	ISSY-LES-MOULINEAUX (FRANCE)	Motorway concessions	EURO	53,090,462	Holding d'Infrastructures de Transport (HIT)	100.00%	49.57%	50.43%	
SAPN SA (SOCIÉTÉ DES AUTOROUTES PARIS-NORMANDIE)	ISSY-LES-MOULINEAUX (FRANCE)	Motorway concessions	EURO	14,000,000	Sanef SA	99.97%	49.55%	50.45%	
SCI LA RATONNIÈRE SAS	NICE (FRANCE)	Property management	EURO	243,918	Aéroports de la Côte d'Azur	100.00%	38.66%	61.34%	
SE BPNL SAS	ISSY-LES-MOULINEAUX (FRANCE)	Design, construction and maintenance	EURO	40,000	Sanef SA	100.00%	49.57%	50.43%	
SERENISSIMA PARTECIPAZIONI S.P.A	VERONA	Property management	EURO	2,314,063	A4 Holding SPA	100.00%	44.63%	55.37%	
SKY VALET PORTUGAL LDA	CASCAIS (PORTUGAL)	Airport services	EURO	50,000	Aca Holding SAS	100.00%	38.66%	61.34%	
SKY VALET SPAIN SL	MADRID (SPAIN)	Airport services	EURO	231,956	Aca Holding SAS	100.00%	38.66%	61.34%	
SOCIEDAD CONCESIONARIA AMB SA	SANTIAGO (CHILE)	Motorway concessions	CHILEAN PESO	5,875,178,700		100.00%	50.01%	49.99%	
					Grupo Costanera SpA	99.98%			
					Sociedad Gestion Vial SA	0.02%			
SOCIEDAD CONCESIONARIA AMERICO VESPUCIO ORIENTE II SA	SANTIAGO (CHILE)	Motorway concessions	CHILEAN PESO	100,000,000,000		100.00%	50.01%	49.99%	
					Grupo Costanera SpA	100%			
					Sociedad Gestion Vial SA	0.00%			

(11) On 10 December 2021, Autostrade per l'Italia SpA's board of directors approved the payment of €20 million to Pavimental SpA as a contribution for a future capital increase to be decided on and executed by 31 December 2022.

(12) The issued capital is made up of €284,350,000 in ordinary shares and €59,455,000 in preference shares. The percentage interest is calculated with reference to all share in issue, whereas the 58.00% of voting rights is calculated with reference to ordinary voting shares.

(\*) As at 31 December 2021, the company is classified as a discontinued operation.

## CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2021

Name	Registered office	Business	Currency	Issued capital/ consortium fund	Held by	% Interest as at 31 december 2021	Total interest		Note
							Group	Non-controlling	
SOCIEDAD CONCESIONARIA AUTOPISTA CENTRAL SA	SANTIAGO (CHILE)	Motorway concessions	CHILEAN PESO	76,694,956,663	Vías Chile SA	100.00%	39.66%	60.34%	
SOCIEDAD CONCESIONARIA AUTOPISTA DE LOS ANDES SA	SANTIAGO (CHILE)	Motorway concessions	CHILEAN PESO	35,466,685,791		100.00%	39.66%	60.34%	
					Gestora de Autopistas SpA	0.00%			
					Vías Chile SA	100%			
SOCIEDAD CONCESIONARIA AUTOPISTA DEL SOL SA	SANTIAGO (CHILE)	Motorway concessions	CHILEAN PESO	4,960,726,041		100.00%	39.66%	60.34%	
					Vías Chile SA	100%			
					Gestora de Autopistas SA	0.00%			
SOCIEDAD CONCESIONARIA AUTOPISTA LOS LIBERTADORES SA	SANTIAGO (CHILE)	Motorway concessions	CHILEAN PESO	16,327,525,305		100.00%	39.66%	60.34%	
					Vías Chile SA	100%			
					Gestora de Autopistas SpA	0.00%			
SOCIEDAD CONCESIONARIA AUTOPISTA NORORIENTE SA	SANTIAGO (CHILE)	Motorway concessions	CHILEAN PESO	22,738,904,654		100.00%	50.01%	49.99%	
					Grupo Costanera SpA	99.90%			
					Sociedad Gestion Vial SA	0.10%			
SOCIEDAD CONCESIONARIA AUTOPISTA NUEVA VESPUCCIO SUR SA	SANTIAGO (CHILE)	Motorway concessions	CHILEAN PESO	166,967,672,229		100.00%	50.01%	49.99%	
					Grupo Costanera SpA	100%			
					Sociedad Gestion Vial SA	0.00%			
SOCIEDAD CONCESIONARIA CONEXION VIAL RUTA 78 - 68 SA	SANTIAGO (CHILE)	Motorway concessions	CHILEAN PESO	32,000,000,000		100.00%	50.01%	49.99%	
					Grupo Costanera SpA	100%			
					Sociedad Gestion Vial SA	0.00%			
SOCIEDAD CONCESIONARIA COSTANERA NORTE SA	SANTIAGO (CHILE)	Motorway concessions	CHILEAN PESO	58,859,765,519		100.00%	50.01%	49.99%	
					Grupo Costanera SpA	100%			
					Sociedad Gestion Vial SA	0.00%			
SOCIEDAD CONCESIONARIA DEL ELQUI SA (ELQUI)	SANTIAGO (CHILE)	Motorway concessions	CHILEAN PESO	47,494,203,437		100.00%	39.66%	60.34%	
					Gestora de Autopistas SpA	0.06%			
					Vías Chile SA	99.94%			
SOCIEDAD CONCESIONARIA DE LOS LAGOS SA	LLANQUIHUE (CHILE)	Motorway concessions	CHILEAN PESO	53,602,284,061		100.00%	100.00%	-	
					Autostrade Holding Do Sur SA	99.95%			
					Autostrade dell'Atlantico Srl	0.05%			

Name	Registered office	Business	Currency	Issued capital/ consortium fund	Held by	% Interest as at 31 december 2021	Total interest		Note
							Group	Non-controlling	
SOCIEDAD CONCESIONARIA LITORAL CENTRAL SA	SANTIAGO (CHILE)	Motorway concessions	CHILEAN PESO	18,368,224,675		100.00%	50.01%	49.99%	
					Grupo Costanera SpA	99.99%			
					Sociedad Gestion Vial SA	0.01%			
SOCIEDAD CONCESIONARIA RUTAS DEL PACÍFICO SA	SANTIAGO (CHILE)	Motorway concessions	CHILEAN PESO	73,365,346,000		100.00%	39.66%	60.34%	
					Gestora de Autopistas SpA	0.01%			
					Vías Chile SA	99.99%			
SOCIEDADE PARA PARTICIPAÇÃO EM INFRAESTRUTURA SA	SAO PAULO (BRAZIL)	Holding company	BRAZILIAN REAL	22,506,527	Abertis Infraestructuras SA	51.00%	25.28%	74.72%	
SOCIETAT D'AUTOPISTES CATALANES SAU.	BARCELONA (SPAIN)	Design, construction and maintenance	EURO	1,060,000	Abertis Infraestructuras SA	100.00%	49.57%	50.43%	
SOCIEDAD GESTION VIAL SA	SANTIAGO (CHILE)	Design, construction and maintenance	CHILEAN PESO	11,397,237,788		100.00%	50.01%	49.99%	
					Grupo Costanera SpA	99.99%			
					Sociedad Operacion y Logistica de Infraestructuras SA	0.01%			
SOCIEDAD OPERACION Y LOGISTICA DE INFRAESTRUCTURAS SA	SANTIAGO (CHILE)	Motorway services	CHILEAN PESO	11,736,819		100.00%	50.01%	49.99%	
					Grupo Costanera SpA	99.99%			
					Sociedad Gestion Vial SA	0.01%			
SOCIETÀ AUTOSTRADA TIRRENICA pa	ROME	Motorway concessions	EURO	24,460,800	Autostrade per l'Italia SpA	99.93%	88.06%	11.94%	(13) (*)
SOCIETÀ ITALIANA PER AZIONI PER IL TRAFORO DEL MONTE BIANCO	PRE' SAINT DIDIER (AOSTA)	Motorway concessions	EURO	198,749,200	Autostrade per l'Italia SpA	51.00%	44.91%	55.09%	(*)
SOLUCIONA CONSERVACAO RODOVIARIA LTDA	MATAO (BRAZIL)	Design, construction and maintenance	BRAZILIAN REAL	500,000	AB Concessões SA	100.00%	50.00%	50.00%	
SPEA ENGINEERING SpA	ROME	Design, construction and maintenance	EURO	6,966,000		100.00%	97.49%	2.51%	
					Atlantia SpA	60,00%			
					Autostrade per l'Italia SpA	20,00%			
					Aeroporti di Roma SpA	20,00%			
SPEA DO BRASIL PROJETOS E INFRA ESTRUTURA LIMITADA	SAO PAULO (BRAZIL)	Design, construction and maintenance	BRAZILIAN REAL	5,665,010		100.00%	97.49%	2.51%	
					Spea Engineering SpA	100%			
					Austostrade Concessoes e Participacoes Brasil Limitada	0,00%			

(13) On 29 December 2015, Autostrada Tirrenica, following authorisation by the general meeting of shareholders held on the same date, purchased 109,600 own shares from non-controlling shareholders. Autostrade per l'Italia's interest is thus 99.99%, whilst the percentage interest based on the number of shares held by Autostrade per l'Italia as a percentage of the subsidiary's total shares in issue is 99.93%. The Atlantia Group's interest is, instead, 88.06%.

(\*) As at 31 December 2021, the company is classified as a discontinued operation.

## CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2021

Name	Registered office	Business	Currency	Issued capital/ consortium fund	Held by	% Interest as at 31 december 2021	Total interest		Note
							Group	Non-controlling	
STALEXPORT AUTOSTRADA MAŁOPOLSKA SA	MYSŁOWICE (POLAND)	Motorway concessions	POLISH ZLOTY	66,753,000	Stalexport Autostrady SA	100.00%	61.20%	38.80%	
STALEXPORT AUTOSTRADY SA	MYSŁOWICE (POLAND)	Holding company	POLISH ZLOTY	185,446,517	Atlantia SpA	61.20%	61.20%	38.80%	(14)
TANGENZIALE DI NAPOLI SpA	NAPLES	Motorway concessions	EURO	108,077,490	Autostrade per l'Italia SpA	100.00%	88.06%	11.94%	(*)
TECNE GRUPPO AUTOSTRADAE PER L'ITALIA SP	ROME	Design, construction and maintenance	EURO	5,693,795	Autostrade per l'Italia SpA	100.00%	88.06%	11.94%	(*)
TELEPASS SpA	ROME	Tolling and electronic tolling services	EURO	26,000,000	Atlantia SpA	51.00%	51.00%	49.00%	
TELEPASS ASSICURA Srl	ROME	Financial services	EURO	3,000,000	Telepass SpA	100.00%	51.00%	49.00%	
TELEPASS BROKER Srl	ROME	Financial services	EURO	500,000	Telepass SpA	100.00%	51.00%	49.00%	
TELEPASS PAY SpA	ROME	Financial services	EURO	702,983	Telepass SpA	100.00%	51.00%	49.00%	
TRIANGULO DO SOL AUTO-ESTRADAS SA	MATAO (BRAZIL)	Motorway concessions	BRAZILIAN REAL	71,000,000	AB Concessões SA	100.00%	50.00%	50.00%	
TRICHY TOLLWAY PRIVATE LIMITED (TTPL)	HYDERABAD (INDIA)	Motorway concessions	INDIAN RUPEE	2,083,106,010		100.00%	49.57%	50.43%	(15)
					Abertis India SL	100%			
					Abertis Infraestructuras SA	0.00%			
TÚNELS DE BARCELONA I CADÍ CONCESIONARIA DE LA GENERALITAT DE CATALUNYA SA	BARCELONA (SPAIN)	Motorway concessions	EURO	60,000	Infraestructures Viàries de Catalunya SA (INVICAT)	50.01%	24.79%	75.21%	
URBANnext SA	CHIASSO (SWITZERLAND)	Other activities	SWISS FRANC	100,000	Telepass SpA	70.00%	35.70%	64.30%	
URBI DE GmbH	BERLIN (GERMANY)	Other activities	EUR	25,000	URBANnext SA	100.00%	35.70%	64.30%	
VIA4 SA	MYSŁOWICE (POLAND)	Motorway services	POLISH ZLOTY	500,000	Stalexport Autostrady SA	55.00%	33.66%	66.34%	
VIANORTE SA	SERTAOZINHO (BRAZIL)	Motorway concessions	BRAZILIAN REAL	107,542,669	Arteris SA	100.00%	20.80%	79.20%	
VIAPAULISTA SA	RIBERAO PRETO (BRAZIL)	Design, construction and maintenance	BRAZILIAN REAL	1,348,385,843	Arteris SA	100.00%	20.80%	79.20%	
VÍAS CHILE SA	SANTIAGO (CHILE)	Holding company	CHILEAN PESO	93,257,077,900	Inversora de Infraestructuras SL (INVIN)	100.00%	39.66%	60.34%	
WASH OUT Srl	MILAN	Other activities	EURO	17,129	Telepass SpA	69.97%	35.68%	64.32%	
WASH OUT FRANCE SAS	ISSY-LES-MOULINEAUX (FRANCE)	Other activities	EURO	101,000	Wash Out Srl	100.00%	35.68%	64.32%	
YELLOWSTONE ETC HOLDINGS, INC.	RICHARDSON (TEXAS)	Other activities	US DOLLAR	16,998	Autostrade dell'Atlantico Srl	65.23%	65.23%	34.77%	

<sup>(14)</sup> This company is listed on the Warsaw Stock Exchange.

<sup>(15)</sup> Abertis Infraestructuras SA holds 1 share in the company.

<sup>(\*)</sup> As at 31 December 2021, the company is classified as a discontinued operation.

Name	Registered office	Business	Currency	Issued capital/ consortium fund	Held by	% Interest as at al 31 december 2021	Note
<b>INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD</b>							
<b>Associates</b>							
AEROPORTO GUGLIELMO MARCONI DI BOLOGNA SpA	BOLOGNA	Airport concessions	EURO	90,314,162	Atlantia SpA	29.38%	
ALAZOR INVERSIONES SA	MADRID (SPAIN)	Holding company	EURO	223,600,000	Iberpistas SA	31.22%	
AUTOPISTA TERRASSA-MANRESA CONCESSIÒNÀRIA DE LA GENERALITAT DE CATALUNYA SA (AUTEMA)	BARCELONA (SPAIN)	Motorway concessions	EURO	83,411,000	Autopistas Concesionaria Española SA (ACESA)	23.72%	
BIP & DRIVE SA	MADRID (SPAIN)		EURO	4,612,969	Abertis Autopistas España SA	35.00%	
C.I.S. SpA (IN LIQUIDATION)	VICENZA	Design, construction and maintenance	EURO	5,236,530	A4 HOLDING SpA	22.71%	
CIRALSA SAC.E.	ALICANTE (SPAIN)	Design, construction and maintenance	EURO	50,167,000	Autopistas Aumar SA Concesionaria del Estado	25.00%	
CONCESIONARIA VIAL DE LOS ANDES SA (COVIANDES)	BOGOTÀ (COLOMBIA)	Motorway concessions	COLOMBIAN PESO	27,400,000,000	Abertis Infraestructuras SA	40.00%	
CONFEDERAZIONE AUTOSTRADE SpA	VERONA	Design, construction and maintenance	EURO	50,000	A4 Holding SpA	22.51%	
CONSTRUCTORA DE INFRAESTRUCTURA VIAL SAS.	BOGOTÀ (COLOMBIA)	Design, construction and maintenance	COLOMBIAN PESO	50,000,000	Abertis Infraestructuras SA	40.00%	
BOLOGNA & FIERA PARKING SpA	BOLOGNA	Other concessions	EURO	2,715,200	Autostrade per l'Italia SpA	36.81%	(*)
BIURO CENTRUM SP. Z O.O.	KATOWICE (POLAND)	Administrative services	POLISH ZLOTY	80,000	Stalexport Autostrady SA	40.63%	
GETLINK SE	PARIS (FRANCE)	Other concessions	EURO	220,000,000	Aero 1 Global & International Sàrl	15.49%	(16)
G.R.A. DI PADOVA SpA	VENICE	Design, construction and maintenance	EURO	2,950,000	Autostrada BS VR VI PD SpA	30.52%	
						30.00%	
INFRAESTRUCTURAS Y RADIALES SA (IRASA)	MADRID (SPAIN)	Design, construction and maintenance	EURO	11,610,200	Iberpistas SA	15.00%	
					Autopistas Vasco-Aragonesa C.E.SA (AVASA)	15.00%	
LEONORD SAS	LYON (FRANCE)	Motorway services	EURO	697,377	Sanef SA	35.00%	
M-45 CONSERVACION SA	MADRID (SPAIN)	Design, construction and maintenance	EURO	553,000	Autopista Trados-45 SA	25.50%	
ROUTALIS SAS.	GUYANCOURT (FRANCE)	Design, construction and maintenance	EURO	40,000	SAPN SA	30.00%	
TANGENZIALI ESTERNE DI MILANO SpA	MILAN	Design, construction and maintenance	EURO	220,344,608	Autostrade per l'Italia SpA	27.45%	(17) (*)

<sup>(16)</sup> Aero 1 Global & International Sàrl holds 23.28% of Getlink SE voting rights. Interests are calculated on the basis of the total number of shares in issue, amounting to 550,000,000, and of the total number of voting rights, equal to 731,644,821, according to the information published by Getlink on 28 February 2022.

<sup>(17)</sup> On 22 January 2019, as a result of Autostrade per l'Italia's exercise of its pre-emption rights, Autostrade Lombarde SpA sold 3,518,908 shares in Tangeziale Esterna di Milano SpA, equal to an interest of approximately 1.20% to Autostrade per l'Italia.

<sup>(\*)</sup> As at 31 December 2021, the company is classified as held for sale / a discontinued operation.



CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2021

Name	Registered office	Business	Currency	Issued capital/ consortium fund	Held by	% Interest as at al 31 december 2021	Note
<b>Joint ventures</b>							
A&T ROAD CONSTRUCTION MANAGEMENT AND OPERATION PRIVATE LIMITED	PUNE - MAHARASHTRA (INDIA)	Motorway services	INDIAN RUPEE	100,000	Autostrade Indian Infrastructure Development Private Limited	50.00%	
AIRPORT ONE SAS	NICE (FRANCE)	Property management	EURO	1,000	Aéroports de la Côte d'Azur	49.00%	
AREAMED 2000 SA	BARCELONA (SPAIN)	Other concessions	EURO	2,070,000	Abertis Autopistas España SA	50.00%	
CONCESSIONÁRIA RODOVIAS DO TIETÊ SA	SAO PAULO (BRAZIL)	Motorway concessions	BRAZILIAN REAL	303,578,476	AB Concessões SA	50.00%	
GEIE DEL TRAFORO DEL MONTE BIANCO	COURMAYEUR (AOSTA)	Motorway services	EURO	2,000,000	Società Italiana per Azioni per il Traforo del Monte Bianco	50.00%	(*)
PUNE SOLAPUR EXPRESSWAYS PRIVATE LIMITED	PATAS - DISTRICT PUNE - MAHARASHTRA (INDIA)	Motorway concessions	INDIAN RUPEE	100,000,000	Atlantia SpA	50.00%	
TECNE SPERI BRIDGE DESIGNERS Srl	ROME	Other activities	EURO	250,000	Tecne Gruppo Autostrade per l'Italia SpA	50.00%	

(\*) As at 31 December 2021, the company is classified as held for sale / a discontinued operation.

Name	Registered office	Business	Currency	Issue capital/ consortium fund	Held by	% Interest as at 31 december 2021	Note
<b>INVESTMENTS ACCOUNTED FOR AT FAIR VALUE</b>							
Unconsolidated subsidiaries							
PAVIMENTAL EST AO (IN LIQUIDATION)	MOSCOW (RUSSIA)	Design, construction and maintenance	RUSSIAN ROUBLE	4,200,000	Pavimental SpA	100%	(*)
PETROSTAL SA (IN LIQUIDATION)	WARSAW (POLAND)	Property management	POLISH ZLOTY	2,050,500	Stalexport Autostrady SA	100%	
<b>Other investments</b>							
AEROPORTO DI GENOVA SpA	GENOVA	Airport concessions	EURO	7,746,900	Aeroporti di Roma SpA	15.00%	
						20.63%	
AUTOROUTES TRAFIC SAS.	PARIS (FRANCE)	Motorway services	EURO	349,000	Sanef SA	15.47%	
					SAPN SA	5.16%	
AUTOSTRADA DEL BRENNERO S.P.A.	TRENTO	Design, construction and maintenance	EURO	55,472,175	Serenissima Partecipazioni SpA	4.23%	
AUTOVIE VENETE S.P.A.	TRIESTE	Design, construction and maintenance	EURO	157,965,738	A4 Holding SpA	0.42%	
CENTAURE PARIS-NORMANDIE SAS.	BOSGOUET (FRANCE)	Motorway services	EURO	700,000	SAPN SA	49.90%	
CENTAURE NORD PAS-DE-CALAIS	HENIN BEAUMONT (FRANCE)	Motorway services	EURO	320,000	Sanef SA	34.00%	
CENTAURE GRAND EST SAS.	GEVREY CHAMBERTIN (FRANCE)	Motorway services	EURO	450,000	Sanef SA	14.45%	
CENTRO INTERMODALE TOSCANO AMERIGO VESPUCCI SpA	LIVORNO	Other activities	EURO	11,756,695	Società Autostrada Tirrenica p.A.	0.43%	
COMPAGNIA AEREA ITALIANA SpA	FIUMICINO	Airport services	EURO	3,526,846	Atlantia SpA	6.52%	
CONVENTION BUREAU ROMA E LAZIO SCRL	ROME	Promotion and development of MICE and business travel	EURO	133,000	Aeroporti di Roma SpA	0.76%	
HOCHTIEF AKTIENGESELLSCHAFT	ESSEN (GERMANY)	Holding company	EURO	180,855,570	Atlantia SpA	15.90%	
HOLDING PARTECIPAZIONI IMMOB.	VERONA	Holding company	EURO	1	Serenissima Partecipazioni SpA	12.50%	
INTERPORTO PADOVA SpA	PADOVA	Other activities	EURO	36,000,000	A4 Holding SpA	3.26%	
INWEST STAR SA (IN LIQUIDATION)	STARACHOWICE (POLAND)	Other activities	POLISH ZLOTY	11,700,000	Stalexport Autostrady SA	0.26%	
LUSOPONTE - CONCESSIONARIA PARA A TRAVESSIA DO TEJO	SA MONTIJO (PORTUGAL)	Motorway concessions	EURO	25,000,000	Autostrade Portugal - Concessoes de Infraestructuras SA	17.21%	(18) (*)
LIGABUE GATE GOURMET ROMA SpA (INSOLVENT)	TESSERA	Airport services	EURO	103,200	Aeroporti di Roma SpA	20.00%	
						4.50%	
					Autostrada BS VR VI PD SpA	2.00%	
NOGARA MARE ADRIATICO	VERONA	Design, construction and maintenance	EURO	120,000	A4 Trading Srl	2.00%	
					A4 Mobility Srl	0.50%	
SACAL. SpA	LAMEZIA TERME	Airport concessions li	EURO	23,920,556	Aeroporti di Roma SpA	5.37%	
SOCIETA' DI PROGETTO BREBEMI SpA	BRESCIA	Motorway concessions	EURO	52,141,227	Spea Engineering SpA	0.05%	
STRADIVARIA SpA	CREMONA	Design, construction and maintenance	EURO	20,000,000	A4 Mobility Srl	1.00%	

## CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2021

Name	Registered office	Business	Currency	Issue capital/ consortium fund	Held by	% Interest as at 31 december 2021	Note
						1.25%	
TANGENZIALE ESTERNA SpA	MILAN	Motorway concessions	EURO	464,945,000	Autostrade per l'Italia SpA	0.25%	(19)
					Pavimental SpA	1.00%	(*)
TERRA MITICA, PARQUE TEMATICO DE BENIDORM SA	ALICANTE (SPAIN)	Other concessions	EURO	247,487,181	Abertis Infraestructuras SA	1.28%	
DIGITALOG SpA	ROME	Other activities	EURO	1,142,000	Autostrade per l'Italia SpA	1.40%	(*)
VOLOCOPTER GmbH	ZEILOCH (GERMANY)	Other activities	EURO	204,490	Atlantia SpA	1.66%	
WALCOWNIA RUR JEDNOŚĆ SP. Z O. O.	SIEMIANOWICE (POLAND)	Other activities	POLISH ZLOTY	220,590,000	Stalexport Autostrady SA	0.01%	
ZAKŁADY METALOWE DEZAMET SA	NOWA DĘBA (POLAND)	Other activities	POLISH ZLOTY	19,241,750	Stalexport Autostrady SA	0.26%	
HUTA ŁAZISKA SA	ŁAZISKA GORNE (POLAND)	Other activities	POLISH ZLOTY	677,931,930	Stalexport Autostrady SA	0.01%	

<sup>(18)</sup> On 14 August, Autostrade Portugal agreed to sell its investment in Lusoponte to Vinci and Lineas. The transaction closed on 10 February 2022.

<sup>(19)</sup> Tangenziali esterne di Milano SpA (in which Autostrade per l'Italia SpA has a 27.45% and which is accounted for using the equity method) holds a 48.4% interest in Tangenziale Esterna SpA

<sup>(\*)</sup> As at 31 December 2021, the company is classified as held for sale / a discontinued operation.

Name	Registered office	Business	Currency	Issued capital/ consortium fund	Held by	% Interest as at 31 december 2021
<b>CONSORTIA</b>						
BMM SCARL	TORTONA	Design, construction and maintenance	EURO	10,000	A4 Mobility Srl	12.00%
CONSORCIO ANHANGUERA NORTE	RIBERAO PRETO (BRAZIL)	Design, construction and maintenance	BRAZILIAN REAL	-	Autostrade Concessoes e Participacoes Brasil	13.13%
						38.41%
					Autostrade per l'Italia SpA	27.04%
					Free to X Srl	0.01%
					Tangenziale di Napoli SpA	1.93%
					Società Italiana per Azioni per il Traforo del Monte Bianco	1.81%
CONSORZIO AUTOSTRADALE ITALIANE ENERGIA	ROME	Other activities	EURO	114,865	Raccordo Autostradale Valle d'Aosta SpA	1.08%
					Società Autostrada Tirrenica p.A.	0.48%
					Autostrade Meridionali SpA	0.97%
					Aeroporti di Roma SpA	0.99%
					Autostrada BS VR VI PD SpA	3.10%
					Pavimental SpA	1.00%
CONSORZIO COSTRUTTORI TEEM	TORTONA	Design, construction and maintenance	EURO	10,000	Pavimental SpA	1.00%
CONSORZIO MIDRA	FLORENCE	Other activities	EURO	73,989	Autostrade Tech SpA	33.33%
CONSORZIO NUOVA ROMEA ENGINEERING	MONSELICE	Design, construction and maintenance	EURO	60,000	Spea Engineering SpA	16.67%
CONSORZIO RAMONTI SCARL (IN LIQUIDATION)	TORTONA	Design, construction and maintenance	EURO	10,000	Pavimental SpA	49.00%
CONSORZIO R.F.C.C. (IN LIQUIDATION)	TORTONA	Design, construction and maintenance	EURO	510,000	Pavimental SpA	30.00%
CONSORZIO SPEA-GARIBELLO	SAO PAULO (BRAZIL)	Design, construction and maintenance	BRAZILIAN REAL	-	SPEA do Brasil Projetos e Infra Estrutura Limitada	50.00%
CONSORZIO 2050	ROME	Design, construction and maintenance	EURO	50,000	Spea Engineering SpA	0.50%
						100%
COSTRUZIONI IMPIANTI AUTOSTRADALI SCARL (IN LIQUIDATION)	ROME	Design, construction and maintenance	EURO	10,000	Pavimental SpA	75.00%
					Autostrade Tech SpA	20.00%
					Pavimental Polska Sp. z o.o.	5.00%
ELMAS SCARL (IN LIQUIDATION)	ROME	Design, construction and maintenance	EURO	10,000	Pavimental SpA	60.00%
LAMBRO SCARL	TORTONA	Design, construction and maintenance	EURO	200,000	Pavimental SpA	2.78%
SAFE ROADS SCARL	TORTONA	Design, construction and maintenance	EURO	10,000	Autostrade Tech SpA	17.22%
SAT LAVORI SCARL (IN LIQUIDATION)	ROME	Design, construction and maintenance	EURO	100,000	Società Autostrada Tirrenica p.A.	1.00%
SMART MOBILITY SYSTEMS SCARL	TORTONA	Design, construction and maintenance	EURO	10,000	Autostrade Tech SpA	24.50%

Name	Registered office	Business	Currency	Issued capital/ consortium fund	Held by	% Interest as at 31 december 2021
INVESTMENTS ACCOUNTED FOR IN CURRENT ASSETS						
DOM MAKLERSKI BDM SA	BIELSKO-BIALA (POLAND)	Holding company	POLISH ZLOTY	19,796,924	Stalexport Autostrady SA	2.71%
STRADA DEI PARCHI SpA	ROME	Motorway concessions	EURO	48,114,240	Autostrade per l'Italia SpA	2.00%

## Annex 2

### Disclosure pursuant to Art. 149-duodecies of the CONSOB regulations for issuers II97I/I999

#### Atlantia SpA

(€000)

Type of service	Provider of service	Note	Fees
Audit	Parent Company's auditor		119
Certification	Parent Company's auditor	<sup>(1)</sup>	23
<b>Total parent Company</b>			<b>142</b>

#### Subsidiaries

Type of service	Provider of service	Note	Fees
Audit	Parent Company's auditor		1,114
Audit	Network of the Parent Company's auditor		2,431
Certification	Parent Company's auditor	<sup>(2)</sup>	90
Certification	Network of the Parent Company's auditor	<sup>(3)</sup>	278
Other services	Parent Company's auditor	<sup>(4)</sup>	80
Other services	Network of the Parent Company's auditor	<sup>(5)</sup>	174
<b>Total subsidiaries</b>			<b>4,167</b>
<b>Total Atlantia Group</b>			<b>4,309</b>

<sup>(1)</sup> Review of the consolidated non-financial statement.

<sup>(2)</sup> Review of the non-financial statement, audit of regulatory accounts and comfort letters for loans and bonds.

<sup>(3)</sup> Review of the non-financial statement and comfort letters for loans and bonds.

<sup>(4)</sup> Financial due diligence.

<sup>(5)</sup> Agreed upon procedures on data and accounting information.

# IO. Separate financial statements of Atlantia SpA as at and for the year ended 31 December 2021

## FINANCIAL STATEMENTS

### Statement of financial position

€	Note	31 December 2021	Of which related party transactions	31 December 2020	Of which related party transactions
Investments	5.1	8,729,705,860		14,708,376,940	
Property, plant and equipment	5.2	24,739,998		11,869,489	
Intangible assets		3,828,271		274,351	
Other non-current financial assets	5.3	222,295,386	49,961,509	678,332,046	126,299,381
Deferred tax assets	5.4	93,267,988		127,956,022	
Other non-current assets		2,081,740		-	
<b>OTHER NON-CURRENT ASSETS</b>		<b>9,075,919,243</b>		<b>15,526,808,848</b>	
Trading assets		4,723,970	2,862,582	7,642,386	6,007,353
Cash and cash equivalents	5.5	806,434,374	120,000,000	2,261,370,724	193,497
Current financial assets	5.3	5,486,490	4,557,179	5,451,350	4,606,646
Current tax assets	5.6	216,365,350	151,683,504	79,276,520	15,737,927
Other current assets		12,818,739	509,546	13,892,059	215,547
		<b>1,045,828,923</b>		<b>2,367,633,039</b>	
Assets held for sale and discontinued operations	5.7	5,341,339,243		24,024,910	
<b>CURRENT ASSETS</b>		<b>6,387,168,166</b>		<b>2,391,657,949</b>	
<b>ASSETS</b>		<b>15,463,087,409</b>		<b>17,918,466,797</b>	
Issued capital		825,783,990		825,783,990	
Reserves and retained earnings		9,716,855,626		9,811,471,719	
Treasury shares		-150,188,750		-150,188,750	
Profit/(Loss) for the year		1,169,471,170		-29,153,456	
<b>EQUITY</b>	5.8	<b>11,561,922,036</b>		<b>10,457,913,503</b>	
Non-current provisions	5.9	75,262,718		318,097	
Non-current financial liabilities	5.10	3,602,839,939		7,176,567,731	
Other non-current liabilities	5.11	-	-	7,351,336	1,663,000
<b>NON-CURRENT LIABILITIES</b>		<b>3,678,102,657</b>		<b>7,184,237,164</b>	
Trading liabilities		17,322,785	3,014,249	13,862,689	3,795,479
Current provisions	5.9	3,618,615		1,387,965	
Current financial liabilities	5.10	54,413,333	-	204,639,735	238,479
Current tax liabilities	5.6	115,193,682	115,193,682	39,721,561	39,721,561
Other current liabilities	5.11	32,514,301	6,028,537	16,704,180	2,926,876
<b>CURRENT LIABILITIES</b>		<b>223,062,716</b>		<b>276,316,130</b>	
<b>EQUITY AND LIABILITIES</b>		<b>15,463,087,409</b>		<b>17,918,466,797</b>	

## Income statement

€	Note	2021	Of which related party transactions	2020	Of which related party transactions
Other operating revenue		3,089,552	1,763,184	4,205,977	2,228,752
Service costs	6.1	-33,644,245	-1,957,708	-25,187,866	-3,149,236
Staff costs	6.2	-30,792,675	-9,412,196	-18,076,846	-8,153,911
Other costs		-10,493,519	-1,028,059	-11,191,381	-182,080
Operating change in provisions	6.3	-77,118,442		-	
Amortisation and depreciation		-1,075,153	-	-1,669,909	-674,344
Reversals of impairment losses/(Impairment losses) on current assets		43,033		-24,282	
<b>Operating profit/(loss)</b>		<b>-149,991,449</b>		<b>-51,944,307</b>	
Dividends received from investees		418,838,627		502,215,337	
Gains on the sale of investments		1,044,313,711		-	
Impairment losses on investments		-104,435,308		-219,919,953	
<b>Profit/(Loss) from investments</b>	6.4	<b>1,358,717,030</b>		<b>282,295,384</b>	
Financial income		129,637,761	7,395,172	77,281,755	17,497,398
Financial expenses		-229,090,522	-	-432,761,059	-1,730,894
Foreign exchange gains/(losses)		412,643		-1,595,099	
<b>Financial income/(expenses)</b>	6.5	<b>-99,040,118</b>		<b>-357,074,403</b>	
<b>PROFIT/(LOSS) BEFORE TAX FROM CONTINUING OPERATIONS</b>		<b>1,109,685,463</b>		<b>-126,723,326</b>	
Tax benefits	6.6	59,785,707		101,530,203	
<b>PROFIT/(LOSS) FROM CONTINUING OPERATIONS</b>		<b>1,169,471,170</b>		<b>-25,193,123</b>	
Profit/(Loss) from discontinued operations		-		-3,960,333	
<b>PROFIT/(LOSS) FOR THE YEAR</b>		<b>1,169,471,170</b>		<b>-29,153,456</b>	
<b>Diluted earnings/(loss) per share</b>	6.7	<b>1.43</b>		<b>-0.04</b>	
of which					
from continuing operations		1.43		-0.04	
from discontinued operations		-		-	

## Statement of comprehensive income

€		2021	2020
Profit/(Loss) for the year	(A)	1,169,471,170	-29,153,456
Gains/(Losses) from actuarial valuations of provisions for employee benefits		-88,949	-13,557
Gains/(Losses) on fair value measurement of investments		-112,774,619	-575,529,779
Gains/(Losses) on fair value measurement of fair value hedges		5,849,902	168,976,750
Tax effect		-6,545,812	10,096,256
<b>Other comprehensive income/(loss) not reclassifiable to profit or loss for the year</b>	<b>(B)</b>	<b>-113,559,478</b>	<b>-396,470,330</b>
Reclassification of other comprehensive income for the year to profit or loss	(C)	66,877,943	92,398,939
Tax effect of the reclassification other comprehensive income for the year to profit or loss	(D)	-19,775,808	-27,322,366
<b>Total other comprehensive income/(loss) for the year</b>	<b>(E=B+C+D)</b>	<b>-66,457,343</b>	<b>-331,393,757</b>
<b>Comprehensive income/(loss) for the year</b>	<b>(A+E)</b>	<b>1,103,013,827</b>	<b>-360,547,213</b>
<i>of which from continuing operations</i>		1,103,013,827	-356,586,880
<i>of which from discontinued operations</i>		-	-3,960,333



## Statement of cash flows

€	Note	2021	Of which related party transactions	2020	Of which related party transactions
<b>CASH FLOWS FROM/(USED IN) OPERATING ACTIVITIES</b>					
Profit/(Loss) for the year		1,169,471,170		-29,153,456	
<i>Adjusted by:</i>					
Amortisation and depreciation		1,075,153	-	1,669,909	674,344
Operating change in provisions		77,118,442		2,139	
Financial expenses from discounting of provisions		-		1,536	
Impairment losses/(Reversal of impairment losses) on financial assets and investments		104,435,308		223,880,286	
Reversal of impairment losses on non-current assets		-		-328,282	
(Gains)/Losses on sale of non-current assets		-1,044,108,800		-	
Net change in deferred tax assets/(liabilities) through profit or loss		5,834,774		-85,578,066	
Other non-cash costs (income)		28,125,389	-2,804,042	82,091,329	-4,801,328
Change in trading assets and liabilities and other non-financial assets and liabilities		-46,027,113	-56,965,253	-12,640,730	-5,663,786
<b>Net cash generated from/(used in) operating activities [a]</b>	<b>7.1</b>	<b>295,924,323</b>		<b>179,944,664</b>	
<b>CASH FLOWS FROM/(USED IN) INVESTING ACTIVITIES</b>					
Purchase of property, plant and equipment		-3,206,502		-772,862	
Purchase of intangible assets		-3,591,511		-83,000	
Purchase of investments		-15,014,017		-100,000	
Proceeds from sale of interests in subsidiaries		1,075,935,298		-	
Proceeds from sale of interests in other investees		430,167,071		-	
Net change in other non-current assets		-2,081,740		30,604	
Net change in current and non-current financial assets		464,655,465	76,387,339	195,657,638	363,001,982
<b>Net cash generated from / (used in) investing activities [b]</b>	<b>7.1</b>	<b>1,946,864,065</b>		<b>194,732,380</b>	
<i>of which discontinued operations</i>		<i>10,988,736</i>		<i>-</i>	
<b>CASH FLOWS FROM/(USED IN) FINANCING ACTIVITIES</b>					
Increase in medium/long-term borrowings		-		3,250,000,000	
Issuance of bonds		986,857,679		-	
Repayment of medium/long-term borrowings		-4,501,952,682		-2,000,000,000	
Repayment of lease liabilities		-608,640	-	-1,300,553	-891,763
Net change in other current and non-current financial liabilities		-181,782,616	-	46,702,347	-79,367,989
<b>Net cash generated from/(used in) financing activities [c]</b>	<b>7.1</b>	<b>-3,697,486,259</b>		<b>1,295,401,794</b>	
<b>Increase/(Decrease) in cash and cash equivalents during year [a+b+c]</b>		<b>-1,454,697,871</b>		<b>1,670,078,838</b>	
<b>NET CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR<sup>1</sup></b>		<b>2,261,132,245</b>		<b>591,053,407</b>	
<b>NET CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>		<b>806,434,374</b>		<b>2,261,132,245</b>	

<sup>1</sup> The balance of "net cash and cash equivalents" as at 1 January 2021 and 1 January 2020 includes intercompany current accounts with related parties, amounting to €238,479 and €5,932,813, respectively.

## Additional information on the consolidated statement of cash flows

€	2021	2020
Income taxes paid to/(refunded by) the tax authorities	498,570	-
Income taxes paid to/(refunded by) companies participating in tax consolidation	-7,238,580	22,048,861
Interest and other financial income collected	31,649,817	220,357,570
Interest and other financial expenses paid	131,612,149	64,576,735
Dividends received and returns of capital from investees	418,838,627	502,215,337
Foreign exchange gains/(losses) collected/(incurred)	426,779	200,690

## Statement of changes in equity

€	Balance as at 31 December 2020	Comprehensive income/(loss) for the year	Appropriation of profit/(loss) for previous year	Equity-based incentive plans	Reclassifications and other changes	Balance as at 31 December 2021
Issued capital	825,783,990	-	-	-	-	825,783,990
Treasury shares	-150,188,750	-	-	-	-	-150,188,750
Share premium reserve	153,560	-	-	-	-	153,560
Legal reserve	261,410,358	-	-	-	-	261,410,358
Extraordinary reserve	5,041,433,732	-	-	-	-	5,041,433,732
Merger reserve	2,987,181,698	-	-	-	-	2,987,181,698
Cash flow hedge reserve	-92,150,355	47,102,135	-	-	-	-45,048,220
Reserve for gains/(losses) on fair value measurement of investments	-1,057,156,693	-125,614,579	-	-	373,378,171	-809,393,101
Fair value hedge reserve	274,852,244	12,117,748	-	-	-286,969,992	-
Reserve for actuarial gains and losses on post-employment benefits	-537,644	-62,647	-	-	-	-600,291
Other reserves	64,508,525	-	-	994,706	-	65,503,231
Retained earnings	2,331,776,294	-	-29,153,456	-	-86,408,179	2,216,214,659
Profit/(Loss) for the year	-29,153,456	1,169,471,170	29,153,456	-	-	1,169,471,170
<b>Total equity</b>	<b>10,457,913,503</b>	<b>1,103,013,827</b>	<b>-</b>	<b>994,706</b>	<b>-</b>	<b>11,561,922,036</b>

€	Balance as at 31 December 2019	Comprehensive income/(loss) for the year	Appropriation of profit/(loss) for previous year	Equity-based incentive plans	Reclassifications and other changes	Balance as at 31 December 2020
Issued capital	825,783,990	-	-	-	-	825,783,990
Treasury shares	-166,086,931	-	-	15,898,181	-	-150,188,750
Share premium reserve	153,560	-	-	-	-	153,560
Legal reserve	261,410,358	-	-	-	-	261,410,358
Extraordinary reserve	5,022,977,917	-	-	-	18,455,815	5,041,433,732
Merger reserve	2,987,181,698	-	-	-	-	2,987,181,698
Cash flow hedge reserve	-157,226,928	65,076,573	-	-	-	-92,150,355
Reserve for gains/(losses) on fair value measurement of investments	-488,533,271	-568,623,422	-	-	-	-1,057,156,693
Fair value hedge reserve	102,689,604	172,162,640	-	-	-	274,852,244
Reserve for actuarial gains and losses on post-employment benefits	-528,095	-9,549	-	-	-	-537,644
Other reserves	82,964,340	-	-	-	-18,455,815	64,508,525
Retained earnings	1,911,516,348	-	426,613,505	-6,353,559	-	2,331,776,294
Profit/(Loss) for the year	426,613,505	-29,153,456	-426,613,505	-	-	-29,153,456
<b>Total equity</b>	<b>10,808,916,095</b>	<b>-360,547,214</b>	<b>-</b>	<b>9,544,622</b>	<b>-</b>	<b>10,457,913,503</b>

## Notes

### I. Introduction

Atlantia SpA (or the “Company”) was formed in 2003. The Company’s registered office is in Rome, where it was transferred in 2021 from Via Antonio Nibby 20 to Piazza di San Silvestro 8. The Company does not have branch offices. The duration of the Company is currently until 31 December 2050.

The Company is listed on Euronext Milan, operated by Borsa Italiana SpA and is, therefore, subject to supervision by the *Commissione Nazionale per le Società e la Borsa* (Italy’s Securities and Exchange Commission – hereinafter also the “CONSOB”). It is a strategic investment holding company with investments in companies whose business is primarily the operation of motorways and airports and the provision of mobility services.

Atlantia is not subject to management and coordination by another entity: Sintonia SpA (hereinafter also the “significant shareholder” and in turn a subsidiary of Edizione Srl) is the shareholder that holds a relative majority of the issued capital of Atlantia SpA.

These financial statements for the year ended 31 December 2021 were approved by Atlantia’s Board of Directors at their meeting held on 10 March 2022, which also authorised their publication, and have been audited by KPMG SpA.

Due to the fact that the Company has significant controlling interests in other companies, it also prepares consolidated financial statements that are presented together with the Company’s separate financial statements.

### 2. Going concern assumption and basis of preparation

#### Going concern assumption

The financial statements as at and for the year ended 31 December 2021 have been prepared on a going concern basis.

In this regard, the Board of Directors has examined the Long-term Plan for the period 2022-2025, which envisages a significant improvement in the key financial indicators of Atlantia and its principal investees in 2022.

The assessment of the risk factors and uncertainties previously described in the financial statements as at and for the year ended 31 December 2020 has also been updated. This process focused particularly on the risks and uncertainties deriving from the situation relating to Autostrade per l’Italia whose sale, given the positive progress made in fulfilling the related conditions precedent, is nearing completion. Further details on this matter are provided in note 6.1 to the consolidated financial statements.

#### Basis of preparation

The financial statements as at and for the year ended 31 December 2021, have been prepared:

- a) in compliance with articles 2 and 4 of Legislative Decree 38/2005 and art. 154-ter “Financial reporting” in the Consolidated Finance Act (“CFA”);
- b) in compliance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board and the interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC), endorsed by the European Commission. For the sake of simplicity, all the above standards and interpretations are hereinafter referred to as “IFRS”;
- c) implementing the measures introduced by the CONSOB, in application of paragraph 3 of article 9 of Legislative Decree 38/2005, relating to the preparation of financial statements.

The financial statements consist of of the following accounts, prepared in euros:

- a) the statement of financial position (based on the format that separately discloses current and non-current assets and liabilities);
- b) the income statement, in which costs are classified by nature of expense;
- c) the statement of comprehensive income;
- d) the statement of changes in equity;
- e) the statement of cash flows, prepared in application of the indirect method;

and these notes, with amounts shown in millions of euros in view of the significance of the amounts.

The historical cost convention has been applied in the preparation of the financial statements, with the exception of those items that are required by IFRS to be recognised at fair value

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

CONSOB Resolution 15519 of 27 July 2006 requires that, in addition to the specific requirements of IFRS, financial statements must, where material, include separate sub-items providing (i) disclosure of amounts deriving from related party transactions; and, with regard to the income statement, (ii) separate disclosure of income and expenses deriving from events and transactions that are non-recurring in nature, or transactions or events that do not occur on a frequent basis during the normal course of business (such cases did not occur in 2021).

Finally, the notes have been supplemented, where relevant, with descriptions of the current and expected impact of the Covid-19 pandemic on the Company’s statement of financial position, the operating performance and cash flows, as required by the ESMA Public Statements of 20 May and 28 October 2020, and by Warning Notices 9 and 1 issued by the CONSOB on 20 July 2020 and 16 February 2021, respectively.

Each component of the financial statements is compared with the corresponding amount for the comparative reporting period. Compared with the information published in the financial statements as at and for the year ended 31 December 2020, in order to improve presentation, amounts in the statement of cash flows for 2020 have been adjusted by removing items relating to right-of-use assets recognised under IFRS 16, amounting to €5 million, from “Purchase of property, plant and equipment” and the matching item “Increase in lease liabilities”, given that these are non-monetary transactions.

### 3. Accounting standards and policies applied

The accounting standards and policies employed by the Company for its financial statements as at and for the year ended 31 December 2021, are consistent with

those applied in preparation of the financial statements for the year ended 31 December 2020 and, where applicable, those applied in the preparation of the consolidated financial statements, to which reference should be made.

Exceptions regard the recognition and measurement of investments in subsidiaries, associates and joint ventures accounted for at cost, including the directly attributable ancillary costs (including the value of share-based incentive plans of the Parent Company for the directors and employees of subsidiaries).

If, at the end of the year, there are indications of a potential impairment of an asset according to the criteria established in IAS 36, the recoverability of the carrying amount is tested for impairment by comparing it with the recoverable value of the asset. This is represented by the higher of the asset’s fair value less costs to sell and its value in use.

In calculating value in use, expected future pre-tax cash flows are estimated on the basis of the long-term plans drawn up by investees, covering a period of time equal to the duration of the respective concession. This method is deemed more appropriate than the approach provisionally suggested by IAS 36 (namely, a limited explicit projection period and the estimated terminal value), given the intrinsic nature of the related concession arrangements, above all with regard to the regulations governing each sector and the predetermined duration of the arrangements.

Cash flows are discounted using a pre-tax rate that reflects current market assessments of the cost of capital, embodying the time value of money and the risks specific to the asset.

The method used for discounting expected cash flows is highly complex and requires the use of estimates, by their nature uncertain and subjective, of:

- expected cash flows, determined by taking into account general economic trends and the performance of the related sector, actual cash flows in previous years and forecast growth rates;
- the financial parameters used to determine the discount rate.

If the carrying amount is higher, the asset is reduced to its recoverable amount and an impairment loss recog-

nised in profit or loss. The impairment is reversed in the event the circumstances giving rise to the impairment cease to exist; the reversal may not exceed the original carrying amount of the investment.

Provisions are made to cover any losses of an associate or joint venture exceeding the carrying amount of the investment, to the extent that the shareholder is required to comply with actual or constructive obligations to cover such losses. Acquisitions or disposals of companies and/or business units between companies belonging to the Atlantia Group are treated, in accordance with IAS 1 and IAS 8, on the basis of their economic substance, with confirmation of (i) the fact that the purchase consideration is determined on the basis of fair value and (ii) that added value is generated for all the parties involved, resulting in significant measurable changes in the cash flows generated by the investments transferred before and after transaction. In this regard:

- a) in the case of the disposal of an intra-group investment, if both requirements to be confirmed are met, the difference between the purchase consideration received and the carrying amount of the investment transferred is recognised in profit or loss. In the other cases, the difference, if positive, is recognised in profit or loss as a dividend, or, if negative, as an increase in the investment in the subsidiary making the acquisition;
- b) in the case of acquisitions of intragroup investments, if both requirements to be confirmed are met, such investments are recognised at cost (as defined above); in the other cases, the investment is accounted for at the same amount at which it was accounted for in the financial statements of the transferee. The difference between the purchase consideration paid and this amount is, if positive, recognised as either an increase in the value of the investment held in the transferee (or in the transferee's parent in the event of indirect control) or, if negative, in profit or loss as a dividend.

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

Diluted earnings per share is computed by dividing profit by the above weighted average, also taking into

account the effects deriving from the subscription, exercise or conversion of all potential shares that may be issued as a result of the exercise of any outstanding rights.

Based on Legislative Decree 344/2003 and articles 117 *et seq.* of Presidential Decree 917/1986, Atlantia has elected for group taxation for the purposes of IRES (tax consolidation arrangement), as the consolidating entity. The arrangement includes:

- a) the direct subsidiaries, Autostrade per l'Italia, Aeroporti di Roma, Telepass, Spea Engineering, Autostrade dell'Atlantico and Azzurra Aeroporti;
- b) the indirect subsidiaries (through Autostrade per l'Italia), Tangenziale di Napoli, Società Autostrada Tirrenica, EsseDiEsse Società di Servizi, AD Moving, Autostrade Meridionali, Giove Clear, Pavimental, Free to X, Movyon (formerly Autostrade Tech) and Tecne;
- c) the indirect subsidiaries (through Aeroporti di Roma), ADR Assistance, ADR Tel, ADR Security, ADR Mobility, ADR Ingegneria, ADR Infrastrutture, Airport Cleaning, Fiumicino Energia and Leonardo Energia;
- d) the indirect subsidiaries (through Telepass), Telepass Pay, Telepass Broker and Telepass Assicura;
- e) the indirect subsidiary (through Autostrade dell'Atlantico), Autostrade Portugal.

As a result, Atlantia recognises the following items in its current tax assets and liabilities:

- a) current tax assets and liabilities for IRES attributable to the companies included in the arrangement;
- b) matching receivables or payables due from or to the subsidiaries, in connection with the transfer of funds as a result of the tax consolidation.

Relations between the companies are regulated by a specific contract. This contract establishes that participation in the tax consolidation arrangement may not, under any circumstances, result in economic or financial disadvantages for the participating companies compared with the situation that would have arisen had they not participated in the arrangement. Should such disadvantages arise, they are to be offset by a corresponding indemnity to be paid to the participating companies concerned.

## **New accounting standards and interpretations, or revisions and amendments to existing standards and interpretations effective from 2021, yet to come into effect or yet to be endorsed**

Amendments to IFRS introduced with effect from 2021 are described in the consolidated financial statements. Where applicable, such amendments have not had any material impact on the financial statements.

A description of recently issued accounting standards is provided in the consolidated financial statements.

## **4. Acquisitions and corporate actions during the year**

### **4.1 Agreement to sell investment in Autostrade per l'Italia**

#### *Introduction*

On 12 June 2021, Atlantia signed an agreement with Holding Reti Autostradali SpA, the Consortium consisting of CDP Equity SpA, The Blackstone Group International Partners LLP and Macquarie European Infrastructure Fund 6 SCSp (hereinafter the "Consortium"), for the sale of its entire 88.06% stake in Autostrade per l'Italia (hereinafter the "Agreement").

The agreement has set a price of €8,014 million, in addition to a ticking fee payable to Atlantia, equal to 2% of the price to be paid annually from 1 January 2021 through to the closing date, in addition to any compensation due for the loss of revenue caused by the impact of Covid should the relevant competent authorities pay ASPI compensation for economic losses incurred as a result of the impact on traffic of Covid-19 in the period between 1 July 2020 and the earlier of (i) 31 December 2021 and (ii) the closing date. The amount is in any event capped at €264 million.

As of today's date, completion of the Agreement remains subject to the fulfilment of specific conditions precedent:

- a) effectiveness of the settlement agreement between Autostrade per l'Italia and the Ministry of Sustainable Infrastructure and Mobility (the "MIMS") bringing an

end to the dispute brought by the MIMS on 16 August 2018, and the Addendum to the Single Concession Arrangement and the Financial Plan;

- b) the EIB's consent to the change of control over outstanding loans from the bank, amounting to approximately €1.2 billion (further details are provided in note 9.2).

With regard to the condition precedent referred to in point a), the following key events have occurred: (i) on 14 October 2021, Autostrade per l'Italia and the MIMS signed the settlement agreement bringing an end to the dispute, with the agreement including the content of the agreement reached by Autostrade per l'Italia and local authorities in Liguria, and retaining the unchanged sum of €3.4 billion originally provided for as compensation payable by Autostrade per l'Italia (the "Settlement Agreement"); (ii) Autostrade per l'Italia revised the Addendum and the Financial Plan, as requested by the MIMS on 26 October 2021, in order to reflect the content of the agreement reached with local authorities in Liguria and the financial impact of the Covid-19 health emergency, in accordance with the indications from the transport regulator, ART, for the entire motorway sector, and other requests from the MIMS; (iii) on 22 December, the Interministerial Committee for Economic Planning and Sustainable Development (CIPRESS) expressed a favourable opinion on the revised drafts of the Addendum and Financial Plan, subject to certain requirements deemed fully acceptable by Autostrade per l'Italia and the Consortium.

The CIPRESS determination is awaiting registration with the Court of Auditors. The Addendum and the Financial Plan must then be approved by interministerial decree to be issued by the MIMS and the Ministry of the Economy and Finance (the "MEF"). This decree must also be registered with the Court of Auditors. The Settlement Agreement is also waiting to be registered with the Court of Auditors.

With regard to point b), Autostrade per l'Italia has received notice of the European Investment Bank's consent to the change of control to the Consortium and the subsequent release of the guarantees provided by Atlantia (the "waivers and/or consents"). Changes to the loan agreements will be formalised in the coming weeks. The Long Stop Date for fulfilment of all the conditions precedent is 31 March 2022. However, in the event that the conditions precedent have not been fulfilled or waived,

the Long Stop Date may be delayed, at the request of one of the parties, until 30 June 2022.

For closing to take place, the Autostrade per l'Italia group's concessions must be valid and effective.

The Agreement lays down certain special indemnities payable by Atlantia to the Consortium in relation to two types of dispute (the "Special Indemnities"):

- a) pending or future criminal and civil proceedings in connection with the Polcevera event, other proceedings linked to issues relating to maintenance obligations, and civil claims included in a detailed list in the agreement where the maximum indemnity has been capped at €459 million);
- b) the criminal proceeding for alleged environmental damage and the civil damages requested by the Ministry of Environment (with any indemnities capped at €412 million).

With regard to point a), the Agreement provides that Atlantia shall be solely liable for up to €150 million, above which sum, without prejudice to the cap of €459 million on the indemnity payable, the amount payable will be shared by the buyer and seller, with Atlantia to be liable for 75%.

The investment in Autostrade per l'Italia is thus presented in discontinued operations in accordance with IFRS 5. This is based on the following main elements:

- signature of the share purchase agreement with the Consortium, following the agreement's approval by Atlantia's Board of Directors, means that the transaction is highly probable;
- the investment in Autostrade per l'Italia is available for immediate sale in its present condition, subject to conditions precedent that are usual and customary for a transaction of this type and importance, which are expected to be fulfilled within the deadline established in the agreement;
- the investment in Autostrade per l'Italia represents a separate major line of business or geographical area of operation.

The impact on assets and liabilities is shown in the statement of financial position in "Assets held for sale and discontinued operations".

The transaction did not generate income or expenses in 2021, given that the fair value of the investment net of costs to sell is higher than its carrying amount.

### *Significant legal and regulatory aspects relating to the ASPI group*

Information on the status of the main criminal and civil proceedings covered by indemnities ("Special Indemnities") provided by Atlantia under the terms of the SPA is provided below.

#### **Criminal action brought before the Court of Genoa with regard to the collapse of a section of the Polcevera road bridge**

With regard to the criminal action brought before the Court of Genoa with regard to the tragic events caused by the collapse of a section of the Polcevera road bridge on the A10 Genoa-Ventimiglia motorway, the preliminary hearing began on 15 October 2021. Lawyers for the plaintiffs filed a number of civil claims. Specifically, with respect to the 357 plaintiffs cited in the indictment (most of whom have already been compensated), approximately a further 400 claims have been filed by other plaintiffs.

At the hearing held on 8 November, the legal counsel defending ASPI with regard to the "231 proceeding" (relating to corporate liability) requested the exclusion of all the civil claims against the company, whilst the lawyers representing accused persons employed by ASPI raised objections to certain associations/unions due to the generic nature of their claims and/or the absence of proof of their real and continuing activity in the Liguria area.

At the hearing of 24 November 2021, the judge appointed to preside at the preliminary hearing ruled that the civil claims brought against Autostrade per l'Italia and Spea Engineering were inadmissible as the companies have been charged with breaches of Legislative Decree 231/2001. The judge also excluded all the claims brought by unions and most of the associations, "bystanders/spectators", the police and other persons.

As regards civil liability, on the other hand, approximately 270 civil claims have been filed against Autostrade per l'Italia, Spea Engineering, the MIMS and ANAS:

- a) the Cabinet Office and the MIMS have only filed claims against SPEA;
- b) Genoa City Council has brought civil claims against Autostrade per l'Italia, Spea Engineering, the MIMS and ANAS. The civil claims against ANAS derive from the fact that four of the persons facing criminal charg-

es were, at the time of the alleged crimes, employed by ANAS.

Following this request, the presiding judge ruled that claims could be brought against ANAS, the MIMS, Autostrade per l'Italia and Spea Engineering. However, following appearances at the hearing of 15 December 2021, and in response to a number of objections raised by the civil defendants linked to the fact that they did not take part in the pre-trial hearing, ANAS and the MIMS were excluded from the proceeding.

Finally, the request from certain defendants for the presiding judge to be removed from the case (having, as part of a related proceeding, expressed views on the events that have given rise to the charges) was finally rejected by the Supreme Court following a hearing held on 21 January 2022.

Discussion of the case then began on 28 January 2022, starting with the Public Prosecutor, who was followed by the civil defendants, the civil claimants and, lastly, the natural and legal persons facing charges.

Finally, the tragic collapse of the Polcevera road bridge has also resulted in a number of civil claims for indirect damages against ASPI. Under the Agreement, Atlantia has undertaken to provide special indemnities in relation to these claims.

#### [Investigation by the Public Prosecutor's Office in Genoa regarding the installation of integrated safety and noise barriers on the A12](#)

On 10 December 2019, the *Guardia di Finanza* (Finance Police) of Genoa made several visits to the Genoa and Rome offices of ASPI and a number of Group companies, including Spea Engineering, in order to seize technical documents (i.e., designs, calculation reports, test certificates) and organisational documents (i.e., service orders and organisational arrangements in place since 2013) regarding the installation and maintenance of "Integautos" model noise barriers.

The investigation, which derives from two accidents that occurred on 6 November 2016 and 17 January 2017 due to the collapse of the aforementioned barriers positioned respectively on the Rio Rezza and Rio Castagna bridges on the A12, involves former managers and managers and employees with technical roles within ASPI. The investigation is ongoing.

#### [Investigation by the Public Prosecutor's Office of Ancona regarding the collapse of the SP10 flyover above the A14 Bologna - Taranto](#)

The collapse of the SP10 flyover over the A14 at km 235+794 on 9 March 2017 resulted in the death of the driver and one passenger of a vehicle, and injuries to three workers from a Pavimental subcontractor, to whom Autostrade per l'Italia had previously allocated the works for widening the third lane along the A14 Bologna-Bari-Taranto in the Rimini North-Porto Sant'Elpidio section. Criminal proceedings have been brought regarding the offences of "accessory to culpable collapse" and "accessory to multiple negligent homicide". Moreover, Autostrade per l'Italia SpA is under investigation pursuant to art. 25-septies of Legislative Decree 231/2001 ("culpable homicide or grievous or very grievous bodily harm resulting from breaches of occupational health and safety regulations").

On 7 October 2019, the preliminary investigating magistrate dismissed the case for four ASPI's managers. The criminal proceedings under review thus continued against only three Autostrade per l'Italia employees and the company itself pursuant to Legislative Decree 231/2001.

At a preliminary hearing on 15 October 2020, the preliminary hearing judge, accepting the Public Prosecutor's request, indicted all the defendants, both natural and legal persons.

The first hearing, initially scheduled for 21 September 2021, did not take place as the judge was unable to attend. The hearing was adjourned until 2 November 2021 before another judge, when preliminary matters and requests for investigations were dealt with.

At the hearing of 2 November, the court accepted the request for legitimate impediment from one of the lawyers and adjourned the hearing until 26 November 2021, with the intention of combining the main case with the case involving health and safety charges against natural persons and dealing with preliminary matters.

The hearing of 26 November 2021 did not take place and was again adjourned until 21 January 2022 and then again until 1 March 2022. At the hearing of 1 March, the court combined the two proceedings and rejected a number of preliminary requests from counsel for the defendants. The hearing was then adjourned until 7 June



2022 to i) examine issues relating to civil claims; ii) open discussion of the cases and iii) request evidence.

#### Claim for damages from the Ministry of the Environment

In the judgement handed down by the Court of Florence on 30 October 2017, the court acquitted Autostrade per l'Italia's Joint General Manager for Network Development and the Project Manager of all charges, ruling that there was no case to answer in relation to alleged breaches of environmental laws during work on the *Variante di Valico* (offences provided for and punishable in accordance with art. 260 «organised waste trafficking» in relation to art. 186, paragraph 5 «use of soil and rocks from excavation as by-products rather than as waste» in the Consolidated Law on the Environment ("CLE") 152/06 and art. 256, paragraph 1(a) and 1(b) «unauthorised waste management» and paragraph three, «illegal waste disposal» in the CLE.

The Public Prosecutor's office in Florence has filed a *per saltum* appeal against the judgement with the Supreme Court.

At the hearing on 19 January 2021, the Supreme Court, partially upholding the *per saltum* appeal, cancelled the above judgement, returning the case to the Florence Court of Appeal for a new trial.

The grounds for the Supreme Court ruling on the criminal case brought before the Court of Florence, regarding alleged violations of environmental laws during construction of the *Variante di Valico*, were published on 15 March 2021.

The Court of Appeal in Florence must now examine all the technical evidence relating to the excavated materials obtained by ARPAT (the regional environmental protection agency) but not used during the trial at first instance. It should be noted that this evidence is not dissimilar, in terms of technical and scientific content, from the evidence used during the previous trial and on the basis of which the earlier court decided to acquit the accused, as there was no case to answer given that the law had not been breached. The Court of Appeal must also carry out an examination of the use made by ASPI of the soil and rocks from excavation work and the related by-products to ensure compliance with the consents obtained, and the absence of any potential contamination or environmental damage.

A date for the Appeal Court hearing is awaited.

Actions brought by the Autostrade per l'Italia group against Craft and Alessandro Patané

#### Proceeding before the Court of Appeal in Rome – Autostrade per l'Italia and Movyon (formerly Autostrade Tech) against Alessandro Patané

The appeal against judgement 120/2019, filed by ASPI and Movyon at the Court of Appeal in Rome, was adjourned until 15 June 2021 when Mr Patané filed a further action for fraud in relation to documents filed by the companies.

The court has granted two deadlines for the submission of briefs, being 30 July and 20 September 2021, adjourning any discussion until the hearing to be held on 5 October 2021. The above documents are the subject of a second action for fraud brought by Mr Patané against ANAS. Given the type of matter involved, Autostrade per l'Italia has requested that the case against ANAS be suspended whilst the litigation involving Autostrade per l'Italia and Patané is settled.

In a ruling published on 10 November 2021, the court ruled that the action was inadmissible and adjourned the hearing until 10 May 2022 for a clarification of the pleadings.

#### Proceeding before the Court of Appeal in Rome – Autostrade per l'Italia against CRAFT

In the case brought by ASPI before the Court of Appeal in Rome, following Supreme Court judgement 21405/2019 that remitted the case to the Court of Appeal, on 13 April 2021, the court published judgement 2658. The court rejected outright the appeal brought by CRAFT against Court of Rome judgement 10887/2009, finding that the devices used by CRAFT and ASPI to record the average speeds of vehicles were different.

CRAFT has appealed judgement 2658/2021 before the Supreme Court and ASPI is preparing to appear before the court. A date for the hearing is awaited.

#### Patané/ANAS, Ministry of Internal Affairs, Autostrade per l'Italia and Movyon

This regards legal action brought by Mr Patané against ANAS and the Ministry of Internal Affairs for improper use of the SICVe (Vergilius) system and the related software.

ANAS appeared to implead Autostrade per l'Italia and Movyon in order to be relieved of liability and held harmless. ANAS, Autostrade per l'Italia and Movyon have all requested the case to be suspended, in view of the pending litigation before the Court of Appeal of Rome involving Mr Patanè, regarding the ownership of the software, and CRAFT, regarding infringement of the plaintiff's patent.

At the hearing on 15 September 2021, the court upheld the requests from Autostrade per l'Italia and Movyon and halted the case whilst awaiting the outcome of both the action brought by Mr Patanè pending before the Appeal Court of Rome and the action brought by CRAFT pending before the Supreme Court for infringement of the plaintiff's patent.

#### Transport Regulator – quantification of Covid-19 financial aid

Following a specific request from AISCAT, the Ministry of Sustainable Infrastructure and Mobility has requested the Transport Regulator to devise a clear, consistent scheme to be applied to all motorway operators to quantify how much financial aid is due to each operator to mitigate losses incurred as a result of the health emergency caused by Covid-19.

ASPI has included aid receivable for the lockdown period from March to June 2020 in the Financial Plan currently awaiting approval. In addition, the amount of the aid to cover the effects of the pandemic through to 31 December 2021, determined using the criteria set out in the notes accompanying the regulator's scheme and subject to certification by an audit firm, will be recovered via use of a specific component for additional expenses at the time of periodic revision of the Financial Plan.

Under the share purchase agreement governing the sale of the investment in Autostrade per l'Italia, entered into by Atlantia and the Consortium, Atlantia has the right to receive 50% of any such financial aid payable to Autostrade per l'Italia for the period between 1 July 2020 and the earlier of (i) 31 December 2021 and (ii) the Closing Date for the sale, provided that such aid is formally awarded to Autostrade per l'Italia by the Grantor by 31 December 2022.

## 4.2 Other corporate actions

Other corporate actions in 2021 include:

- a) the sale of a 49% stake in Telepass for €1,055 million to the global investment manager, Partners Group, resulting in a gain of €1,042 million, before transaction costs of €12 million;
- b) the reduction in the interest in Hochtief to 15.9% from 23.9%, with a fair value of €430 million, for the purposes of repayment of the loan associated with the with the loan of Hochtief shares and the funded collar, both unwound;
- c) subscription for new shares, amounting to €15 million, in order to acquire a 1.66% stake in Volocopter, a provider of innovative and sustainable urban air mobility solutions;
- d) the sale of 59.4% of Pavimental to Autostrade per l'Italia €11 million, without any impact on profit or loss in 2021, having already adjusted the carrying amount of the investment in 2020 to reflect the above consideration;
- e) the sale of 87.14% of Fiumicino Energia to Aeroporti di Roma for €10 million, resulting in a gain of €2 million.

In addition, it should be noted that Atlantia's Board of Directors decided not to exercise the Company's pre-emption right on options resulting from the rights issue carried out by Cellnex in April 2021 (resulting from Connect Due's failure to exercise its options). Following this, the Company also decided not to exercise its co-investment right on the remaining 3.4%, expiring on 12 July 2021, as this was not deemed to be consistent with the Company's medium- to long-term strategy.

Atlantia retains, through to 12 July 2025, (i) the right of first offer and right to match on a 5.7% stake in Cellnex and (ii) the right to match on options (not exercised by Connect Due) resulting from any future rights issues carried out by Cellnex.

No amount has been recognised in the financial statements in connection with the rights granted to Atlantia under the above agreements.

Finally, in January 2022, Atlantia agreed to purchase Yunex Traffic, a global leader in the innovative Intelligent Transport Systems (ITS) and Smart Mobility sector, at a price of €950 million. The deal is expected to close by September 2022.

## 5. Notes to the statement of financial position

The following notes provide information on items in the statement of financial position as at 31 December 2021.

### 5.1 Investments

€M	%	31 December 2021	31 December 2020	Increase/ (Decrease)
Autostrade per l'Italia	88%	-	5,338	-5,338
Abertis HoldCo	50% +1	2,952	2,952	-
Aeroporti di Roma	99%	2,915	2,915	-
Aero 1 (Getlink)	100%	1,000	1,000	-
Autostrade dell'Atlantico	100%	755	755	-
Azzurra Aeroporti	53%	62	149	-87
Stalexport Autostrady	61%	105	105	-
Telepass	51%	14	14	-
Fiumicino Energia	(87%)	-	8	-8
Spea Engineering	60%	4	4	-
<b>Investments in subsidiaries</b>		<b>7,807</b>	<b>13,240</b>	<b>-5,433</b>
Aeroporto Guglielmo Marconi di Bologna	29%	94	111	-17
Pune Solapur Expressways	50%	16	16	-
<b>Investments in associates and joint ventures</b>		<b>110</b>	<b>127</b>	<b>-17</b>
Hochtief	16%	798	1,341	-543
Volocopter	2%	15	-	15
<b>Non-controlling interests</b>		<b>813</b>	<b>1,341</b>	<b>-528</b>
<b>Total investments</b>		<b>8,730</b>	<b>14,708</b>	<b>-5,978</b>

There was a reduction of €5,978 million, primarily due to:

- a) the reclassification to discontinued operations of the investment in Autostrade per l'Italia, amounting to €5,338 million;
- b) reduction in the interest in Hochtief from 23.9% to 15.9% for €430 million as a result of unwinding of the loan of Hochtief shares, the funded collar and the collar financing; and fair value losses on the investment in Hochtief (€113 million), essentially due to the fall in the share price (from €79.55 to €71.00 per share in 2021);
- c) impairment losses on the carrying amount of the investments in Azzurra Aeroporti (€87 million) and Aer-

oporto Guglielmo Marconi di Bologna (€17 million);

- d) the investment of €15 million, through participation in the issue of new shares, in a non-controlling interest of 1.66% in Volocopter;
- e) the sale of Fiumicino Energia to Aeroporti di Roma for €10 million, resulting in a gain of €2 million.

Annex 2 to these financial statements provides details of investments.

As required by IAS 36, impairment tests have been conducted on the carrying amounts of investments as at 31 December 2021:

- a) that include goodwill (Abertis HoldCo, which owns 98.7% of Abertis Infraestructuras), or

b) for which there is evidence of a potential impairment (Azzurra Aeroporti, which owns 64% of Aéroports de la Côte d'Azur, and the associate, Aeroporto Guglielmo Marconi di Bologna).

The impairment tests examined by the Board of Directors were conducted on the basis of IAS 36, generally by estimating the equity value of investments in individual subsidiaries by using the Unlevered Discounted Cash Flow approach and deducting the company's existing net debt. In estimating operating cash flows, reference was made to the updated long-term business plans of the individual operators, containing details of the updated regulatory framework, projections for traffic, tariffs, revenue, costs and investment through to the end of the related concession terms. These estimates were also based on publicly available information from external sources.

#### *Abertis HoldCo*

Value in use was estimated on the basis of the explicit projections for a five-year period developed by the Abertis group on the basis of the latest available plan. The terminal value was estimated applying a long-term growth rate of 2%, to appropriately assess the group's ability to generate or acquire additional business in the operation of infrastructure under concession. The discount rates used were as follows:

- cash flows in the five-year explicit projection period were discounted at a rate of 5.2%, determined on the basis of weighted discount rates for the individual countries in which the group operates, based on estimated EBITDA for each country;

- the terminal value was discounted using the above average discount rate increased by 2% to 7.2%.

The impairment test showed that the carrying amount is fully recoverable. The sensitivity analyses conducted (increasing the indicated discount rate by 0.5% and reducing the long-term growth rate, or "g rate" by 0.5%) did not result in any significant differences with respect to the outcome of the impairment test.

#### *Azzurra Aeroporti*

Value in use was estimated on the basis of operating, financial and cash flow projections in the company's latest plan through to the end of the remaining term of the concession, which includes an estimate of the financial aid expected to be received as compensation for the impact of the Covid pandemic, which is under discussion with the Grantor. The discount rate used was 4.9%.

The test resulted in an impairment loss of €87 million on the carrying amount of the investment.

#### *Aeroporto Guglielmo Marconi di Bologna*

Value in use was based on the company's fair value, measured on the basis of the company's share price as at 31 December 2021.

The outcome of the impairment test resulted in an impairment loss of €17 million on the carrying amount of the investment.

## 5.2 Property, plant and equipment

€M	31 December 2021			31 December 2020		
	Cost	Accumulated depreciation	Carrying amount	Cost	Accumulated depreciation	Carrying amount
Property, plant and equipment	27	-6	21	14	-6	8
Investment property	10	-6	4	10	-6	4
<b>Property, plant and equipment</b>	<b>37</b>	<b>-12</b>	<b>25</b>	<b>24</b>	<b>-12</b>	<b>12</b>

The following table shows amounts for the various categories of property, plant and equipment at the beginning and end of the period and changes in the carrying amounts.

€M	Carrying amount as at 31 December 2020	Investment/ Additions	Recognition of right-of-use assets	Depreciation	Carrying amount as at 31 December 2021
Buildings	2	-	-	-	2
Leased buildings	5	-	12	-1	16
Leasehold improvements	-	1	-	-	1
Other assets	1	2	-	-1	2
<b>Property, plant and equipment</b>	<b>8</b>	<b>3</b>	<b>12</b>	<b>-2</b>	<b>21</b>
Investment property	4	-	-	-	4
<b>Total property, plant and equipment</b>	<b>12</b>	<b>3</b>	<b>12</b>	<b>-2</b>	<b>25</b>

The increase in this item broadly reflects recognition of the right to use the new registered office in Rome, amounting to €12 million.

There were no significant changes in the expected useful

lives of Atlantia's property, plant and equipment in 2021.

Property, plant and equipment as at 31 December 2020 is free of mortgages, liens or other collateral guarantees restricting use.

## 5.3 Financial assets

€M	31 December 2021	Of which current portion	Of which non-current portion	Term between 13 and 60 months	Term after 60 months	31 December 2020	Of which current portion	Of which non-current portion
Autostrade dell'Atlantico loan <sup>(1)(2)</sup>	50	-	50	50	-	126	-	126
Derivative assets <sup>(3)</sup>	35	1	34	34	-	388	1	387
Cash deposits <sup>(1)</sup>	138	-	138	11	127	165	-	165
<b>Medium/long-term financial assets</b>	<b>223</b>	<b>1</b>	<b>222</b>	<b>95</b>	<b>127</b>	<b>679</b>	<b>1</b>	<b>678</b>
Other short-term financial assets <sup>(1)</sup>	4	4	-	-	-	4	4	-
<b>Financial assets</b>	<b>227</b>	<b>5</b>	<b>222</b>	<b>95</b>	<b>127</b>	<b>683</b>	<b>5</b>	<b>678</b>

<sup>(1)</sup> These assets are classified as "financial assets measured at amortised cost" in accordance with IFRS 9.

<sup>(2)</sup> A fixed rate loan obtained in 2017, maturing in January 2023, with a nominal value of €51 million as at 31 December 2021, a fair value of €50 million and an average contractual rate of approximately 2%.

<sup>(3)</sup> As at 31 December 2020, these assets also included fair value hedges linked to the risk of movements in Hochtief's share price.

Financial assets, totalling €227 million, are down €456 million, essentially due to:

- a) unwinding of the funded collar linked to the investment in Hochtief, amounting to €339 million;
- b) partial repayment (€79 million) of the intercompany loan granted to Autostrade dell'Atlantico;

- c) the reduction of €27 million in cash deposits, primarily due to the change in the cash collaterals (€38 million) guaranteeing, through to their expiry in 2028, the credit exposure of counterparties to the fair value of the Forward-Starting Interest Rate Swaps classified in non-current derivative liabilities (a notional value of €1,850 million).

## 5.4 Net deferred tax assets

€M	31 December 2021	31 December 2020	Increase/ (Decrease)
Deferred tax assets (IRES)	101	136	-35
Deferred tax assets (IRAP)	3	7	-4
<b>Deferred tax assets</b>	<b>104</b>	<b>143</b>	<b>-39</b>
Deferred tax liabilities (IRES)	11	15	-4
<b>Deferred tax liabilities</b>	<b>11</b>	<b>15</b>	<b>-4</b>
<b>Deferred tax assets, net</b>	<b>93</b>	<b>128</b>	<b>-35</b>

The nature of the temporary differences giving rise to deferred tax assets and liabilities and changes during the year are summarised in the following table.

€M	31 December 2020	Provisions/ (releases) recognised in profit or loss	Provisions/ (releases) recognised in other comprehensive income	Change in estimates for previous years	Reclassification of other comprehensive income to profit or loss	31 December 2021
Tax losses eligible to be carried forward	91	-30	-	1	-	62
Derivative liabilities	38	-	-	-	-20	18
Losses on fair value measurement of investments	13	-	-13	-	-	-
Provisions	-	19	-	-	-	19
Other temporary differences	1	-4	-	8	-	5
<b>Deferred tax assets</b>	<b>143</b>	<b>-15</b>	<b>-13</b>	<b>9</b>	<b>-20</b>	<b>104</b>
Positive adjustments under IFRS 3 for acquisitions	-11	-	-	-	-	-11
Derivative assets	-4	-	4	-	-	-
<b>Deferred tax liabilities</b>	<b>-15</b>	<b>-</b>	<b>4</b>	<b>-</b>	<b>-</b>	<b>-11</b>
<b>Deferred tax assets, net</b>	<b>128</b>	<b>-15</b>	<b>-9</b>	<b>9</b>	<b>-20</b>	<b>93</b>

Deferred tax assets are down €35 million, broadly reflecting:

- a) reclassification to profit or loss of the equity reserve for losses on Forward-Starting Interest Rate Swaps (€20 million), primarily as the issues the instruments were intended to hedge in 2021 did not take place;
- b) the release to profit or loss (€30 million), broadly reflecting the pre-tax profit for 2021 reported by the other companies participating in the tax consolidation arrangement;
- c) the net amount recognised in profit or loss for the year (€15 million), primarily linked to provisions and fair value measurements.

Based on available estimates of the results of Group companies, deferred tax assets on tax losses are deemed to be recoverable, as part of the tax consolidation arrangements, by 2025.

## 5.5 Cash and cash equivalents

Cash and cash equivalents amounting to €806 million (€2,261 million as at 31 December 2020), include:

- a) bank deposits and cash equivalents of €351 million (€1,686 million as at 31 December 2020);
- b) cash equivalents, relating to the short-term investment of liquidity, amounting to €455 million, including €120 million deposited with the subsidiary, Telepass.

In addition, the Company has further cash reserves of €1,250 million as at 31 December 2021, following voluntary early cancellation of the revolving credit facility of €2,000 million and repayment of the revolving credit facility of €1,250 million, drawable through to June 2023 and expiring in July 2023.

Details of the cash flows resulting in the decrease in cash and cash equivalents during 2021 are provided in note 7.1 "Notes to the statement of cash flows".

## 5.6 Current tax assets and liabilities

€M	Current tax assets		Current tax liabilities	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Atlantia SpA's IRES on taxable income <sup>(1)</sup>	100	37	-	-
IRES on taxable income for companies participating in the tax consolidation arrangement	-60	1	-	-
Claims for IRES refunds for companies participating in the tax consolidation arrangement	23	23		
Other IRES credits	1	1	-	-
<b>IRES</b>	<b>64</b>	<b>62</b>	<b>-</b>	<b>-</b>
Relations with companies participating in tax consolidation arrangement for IRES on taxable income	152	16	92	17
Relations with companies participating in tax consolidation arrangement for claims for IRES refunds	-	-	23	23
<b>Relations with companies participating in tax consolidation arrangement</b>	<b>152</b>	<b>16</b>	<b>115</b>	<b>40</b>
IRAP	-	1	-	-
Other taxation for previous years	-	1	-	-
<b>Total</b>	<b>216</b>	<b>79</b>	<b>115</b>	<b>40</b>

<sup>(1)</sup> This item includes the component linked to the change in the time value relating to fair value hedges recognised in a contra-entry in equity.

The increase in net current tax assets, amounting to €62 million, primarily reflects the recognition of current tax assets (€70 million) linked to the tax benefit on the tax loss for the year and ACE tax relief (recoverable by 2021 within the tax consolidation arrangement), after collection of the tax credit for 2020 (€7 million).

## 5.7 Assets held for sale and discontinued operations

“Assets held for sale and discontinued operations” as at 31 December 2021 essentially include the carrying amount of the investment in ASPI, reclassified in accordance with IFRS 5, as described above in note 4 and amounting to €5,338 million.

As at 31 December 2020, this item included the 49% interest in Telepass (€13 million) and the 59.4% interest in Pavimental (€11 million), both sold in 2021, as described above in note 4.

## 5.8 Equity

Atlantia SpA’s issued capital as at 31 December 2021 is fully subscribed and paid-in and consists of 825,783,990 ordinary shares, which are no-par. The issued capital did not undergo any changes in 2021.

The Company holds 6,959,693 treasury shares and did not buy back or sell such shares in 2021. As a result, as at 31 December 2021, the number of shares outstanding amounts to 818,824,297.

On 3 December 2021, shareholders approved a share buy-back programme, involving up to 125,000,000 shares, representing approximately 15% of the issued capital, at a cost of up to €2 billion, and the accompanying cancellation of the shares without reducing the issued capital.

Equity is up €1,104 million compared with 31 December 2020, primarily reflecting comprehensive income for the year of €1,103 million, which includes:

- a) profit for the year (€1,169 million);
- b) fair value losses on the investment in Hochtief (€113 million), essentially due to the fall in the share price;
- c) the positive impact of reclassification (€47 million, after the related taxation) to financial expenses of the equity reserve for losses on Forward-Starting Interest Rate Swaps, primarily as the issues the instruments were intended to hedge in 2021 did not take place due to the Company’s changed financial outlook.

The table below shows an analysis of issued capital and equity reserves as at 31 December 2021, showing their permitted uses and distributable amounts.



Description	Equity as at 31 December 2021 (€M)	Permitted uses	Available portion (€M)
Issued capital	826 <sup>(1)</sup>	B	-
Treasury shares	-150		-150
Legal reserve	261 <sup>(2)</sup>	A, B	96
Extraordinary reserve	5,041	A, B, C	5,041
Merger reserve	2,987 <sup>(3)</sup>	A, B, C	2,987
Cash flow hedge reserve	-45	B	-
Reserve for the fair value measurement of investments	-809	B	-
Other reserves	66 <sup>(4)</sup>	A, B, C	66
Retained earnings	2,216	A, B, C	2,216
<b>Reserves and retained earnings</b>	<b>9,717</b>		<b>10,406</b>
<b>Total</b>	<b>10,392</b>		<b>10,256</b>
of which:			
Non-distributable			-
Distributable			10,256

\* Key: A: capital increases - B: to cover losses - C: shareholders distributions

#### Notes

<sup>(1)</sup> Of which €731 million related to capital increases resulting from mergers of companies with and into the Company:

<sup>a)</sup> €567 million relating to the merger of former Autostrade-Concessioni e Costruzioni Autostrade SpA with and into the former NewCo28 SpA (now Atlantia), in 2003. With reference to art. 172, paragraph 5 of the Consolidated Income Tax Act, this capital increase is restricted to the following reserves taxable on distribution: revaluation reserves pursuant to Law 72/1983, Law 413/1991 and Law 342/2000, amounting to €567 million;

<sup>b)</sup> €164 million relating to the merger of Gemina SpA in 2013.

<sup>(2)</sup> €96 million of which being the excess over one fifth of the issued capital.

<sup>(3)</sup> With reference to art. 172, paragraph 5 of the Consolidated, the merger surplus of €449 million generated by the merger in 2003 described in note (1) is restricted to and accounted for in the following reserves that are taxable on distribution:

<sup>a)</sup> reserve for capital contributions, amounting to €8 million;

<sup>b)</sup> revaluation reserves pursuant to Law 72/1983, Law 413/1991 and Law 342/2000, amounting to €441 million;

<sup>(4)</sup> This item includes:

<sup>a)</sup> €64 million recognised in equity following the sale of treasury shares in the market in 2015 and the exercise and conversion of a number of options and units granted under the Company's share-based incentive plans;

<sup>b)</sup> €1 million relating to the "Reserve for share-based remuneration paid to employees".

## 5.9 Provisions

Provisions, totalling €78 million (€1 million as at 31 December 2020), primarily consist of provisions for the year, totalling €77 million. These have been made to

cover expenses that the Company expects to incur to settle contractual and legal obligations resulting from past events, where it is probable that an outflow of resources will be required to settle the obligation.

## 5.10 Financial liabilities

### Bond issues and bank borrowings

The following tables provide an analysis of outstanding bond issues and medium/long-term bank borrowings, showing:

- a) the composition of the carrying amount, the corresponding nominal and fair values, the related terms to maturity and the type of interest rate applied:

€M	Maturity	31 December 2021					31 December 2020		
		Face value	Fair Value <sup>(3)</sup>	Carrying amount	Term between 13 and 60 months	Term after 60 months	Face value	Fair Value <sup>(3)</sup>	Carrying amount
Bond issue 2017	2025	750	763	749	749	-	750	750	749
Bond issue 2017	2027	1,000	1,034	991	-	991	1,000	990	989
Bond issue 2021	2028	1,000	1,028	988	-	988	-	-	-
<b>Bond issues (fixed rate)</b>		<b>2,750</b>	<b>2,825</b>	<b>2,728</b>	<b>749</b>	<b>1,979</b>	<b>1,750</b>	<b>1,739</b>	<b>1,738</b>
Borrowing (Term Loan 1) disbursed 2018	2023	-	-	-	-	-	1,500	1,465	1,496
Borrowing (Term Loan 2) disbursed 2018	2023	750	762	749	749	-	1,750	1,695	1,746
Borrowing (RFC) disbursed 2020 <sup>(2)</sup>	2023	-	-	-	-	-	1,250	1,214	1,250
<b>Bank borrowings (floating rate)</b>		<b>750</b>	<b>762</b>	<b>749</b>	<b>749</b>	<b>-</b>	<b>4,500</b>	<b>4,374</b>	<b>4,492</b>
Collar financing (disbursed 2019)	2026	-	-	-	-	-	752	769	738
<b>Bank borrowings (fixed rate)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>752</b>	<b>769</b>	<b>738</b>
<b>Total <sup>(1)</sup></b>		<b>3,500</b>	<b>3,587</b>	<b>3,477</b>	<b>1,498</b>	<b>1,979</b>	<b>7,002</b>	<b>6,882</b>	<b>6,968</b>

<sup>(1)</sup> These financial instruments are classified as financial liabilities measured at amortised cost in accordance with IFRS 9.

<sup>(2)</sup> This borrowing as repaid in full in January 2021

<sup>(3)</sup> The fair value shown is classified in level 2 of the fair value hierarchy, with the exception of bond issues that are classified in level 1 of the hierarchy

- b) a comparison of the nominal value of the liabilities and the related carrying amount, showing the currency of issue and the corresponding average and effective interest rates:

€M	31 December 2021				31 December 2020			
	Face value	Carrying amount <sup>(1)</sup>	Average contractual interest rate	Average effective interest rate <sup>(1)</sup>	Face value	Carrying amount <sup>(1)</sup>	Average contractual interest rate	Average effective interest rate <sup>(1)</sup>
Bond issues (€)	2,750	2,728	1.80%	2.25%	1,750	1,738	1.77%	1.88%
Bank borrowings (€)	750	749	1.40%	3.91%	5,252	5,230	0.87%	2.01%

<sup>(1)</sup> The effective interest rate on bank borrowings includes ancillary costs and the cost of differentials realised on Forward-Starting Interest Rate Swap.

The average cost of medium/long-term borrowings in 2021, including differentials on hedging instruments, is 2.92%. The figure is 2.62% before the borrowing costs taken to profit or loss after early repayment of the term loans and the collar financing.

c) Movements during the period in the carrying amounts of outstanding bond issues and bank borrowings:

€M	Carrying amount as at 31 december 2020	Additions	Repayments	Currency translation differences and other changes	Carrying amount as at 31 december 2021
Bond issues	1,738	1,000	-	10	2,728
Bank borrowings	5,230	-	4,502	21	749

The item is down €3,490 million compared with 31 December 2020, primarily due to voluntary early repayment of the Term Loan of €1,500 million, the revolving credit facility of €1,250 million and the collar financing of €752 million.

In addition, in 2021, the Company:

- a) issued bonds in February 2021 worth €1,000,000 and maturing in February 2028;
- b) voluntarily proceeded with early cancellation, in Feb-

ruary 2021, of the revolving credit facility of €2,000 million maturing in May 2021;

- c) effected voluntary early repayment, in April and June, of €750 million and €250 million on the Term Loan amounting to €1,750 million. As a result, the value of this facility as at 31 December 2021 is €750 million, expiring in the third quarter of 2023.

Details of the covenants in the related loan agreements are provided in note 7.2.

### Derivatives and other financial liabilities

The composition of this item and the related terms are shown below.

€M	Carrying amount 31 December 2021	current portion	non-current portion	Term between 13 and 60 months	Term after 60 months	Carrying amount 31 December 2020	current portion	non-current portion
Derivatives	111	-	111	1	110	357	152	205
Lease liabilities <sup>(1)</sup>	16	1	15	6	9	6	1	5
Accrued expenses <sup>(1)</sup>	53	53	-	-	-	51	51	-
<b>Other medium/long-term financial liabilities (A)</b>	<b>180</b>	<b>54</b>	<b>126</b>	<b>7</b>	<b>119</b>	<b>414</b>	<b>204</b>	<b>210</b>
Other current financial liabilities <sup>(1)</sup> (B)	-	-	-	-	-	1	1	-
<b>Other financial liabilities (A+B)</b>	<b>180</b>	<b>54</b>	<b>126</b>	<b>7</b>	<b>119</b>	<b>415</b>	<b>205</b>	<b>210</b>

<sup>(1)</sup> Classified as financial liabilities measured at amortised cost in accordance with IFRS 9.

“Derivatives” primarily include fair value losses on Interest Rate Swaps (€110 million) not qualifying for the application of hedge accounting as the hedging relationship no longer complies with the related criteria. The change during the year essentially reflects:

- a) the unwinding of derivative financial instruments with a total notional value of €1,150 million (fair value

losses of €152 million as at 31 December 2020), following the above bond issue in February 2021;

- b) increases in fair value following the rise in interest rates in 2021 (€92 million).

“Lease liabilities” is up, primarily due to recognition of the right to use the new registered office in Rome, amounting to €12 million.

### Net debt in compliance with ESMA Recommendation of 4 March 2021)

An analysis of total net debt as at 31 December 2021 and 2020 is shown below, as required by the CONSOB in its "Warning Notice 5/21", in accordance with Euro-

pean Securities and Markets Authority - ESMA guidance on disclosure requirements under Regulation (EU) 2017/1129 (the "Prospectus Regulation"). From 5 May 2021, the guidance updates the previous Recommendations (including CONSOB Ruling DEM/6064293 of 28 July 2006 regarding net debt or funds).

€M	31 December 2021	31 December 2020	Increase/ (Decrease)
Cash and cash equivalents <sup>(1)</sup>	806	2,261	-1,455
Derivative assets – current portion	1	1	-
<b>Cash and cash equivalents (A)</b>	<b>807</b>	<b>2,262</b>	<b>-1,455</b>
Derivative liabilities	-	152	-152
Other financial liabilities	54	52	2
<b>Current financial liabilities (B)</b>	<b>54</b>	<b>204</b>	<b>-150</b>
<b>Current net debt (C=A-B)</b>	<b>753</b>	<b>2,058</b>	<b>-1,305</b>
Bond issues	2,728	1,738	990
Bank borrowings	749	5,230	-4,481
Derivative liabilities	111	205	-94
Other financial assets	15	4	11
<b>Non-current financial liabilities (D)</b>	<b>3,603</b>	<b>7,177</b>	<b>-3,574</b>
<b>Net debt as defined by ESMA (E=D-C)</b>	<b>2,850</b>	<b>5,119</b>	<b>-2,269</b>

<sup>(1)</sup> of which €120 million deposited with Telepass, details of which are provided below in note 8.2.

## 5.II Other liabilities

Other liabilities, totalling €33 million (€24 million as at 31 December 2020), are up €9 million, primarily due to an increase in the fair value of the liabilities associated with share-based incentive plans (€11 million).

## 6. Notes to the income statement

### 6.1 Service costs

€M	2021	2020	Increase/ (Decrease)
Professional services	-28	-20	-8
Insurance	-1	-1	-
Other services	-5	-4	-1
<b>Service costs</b>	<b>-34</b>	<b>-25</b>	<b>-9</b>

This item is up broadly due to the success fees (€11 million) paid to the advisors who assisted the Company in the sale of the 49% stake in Telepass.

## 6.2 Staff costs

€M	2021	2020	Increase/ (Decrease)
Wages and salaries	-11	-16	5
Social security contributions	-4	-2	-2
Directors' remuneration	-3	-2	-1
Post-employment benefits	-1	-1	-
Other staff costs	-1	-1	-
<b>Ordinary staff costs</b>	<b>-20</b>	<b>-22</b>	<b>2</b>
Staff incentive plans	-11	4	-15
<b>Staff costs</b>	<b>-31</b>	<b>-18</b>	<b>-13</b>

The increase reflects assessment of the cost of MBO plans and other incentive plans in 2021 (€11 million), whilst the figure for 2020 reflected the positive impact of both a reduction in the fair value of staff incentive plans and the release of provisions made in previous years for targets not achieved.

Details of equity-settled and cash-settled share-based incentive plans are provided in note 8.3, "Disclosures regarding share-based payments".

Ordinary staff costs are down €2 million due to the smaller number of personnel employed in 2021.

The following table presents the average workforce by category.

	2021	2020	Increase/ (Decrease)
Senior managers	31	33	-2
Middle managers and administrative staff	68	87	-19
<b>Average workforce</b>	<b>99</b>	<b>120</b>	<b>-21</b>

## 6.3 Operating change in provisions

This item primarily regards provisions totalling €77 million for risks related to the Company's contractual and legal obligations.

## 6.4 Profit/(Loss) from investments

The profit from investments, amounting to €1,359 million (€282 million in 2020), is up primarily due to gains

on the sales of 49% of Telepass and of Fiumicino Energia (€1,042 and €2 million, respectively), and dividends from investees, as summarised below.

€M	2021	2020	Increase/ (Decrease)
Abertis HoldCo	297	432	-135
Hochtief	44	69	-25
Telepass	53	-	53
Stalexport Autostrady	21	1	20
Aero 1 Global	4	-	4
<b>Dividends from investees</b>	<b>419</b>	<b>502</b>	<b>-83</b>

As described in more detail in note 5.1, impairment losses on investments essentially regard the partial impairment of investments in Azzurra Aeroporti, amounting

to €87 million (€165 million in 2020) and in Aeroporto Guglielmo Marconi di Bologna, amounting to €17 million (€54 million in 2020).

## 6.5 Financial income/(expenses)

€M		2021	2020	Increase/ (Decrease)
Income from derivative financial instruments		121	37	84
Financial income accounted for as an increase in financial assets		3	5	-2
Interest and other financial income		6	35	-29
<b>Total financial income</b>	<b>(A)</b>	<b>130</b>	<b>77</b>	<b>53</b>
Losses on derivative financial instruments		-126	-267	141
Cost of bond issues		-74	-119	45
Cost on bank borrowings		-13	-6	-7
Other financial expenses		-16	-41	25
<b>Financial expenses</b>	<b>(B)</b>	<b>-229</b>	<b>-433</b>	<b>204</b>
<b>Foreign exchange gains/(losses)</b>	<b>(C)</b>	<b>-</b>	<b>-1</b>	<b>1</b>
<b>Financial income/(expenses)</b>	<b>(A+B+C)</b>	<b>-99</b>	<b>-357</b>	<b>258</b>

The improvement of €258 million compared with 2020 essentially reflects:

- a) a reduction in net losses on derivatives (€225 million), primarily due to:
- the positive impact of rising interest rates in 2021 on the fair value of Forward-Starting Interest Rate Swaps, compared with the impact of falling rates in 2020 (a total impact of €184 million); and
  - a reduction of €25 million in losses following the reclassification of losses from the cash flow hedge reserve, primarily relating to issues due to take place in 2020 but that in 2021 were deemed no longer necessary in light of the Company's changed financial outlook;
- b) a reduction in the cost of bank borrowings (€49 million), due to:
- the lower cost of term loans (€17 million) following repayments of term loans amounting to €2,500 million during the year;
  - reduced interest payable on revolving credit facilities (€54 million), of which €3,250 million was drawn down from 14 January to 5 November 2020, with €1,250 million then drawn down until 14 January 2021;
  - an increase in other financial expenses due to the cost of voluntary early unwinding of the collar financing (€22 million);
- c) an increase in the cost of bond issues (18 million), following the issue, in February 2021, of bonds worth €1,000 million, paying annual coupon interest of 1.875%.

## 6.6 Income tax benefits

€M		2021	2020	Increase/ (Decrease)
Current tax expense	(A)	68	6	62
Differences on current tax expense for previous years	(B)	-2	10	-12
Provisions		19	86	-67
Releases		-30	-	-30
Change in estimates for previous years		5	-	5
Deferred tax income	(C)	-6	86	-92
<b>Income tax (expense)/benefits</b>	<b>(A+B+C)</b>	<b>60</b>	<b>102</b>	<b>-42</b>

Tax benefits amount to €60 million), primarily reflecting the tax loss for the year (after taking into account the limited impact on taxation of dividends, impairment losses and gains on the sale of investments). These benefits are fully recoverable as part of the tax consoli-

dation arrangement in which the Company participates as the consolidating entity.

Deferred tax income of €33 million reflects the release due to the partial use of tax losses and ACE tax relief for 2020 within the tax consolidation arrangement.

The following table shows a reconciliation of the charge based on statutory rates of taxation and the effective charge for the year.

€M	2021			2020		
	Taxable income	Tax expense		Taxable income	Tax expense	
		Tax	Tax rate		Tax	Tax rate
Profit/(Loss) before tax from continuing operations	1,110			-127		
IRES at the statutory rate		266	24.00%		-30	24.00%
Temporary differences deductible in future years	78	19	1.71%	358	86	-67.86%
Tax losses from previous years	-125	-30	-2.70%	-	-	-
Tax free dividends	-398	-96	-8.65%	-477	-115	90.75%
Non-taxable gains on investments	-1,021	-245	-22.08%	-	-	-
Impairment losses on investments not deducted	104	25	2.25%	219	53	-41.82%
Other permanent differences	-32	-7	-0.63%	2	-	-
<b>Taxable income assessable to IRES</b>	<b>-284</b>			<b>-25</b>		
<b>Current IRES charge for the year</b>		<b>68</b>	<b>6.13%</b>		<b>6</b>	<b>-4.73%</b>
Differences in income tax for the previous years		-2	-		10	-
Deferred tax income/(expense)		-6	-		86	-
<b>Tax benefit</b>		<b>60</b>	<b>5.41%</b>		<b>102</b>	<b>-79.70%</b>

## 6.7 Earnings/(Loss) per share

	2021	2020
Weighted average number of shares outstanding	825,783,990	825,783,990
Weighted average number of treasury shares in portfolio	-6,959,693	-7,650,521
<b>Weighted average of shares outstanding for calculation of basic earnings per share</b>	<b>818,824,297</b>	<b>818,133,469</b>
Weighted average number of diluted shares held under share-based incentive plans	253,173	-
<b>Weighted average of all shares outstanding for calculation of diluted earnings per share</b>	<b>819,077,470</b>	<b>818,133,469</b>
Profit/(Loss) for the year (€m)	1.169	-29
<b>Basic earnings/(Loss) per share (€)</b>	<b>1.43</b>	<b>-0.04</b>
<b>Diluted earnings/(Loss) per share (€)</b>	<b>1.43</b>	<b>-0.04</b>
Profit/(Loss) from continuing operations (€m)	1.169	-25
<b>Basic earnings/(Loss) per share from continuing operations (€)</b>	<b>1.43</b>	<b>-0.04</b>
<b>Diluted earnings/(Loss) per share from continuing operations (€)</b>	<b>1.43</b>	<b>-0.04</b>
Profit/(Loss) from discontinued operations (€m)	-	-4
<b>Basic earnings/(Loss) per share from discontinued operations (€)</b>	<b>-</b>	<b>-</b>
<b>Diluted earnings/(Loss) per share from discontinued operations (€)</b>	<b>-</b>	<b>-</b>



## 7. Other financial information

### 7.1 Notes to the statement of cash flows

Cash flows during 2021 resulted in a reduction in cash and cash equivalents of €1,455 million (an increase of €1,670 million in 2020).

Cash generated from operating activities amounts to €296 million, up €116 million on 2020 (€180 million). This primarily reflects:

- a) a reduction in interest expense (€45 million) and in financial expenses linked to the fair value of financial instruments not qualifying for hedge accounting (€184 million); partially offset by
- b) a reduction in dividends collected from investees (€83 million).

Net cash from investing activities, amounting to €1,947 million, essentially reflects the combined effect of:

- a) proceeds from the sale of 49% of Telepass (€1,056 million) and of Pavimental (€11 million) and Fiumicino Energia (€10 million);
- b) unwinding of the funded collar and the sale of the related 8% interest in Hochtief for €774 million;
- c) partial collection (€79 million) of the loan granted to Autostrade dell'Atlantico.

Net cash from investing activities in 2020, amounting to €195 million, primarily included the amount collected (€278 million) following the assignment of sterling-denominated receivables and partial collection (€77 million) of the loan granted to Autostrade dell'Atlantico; partially offset by the posting of a cash collateral for derivatives (€165 million as at 31 December 2020).

Net cash for financing activities, amounting to €3,697 million, essentially reflects voluntary early repayment of medium/long-term borrowings totalling €4,502 million, including €2,500 million in term loans, €1,250 million in revolving credit facilities expiring in July 2023 and €752 million relating to the collar financing; partially offset by the issue, in February 2021, of bonds maturing in 2028, totalling €1,000 million.

The cash outflow for financing activities in 2020, totalling €1,295 million, essentially reflects the impact

of use of the revolving credit facility, amounting to €3,250 million, of which €2,000 million was repaid in the same year.

### 7.2 Financial risk management

#### *Financial risk management objectives and policies*

The management of financial risks plays a central role in Atlantia's Group decision-making and risk management process, with a view to enabling the creation of value for the organisation and for its stakeholders by achieving a correct balance between the assumption of risk and the profitability of the business.

In keeping with Atlantia's role as a strategic investment holding company, the financial risk management process is closely linked with the manner in which Atlantia and consolidated companies manage their finances, as this can directly and indirectly impact Atlantia.

For this reason, Atlantia aims to ensure the adoption within the Group of principles, criteria and tools for use in identifying, measuring, monitoring and managing the financial risks that can directly and indirectly impact Atlantia, based on best practices in financial risk management. At the same time, the Company aims to foster an independent, responsible approach to risk management within subsidiaries.

The Company is exposed to the following financial risks regarding:

- a) financial planning risk;
- b) financial market risk;
- c) liquidity risk;
- d) guarantee risk;
- e) financial contract risk;
- f) rating risk;
- g) liquid investment risk;
- h) interest rate risk;
- i) currency risk.

This section provides details of the financial risks to which Atlantia is exposed and the related strategies and hedged instruments.

### *Financial planning risk*

Financial planning risk regards the risk arising from the failure to plan for and define, or to plan and define in an adequate and timely manner, an entity's financial needs and balance between debt and equity, with a potential impact on the entity's operating results, financial position and cash flows and on the sustainability of its business. The management of financial planning risk aims to ensure that the planning process is fit for purpose and timely, that financing activities are appropriately planned and a balanced capital structure maintained in order to safeguard profitability and compliance with the minimum ratings and earning targets included in financial covenants.

### *Financial market and liquidity risk*

Financial market risk regards the risk arising from failure to assess, or to assess in an adequate and timely manner, financial market trends (including in relation to sustainability requirements) with an impact during the issuance of bonds or the arrangement of bank borrowings.

The main aim in managing financial market risk is to minimise the execution risk associated with new bond issues and new bank borrowings, by monitoring the capital and banking markets.

Liquidity risk regards the risk arising from failed, inadequate or untimely planning for financial needs, such as, for example, those resulting from day-to-day operations, new investment, the early repayment of debt or the refinancing of debt, adding to pressure on available liquidity.

The main aim in managing liquidity risk is to ensure the entity's ability to meet its financial needs through the correct sizing, timing and allocation (cash and cash equivalents, committed credit facilities, etc.) of cash reserves.

With regard to Atlantia's financial needs, the Company has no debt falling due before September 2023 (€750 million in Term Loans).

The average weighted term to maturity of debt as at 31 December 2021 is approximately 4 years and 4 months (3 years and 4 months as at 31 December 2020).

With regard to available financial resources, the Company believes that it has access to sufficient sources of finance to meet its projected financial needs, given the Company's ability to generate cash, the ample diversification of its sources of funding (€2,750 million in bond issues and €750 million in Term Loans) and the availability of committed and uncommitted credit facilities.

As at 31 December 2021, the Company has estimated cash reserves of €2,056 million, consisting of:

- a) €806 million in cash and cash equivalents and/or investments maturing in the short term;
- b) €1,250 million in undrawn committed lines of credit that may be drawn down until June 2023 and expiring in July 2023.

### *Guarantee risk*

Guarantee risk relates to the failure to manage, or to manage in an adequate and timely manner, guarantees, with a potential impact on the financial position and the risk of enforcement of guarantees provided to third parties.

The main aim in managing guarantee risk is to monitor the process of issuing guarantees and mitigate the risk of enforcement of the guarantees provided.

Information on guarantees provided is given in note 8.1, "Guarantees", in which the underlying transactions and the steps taken to monitor and manage the various positions are described

### *Financial contract risk*

Financial contract risk regards the risk of failure to assess, or to assess in an adequate and timely manner, the ability to comply with covenants and other contractual undertakings when assuming commitments or when managing them. This could result in the inability to draw down credit lines, early repayment obligations and/or limitations on operations.

The main aims in managing financial contract risk are i) to prevent the risk of the inability to draw down credit lines, the risk of early repayment and/or limitations on operations; and ii) to prevent potential negative effects of the failure to comply with covenants.

With regard to the risk of early repayment of debt, to covenants and the steps taken to monitor and manage the related situation, key terms and conditions attaching to the Group's borrowings are described below.

In line with internationally recognised practice, Atlantia's loan agreements and bond issues include provisions requiring early repayment in the following cases:

- a) cross acceleration when the debt of Atlantia or a significant subsidiary becomes immediately repayable, unless this occurs due to the loss of a concession;
- b) cross-default if Atlantia or one of its significant subsidiaries fail to repay debt at maturity or within the applicable grace period;
- c) legal, regulatory or administrative proceedings that might reasonably have a material adverse effect on Atlantia;
- d) insolvency, if Atlantia or a significant subsidiary were to become insolvent, and not be able to meet its repayment obligations or suspend such repayments (in all the loan agreements, explicit exception is made in the event of an insolvency procedure following the loss of the concession);
- e) material asset sale, in the event of the sale of a subsidiary classed as a Principal Subsidiary and when, as a result of implementation of the transaction, there is a downgrade of the credit rating within a pre-established time-frame defined in the terms and conditions of the borrowing;
- f) further restrictions: in the event of revocation, forfeiture, cancellation or termination of the concession held by a significant subsidiary, further restrictions may be applicable, such as sales, new debt, guarantees and new acquisitions, the breach of which may trigger early repayment;
- g) financial covenant (as described below).

A number of the Group's long-term borrowings include negative pledge provisions, in line with international practice. Under these provisions, it is not possible to create or maintain (unless required to do so by law) collateral guarantees on all or a part of any proprietary assets, with the exception of project debt. The above agreements also require compliance with certain financial covenants.

Breach of these covenants, at the relevant measurement dates, could constitute a default event and result in the lenders calling in the loans, requiring the early repayment of principal, interest and of further sums provided for in the agreements.

The Term Loans outstanding as at 31 December 2021 require compliance, at consolidated level, with certain covenants, above all with a minimum threshold:

- a) the ratio of Funds from Operations (FFO) to Net Debt;
- b) the debt service coverage ratio;
- c) equity.

With regard to the covenants involving default provisions in the Company's loan agreements, there is no risk of a breach of the relevant default thresholds.

With regard to bonds issued by Autostrade per l'Italia and guaranteed by Atlantia, the related Consent Solicitation process was closed on 22 November 2021, with approval granted by Autostrade per l'Italia's bondholders for the following proposed changes:

- release of the guarantees provided by Atlantia;
- an amendment to the change of control provision in the terms and conditions of the bonds maturing in 2022, 2024 and 2025.

These changes approved by bondholders will be effective on completion of the sale of Atlantia SpA's entire stake in Autostrade per l'Italia; a similar process is in progress for outstanding loans from the EIB, amounting to approximately €1.2 billion.

In this regard, Autostrade per l'Italia has been notified of the EIB's consent for the change of control to the Consortium consisting of CDP Equity, The Blackstone Group International Partners and Macquarie European Infrastructure Fund 6 SCSp and the resulting release of the guarantees provided by Atlantia ("waivers and/or consents"). Changes to the loan agreements will be formalised in the coming weeks.

The following tables show the time distributions of bond issues and medium/long-term borrowings by term to maturity as at 31 December 2021 and comparable figures as at 31 December 2020, excluding accrued expenses at these dates.

€M	31 December 2021					
	Carrying amount	Total contractual flows	Within one year	Between 1 and 2 years	Between 3 and 5 years	Over 5 years
Bond issues 2017-2025	749	-798	-12	-12	-774	-
Bond issues 2017-2027	991	-1,113	-19	-19	-56	-1,019
Bond issues 2021-2028	988	-1,132	-19	-19	-56	-1,038
<b>Bond issues</b>	<b>2,728</b>	<b>-3,043</b>	<b>-50</b>	<b>-50</b>	<b>-886</b>	<b>-2,057</b>
Borrowing (Term Loan 2) disbursed 2018	749	-764	-6	-758	-	-
<b>Bank borrowings</b>	<b>749</b>	<b>-764</b>	<b>-6</b>	<b>-758</b>	<b>-</b>	<b>-</b>
<b>Total bond issues and bank borrowings</b>	<b>3,477</b>	<b>-3,807</b>	<b>-56</b>	<b>-808</b>	<b>-886</b>	<b>-2,057</b>

€M	31 December 2020					
	Carrying amount	Total contractual flows	Within one year	Between 1 and 2 years	Between 3 and 5 years	Over 5 years
Bond issues 2017-2025	749	-811	-12	-12	-787	-
Bond issues 2017-2027	989	-1,131	-19	-19	-56	-1,038
<b>Bond issues</b>	<b>1,738</b>	<b>-1,942</b>	<b>-31</b>	<b>-31</b>	<b>-843</b>	<b>-1,038</b>
Borrowing Term Loan 1 (disbursed 2018)	1,496	-1,520	-13	-1,207	-301	-
Borrowing Term Loan 2 (disbursed 2018)	1,746	-1,804	-19	-19	-1,765	-
Revolving credit facility (disbursed 2020) <sup>(1)</sup>	1,250	-1,254	-1,254	-	-	-
Collar financing (disbursed 2019)	738	-752	-	-	-523	-229
<b>Bank borrowings</b>	<b>5,230</b>	<b>-5,330</b>	<b>-1,286</b>	<b>-1,226</b>	<b>-2,589</b>	<b>-229</b>
<b>Total</b>	<b>6,968</b>	<b>-7,272</b>	<b>-1,317</b>	<b>-1,257</b>	<b>-3,432</b>	<b>-1,267</b>

<sup>(1)</sup> Contractual flows resulting from the repayment of 14 January 2021.

The amounts in the above tables include interest payments and exclude the impact of any offset agreements.

The time distribution of terms to maturity is based on the residual contract term or on the earliest date on

which repayment of the liability may be required, unless a better estimate is available.

The distribution for transactions with amortisation schedules is based on the date on which each instalment falls due.

### Rating risk

Rating risk regards the risk of a downgrade of an entity's credit ratings.

Following the General Meeting of shareholders held on 31 May and Atlantia's subsequent signature of the agreement for the sale of the Company's entire stake in Autostrade per l'Italia, all the rating agencies have upgraded Atlantia's credit ratings:

- on 4 June 2021, Fitch placed the ratings on Credit Watch Positive;
- on 7 June 2021, Moody's upgraded the outlook to Positive Outlook;
- on 22 June 2021, Standard & Poor's upgraded the rating by one notch.

The rating agencies current ratings of Atlantia are as follows:

Agency	Issuer rating - rating and outlook	Rating of bonds issued by Atlantia and outlook (holding company)
Fitch Rating	BB+ <sup>(1)</sup>	BB Rating Watch Positive
Moody's	Ba2 <sup>(2)</sup> (under review for upgrade) Positive outlook (under review for upgrade)	Ba3 (under review for upgrade) Positive outlook (under review for upgrade)
Standard & Poor's	BB Positive outlook	BB Positive outlook

<sup>(3)</sup> "Consolidated rating" for the Atlantia Group

<sup>(4)</sup> "Corporate family rating" for the Atlantia Group

### Liquid investment risk

The risk associated with the investment of liquidity regards the failure to assess, or to assess in an adequate and timely manner, the risk of a counterparty default and the risk of movements in the value of liquid investments. The Company manages liquid investment risk in accordance with the prudence principle and in line with best market practices, primarily through recourse to counterparties with high credit ratings and continuous monitoring with the aim of ensuring that there are no significant credit risk concentrations.

The main aims in managing such risk are to mitigate the risk that a counterparty will be unable to meet their obligations and the exposure of liquid investments to movements in market prices, and to achieve an optimal risk/return mix for the investment products in which liquidity is invested.

### Interest rate risk

Interest rate risk regards the failure to manage, or to manage in an adequate and timely manner, movements in interest rates, with an impact on the level of borrowing costs, profitability and on the value of finan-

cial assets and liabilities. Interest rate risk, as defined above, generally takes two forms:

- a) cash flow risk: linked to financial assets and liabilities, with cash flows indexed to a market interest rate;
- b) fair value risk: the risk of losses deriving from an unexpected change in the value fixed rate financial assets and liabilities following an unfavourable shift in the market yield curve.

As at 31 December 2021, fair value losses on Forward-Starting IRSs classified as cash flow hedges amount to €110 million (fair value losses of €343 million as at 31 December 2020), whilst the total notional value is €1,850 million (€3,000 million as at 31 December 2020). Since the financial statements for 2019, bond issues expected to be carried out in 2020 and 2021 were considered possible and no longer highly probable. As a result, the related Forward-Starting Interest Rate Swaps were classified as no longer qualifying for hedge accounting.

Subsequently, at the same time as the bond issue carried out by the Company, totalling €1,000 million, in February 2021, the Forward-Starting IRSs were unwound (a notional value of €1,150 million, with fair val-

ue losses as at 31 December 2020 of €152 million). In addition, in June 2020 and January 2021, the Company posted two cash collaterals via the execution of a Credit Support Annexes (CSAs) guaranteeing, through to maturity, the credit exposure of the Company's financial counterparties to movements in the fair value of outstanding IRSs (the value of the cash collaterals as at 31 December 2021 is €127 million).

With regard to the type of interest rate as at 31 December 2021:

- a) fixed rate debt represents 78.6% of the total;
- b) after taking into account interest rate hedges, fixed rate debt accounts for the entirety of debt, in line with the guidelines for the management of financial risk (fixed rate debt >70%).

In order to hedge against interest rate risk, the Company primarily engages with counterparties with high credit ratings and continuously monitors the situation to ensure that there are no significant concentrations of counterparty risk.

### Derivative financial instruments

The following table summarises outstanding derivative financial instruments as at 31 December 2021 (compared with 31 December 2020), showing the corresponding fair and notional values.

€M Type	Hedged risk	31 December 2021		31 December 2020	
		Fair value <sup>(1)</sup> gains/ (losses)	Notional value	Fair value <sup>(1)</sup> gains/ (losses)	Notional value
Funded Collar	Shares	-	-	339	447
<b>Fair value hedges</b>		-	-	339	447
Cross Currency Swaps	Currency rate and interest rate risks	34	287	48	287
Cross Currency Swaps Offset	Currency rate and interest rate risks	-1	256	-14	256
Interest Rate Swaps	Interest rate risk	-110	1,850	-343	3,000
<b>Non-hedge accounting derivatives</b>		<b>-77</b>	<b>2,392</b>	<b>-309</b>	<b>3,542</b>
<b>Total derivatives</b>		<b>-77</b>	<b>2,392</b>	<b>30</b>	<b>3,989</b>
	<i>fair value (asset)</i>	34		387	
	<i>fair value (liability)</i>	-111		-357	

<sup>(1)</sup> After excluding the related accruals at the reporting date.

### Currency risk

Currency risk regards the failure to hedge or to hedge in an adequate and timely manner against fluctuations in exchange rates with an impact on investments and dividends, trading and financial assets and liabilities denominated in currency.

The Company's prime objective in managing currency risk is to minimise cash flow volatility over the short and medium/long term through the use of appropriate hedges and to limit any negative effects of exchange rate movements linked to the acquisition or assumption of financial assets or liabilities.

As at 31 December 2021, fair value gains on Cross Currency Swaps (CCSs) amount to €32 million, whilst the total notional value is €542 million.

In order to hedge against currency risk, the Company primarily engages with counterparties with high credit ratings and continuously monitors the situation to ensure that there are no significant concentrations of counterparty risk.

### Sensitivity analysis

Sensitivity analysis describes the impact that the interest rate and foreign exchange movements to which the Company is exposed would have had on the consolidated income statement for 2021 and on equity as at 31 December 2021.

The following outcomes resulted from the analysis carried out:

- a) an unfavourable 1% shift in interest rates would result in a negative impact on profit or loss of €121 million, primarily linked to the increased costs incurred as a result of the negative impact on the fair value of Forward-Starting IRSs and the increase in interest expense on liquidity and derivatives, after taking into account reduced interest payable on debt;
- b) in terms of currency risk, an unexpected and unfavourable 10% shift in the exchange rate would have no impact on profit or loss or on other comprehensive income.

## 8. Other information

### 8.1 Guarantees

The Company has certain personal guarantees in issue. As at 31 December 2021, these include, in terms of importance:

- a) on behalf of Autostrade per l'Italia, totalling €4,550 million (€5,353 million as at 31 December 2020):
  - i. the guarantee (€3,166 million equal to 120% of the underlying liability), issued in favour of bondholders, following the issuer substitution of December 2016, valid through to maturity for the public bonds and until September 2025 for the private bonds;
  - ii. guarantees of €1,384 million equal to 120% issued in favour of the European Investment Bank, as security for loans granted to the subsidiary. These agreements require both Autostrade per l'Italia and Atlantia to maintain investment grade credit ratings;

- b) on behalf of Pune Solapur Expressways Private Limited, the Company has obtained the issue of a bank guarantee with a duration of 18 months with automatic renewal, with a back-to-back guarantee provided by Atlantia itself, amounting to approximately €26 million as at 31 December 2021;
- c) on behalf of Azzurra Aeroporti and in favour of a syndicate of banks and bondholders in relation to Azzurra Aeroporti's derivatives, has obtained the issue of a bank guarantee with an annual duration and with a renewal obligation on expiry, for which Atlantia has provided a back-to-back guarantee of €9 million.

In addition, the Company has also pledged:

- a) all the shares (52.69%) in Azzurra Aeroporti held by Atlantia to bondholders and the banks who are counterparties in derivative transactions;
- b) a portion (25.5%) of Atlantia's holding of shares in Pune Solapur Expressways to banks.

### 8.2 Related party transactions

The principal related party transactions between the Company and its related parties are described below. The transactions have been identified based on the criteria set out in the Procedure for Related Party Transactions adopted by the Company in implementation of the provisions of art. 2391-*bis* of the Italian Civil Code, the Regulations adopted by the *Commissione Nazionale per le Società e la Borsa* (the CONSOB) in Resolution 17221 of 12 March 2010, as amended. This procedure, published in the section, "Related party transactions" on the Company's website at [www.atlantia.com](http://www.atlantia.com), establishes the criteria to be used in identifying related parties, in distinguishing between transactions of greater and lesser significance, and in fulfilling the related reporting requirements.

The following table shows amounts in the income statement and statement of financial position generated by related party transactions, including those with Directors, Statutory Auditors and the Company's key management personnel.

In 2021, as in 2020, no non-recurring, atypical or unusual transactions, having a material impact on the Company's income statement and statement of financial position, were entered into with related parties.

Trading and other non-financial assets €M	Trading assets	Trading liabilities	Current tax assets	Current tax liabilities	Other non-current liabilities	Other current liabilities	Other operating revenue	Service costs	Staff costs	Other costs	Amortisation and depreciation
AB Concessões	1	-	-	-	-	-	-	-	-	-	-
Autostrade dell'Atlantico	-	-	-	2	-	-	-	-	-	-	-
Autostrade Meridionali	-	-	5	1	-	-	-	-	-	-	-
Autostrade per l'Italia	-	3	130	19	-	-	1	1	-	1	-
Movyon (formerly Autostrade Tech)	-	-	3	-	-	-	-	-	-	-	-
Azzurra Aeroporti	-	-	-	7	-	-	-	-	-	-	-
EsseDiEsse Società di Servizi	-	-	-	-	-	-	-	1	-	-	-
Gruppo Aeroporti di Roma	-	-	2	77	-	-	-	-	-	-	-
Pavimental	1	-	-	-	-	-	-	-	-	-	-
Spea Engineering	-	-	-	4	-	-	-	-	-	-	-
Tangenziale di Napoli	-	-	-	1	-	-	-	-	-	-	-
Telepass	1	-	11	-	-	-	1	-	-	-	-
Telepass Pay	-	-	-	1	-	-	-	-	-	-	-
Società Autostrada Tirrenica	-	-	-	1	-	-	-	-	-	-	-
Free To X	-	-	-	1	-	-	-	-	-	-	-
Other subsidiaries	-	-	1	1	-	-	-	-	-	-	-
<b>Total subsidiaries</b>	<b>3</b>	<b>3</b>	<b>152</b>	<b>115</b>	<b>-</b>	<b>-</b>	<b>2</b>	<b>2</b>	<b>-</b>	<b>1</b>	<b>-</b>
CAPIDI pension fund	-	-	-	-	-	-	-	-	1	-	-
<b>Total pension funds</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1</b>	<b>-</b>	<b>-</b>
Key management personnel <sup>(7)</sup>	-	-	-	-	-	4	-	-	8	-	-
<b>Total key management personnel</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4</b>	<b>-</b>	<b>-</b>	<b>8</b>	<b>-</b>	<b>-</b>
<b>TOTAL as at 31 December 2021</b>	<b>3</b>	<b>3</b>	<b>152</b>	<b>115</b>	<b>-</b>	<b>4</b>	<b>2</b>	<b>2</b>	<b>9</b>	<b>1</b>	<b>-</b>
AB Concessões	1	-	-	-	-	1	-	-	-	-	-
Autostrade dell'Atlantico	-	-	-	1	-	-	-	-	-	-	-
Autostrade Meridionali	-	-	-	1	-	-	-	-	-	-	-
Autostrade per l'Italia	1	2	-	23	-	-	1	2	-	-	1
Movyon (formerly Autostrade Tech)	-	-	1	-	-	-	-	-	-	-	-
Azzurra Aeroporti	-	-	-	5	-	-	-	-	-	-	-
EsseDiEsse Società di Servizi	-	1	1	1	-	-	-	1	-	-	-
Gruppo Aeroporti di Roma	2	1	1	5	-	-	1	-	-1	-	-
Pavimental	-	-	-	1	-	-	-	-	-	-	-



Trading and other non-financial assets €M	Trading assets	Trading liabilities	Current tax assets	Current tax liabilities	Other non-current liabilities	Other current liabilities	Other operating revenue	Service costs	Staff costs	Other costs	Amortisation and depreciation
Spea Engineering	-	-	-	1	-	-	-	-	-	-	-
Tangenziale di Napoli	-	-	-	1	-	-	-	-	-	-	-
Telepass	1	-	12	-	-	-	1	-	-	-	-
Other subsidiaries	1	-	1	1	-	-	-	-	-	-	-
<b>Total subsidiaries</b>	<b>6</b>	<b>4</b>	<b>16</b>	<b>40</b>	<b>-</b>	<b>1</b>	<b>3</b>	<b>3</b>	<b>-1</b>	<b>-</b>	<b>1</b>
CAPIDI pension fund	-	-	-	-	-	1	-	-	2	-	-
<b>Total pension funds</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>2</b>	<b>-</b>	<b>-</b>
Key management personnel <sup>(1)</sup>	-	-	-	-	2	1	-	-	7	-	-
<b>Total key management personnel</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>7</b>	<b>-</b>	<b>-</b>
<b>TOTAL as at 31 December 2020</b>	<b>6</b>	<b>4</b>	<b>16</b>	<b>40</b>	<b>2</b>	<b>3</b>	<b>3</b>	<b>3</b>	<b>8</b>	<b>-</b>	<b>1</b>

1) Atlantia's "key management personnel" means the Company's Directors, Auditors and other key management personnel as a whole. Expenses for each period include emoluments, salaries, benefits in kind, bonuses and other incentives (including the fair value of share-based incentive plans).

With regard to tax management, tax assets and liabilities as at 31 December 2021 include amounts receivable from and payable to Atlantia Group companies included in the tax consolidation arrangement, amounting to €152 million and €115 million, respectively. These amounts are recognised by the Company in order to mirror matching

amounts due to and from the tax authorities.

Transactions of a trading nature primarily regard the provision of staff services (training, welfare, procurement, IT, general services, property and administrative services, etc.), rendered by or for certain of the Company's direct and indirect subsidiaries.

Financial transactions €M	Non-current financial assets	Cash equivalents	Current financial assets	Financial income	Financial expenses
Autostrade dell'Atlantico	50	-	-	3	-
Autostrade per l'Italia	-	-	1	4	-
Telepass	-	120	-	-	-
Spea Engineering	-	-	4	-	-
<b>Total subsidiaries</b>	<b>50</b>	<b>120</b>	<b>5</b>	<b>7</b>	<b>-</b>
<b>TOTAL AS AT 31 DECEMBER 2021</b>	<b>50</b>	<b>120</b>	<b>5</b>	<b>7</b>	<b>-</b>
Autostrade dell'Atlantico	126	-	-	7	1
Autostrade per l'Italia	-	-	1	9	1
Aeroporti di Roma group	-	-	-	1	-
Spea Engineering	-	-	4	-	-
<b>Total subsidiaries</b>	<b>126</b>	<b>-</b>	<b>5</b>	<b>17</b>	<b>2</b>
<b>TOTAL AS AT 31 DECEMBER 2020</b>	<b>126</b>	<b>-</b>	<b>5</b>	<b>17</b>	<b>2</b>

<sup>(1)</sup> The table does not include dividends, reversals of impairment losses on financial assets and investments or impairment losses on financial assets and investments.

Financial transactions with the Company's subsidiaries primarily regard:

- the loan granted to Autostrade dell'Atlantico in 2017, amounting to €50 million (the term of which has been extended until January 2023). This amount has declined by €76 million compared with 31 December 2020, following partial early collection of €79 million and accrued interest of €3 million;
- cash deposited with Telepass in 2021, amounting to €120 million.

As at 31 December 2021, the Company has issued a number of guarantees in favour of direct or indirect subsidiaries, as described in note 8.1.

### 8.3 Disclosures regarding share-based payments

In order to incentivise and foster the loyalty of directors and employees holding key positions and responsibilities within Atlantia or in Atlantia Group companies, a number of share incentive plans based on Atlantia's shares have been introduced in previous years. The

plans entail payment in the form of shares or cash and are linked to the achievement of predetermined corporate objectives.

Details of each plan are contained in specific information circulars prepared pursuant to art. 84-bis of CONSOB Regulation 11971/1999, as amended, and in the Remuneration Report prepared pursuant to art. 123 *ter* of the Consolidated Finance Act. These documents, to which reference should be made, are published in the "Remuneration" section of the Company's website at [www.atlantia.it](http://www.atlantia.it).

The following table shows the main aspects of existing incentive plans, as at 31 December 2021, including the options and units awarded and changes during 2021. The table also shows the fair value (at the grant date) of each option or unit awarded, as determined by a specially appointed expert, using the Monte Carlo model.

In 2021, as a result of existing plans, the Company recognised costs of €6 million, whilst liabilities relating to outstanding phantom options as at 31 December 2021 amount to €13 million.

## SEPARATE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2021

	Date of approval by AGM	Number of options/units awarded	Vesting date	Exercise/grant date	Fair value of each option or unit at grant date (€)	Expected expiration at grant date (years)	Risk free interest rate used at grant date	Expected volatility (based on historic mean) at grant date	Expected dividends at grant date
<b>EQUITY-SETTLED PLANS</b>									
2021 SHARE GRANT PLAN	28 April 2021								
Changes in options in 2021									
- 13 May 2021 grant <sup>(*)</sup>		277,848	31 December 2023	N/A <sup>(**)</sup>	14.92	3.0 - 5.0	0% - 0.29%	46.93% - 52.91%	0.00%
- options lapsed		-1,400							
<b>Options outstanding as at 31 December 2021</b>		<b>276,448</b>							
<b>Total units for equity-settled plans</b>		<b>276,448</b>							
<b>CASH-SETTLED PLANS</b>									
2014 PHANTOM SHARE OPTION PLAN	16 April 2014								
Options outstanding as at 1 January 2021									
- 8 May 2015 grant		149,764	08 May 18	08 May 21	2.59	6.0	1.01%	25.8%	5.32%
- 10 June 2016 grant		507,464	10 June 19	10 June 22	1.89	3.0 - 6.0	0.61%	25.3%	4.94%
		<b>657,228</b>							
Changes in options in 2021									
- options lapsed		-149,764							
<b>Options outstanding as at 31 December 2021</b>		<b>507,464</b>							
2017 PHANTOM SHARE OPTION PLAN	21 April 2017								
Options outstanding as at 1 January 2021									
- 3 August 2018 grant		304,015	15 June 21	01 July 24	2.91	5.9	2.35%	21.9%	4.12%
- 7 June 2019 grant		464,109	15 June 22	01 July 25	2.98	6.06	1.72%	24.3%	4.10%
		<b>768,124</b>							
Changes in options in 2021									
- transfers/secondments		33,258							
- options lapsed		-311,997							
<b>Options outstanding as at 31 December 2021</b>		<b>489,385</b>							
SUPPLEMENTARY INCENTIVE PLAN 2017 - PHANTOM SHARE OPTION	2 August 2017 <sup>(***)</sup>								
Options outstanding as at 1 January 2021									
- 29 October 2018 grant		4,134,833	29 October 2021	28 October 2024	1.79	6.0	2.59%	24.6%	4.12%
		<b>4,134,833</b>							
<b>Options outstanding as at 31 December 2021</b>		<b>4,134,833</b>							
2017 PHANTOM SHARE GRANT 2017	21 April 2017								
Units outstanding as at 1 January 2021									
- 3 August 2018 grant		33,618	15 June 2021	01 July 2024	24.5	5.9	2.35%	21.9%	4.12%
- 7 June 2019 grant		47,537	15 June 2022	01 July 2025	22.57	6.06	1.72%	24.3%	4.10%
		<b>81,155</b>							
Changes in options in 2021									
- transfers/secondments		3,406							
- options lapsed		-34,435							
<b>Units outstanding as at 31 December 2021</b>		<b>50,126</b>							
<b>Total options and units for cash-settled plans</b>		<b>5,181,809</b>							

<sup>(\*)</sup> The number of units shown in the table refers to the number of units that may be granted at target under the 2021 Share Grant Plan. The maximum number of units that may be granted amounts to €398,311.

<sup>(\*\*)</sup> Under the Plan terms and conditions, the shares receivable once the units have vested will be granted to beneficiaries within 60 days of the end of the financial year in which the vesting period expires.

<sup>(\*\*\*)</sup> The Plan was amended by the General Meeting of shareholders held on 2 August 2017.

### *Share Grant Plan 2021 - 2023*

On 28 April 2021, the Annual General Meeting of Atlantia's shareholders approved the new incentive plan named the "Share Grant Plan 2021 - 2023". The Plan entails the award of units free of charge in three annual award cycles (2021, 2022 and 2023), to be awarded to directors, employees and other personnel appointed by Atlantia (to be selected at the sole discretion of Atlantia's Board of Directors). The units grant beneficiaries the right to receive Atlantia's ordinary shares held by the company over three annual cycles.

The units - with a target number and a cap established for each beneficiary - vest in accordance with the Plan terms and conditions and on achievement, at the end of the Performance Period, of one or more performance indicators for Atlantia and certain specific environmental and social objectives applied to the Group's activities. The vested units will be converted into Atlantia's shares that will be awarded to the beneficiary within 60 days of the date of approval, by Atlantia's shareholders, of the financial statements for the year in which the Performance Period expires.

### *2014 Phantom Share Option Plan*

The exercise period for the second cycle of this plan expired on 8 May 2021, resulting in the lapse of 149,764 options, in accordance with the related terms and conditions.

The unit fair value of the outstanding options under the third cycle as at 31 December 2021 was remeasured as €0.06, in place of the unit fair value at the grant date.

### *2017 Phantom Share Option Plan*

The vesting period for the second cycle of this plan expired on 15 June 2021, and 304,015 options lapsed during the period, as the hurdle for the second cycle of the plan had not been met.

The fair value of the liability resulting from the Plan in question as at 31 December 2021 is zero, given that the Company has estimated that not even the hurdle for the third cycle will not be met.

### *Supplementary Incentive Plan 2017 – Phantom Share Options*

The exercise period for the second cycle of this plan expired on 29 October 2021.

The unit fair value of the options awarded as at 31 December 2021, amounting to 4,134,833, was remeasured as €2.32, in place of the unit fair value at the grant date.

### *2017 Phantom Share Grant Plan*

The vesting period for the second cycle of this plan expired on 15 June 2021. 33,618 units lapsed in 2021, as the hurdle for the second cycle of the Plan had not been met.

The fair value of the liability resulting from the Plan in question as at 31 December 2021 is zero, given that the Company has estimated that not even the hurdle for the third cycle will be met.

The official prices of Atlantia's ordinary shares at the various dates or in the various periods covered by the above plans are shown below:

- a) as at 31 December 2021: €17.45;
- b) price as at 13 May 2021: €15.80 (the grant date for new units, as described above);
- c) the weighted average price for 2021: €15.82;
- d) the weighted average price for the period 13 June – 31 December 2021: €16.06.

## **8.4 Significant legal aspects**

Detailed information on significant legal aspects affecting the Company is provided in note 10.7 in the consolidated financial statements.

## 8.5 Events after 31 December 2021

### *Yunex Traffic*

On 17 January 2022, Atlantia agreed to purchase Yunex Traffic, a global leader in the innovative Intelligent Transport Systems (ITS) sector, from the Siemens Group at a price of €950 million (Enterprise Value). Yunex Traffic's traffic management and urban mobility infrastructure and platforms are used in over 600 cities and on 4 continents (Europe, the Americas, Asia and Oceania).

The transaction marks a major step in delivering on our strategy of expanding into new adjacent areas offering synergies with core sectors in which Atlantia is a leader (motorways, airports, mobility digital payments).

### *Atlantia increases stake in Volocopter*

On 4 March 2022, Atlantia took part in the latest (series E) financing round of Volocopter, the German-based leader in Urban Air Mobility solutions. The Company has invested a further €35 million, following its subscription for new shares in Volocopter worth €15 million in March 2021.

## 9. Proposals for Atlantia Spa's annual general meeting

Dear Shareholders,

in conclusion, we invite you:

- a) to approve the financial statements as at and for the year ended 31 December 2021, which report a profit for the year of €1,169,471,170, having taken note of the accompanying documents;
- b) to appropriate profit for 2021, amounting to €1,169,471,170, as follows, taking into account the fact that the number of shares outstanding as at 10 March 2022 is 818,824,297:
  - to pay a dividend of €0.74 per share, making an estimated total payout of €605,929,980, with the dividend payable from 25 May 2022, and with an ex-dividend date for coupon no. 34 of 23 May 2022 and a record date of 24 May 2022;
  - to take the remaining share of profit for the year, estimated to be €563,541,190, to retained earnings.

For the Board of Directors  
The Chairman  
Fabio Cerchiai

## Annexes to the financial statements

### Annex I – Disclosures pursuant to art.149-duodecies of the CONSOB regulations for issuers II97I/1999

Type of service	Provider of service	Note	Fees (€000)
Audit	Parent Company's auditor		119
Certification	Parent Company's auditor	<sup>(1)</sup>	23
<b>Total Parent Company</b>			<b>142</b>

<sup>(1)</sup> Review of the consolidated non-financial statement.

### Annex 2 – Details of investments

Name	Registered office	Number of shares/ units	Currency	Nominal value	Issued Capital	% interest	Number of shares/ units held	Profit/(Loss) for year (€000) <sup>(1)</sup>	Equity (€000) <sup>(1)</sup>	Carrying amount (€000)
Autostrade per l'Italia SpA	Rome	622,027,000	euro	1.00	622,027,000	88.06%	547,776,698	681,877	1,829,210	-
Abertis HoldCo SA	Spain	33,353,330	euro	3.00	100,059,990	50% +1 azione	16,676,666	-785	4,406,726	2,951,749
Aeroporti di Roma SpA	Fiumicino	62,224,743	euro	1.00	62,224,743	99.39%	61,842,535	-44,868	957,897	2,915,012
Aero 1 Global & International S. à r.l.	Luxembourg	667,086,173	euro	0.01	6,670,862	100.00%	667,086,173	4,035	674,984	1,000,378
Autostrade dell'Atlantico Srl	Rome	1,000,000	euro	1.00	1,000,000	100.00%	1,000,000	45,126	341,348	754,584
Azzurra Aeroporti SpA	Rome	3,221,234	euro	1.00	3,221,234	52.69%	1,697,408	-191,044	178,740	62,059
Stalexport Autostrady SA	Poland	247,262,023	zloty	0.75	185,446,517	61.20%	151,323,463	12,913	68,388	104,843
Telepass SpA	Rome	26,000,000	euro	1.00	26,000,000	51.00%	13,260,000	60,472	116,704	13,824
Spea Engineering SpA	Rome	1,350,000	euro	5.16	6,966,000	60.00%	810,000	-6,820	33,809	4,269
Autostrade Indian Infrastructure Development Private Limited	India	10,000	rupee	50.00	500,000	99.99%	9,999	172 <sup>(2)</sup>	1,381 <sup>(2)</sup>	486
<b>Investments in subsidiaries</b>									<b>7,807,204</b>	
Aeroporto Guglielmo Marconi di Bologna SpA	Bologna	36,125,665	euro	2.50	90,314,162	29.38%	10,613,628	-13,963 <sup>(3)</sup>	159,918 <sup>(3)</sup>	93,400
<b>Investments in associates</b>									<b>93,400</b>	
Pune Solapur Expressways Private Ltd.	India	10,000,000	rupee	10.00	100,000,000	50.00%	5,000,000	-1,254 <sup>(2)</sup>	3,991 <sup>(2)</sup>	16,398
<b>Investments in joint ventures</b>									<b>16,398</b>	
Hochtief Aktiengesellschaft	Germany	70,646,707	euro	2.56	180,855,570	15.90%	11,235,329	134,935	2,670,631	797,708
Volocopter GMBH	Germany	204,490	euro	1.00	204,490	1.66%	3,404	-48,294 <sup>(3)</sup>	29,932 <sup>(3)</sup>	14,997
Compagnia Aerea Italiana SpA	Fiumicino	82,769,810,125	euro	-	3,526,846	6.52%	5,396,768,051	982 <sup>(3)</sup>	8,664 <sup>(3)</sup>	-
<b>Investments in other companies</b>									<b>812,706</b>	
<b>Investments</b>									<b>8,729,707</b>	

<sup>(1)</sup> The figures refer to the latest financial statements to be approved by the board of directors of each company.

<sup>(2)</sup> The figures refer to the latest approved financial statements (31 March 2021).

<sup>(3)</sup> The figures refer to the latest financial statements approved by shareholders (31 December 2020).

## Annex 3 – Movements in investments

€M	2020			2021					2021		
	Cost	Accumulated impairments	Carrying amount 31 December 2020	Acquisitions and capital contributions	Disposals and liquidations	Reclassification to assets held for sale	Translation differences	Impairment losses	Cost	Accumulated impairments	Carrying amount 31 December 2021
Autostrade per l'Italia SpA	5,338,491	-	5,338,491	-	-	-5,338,491	-	-	-	-	-
Abertis HoldCo SA	2,951,749	-	2,951,749	-	-	-	-	2,951,749	-	2,951,749	
Aeroporti di Roma SpA	2,914,995	-	2,914,995	17	-	-	-	2,915,012	-	2,915,012	
Aero 1 Global & International Sàrl	1,000,378	-	1,000,378	-	-	-	-	1,000,378	-	1,000,378	
Autostrade dell'Atlantico Srl	754,584	-	754,584	-	-	-	-	754,584	-	754,584	
Azzurra Aeroporti SpA	353,063	-204,069	148,994	-	-	-	-	-86,935	353,063	-291,004	62,059
Stalexport Autostrady SA	104,843	-	104,843	-	-	-	-	104,843	-	104,843	
Telepass SpA	13,824	-	13,824	-	-	-	-	13,824	-	13,824	
Fiumicino Energia Srl	7,673	-	7,673	-	-7,673	-	-	-	-	-	
Spea Engineering SpA	4,269	-	4,269	-	-	-	-	4,269	-	4,269	
Autostrade Indian Infrastructure Development Private Limited	486	-	486	-	-	-	-	486	-	486	
Autostrade Concessioni e Costruzioni SpA liquidata <sup>3</sup>	100	-	100	-	-100	-	-	-	-	-	
Domino Srl liquidata <sup>4</sup>	23	-	23	-	-23	-	-	-	-	-	
<b>Investments in subsidiaries</b>	<b>13,444,478</b>	<b>-204,069</b>	<b>13,240,409</b>	<b>17</b>	<b>-7,796</b>	<b>-5,338,491</b>	<b>-</b>	<b>-86,935</b>	<b>8,098,208</b>	<b>-291,004</b>	<b>7,807,204</b>
Aeroporto Guglielmo Marconi di Bologna SpA	164,516	-53,616	110,900	-	-	-	-	-17,500	164,516	-71,116	93,400
<b>Investments in associates</b>	<b>164,516</b>	<b>-53,616</b>	<b>110,900</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-17,500</b>	<b>164,516</b>	<b>-71,116</b>	<b>93,400</b>
Pune Solapur Expressways Private Ltd <sup>5</sup>	16,412	-	16,412	-	-	-	-14	16,398	-	16,398	
<b>Investments in joint ventures</b>	<b>16,412</b>	<b>-</b>	<b>16,412</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-14</b>	<b>16,398</b>	<b>-</b>	<b>16,398</b>	
Hochtief Aktiengesellschaft	2,410,652	-1,069,997	1,340,656	-	-430,173	-	-	-112,775	1,607,101	-809,393	797,708
Volocopter GMBH	-	-	-	14,997	-	-	-	-	14,997	-	14,997
Compagnia Aerea Italiana SpA	175,867	-175,867	-	-	-	-	-	175,867	-175,867	-	
<b>Investments in other companies</b>	<b>2,586,519</b>	<b>-1,245,864</b>	<b>1,340,656</b>	<b>14,997</b>	<b>-430,173</b>	<b>-</b>	<b>-</b>	<b>-112,775</b>	<b>1,797,966</b>	<b>-985,260</b>	<b>812,706</b>
<b>Investments (operational)</b>	<b>16,211,926</b>	<b>-1,503,549</b>	<b>14,708,377</b>	<b>15,014</b>	<b>-437,969</b>	<b>-5,338,491</b>	<b>-14</b>	<b>-217,210</b>	<b>10,077,088</b>	<b>-1,347,380</b>	<b>8,729,707</b>
Autostrade per l'Italia SpA	-	-	-	-	-	5,338,491	-	-	5,338,491	-	5,338,491
Pavimental SpA	29,475	-18,486	10,989	-	-10,989	-	-	-	-	-	-
Telepass SpA	13,036	-	13,036	-	-13,036	-	-	-	-	-	-
<b>Investments classified as held for sale</b>	<b>42,511</b>	<b>-18,486</b>	<b>24,025</b>	<b>-</b>	<b>-24,025</b>	<b>5,338,491</b>	<b>-</b>	<b>-</b>	<b>5,338,491</b>	<b>-</b>	<b>5,338,491</b>
<b>Total investments</b>	<b>16,254,437</b>	<b>-1,522,034</b>	<b>14,732,402</b>	<b>15,014</b>	<b>-461,994</b>	<b>-</b>	<b>-14</b>	<b>-217,210</b>	<b>15,415,578</b>	<b>-1,347,380</b>	<b>14,068,198</b>

<sup>1</sup> This company was liquidated on 28 December 2021.

<sup>2</sup> This company was liquidated on 26 October 2021.

<sup>3</sup> Carrying amount net of unpaid, called-up capital.

## II. Attestations

### Attestation of the consolidated financial statements pursuant to art. 81-ter of CONSOB Regulation 11971 of 14 May 1999, as amended

1. We, the undersigned, Carlo Bertazzo and Tiziano Ceccarani, as Chief Executive Officer and as the manager responsible for Atlantia SpA's financial reporting, having taken into account of the provisions of art.154-bis, paragraphs 3 and 4 of legislative Decree 58 of February 1998, attest to:
  - the adequacy with regard to the nature of the Company, and
  - effective application of the administrative and accounting procedures adopted in preparation of the consolidated financial statements during 2021.
2. In this regard, we declare that:
  - The administrative and accounting procedures adopted in preparation of the consolidated financial statements as at and for the year ended 31 December 2021 were drawn up, and their adequacy assessed, on the basis of the regulations and methods drawn up by Atlantia SpA (Guidelines on the Internal Control Over Financial Reporting) in accordance with the Internal Control - Integrated Framework model issued by the Committee of Sponsoring Organizations of the Treadway Commission. This Commission has established a body of general principles providing a standard for internal control systems that is generally accepted at international level;
  - The review of the system of internal control over financial reporting has not identified any critical issues.
3. We also attest that:
  - 3.1 The consolidated financial statements:
    - a) Have been prepared in compliance with international accounting standards approved for application in the European Community by EC Regulation 1606/2002, passed by the European Parliament and by the Council on 19 July 2002;
    - b) Are consistent with the underlying accounting books and records;
    - c) Present a true and fair view of the financial position and results of operations of the issuer and the consolidated companies;
  - 3.2 the report on operations contains a reliable analysis of the operating performance and results, and of the state of affairs of the issuer and the consolidated companies, together with a description of the principal risks and uncertainties to which they are exposed.

10 March 2022

**Carlo Bertazzo**  
Chief Executive Officer

**Tiziano Ceccarani**  
Manager responsible for Financial  
Reporting



## Attestation of the financial statements pursuant to art. 81-ter of CONSOB Regulation 11971 of 14 May 1999, as amended

1. We, the undersigned, Carlo Bertazzo and Tiziano Ceccarani, as Chief Executive Officer and as the manager responsible for Atlantia SpA's financial reporting, having taken into account of the provisions of art.154-bis, paragraphs 3 and 4 of legislative Decree 58 of February 1998, attest to:
  - the adequacy with regard to the nature of the Company, and
  - effective application of the administrative and accounting procedures adopted in preparation of the financial statements during 2021.
2. In this regard, we declare that:
  - The administrative and accounting procedures adopted in preparation of the financial statements as at and for the year ended 31 December 2021 were drawn up, and their adequacy assessed, on the basis of the regulations and methods drawn up by Atlantia SpA (Guidelines on the Internal Control Over Financial Reporting) in accordance with the Internal Control - Integrated Framework model issued by the Committee of Sponsoring Organizations of the Treadway Commission. This Commission has established a body of general principles providing a standard for internal control systems that is generally accepted at international level;
  - The review of the system of internal control over financial reporting has not identified any critical issues.
3. We also attest that:
  - 3.1 The financial statements:
    - a) Have been prepared in compliance with international accounting standards approved for application in the European Community by EC Regulation 1606/2002, passed by the European Parliament and by the Council on 19 July 2002;
    - b) Are consistent with the underlying accounting books and records;
    - c) Present a true and fair view of the financial position and results of operations of the issuer.
  - 3.2 The report on operations contains a reliable analysis of the operating performance and results, and of the state of affairs of the issuer, together with a description of the principal risks and uncertainties to which it is exposed.

10 March 2022

**Carlo Bertazzo**  
Chief Executive Officer

**Tiziano Ceccarani**  
Manager responsible for Financial  
Reporting

*Atlantia SpA – Società per Azioni  
Piazza di San Silvestro 8, 00187 Rome, Italy  
Atlantia SpA is a strategic investment holding company.  
The Atlantia Group is an operator of motorways and airports  
and a provider of mobility and payment services  
Parent: Sintonia SpA*

# 12. Reports

## REPORT OF THE BOARD OF STATUTORY AUDITORS TO THE ANNUAL GENERAL MEETING (pursuant to art. 153 of Legislative Decree 58/1998)

Dear Shareholders,

The Board of Statutory Auditors of Atlantia SpA (“Atlantia” or the “Company”), pursuant to art. 153 of Legislative Decree 58/1998 (the “Consolidated Finance Act” or “CFA”), is required to report to the Annual General Meeting, called to approve the financial statements, on the audit activities conducted during the financial year within the scope of our responsibilities, on any omissions and irregularities observed and on the results for the Company’s financial year. The Board of Statutory Auditors is also required to make proposals regarding the financial statements and their approval and on any other matters falling within the scope of our responsibilities.

This report regards the Board of Statutory Auditors’ activities during the year ended 31 December 2021.

### **Preamble and relevant legislation, regulations and ethical guidelines**

The Board of Statutory Auditors in office at the date of this report was elected by the Annual General Meeting of 28 April 2021 and its members are Roberto Capone (Chairman), Angelo Bonissoni (standing Auditor), Maura Campra (standing Auditor), Sonia Ferrero (standing Auditor) and Lelio Fornabaio (standing Auditor).

During the annual reporting period ended 31 December 2021, the Board of Statutory Auditors performed the audit procedures required by law (and, in particular by art. 149 of the CFA and art. 19 of Legislative Decree 39/2010), adopting the Standards recommended by the Italian Board of chartered accountants and accounting consultants and in compliance with CONSOB requirements regarding corporate controls, and the recommendations in the Corporate Governance Code.

### **Audit procedures required by art. 149 of the CFA**

In accordance with the provisions of art. 149 of the CFA, the Board of Statutory Auditors is required to oversee:

- compliance with the law and the articles of association;
- compliance with the principles of corporate governance;
- the adequacy of the Company’s organisational structure, as regards the aspects falling within the scope of our responsibilities, of the internal control system and of the administrative/accounting system and its ability to correctly represent operating activities;
- effective implementation of the corporate governance rules contained in the codes of conduct drawn up stock market regulators or by trade bodies, and with which the Company, in its public announcements, has declared that it is compliant;
- the adequacy of the guidelines communicated by the Company to its subsidiaries pursuant to article 114, paragraph 2 of the CFA.

### **Audit of compliance with the law and the articles of association**

The Board of Statutory Auditors obtained the information needed in order to conduct its assigned audit activities by participating in meetings of the Board of Directors and of

the various board Committees, during discussions with the management of the Company and the Group, during meetings with the independent auditor and with the boards of statutory auditors of Group companies, through examination of the information obtained by the relevant company departments and through further audit activities.

The Board of Statutory Auditors conducted the audit procedures during 26 Board meetings (17 conducted by the current Board and 9 by the Board in office until 28 April 2021), by taking part in 22 meetings of the Board of Directors, and through the participation of the Chairman of the Board of Statutory Auditors, or another Auditor, in meetings of the Control, Risk and Corporate Governance Committee (the “CRGC”), the Remuneration, Nominations and Human Capital Committee and the Committee of Independent Directors with responsibility for Related Party Transactions. The Board of Statutory Auditors also attended the ordinary and Extraordinary General Meetings of shareholders held on 15 January 2021, 29 March 2021, 28 April 2021, 31 May 2021 and 3 December 2021.

In addition, as a result of the audit procedures carried out and on the basis of the information obtained from the independent auditor, the Board of Statutory Auditors is not aware of any negligence, fraud, irregularities or any other material events that would require a report to be made to regulatory bodies.

Moreover, the Board of Statutory Auditors:

- pursuant to art. 150, paragraphs 1 and 3 of the CFA:
  - (i) obtained reports from the Directors, on at least a quarterly basis, providing adequate information on the Company’s activities and on transactions carried out by the Company and its subsidiaries with a major impact on the Company’s results of operations, financial position and cash flow, ensuring that the actions decided on and carried out were in compliance with the law and the articles of association, were not subject to any potential conflict of interest or contrary to the resolutions adopted by the General Meeting, and were not clearly imprudent or risky or such as to compromise the value of the Company;
  - (ii) held meetings with representatives of the independent auditor and no significant information that should be included in this report has come to light;
- pursuant to art. 151, paragraphs 1 and 2 of the CFA, exchanged information with the boards of statutory auditors of Atlantia’s direct subsidiaries, being Autostrade per l’Italia SpA (“Autostrade per l’Italia” or “ASPI”), Aeroporti di Roma SpA (“Aeroporti di Roma” or “ADR”), Telepass SpA (“Telepass”), Autostrade dell’Atlantico Srl and Azzurra Aeroporti SpA, regarding activities carried out during the year;
- received information from the Supervisory Board, set up in accordance with Legislative Decree 231/2001, on its activities, which did not find any problems or significant irregularities;
- oversaw compliance with the requirements relating to “Market abuse” and “Protections for savers”, as they relate to financial reporting, and those relating to “Internal dealing”, with particular regard to the processing of confidential information and the procedure for publishing news releases and announcements. The Board of Statutory Auditors monitored compliance with the statutory requirements governing updates of the register of persons with access to confidential information (the Insider List).

### Audit of compliance with the principles of corporate governance and of the adequacy of the organisational structure

The Board of Statutory Auditors:

- within the scope of our responsibilities, obtained information on and checked the adequacy of the Company's organisational structure and on observance of the principles of good governance, by means of direct observation, the gathering of information from the heads of the various departments and through meetings with the independent auditor with a view to exchanging the relevant data and information; in this regard the Board of Statutory Auditors have no particular observations to make;
- assessed and verified the adequacy of the administrative/accounting system and its ability to correctly represent operating activities, by gathering information from the respective heads of department, examining corporate documents and analysing the results of the work carried out by the independent; in this regard the Board of Statutory Auditors have no particular observations to make.

The Board of Statutory Auditors observed that adequate supporting documentation on matters to be discussed at Board of Directors' meetings was made available to the Directors and Statutory Auditors reasonably in advance by publication in a specific internal repository. In addition, during the year, the Company organised 4 induction sessions for Directors and Statutory Auditors, with the purpose of providing appropriate information on the sector in which Atlantia operates, the Company's operations and the outlook. Inductions sessions focused above all on the "Sustainability Plan", the "Strategic Plan" and the "Climate Action Plan".

Based on the information obtained, the Board of Statutory Auditors notes that strategic decisions are correctly informed and reasonable, and that Directors are aware of the risks involved and the impact of the transactions carried out.

The Board of Statutory Auditors did not find evidence of material atypical and/or unusual transactions, including intra-group or intra-group and other related party transactions.

The Board has also assessed the adequacy of the information provided in the management report on operations, regarding the absence of atypical and/or unusual transactions, including intra-group or intra-group and other related party transactions.

### Oversight of effective implementation of corporate governance rules

With regard to the provisions of art. 149, paragraph 1.c-bis of the CFA relating to the Board of Statutory Auditors' supervision *"of the methods of actually implementing the corporate governance rules laid down in the corporate governance codes prepared by stock exchange companies and the related trade associations, with which the Company has publicly declared it will comply"*, the Board of Statutory Auditors reports that:

- oversaw the methods for implementing the governance rules laid down in Borsa Italiana SpA's new Corporate Governance Code, which Atlantia has applied with effect from 1 January 2021;
- note that the Annual Report on Corporate Governance and the Ownership Structure, in compliance with the related legal and regulatory obligations, contains information on the ownership structure, application of the codes of conduct and fulfilment of the resulting commitments;
- at the meeting held on 10 June 2021, confirmed correct application of the criteria and procedures for the Board of Directors' assessment, carried out at the meeting held on the same date, of compliance with the independence requirements provided for in art. 148, paragraph 3 of the CFA and Recommendation 7 in the Corporate Governance Code.

The assessment regarded the Directors, Andrea Boitani, Riccardo Bruno, Cristina De Benetti, Dario Frigerio, Gioia Ghezzi, Giuseppe Guizzi, Anna Chiara Invernizzi, Carlo Malacarne, Lucia Morselli, Ferdinando Nelli Feroci and Licia Soncini. A similar assessment was carried out by the Board of Statutory Auditors on 13 May 2021 with regard to the Director, Nicola Verdicchio, elected by the Annual General Meeting of 28 April 2021;

- in accordance with the Corporate Governance Code, at the meeting held on 29 April 2021, confirmed that all the Statutory Auditors met the independence requirements provided for in art. 148, paragraph 3 of the CFA and Recommendation 7 (as referred to in Recommendation 9) of the Code. Board of Statutory Auditors then informed the Board of Directors of the positive outcome of the assessment. At the meeting held on 13 May 2021, the Board of Directors acknowledged the outcome of the above assessment, confirming that all the standing members of the Board of Statutory Auditors meet the requirements for integrity and professionalism applicable to the statutory auditors of listed companies under Ministry of Justice Decree 162 of 30 March 2000. The outcome of this assessment was promptly announced to the market and reported in the Company's corporate governance report.

#### Audit of relations with subsidiaries and parents and related party transactions

The Board of Statutory Auditors has verified ordinary or recurring related party and/or intra-group transactions, with regard to which we report the following:

- intra-group transactions, whether of a trading or financial nature, between subsidiaries and parents are conducted on an arm's length basis. Such transactions are adequately described in the Annual Report. In particular, note 10.4 to the consolidated financial statements, "Related party transactions", provides details of the impact on the income statement and financial position of trading and financial transactions between the Atlantia Group and related parties, including Atlantia's Directors, Statutory Auditors and key management personnel. Related party transactions did not include exceptional and/or unusual transactions;
- with reference to the Atlantia Group's transactions with other related parties, note 10.4 to the consolidated financial statements, "Related party transactions", states that, for the purposes of the CONSOB Regulations adopted in Resolution 17221 of 12 March 2010, as amended, on 11 November 2010 Atlantia's Board of Directors, with the prior agreement of the Committee of Independent Directors with responsibility for Related Party Transactions and in consultation with the Board of Statutory Auditors, approved the Procedure for Related Party Transactions entered into directly by the Company and/or indirectly through one of its subsidiaries. The Procedure was last revised by the Board of Directors on 10 June 2021 in order to (i) apply the changes made to the above Regulations by CONSOB Resolution 21624 of 11 December 2020 implementing EU Directive 2017/828 (the Shareholder Rights Directive II) and (ii) align the text with the Company's new organisational structure;
- with reference to Atlantia's related party transactions, note 8.2 to the separate financial statements, "Related party transactions", provides details of the impact on the income statement and financial position of trading and financial transactions between Atlantia and related parties, including the Company's Directors, Statutory Auditors and key management personnel;
- the "Remuneration Report 2021" provides details of the remuneration paid to Directors, Statutory Auditors and key management personnel for 2021 and was prepared pursuant to art. 123-ter of the CFA.

As noted in last year's report, with regard to the sale of the controlling 59.4% interest in Pavimental SpA ("Pavimental") to Autostrade per l'Italia, completed on 29 January 2021, the Board then in office also verified that the Committee of Independent Directors with responsibility for Related Party Transactions had approved the transaction. In particular, the matter was addressed during the Committee meetings of 19 November and 11 December 2020, which dealt with the sale of Pavimental's airports unit to ADR and the sale of Atlantia's stake in Pavimental to Autostrade per l'Italia, respectively.

### **Audit procedures required by Legislative Decree 39/2010**

Pursuant to art. 19 of Legislative Decree 39/2010, as amended by Legislative Decree 135/2016, the committee responsible for the internal and statutory audits of an entity, whose role, in entities of public interest (which include listed companies) that have adopted a traditional governance system, is fulfilled by the Board of Statutory Auditors, is responsible for:

- a) informing the management body of the audited entity of the outcome of the statutory audit and submitting to this body the additional report required by article 11 of the European Regulation (EU) 537/2014, accompanied any eventual observations;
- b) monitoring the financial reporting process and submitting recommendations or suggestions designed to safeguard its integrity;
- c) controlling the effectiveness of the entity's internal quality control and risk management systems and, where applicable, its internal audit systems, in relation to the audited entity's financial reporting, without impinging on its independence;
- d) overseeing the statutory audit of the separate and consolidated financial statements, also taking into account the results and conclusions of the quality controls conducted by the CONSOB in accordance with article 26, paragraph 6 of the European Regulation, where available;
- e) verifying and monitoring the independence of the statutory auditors or the independent auditor in accordance with articles 10, 10-bis, 10-ter, 10-quater and 17 of the above decree and article 6 of the European Regulation, above all with regard to the appropriateness of any non-audit services provided to the audited entity, in compliance with article 5 of the Regulation;
- f) the procedure for selecting statutory or independent auditors and recommending the statutory or independent auditors to be engaged pursuant to article 16 of the European Regulation.

The Board of Statutory Auditors interacted with the Control, Risk and Corporate Governance Committee, a Board committee, with the aim of coordinating expertise, exchanging information, engaging in ongoing consultation and avoiding any overlap between their activities. In this regard, 5 joint meetings with the Control, Risk and Corporate Governance Committee were held in 2021. A further 3 joint meetings have been held in 2022.

\* \* \*

With specific reference to Legislative Decree 39/2010, the following should be noted.

**A) Reporting to the Board of Directors on the outcome of the statutory audit and on the additional report required by art. 11 of the European Regulation (EU) 537/2014**

The Board states that the independent auditor, KPMG SpA ("KPMG") issued the additional report required by art. 11 of the European Regulation on 31 March 2022,

describing the results of its statutory audit of the accounts and including the written confirmation of independence required by art. 6, paragraph 2.a) of the Regulation, in addition to the disclosures required by art. 11 of the Regulation, without noting any significant shortcomings. The Board of Statutory Auditors will inform the Company's Board of Directors of the outcome of the statutory audit, submitting to Directors the additional report, accompanied by any eventual observations pursuant to art. 19 of Legislative Decree 39/2010. With regard to the previous financial year, the Board of Statutory Auditors informed the Board of Directors of the outcome of the statutory audit at the meeting held on 10 June 2021.

#### B) Oversight of the financial reporting process

The Board of Statutory Auditors has verified the existence of regulations and procedures governing the process of preparing and publishing financial information. In this regard, the methods used in monitoring the risk management and internal control system in respect of financial reporting are consistent with the provisions of article 154-*bis* of the CFA and the Corporate Governance Code and are structured on the basis set out in the Internal Control - Integrated Framework ("COSO Report") published by the Committee of Sponsoring Organizations of the Treadway Commission. The process described in the "Guidelines for the internal control system over financial reporting" approved by the Board of Directors on 14 February 2020 is repeated every six months. The Annual Report on Corporate Governance and the Ownership Structure contains a specific section entitled "Description of the main characteristics of existing risk management and internal control systems in respect of the financial reporting process", which describes (i) the phases of the existing risk management and internal control system in respect of financial reporting and (ii) the roles and departments involved.

The Board of Statutory Auditors, with the assistance of the Manager Responsible for Financial Reporting, examined the procedures involved in preparing the Company's financial statements and the consolidated financial statements, in addition to periodic financial reports. The Board of Statutory Auditors also received information on the process that enabled the Manager Responsible for Financial Reporting and the Chief Executive Officer to issue the attestations required by art. 154-*bis* of the CFA on the occasion of publication of the separate and consolidated annual financial statements and of the interim half-year report.

With reference to the oversight required by art. 19 of Legislative Decree 39/2010, relating to financial reporting, the Board of Statutory Auditors has verified that the administrative and accounting aspects of the internal control system, as they relate to the attestations to be issued by the Chief Executive Officer and the Manager Responsible for Financial Reporting, were revised in 2021. The process entailed Group-level analyses of significant entities and the related significant processes, through the mapping of activities carried out to verify the existence of controls (at entity, process and IT level) designed to oversee compliance risk in respect of the law and accounting regulations and standards relating to periodic financial reporting. Effective application of the administrative and accounting procedures was verified by the Manager Responsible for Financial Reporting, with the assistance of the relevant internal departments and independent external experts.

The Board of Statutory Auditors also verified the adequacy of the guidelines communicated by the Company to its subsidiaries pursuant to article 114, paragraph 2 of the CFA and, with regard to art. 15 of the CONSOB Regulation on markets, adopted with CONSOB Resolution 20249 of 28 December 2017 (which has introduced requirements for subsidiaries incorporated under, or regulated by, the laws of non-EU

states and of material significance for the purposes of the consolidated financial statements), verified that the Group companies to which the regulations are applicable have adopted procedures enabling them to submit reporting packages, for use during preparation of the consolidated financial statements, on a regular basis to management and the Company's independent auditor.

With regard to management and coordination, at the Board of Directors' meeting of 14 October 2021, following an in-depth analysis conducted by the CRGC resulting in a favourable opinion, the Directors approved the formal and substantive cessation of the Company's management and coordination of the following direct subsidiaries: (i) Autostrade per l'Italia SpA, (ii) Aeroporti di Roma SpA, (iii) Telepass SpA and (iv) SPEA Engineering SpA, with the concomitant discontinuation of the Regulation governing their management and coordination and of the management and coordination policies and guidelines previously issued, with the exclusion of the Policies, Procedures and Guidelines designed to enable Atlantia to meet its obligations to prepare consolidated financial statements and budgets, as well as its obligations under the CFA and the Corporate Governance Code, and the Policies and Procedures regarding the Group's image and ethical conduct and sustainability.

On 10 March 2022, the Chief Executive Officer and the Manager Responsible for Financial Reporting issued the attestations of the consolidated and separate financial statements required by art. 81-ter of CONSOB Regulation 11971 of 14 May 1999, as amended.

The Board of Statutory Auditors thus believes the financial reporting process to be adequate and deems that there is nothing to report to the General Meeting.

C) Oversight of the effectiveness of the internal control, internal audit and risk management systems

The Board of Statutory Auditors has overseen the structure, adequacy and efficiency of the internal control and risk management systems. It should be remembered that, in order to assess the correct functioning of the internal control system, in 2021 the Board of Directors made use of the Control, Risk and Corporate Governance Committee, the Director of the Internal Audit department (operating with an adequate level of independence and suitably equipped to carry out the assigned role), who reported on her activities to the Chairman, Chief Executive Officer, the Control, Risk and Corporate Governance Committee, the Board of Statutory Auditors, the Chief Financial Officer and Manager Responsible for Financial Reporting, the Chief Risk Officer, the Anticorruption Officer, the Supervisory Board and the Whistleblowing Committee.

In particular, during our periodic meetings with the Director of Internal Audit, with the Chief Financial Officer and Manager Responsible for Financial Reporting and with the Chief Risk Officer, the Board of Statutory Auditors was kept fully informed regarding internal auditing activities (with a view to assessing the adequacy and functionality of the internal control system, and compliance with the law and with internal procedures and regulations), the activities provided for in Legislative Decree 262/2005, the quarterly periodic disclosures required by art. 159, paragraph 1 of Legislative Decree 58/1998 and those regarding tax and financial matters, and the activities of the Risk Management unit, which is responsible for overseeing the management of risk via correct implementation and development of the COSO Enterprise Risk Management (ERM), a methodological framework that Atlantia has adopted to identify, measure, manage and monitor the risks inherent in the Company's current Business Risk Model (strategic, operational, financial, compliance and business continuity risks).

It should be remembered that, at its meeting of 11 June 2020, the Board of Directors, in



agreement with the CRCGC, approved the Atlantia Group's ERM Guidelines and Policy, which were then implemented by the main Group companies. These are periodically updated by Atlantia to keep pace with the relevant best practices (the COSO ERM framework).

To ensure the ever more effective management of risk, Atlantia and the main Group companies adopt and periodically update their Risk Appetite Statement (RAS). The RAS is a key element in enabling an organisation to prioritise risks when conducting its risk assessment and supports the organisation's decision-making process. In this regard, on 5 February 2021, the Board of Directors approved the RAS for 2021 and, at its meeting on 24 February 2022, approved the RAS for 2022.

It should also be noted that, on 4 August 2021, Atlantia's Board of Directors approved the Atlantia Group's "Impairment Testing Procedure" and "Financial Risk Management Policy". As noted in last year's report, following the initiatives decided on by the Directors at their meeting of 13 September 2019, with regard to the precautionary measures imposed on a number of employees of Spea Engineering and Autostrade per l'Italia for allegedly making false statements about the results of inspections of certain viaducts, from 17 September 2019, the Control, Risk and Corporate Governance Committee has also focused its attention on the audits that the Board of Directors has appointed KPMG Advisory SpA to carry out (forensic services with the aim of checking the correct application of internal procedures by Autostrade per l'Italia and Spea Engineering SpA and the people concerned) and SGS CTR Srl (technical assessment of the inspection reports and viaduct monitoring systems).

Work on the audits being conducted by KPMG Advisory SpA and SGS CTR Srl was completed in early 2020. In response to the audit findings, Autostrade per l'Italia drew up a specific plan to resolve the shortcomings identified with regard to surveillance of the motorway infrastructure on its network. Progress in implementing this plan was periodically checked on during 2021 by the Control, Risk and Corporate Governance Committee and the Board of Statutory Auditors in order to verify its correct implementation and progress against the established timetable.

In accordance with Recommendation 32(d) in the Corporate Governance Code, the Director of Internal Audit is responsible for verifying that the internal control and risk management system is properly functioning, fit for purpose and consistent with the guidelines drawn up by the Board of Directors. Moreover, in accordance with Recommendation 36(a) in the Corporate Governance Code, the Director of Internal Audit: (i) verifies, both on an ongoing basis and in relation to specific needs, and in accordance with international standards, the operation and fitness of the internal control and risk management system - through an Audit Plan approved by the Board - based on a structured process of analysis and prioritisation of the main risks.; and (ii) prepares periodic reports containing sufficient information on audit activities, the method of risk management and compliance with plans developed for risk mitigation. The periodic reports must contain an assessment of the internal control and risk management system.

It should also be noted that, on 6 March 2020, the Board of Directors approved the Tax Compliance Model, which provides guidelines for managing tax risk through the creation of a system for identifying, measuring, managing and controlling tax risk (the Tax Control Framework), also for the purposes of taking part in the Cooperative Compliance scheme introduced by Legislative Decree 128/2015 from 26 July 2019. As a prerequisite for admission to the scheme, the tax authority reached a positive assessment of the Tax Control Framework. In this context, the Tax Risk Officer is responsible for monitoring the Tax Control Framework. The annual report on the cooperative compliance scheme for 2021,

relating to the 2020 tax year, was presented to the Board of Directors on 10 March 2022, after examination by the CRCGC at the joint meeting with the Board of Statutory Auditors held on 9 March 2022.

Art. 6 of the new *Corporate Governance Code* (principle XIX) provides that *“The board of directors defines the guidelines for the internal control and risk management system in accordance with the company's strategies and annually assesses its adequacy and effectiveness.”* In addition, art. 6 (principle XX) also provides that *“The board of directors defines the principles concerning the coordination and the flow of information among the parties involved in the internal control and risk management system. Such principles aim at maximising the effectiveness of the system itself, reducing the duplication of activities and ensuring the successful performance of the duties of the oversight body.”*

In this regard, following prior examination and assessment by the CRCGC at a joint meeting with the Board of Statutory Auditors held on 3 August 2021, on 4 August 2021, the Board of Directors approved the new Guidelines for the Internal Control and Risk management System, the *“Guidelines for the Atlantia Group's Control and Reporting process”* and *“Guidelines for Planning – the Atlantia Group's Long-term Budgeting and Planning Process”*. The Board of Statutory Auditors acknowledges that Recommendation 33 in the new Corporate Governance Code requires the Board of Directors, with the support of the control and risk committee, to draw up guidelines for the internal control and risk management system, in keeping with the Company's strategies. This Recommendation also calls for the Board of Directors to assess, at least once a year, the adequacy of this system with respect to the company's characteristics and its risk appetite, as well as its effectiveness. In this regard, after noting the conclusions of the analysis by the CRCGC of the information provided to it and the assessments conducted by the various actors in the internal control and risk management system, and the Committee's positive assessment of the system, on 10 March 2022, the Board of Directors concluded that Atlantia's internal control and risk management system in 2021 can be deemed effective and adequate overall with respect to the nature of the business and the Company's risk appetite.

In addition, the Board of Statutory Auditors also notes that, during 2021, Atlantia's Supervisory Board (set up in compliance with Legislative Decree 231/2001 and one of whose members is also a member of the Board of Statutory Auditors) continued its review of the organisational, management and control model (*“OMCM”*) adopted by Atlantia, pursuant to Legislative Decree 231/2001, in order to ensure that the model had kept pace with changes in legislation and in the Company's organisational structure during the year. The Supervisory Board approved the latest revision of the OMCM, which, following prior examination by the CRCGC, was then approved by the Board of Directors on 14 October 2021.

The Board of Statutory Auditors has examined the Supervisory Board's reports on their activities in the first and second halves of 2021 and we do not have anything to mention in this regard in this report.

#### D) Oversight of the statutory audit of the separate and consolidated financial statements

The Board of Statutory Auditors declares that:

- the accounts have been subjected to the required controls by the independent auditor, KPMG, appointed by the Annual General Meeting of 29 May 2020 for the annual reporting periods 2021-2029. During their periodic meetings with the

Board of Statutory Auditors, the independent auditor had nothing to report on this matter;

- we analysed the activities of the independent auditor and, in particular, the methods adopted, the audit approach used for significant aspects of the financial statements and the audit planning process;
- discussed issues relating to the Company's risks with the independent auditor, enabling us to establish the appropriateness of the auditor's plans in terms of their approach in view of the structural and risk profiles of the Company and the Group;
- on 31 March 2022, KPMG issued the additional report required by art. 11 of the above European Regulation;
- on 31 March 2022, KPMG issued their audit reports on the separate and consolidated financial statements as at and for the year ended 31 December 2021. In this regard, the following should be noted:
  - both the reports contain: (i) the auditors' opinion on the fact that the financial statements provide a true and fair of the financial position of Atlantia SpA and of the Group as at 31 December 2021, and of the results of operations and cash flows for the year then ended, in compliance with the International Financial Reporting Standards adopted by the European Union and the measures introduced in application of art. 9 of Legislative Decree 38/2005; (ii) the description of the key aspects of the audit of the accounts and the audit procedures performed in response to those key aspects; (iii) the auditors' opinion on the consistency of the report on operations and of certain specific disclosures contained in the report on corporate governance and the ownership structure with the separate and consolidated financial statements as at and for the year ended 31 December 2021 and the reports' compliance with statutory requirements; (iv) confirmation that the opinions on the separate and consolidated financial statements expressed in the two reports are in line with the opinion expressed in the additional report sent to the Board of Statutory Auditors, in its role as the committee responsible for internal and statutory audits, prepared pursuant to art. 11 of the European Regulation (Reg. EU 537/2014);
  - neither of the above reports contains qualifications. Both reports contain an emphasis of matter provided by the Directors in the notes to the financial statements regarding signature of the share purchase agreement for the sale of the investment in Autostrade per l'Italia, the related effects resulting from the application of IFRS 5 "Non-current assets held for sale and discontinued operations" and significant legal and regulatory aspects relating to the ASPI group. Both reports also contain a paragraph on "Other aspects - Comparative information" specifying that previous financial statements were audited by another audit firm that, on 2 April 2021, issued two unqualified opinions on the above financial statements;
  - in their report on the consolidated financial statements, KPMG state that they have verified that the Directors have approved the non-financial statement;
  - the auditor's reports contain a compliance opinion stating that the separate and consolidated financial statements have been prepared in XHTML format, as required by Delegated Regulation (EU) 2019/815 of the European Commission.

E) Independence of the independent auditor, above all with regard to non-audit services

The Board of Statutory Auditors verified, also with reference to the provisions of art. 19 of Legislative Decree 39/2010, the independence of the independent auditor, KPMG, checking the nature and entity of any non-audit services provided to Atlantia, its subsidiaries and entities under common control by the auditors and by their associates. The fees paid by the Atlantia Group to the independent auditor, KPMG or the KPMG network, are as follows:

€000	
Audit	3,664
Other services	645
<b>Total</b>	<b>4,309</b>

It should be noted that the category “Other services” (those other than audit) includes: (i) €193 thousand relating to services provided by the Parent Company’s auditor, KPMG SpA (the limited review of the consolidated non-financial statements published by Atlantia, ASPI and ADR, a review of regulatory accounts, comfort letter for loans and bond issues and financial due diligence for the Italian subsidiaries); (ii) €452 thousand relating to services provided to subsidiaries by the network of the parent Company’s auditor (the limited review of the consolidated non-financial statement, comfort letter for loans and bond issues for overseas subsidiaries and agreed-upon procedures on accounting data and information).

“Other Services” accounted for 17.60% of the total fees paid for “Audit” services.

In the light of the above, the Board therefore believes that the independent auditor, KPMG, meets the requirements for independence. KPMG provided their annual confirmation of independence on 31 March 2022.

**Negligence, irregularities, other opinions provided, initiatives undertaken**

The Board of Statutory Auditors states that issued a favourable opinion, pursuant to art. 2389, paragraph 3 of the Italian Civil Code, regarding the remuneration of executive Directors. We also examined the document containing the structure of the MBO incentive scheme for 2022 approved by the Board of Directors on 10 March 2022, issuing insofar as necessary a favourable opinion on the remuneration of the Chief Executive Officer.

The Board of Statutory Auditors also received the “Report on the remuneration policy and remuneration paid” prepared in accordance with art. 123-ter of the CFA. This contains the terms of the remuneration policy to be submitted to the Annual General Meeting called for 29 April 2022 and approved by the Board of Directors on 10 March 2022. The Board of Statutory Auditors confirmed that the process followed was in line with the Company’s procedures and consistent with the relevant legislation, providing insofar as necessary favourable opinions to the Board of Directors.

We did not find any evidence of negligence or irregularities during the year requiring mention in this report.

**Complaints lodged under art. 2408 of the Italian Civil Code**

Two complaints under art. 2408 of the Italian Civil Code were received during the year from the shareholder, Tommaso Marino, the owner of 1 share in the Company. In particular:

- at 11.34pm on 28 May 2021, a certified email was received from the shareholder, Tommaso Marino, notifying the Board of Statutory Auditors of a complaint pursuant to art. 2408 of the Italian Civil Code, regarding “tolls used to pay off the debt accumulated

by shareholders in order to acquire the Company, in breach of European law?”, with reference to an article published in “Il Fatto Quotidiano” on 28 May 2021.

The Board examined the complaint received at our meeting on 9 June 2021, deeming that it was lacking in any specific details. As a result, the Board decided not to take the matter any further;

- at 9.52pm on 26 July 2021, the shareholder, Tommaso Marino, notifying the Board of Statutory Auditors and the CONSOB of the Antitrust investigation of 26 July 2021 relating to Autostrade per l’Italia and regarding disruption on the motorway network, requesting that those responsible should be identified and reprimanded.

The Board examined the complaint received at our meeting on 2 August 2021, concluding that it did not regard Atlantia in addition to being of a generic nature and lacking in any specific details. As a result, the Board decided not to take the matter any further.

### Separate and consolidated financial statements and the Integrated Annual Report

Note that, with the aim of increasing and improving the disclosures provided to stakeholders, in 2020 Atlantia embarked on the process of integrating the Group’s financial and non-financial reporting. This resulted in the preparation of the Group’s first Integrated Annual Report for 2020.

The Integrated Annual Report for 2021 also includes key information taken from the Report on Corporate Governance and the Remuneration Report.

The document consists of three sections entitled “Snapshot”, “Business Model” and “Performance”, which have been designed to provide progressively greater detail and guide the reader towards the most important information. These sections are:

- Snapshot: providing a snapshot of the Group, its performance highlights and the most significant events that took place in 2021;
- Business Model: containing an overview of the Group’s strategic guidelines, and of the organisation’s risk management, governance and control systems;
- Performance: providing data and information useful in an integrated analysis of the Company’s operations, action plans, investment and key performance indicators for the year, in both financial and non-financial terms. Moreover, the section contains more detailed and specialist information, including the separate and consolidated financial statements, the related notes and the mandatory financial and non-financial disclosures.

Atlantia’s Integrated Annual Report also meets the requirements of Legislative Decree 254/2016, which has transposed Directive 2014/95/EU on non-financial reporting into Italian law. The Report thus includes a specific section called the Non-financial Statement (containing a framework showing links enabling the ready identification, within the Integrated Annual Report, of non-financial disclosures).

The Non-financial Statement was subject to limited assurance by KPMG SpA in accordance with the criteria set out in ISAE 3000 Revised.

The notes to separate and consolidated financial statements state that the financial statements as at and for the year ended 31 December 2021 have been prepared on a going concern basis. In this regard, at a meeting held on 24 February 2022, the Board of Directors examined the Long-term Plan for the period 2022-2025, which envisages a significant improvement in the key financial indicators of Atlantia and its principal investees in 2022. The assessment of the risk factors and uncertainties previously described in the financial statements as at and for the year ended 31 December 2020 has also been updated. This process focused particularly on the risks and uncertainties deriving from the situation relating to Autostrade per l’Italia. The sale of Atlantia’s

entire 88.06% stake in Autostrade per l'Italia to Holding Reti Industriali S.p.A., a corporate vehicle established by CDP Equity SpA, the Blackstone Group International Partners LLP and Macquarie European Infrastructures Fund 6 SCSp is nearing completion, given the positive progress made in fulfilling the related conditions precedent.

With specific regard to our examination of the financial statements as at and for the year ended 31 December 2021, the consolidated financial statements (prepared in accordance with the IAS/IFRS issued by the International Accounting Standards Board (IASB) and endorsed by the European Union, and in compliance with the measures introduced by the CONSOB in application of paragraph 3 of art. 9 of Legislative Decree 38/2005) and the Integrated Annual Report, the Board of Statutory Auditors states the following:

- have checked the overall basis of presentation of the separate and consolidated financial statements and their general compliance with the laws relating to their preparation and structure, and that they are accompanied by the documents required by the civil code and the CFA;
- have checked the reasonableness of the valuation procedures applied and their compliance with the requirements of IFRS; Atlantia's Board of Directors, in keeping with the recommendations in the joint document issued by the Bank of Italy/CONSOB/ISVAP on 3 March 2010, has approved the impairment testing procedure and results independently and prior to approval of the financial statements;
- have verified that the financial statements are consistent with the information in our possession, as a result of carrying out our duties;
- to the best of the Board of Statutory Auditors' knowledge, in preparing the financial statements, the Directors did not elect to apply any of the exemptions permitted by art. 2423, paragraph 4 of the Italian Civil Code;
- verified compliance with the laws governing preparation of the management report on operations and have no particular observations to make in this regard;
- have noted the information provided by the Directors in the Annual Report regarding the going concern assumption, financial risk, impairment testing and uncertainties in the use of estimates complies with Document 2 issued by the Bank of Italy/CONSOB/ISVAP on 6 February 2009;
- note the reconciliation of the key performance indicators included in the reclassified consolidated income statement with the items in the statutory accounts, and the reconciliation of the reclassified consolidated statement of financial position with the consolidated statement of financial position, included in section 8.2 of the Integrated Annual Report;
- with regard to the spread of the Covid-19 pandemic, in line with recommendations from ESMA and the CONSOB regarding the impact of Covid-19 on the financial disclosures provided by listed companies, Atlantia's Directors have provided qualitative and quantitative information on the impact of Covid-19 with respect to material risks and the outlook. This information takes into account the specific nature of the Company and is based on the available data;
- following the events that have taken place since the Board of Directors' approval of the financial statements for 2021 and the outbreak of war between Ukraine and Russia, have engaged with both departments within the Company and the independent auditor as part of an assessment of the potential impact on traffic, interest and exchange rates, energy costs and the economy in general.

### Consolidated Non-financial Statement

Atlantia's Board of Directors has approved the Consolidated Non-financial Statement for 2021, prepared pursuant to Legislative Decree 254/2016 and included in the Integrated Annual Report.

On 31 March 2022, the independent auditor issued its report on the compliance of the information provided in the consolidated non-financial statement with statutory requirements and reporting standards adopted.

The Board of Statutory Auditors oversaw compliance with the provisions of Legislative Decree 254/2016 and we do not have anything to mention in this regard in this report.

### Proposal to the Annual General Meeting

The Board of Statutory Auditors is in favour of approval of the financial statements as at and for the year ended 31 December 2021 and has no objections regarding the Board of Directors' proposal for the appropriation of profit for the year.

The Board of Statutory Auditors notes that, in response to the Covid-19 pandemic, the Annual General Meeting of shareholders will take place in accordance with the exceptional procedures introduced by Law Decree 18 of 17 March 2020.

### Election of the new Board of Directors

The term of office of the Board of Directors elected by the Annual General Meeting of 18 April 2019 expires with approval of the financial statements as at and for the year ended 31 December 2021. You are thus invited, in accordance with the law and the Company's articles of association, to elect a new Board of Directors.

\* \* \*

Pursuant to art. 144-*quinquiesdecies* of the Regulations for Issuers, approved by the CONSOB with Resolution 11971/99, as amended, the list of positions held by members of the Board of Statutory Auditors at the companies in Book V, Section V, Chapters V, VI and VII of the Italian Civil Code is published by the CONSOB on its website ([www.consob.it](http://www.consob.it)).

\* \* \*

Rome, 1 April 2022

For the Board of Statutory Auditors  
The Chairman  
Roberto Capone

KPMG S.p.A.  
 Revisione e organizzazione contabile  
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**(This independent auditors' report has been translated into English solely for the convenience of international readers. Accordingly, only the original Italian version is authoritative.)**

## **Independent auditors' report on the consolidated non-financial statement pursuant to article 3.10 of Legislative decree no. 254 of 30 December 2016 and article 5 of the Consob Regulation adopted with Resolution no. 20267 of 18 January 2018**

*To the board of directors of  
 Atlantia S.p.A.*

Pursuant to article 3.10 of Legislative decree no. 254 of 30 December 2016 (the "decree") and article 5 of the Consob (the Italian Commission for listed companies and the stock exchange) Regulation adopted with Resolution no. 20267 of 18 January 2018, we have been engaged to perform a limited assurance engagement on the 2021 consolidated non-financial statement of the Atlantia Group (the "group") prepared in accordance with article 4 of the decree and approved by the board of directors on 10 March 2022 (the "NFS").

Our procedures did not cover the information set out in:

- the "Taxonomy" section of the NFS required by article 8 of Regulation (EU) 852 of 18 June 2020;
- the "Reconciliation between the Global Compact standards and the GRI Standards indicators" table;
- the "Sustainability Accounting Standards Board (SASB)" table.

### **Responsibilities of the directors and board of statutory auditors ("Collegio Sindacale") of Atlantia S.p.A. (the "parent") for the NFS**

The directors are responsible for the preparation of an NFS in accordance with articles 3 and 4 of the decree and the "Global Reporting Initiative Sustainability Reporting Standards" issued by GRI - Global Reporting Initiative (the "GRI Standards"), which they have identified as the reporting standards.

The directors are also responsible, within the terms established by the Italian law, for such internal control as they determine is necessary to enable the preparation of an NFS that is free from material misstatement, whether due to fraud or error.





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Moreover, the directors are responsible for the identification of the content of the NFS, considering the aspects indicated in article 3.1 of the decree and the group's business and characteristics, to the extent necessary to enable an understanding of the group's business, performance, results and the impacts it generates.

The directors' responsibility also includes the design of an internal model for the management and organisation of the group's activities, as well as, with reference to the aspects identified and disclosed in the NFS, the group's policies and the identification and management of the risks generated or borne.

The *Collegio Sindacale* is responsible for overseeing, within the terms established by the Italian law, compliance with the decree's provisions.

### ***Auditors' independence and quality control***

We are independent in compliance with the independence and all other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards, the IESBA Code) issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. Our company applies International Standard on Quality Control 1 (ISQC Italia 1) and, accordingly, maintains a system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### ***Auditors' responsibility***

Our responsibility is to express a conclusion, based on the procedures performed, about the compliance of the NFS with the requirements of the decree and the GRI Standards. We carried out our work in accordance with the criteria established by "International Standard on Assurance Engagements 3000 (revised) - Assurance Engagements other than Audits or Reviews of Historical Financial Information" ("ISAE 3000 revised"), issued by the International Auditing and Assurance Standards Board applicable to limited assurance engagements. This standard requires that we plan and perform the engagement to obtain limited assurance about whether the NFS is free from material misstatement. A limited assurance engagement is less in scope than a reasonable assurance engagement carried out in accordance with ISAE 3000 revised, and consequently does not enable us to obtain assurance that we would become aware of all significant matters and events that might be identified in a reasonable assurance engagement.

The procedures we performed on the NFS are based on our professional judgement and include inquiries, primarily of the parent's personnel responsible for the preparation of the information presented in the NFS, documental analyses, recalculations and other evidence gathering procedures, as appropriate.

Specifically, we carried out the following procedures:

1. Analysing the material aspects based on the group's business and characteristics disclosed in the NFS, in order to assess the reasonableness of the identification process adopted on the basis of the provisions of article 3 of the decree and taking into account the reporting standards applied.
2. Analysing and assessing the identification criteria for the reporting scope, in order to check their compliance with the decree.

3. Comparing the financial disclosures presented in the NFS with those included in the group's consolidated financial statements.
4. Gaining an understanding of the following:
  - the group's business management and organisational model, with reference to the management of the aspects set out in article 3 of the decree;
  - the entity's policies in connection with the aspects set out in article 3 of the decree, the achieved results and the related key performance indicators;
  - the main risks generated or borne in connection with the aspects set out in article 3 of the decree.

Moreover, we checked the above against the disclosures presented in the NFS and carried out the procedures described in point 5.a).

5. Understanding the processes underlying the generation, recording and management of the significant qualitative and quantitative information disclosed in the NFS.

Specifically, we held interviews and discussions with the parent's management personnel and personnel of Grupo Costanera S.p.A., AB Concessoes S.A., Aeroporti di Roma S.p.A., Telepass S.p.A. and Abertis Infraestructuras S.A.. We also performed selected procedures on documentation to gather information on the processes and procedures used to gather, combine, process and transmit non-financial data and information to the office that prepares the NFS.

Furthermore, with respect to significant information, considering the group's business and characteristics:

- at group level:
  - a) we held interviews and obtained supporting documentation to check the qualitative information presented in the NFS and, specifically, the business model, the policies applied and main risks for consistency with available evidence;
  - b) we carried out analytical and limited procedures to check, on a sample basis, the correct aggregation of data in the quantitative information;
- we held videoconferences with the management of Grupo Costanera S.p.A., AB Concessoes S.A., Aeroporti di Roma S.p.A., Telepass S.p.A. and Abertis Infraestructuras S.A., which we have selected on the basis of their business, contribution to the key performance indicators at consolidated level and location, to obtain documentary evidence supporting the correct application of the procedures and methods used to calculate the indicators.

### **Conclusion**

Based on the procedures performed, nothing has come to our attention that causes us to believe that the 2021 consolidated non-financial statement of the Atlantia Group has not been prepared, in all material respects, in accordance with the requirements of articles 3 and 4 of the decree and the GRI Standards.

Our conclusion does not extend to the information set out in the "Taxonomy" section of the NFS required by article 8 of Regulation (EU) 852 of 18 June 2020) and the "Reconciliation between the Global Compact standards and the GRI Standards indicators" table and "Sustainability Accounting Standards Board (SASB)" tables.



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### ***Other matters***

The NFS presents the corresponding figures included in the 2019 and 2020 consolidated non-financial statements for comparative purposes, on which other auditors performed a limited assurance engagement and expressed their unqualified conclusions on 29 April 2020 and 2 April 2021, respectively.

Rome, 31 March 2022

KPMG S.p.A.

(signed on the original)

Marco Maffei  
Director of Audit

KPMG S.p.A.  
Revisione e organizzazione contabile  
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**(The accompanying translated consolidated financial statements of the Atlantia Group constitute a non-official version which is not compliant with the provisions of the Commission Delegated Regulation (EU) 2019/815. This independent auditors' report has been translated into English solely for the convenience of international readers. Accordingly, only the original Italian version is authoritative.)**

## **Independent auditors' report pursuant to article 14 of Legislative decree no. 39 of 27 January 2010 and article 10 of Regulation (EU) no. 537 of 16 April 2014**

*To the shareholders of  
Atlantia S.p.A.*

### **Report on the audit of the consolidated financial statements**

#### ***Opinion***

We have audited the consolidated financial statements of the Atlantia Group (the "group"), which comprise the statement of financial position as at 31 December 2021, the income statement and the statements of comprehensive income, changes in equity and cash flows for the year then ended and notes thereto, which include a summary of the significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Atlantia Group as at 31 December 2021 and of its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards endorsed by the European Union and the Italian regulations implementing article 9 of Legislative decree no. 38/05.

#### ***Basis for opinion***

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the "Auditors' responsibilities for the audit of the consolidated financial statements" section of our report. We are independent of Atlantia S.p.A. (the "parent") in accordance with the ethics and independence rules and standards applicable in Italy to audits of financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



**Atlantia Group**  
Independent auditors' report  
31 December 2021

### Emphasis of matter

We draw attention to the disclosure provided by the directors in paragraph 6.1 “Agreement for the sale of the investment in Autostrade per l’Italia” of the notes to the consolidated financial statements about the sale of the investment in Autostrade per l’Italia S.p.A. (“ASPI”), the consequent effects of the application of IFRS 5 “Non-current assets held for sale and discontinued operations” and the significant legal and concession-related events relating to the ASPI Group. We did not qualify our opinion in this respect.

### Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Recoverability of Abertis goodwill

Notes to the consolidated financial statements: paragraph 7.3 “Goodwill”

Key audit matter	Audit procedures addressing the key audit matter
<p>The consolidated financial statements at 31 December 2021 include goodwill of €8,441 million, of which €8,414 million is allocated to the Abertis cash-generating unit (“CGU”).</p> <p>The directors tested the carrying amount of the CGU to which goodwill is allocated for impairment, in order to identify any impairment losses compared to the CGU’s recoverable amount. The estimated recoverable amount is based on value in use, that is the present value of the future expected cash flows (discounted cash flow model).</p> <p>The model is very complex and entails the use of estimates which, by their very nature, are uncertain and subjective, about:</p> <ul style="list-style-type: none"> <li>— the expected cash flows, calculated by taking into account the general economic performance and that of the group’s sector, the actual cash flows for recent years and the projected growth rates;</li> <li>— the financial parameters used to calculate the discount rate.</li> </ul> <p>For the above reasons, we believe that the recoverability of goodwill is a key audit matter</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>— understanding the process for preparing the business plan approved by the parent’s board of directors on 24 February 2022 (the “business plan”);</li> <li>— understanding the impairment testing procedure approved by the parent’s board of directors on 24 February 2022;</li> <li>— analysing the reasonableness of the key assumptions used by the directors to prepare the business plan;</li> <li>— analysing the criteria used to identify the CGU and tracing the amount of the CGU assets and liabilities to the relevant carrying amounts in the consolidated financial statements;</li> <li>— comparing the cash flows used for impairment testing to the cash flows forecast in the business plan;</li> <li>— analysing the most significant discrepancies between the previous year business plans’ figures and actual figures, in order to check the accuracy of the measurement process adopted;</li> <li>— involving experts of the KPMG network in the assessment of the reasonableness of the impairment testing and related assumptions, including by means of a comparison with external data and information;</li> </ul>

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- checking the sensitivity analysis presented in the notes in relation to the key assumptions used for impairment testing;
  - assessing the appropriateness of the disclosures provided in the notes about equity investments and the related impairment tests.
  - assessing the appropriateness of the disclosures about the impairment test and its compliance with the requirements of IAS 36.
- 

### **Other matters**

The group's 2020 consolidated financial statements were audited by other auditors, who expressed their unqualified opinion thereon on 2 April 2021.

### **Responsibilities of the parent's directors and board of statutory auditors ("Collegio Sindacale") for the consolidated financial statements**

The directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with the International Financial Reporting Standards endorsed by the European Union and the Italian regulations implementing article 9 of Legislative decree no. 38/05 and, within the terms established by the Italian law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the group's ability to continue as a going concern and for the appropriate use of the going concern basis in the preparation of the consolidated financial statements and for the adequacy of the related disclosures. The use of this basis of accounting is appropriate unless the directors believe that the conditions for liquidating the parent or ceasing operations exist, or have no realistic alternative but to do so.

The *Collegio Sindacale* is responsible for overseeing, within the terms established by the Italian law, the group's financial reporting process.

### **Auditors' responsibilities for the audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA Italia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.



**Atlantia Group**  
*Independent auditors' report*  
 31 December 2021

As part of an audit in accordance with ISA Italia, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the group to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance, identified at the appropriate level required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the ethics and independence rules and standards applicable in Italy and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are, therefore, the key audit matters. We describe these matters in our auditors' report.

### **Other information required by article 10 of Regulation (EU) no. 537/14**

On 29 May 2020, the parent's shareholders appointed us to perform the statutory audit of its separate and consolidated financial statements as at and for the years ending from 31 December 2021 to 31 December 2029.

We declare that we did not provide the prohibited non-audit services referred to in article 5.1 of Regulation (EU) no. 537/14 and that we remained independent of the parent in conducting the statutory audit.

We confirm that the opinion on the consolidated financial statements expressed herein is consistent with the additional report to the *Collegio Sindacale*, in its capacity as audit committee, prepared in accordance with article 11 of the Regulation mentioned above.

### **Report on other legal and regulatory requirements**

#### **Opinion on the compliance with the provisions of Commission Delegated Regulation (EU) 2019/815**

The parent's directors are responsible for the application of the provisions of Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (ESEF) to the consolidated financial statements to be included in the annual financial report.

We have performed the procedures required by Standard on Auditing (SA Italia) 700B in order to express an opinion on the compliance of the consolidated financial statements with Commission Delegated Regulation (EU) 2019/815.

In our opinion, the consolidated financial statements have been prepared in XHTML format and have been marked up, in all material respects, in compliance with the provisions of Commission Delegated Regulation (EU) 2019/815.

#### **Opinion pursuant to article 14.2.e) of Legislative decree no. 39/10 and article 123-bis.4 of Legislative decree no. 58/98**

The parent's directors are responsible for the preparation of the group's directors' report and report on corporate governance and ownership structure at 31 December 2021 and for the consistency of such reports with the related consolidated financial statements and their compliance with the applicable law.

We have performed the procedures required by Standard on Auditing (SA Italia) 720B in order to express an opinion on the consistency of the directors' report and the specific information presented in the report on corporate governance and ownership structure indicated by article 123-bis.4 of Legislative decree no. 58/98 with the group's consolidated financial statements at 31 December 2021 and their compliance with the applicable law and to state whether we have identified material misstatements.

In our opinion, the directors' report and the specific information presented in the report on corporate governance and ownership structure referred to above are consistent with the group's consolidated financial statements at 31 December 2021 and have been prepared in compliance with the applicable law.

With reference to the above statement required by article 14.2.e) of Legislative decree no. 39/10, based on our knowledge and understanding of the entity and its environment obtained through our audit, we have nothing to report.





**Atlantia Group**  
*Independent auditors' report*  
31 December 2021

**Statement pursuant to article 4 of the Consob regulation implementing  
Legislative decree no. 254/16**

The directors of Atlantia S.p.A. are responsible for the preparation of a non-financial statement pursuant to Legislative decree no. 254/16. We have checked that the directors had approved such non-financial statement. In accordance with article 3.10 of Legislative decree no. 254/16, we attested the compliance of the non-financial statement separately.

Rome, 31 March 2022

KPMG S.p.A.

(signed on the original)

Marcella Balistreri  
Director of Audit

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**(The accompanying translated separate financial statements of Atlantia S.p.A. constitute a non-official version which is not compliant with the provisions of the Commission Delegated Regulation (EU) 2019/815. This independent auditors' report has been translated into English solely for the convenience of international readers. Accordingly, only the original Italian version is authoritative.)**

## **Independent auditors' report pursuant to article 14 of Legislative decree no. 39 of 27 January 2010 and article 10 of Regulation (EU) no. 537 of 16 April 2014**

*To the shareholders of  
Atlantia S.p.A.*

### **Report on the audit of the separate financial statements**

#### **Opinion**

We have audited the separate financial statements of Atlantia S.p.A. (the "company"), which comprise the statement of financial position as at 31 December 2021, the income statement and the statements of comprehensive income, changes in equity and cash flows for the year then ended and notes thereto, which include a summary of the significant accounting policies.

In our opinion, the separate financial statements give a true and fair view of the financial position of Atlantia S.p.A. as at 31 December 2021 and of its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards endorsed by the European Union and the Italian regulations implementing article 9 of Legislative decree no. 38/05.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the "Auditors' responsibilities for the audit of the separate financial statements" section of our report. We are independent of the company in accordance with the ethics and independence rules and standards applicable in Italy to audits of financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.



**Atlantia S.p.A.**  
Independent auditors' report  
31 December 2021

### **Emphasis of matter**

We draw attention to the disclosure provided by the directors in paragraph 4.1 “Agreement for the sale of the investment in Autostrade per l’Italia” of the notes to the separate financial statements about the sale of the investment in Autostrade per l’Italia S.p.A. (“ASPI”), the consequent effects of the application of IFRS 5 “Non-current assets held for sale and discontinued operations” and the significant legal and concession-related events relating to the ASPI Group. We did not qualify our opinion in this respect.

### **Key audit matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the separate financial statements of the current year. These matters were addressed in the context of our audit of the separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### **Recoverability of the investment in Abertis HoldCo S.A.**

Notes to the separate financial statements: paragraph 5.1 “Equity investments”

<b>Key audit matter</b>	<b>Audit procedures addressing the key audit matter</b>
<p>The separate financial statements at 31 December 2021 include the investment in the subsidiary Abertis HoldCo S.A. under non-current assets, which is measured at cost (€2,952 million).</p> <p>The directors tested the carrying amount of the cash-generating unit (“CGU”) to which the equity investment relate for impairment, in order to identify any impairment losses compared to the CGU’s recoverable amount. The estimated recoverable amount is based on value in use, that is the present value of the future expected cash flows (discounted cash flow model).</p> <p>The model is very complex and entails the use of estimates which, by their very nature, are uncertain and subjective, about:</p> <ul style="list-style-type: none"> <li>— the expected cash flows, calculated by taking into account the general economic performance and that of the company’s sector, the actual cash flows for recent years and the projected growth rates;</li> <li>— the financial parameters used to calculate the discount rate.</li> </ul> <p>For the above reasons, we believe that the recoverability of goodwill is a key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>— understanding the process for preparing the business plan approved by the company’s board of directors on 24 February 2022 (the “business plan”);</li> <li>— understanding the impairment testing procedure approved by the company’s board of directors on 24 February 2022;</li> <li>— analysing the reasonableness of the key assumptions used by the directors to prepare the business plan;</li> <li>— analysing the criteria used to identify the CGU and tracing the amount of the CGU assets and liabilities to the relevant carrying amounts in the consolidated financial statements;</li> <li>— comparing the cash flows used for impairment testing to the cash flows forecast in the business plan;</li> <li>— analysing the most significant discrepancies between the previous year business plans’ figures and actual figures, in order to check the accuracy of the measurement process adopted;</li> <li>— involving experts of the KPMG network in the assessment of the reasonableness of the impairment testing and related assumptions, including by means of a comparison with external data and information;</li> </ul>

- 
- checking the sensitivity analysis presented in the notes in relation to the key assumptions used for impairment testing;
  - assessing the appropriateness of the presentation and the adequacy of disclosures provided about goodwill and the related impairment test.
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### **Other matters**

The company's 2020 separate financial statements were audited by other auditors, who expressed their unqualified opinion thereon on 2 April 2021.

### **Responsibilities of the company's directors and board of statutory auditors ("Collegio Sindacale") for the separate financial statements**

The directors are responsible for the preparation of separate financial statements that give a true and fair view in accordance with the International Financial Reporting Standards endorsed by the European Union and the Italian regulations implementing article 9 of Legislative decree no. 38/05 and, within the terms established by the Italian law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the company's ability to continue as a going concern and for the appropriate use of the going concern basis in the preparation of the separate financial statements and for the adequacy of the related disclosures. The use of this basis of accounting is appropriate unless the directors believe that the conditions for liquidating the company or ceasing operations exist, or have no realistic alternative but to do so.

The *Collegio Sindacale* is responsible for overseeing, within the terms established by the Italian law, the company's financial reporting process.

### **Auditors' responsibilities for the audit of the separate financial statements**

Our objectives are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA Italia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate financial statements.

As part of an audit in accordance with ISA Italia, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;



**Atlantia S.p.A.**  
*Independent auditors' report*  
 31 December 2021

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the company to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance, identified at the appropriate level required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the ethics and independence rules and standards applicable in Italy and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the separate financial statements of the current year and are, therefore, the key audit matters. We describe these matters in our auditors' report.

#### ***Other information required by article 10 of Regulation (EU) no. 537/14***

On 29 May 2020, the company's shareholders appointed us to perform the statutory audit of its separate and consolidated financial statements as at and for the years ending from 31 December 2021 to 31 December 2029.

We declare that we did not provide the prohibited non-audit services referred to in article 5.1 of Regulation (EU) no. 537/14 and that we remained independent of the company in conducting the statutory audit.

We confirm that the opinion on the separate financial statements expressed herein is consistent with the additional report to the *Collegio Sindacale*, in its capacity as audit committee, prepared in accordance with article 11 of the Regulation mentioned above.

## Report on other legal and regulatory requirements

### ***Opinion on the compliance with the provisions of Commission Delegated Regulation (EU) 2019/815***

The company's directors are responsible for the application of the provisions of Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (ESEF) to the separate financial statements to be included in the annual financial report.

We have performed the procedures required by Standard on Auditing (SA Italia) 700B in order to express an opinion on the compliance of the separate financial statements with Commission Delegated Regulation (EU) 2019/815.

In our opinion, the separate financial statements have been prepared in XHTML format in compliance with the provisions of Commission Delegated Regulation (EU) 2019/815.

### ***Opinion pursuant to article 14.2.e) of Legislative decree no. 39/10 and article 123-bis.4 of Legislative decree no. 58/98***

The company's directors are responsible for the preparation of a directors' report and a report on corporate governance and ownership structure at 31 December 2021 and for the consistency of such reports with the related separate financial statements and their compliance with the applicable law.

We have performed the procedures required by Standard on Auditing (SA Italia) 720B in order to express an opinion on the consistency of the directors' report and the specific information presented in the report on corporate governance and ownership structure indicated by article 123-bis.4 of Legislative decree no. 58/98 with the company's separate financial statements at 31 December 2021 and their compliance with the applicable law and to state whether we have identified material misstatements.

In our opinion, the directors' report and the specific information presented in the report on corporate governance and ownership structure referred to above are consistent with the company's separate financial statements at 31 December 2021 and have been prepared in compliance with the applicable law.

With reference to the above statement required by article 14.2.e) of Legislative decree no. 39/10, based on our knowledge and understanding of the entity and its environment obtained through our audit, we have nothing to report.

Rome, 31 March 2022

KPMG S.p.A.

(signed on the original)

Marcella Balistreri  
Director of Audit





**Atlantia SpA – Joint stock company**  
Piazza di San Silvestro 8, 00187 Rome, Italy

Atlantia SpA is a strategic investment holding company.  
The Atlantia Group is an operator of motorways and airports  
and a provider of mobility and payment services.