



SOCIETÀ DI PROGETTO
BREBEMI SPA

Società di Progetto Brebemi S.p.A.

A35

Semi-Annual Financial Model updated as of 30 June 2021

Semi-annual financial model assumptions

Project Nuvolari - Inputs

Selected scenario

Scenario 1

Scenarios

1

1 Model

Model start

date

01/01/2018

Month in semester

month

6

Semester in year

x

2

Historical data end

date

30/06/2021

Precision for model optimization

5

2 Macroeconomic

2.1 Inflation

Inflation

text

IMF @12/2020

Month for inflation indexation

month

1

2.2 Traffic

Traffic scenario

text

P50 Righetti - 15
September 2020 +
Budget

3 Concession

3.1 Timing

Concession end

date

22/01/2040

End of regulatory period

date

31/12/2021

3.2 Toll road length

Toll road length

km

62,1

3.3 Tariff (base 2018)

Light

€/veh/km

0,14117

Heavy

€/veh/km

0,27789482

X factor flat current / sensi regulation (0/1)

flag

0

X tariff increase

%

2,99%

X tariff increase - post 2022 sensi

%

0,00%

X tariff increase

%

2,99%

X fattore end

date

31/12/2021

X fattore end

date

31/12/2038

Tariff indexed to inflation

flag

1

Discount on traffic

%

3,00%

End discount

date

31/12/2022

Inflation regulatory calculation

%

1,50%

3.4 Other revenues

Other revenues

'000€

2.700

3.5 Termination amount

Termination amount

'000€

1.205.000

3.6 Termination payment

Compensation for remaining services

%

10%

Semi-annual financial model assumptions

4 Costs

4.1 Cost of production services provided by external suppliers		
O&M (per semester)	'000€	3 666
Commission on toll collected	%	0,10%
4.2 Toll road direct costs		
Energy	'000€	684
Insurance	'000€	420
Other costs	'000€	244
4.3 Fees		
Fee on toll revenues	%	2,40%
Fee on other revenues	%	40,00%
4.4 Costs of good solds		
Costs of good solds	'000€	71
4.5 G&A Costs		
Directors/Board of auditors	'000€	586
Marketing and communication	'000€	293
Energy / Utilities	'000€	59
Travel expenses	'000€	59
IT costs	'000€	127
Consultants (legal, Tech, Admin)	'000€	1 075
Other personnel costs	'000€	108
Other G&A Costs	'000€	195
Bank charges and guarantee fees	'000€	78
Associative contributions and other costs	'000€	508
Bond costs	'000€	440
4.6 Personnel costs		
Personnel costs	'000€	3 030
	'000€	0
4.7 Other costs		
Rentals	'000€	244
Other costs	'000€	0

5 Working capital

5.1 Payables		
Days payable on operation costs	day	90
Maintenance cost working capital 31/12/2017	'000€	6 055
O&M working capital 31/12/2017	'000€	3 695
5.2 Receivables		
% of toll revenue for working capital	%	70%
Days receivables on toll revenues	day	120
Days receivables on other revenues	day	60

6 Public Grant

6.1 Public Grant		
Public Grant received up 31/12/2017	'000€	79.433
NPV public grants 31/12/2017	'000€	197.728
Discount rate	%	1,66%

7 Debt for expropriation

7.1 Debt for expropriation		
Date for debt repayment	date	31/12/2019

Semi-annual financial model assumptions

8 Tax

8,1	Taxable income adjustments		
	Cap on maintenance expense deductible	%	5,0%
8,2	IRAP		
	Share of personnel expense non deductible	%	5,0%
	Share of director/auditor expense non deductible	%	50,0%
	Month for IRAP payment	month	12
	IRAP tax rate	%	3,90%
8,3	IRES		
	IRAP deductability	%	10,00%
	Month for IRES payment	month	12
	Tax loss carry forward @31/12/2017	'000€	271,107
	Tax loss carry forward from first 3 year of operation @31/12/201	'000€	1 600
	Tax deductibility on losses	%	80%
	IRES tax rate	%	24,00%
	Month first payment	month	6
	1st payment	%	40%
	Month second payment	month	11
	2nd payment	%	60%
	Cap on interest deductability as % of EBITDA	%	30%
8,31	Capped for tax deductability - pre-refinancing		
	Up front fee amortization	flag	1
	Interest expense - debt	flag	1
	Interests expense - BBM banks (expropriation)	flag	1
	Interests expense - shareholder loan	flag	0
	Swap breakage cost	flag	1
	Change MtM off-market swap	flag	1
	Charge expense new swap	flag	1
8,32	Capped for tax deductability - post-refinancing		
	Up front fee amortization	flag	0
	Interest expense - debt	flag	0
	Interests expense - BBM banks (expropriation)	flag	0
	Interests expense - shareholder loan	flag	0
	Swap breakage cost	flag	0
	Change MtM off-market swap	flag	0
	Charge expense new swap	flag	0
8,4	VAT		
	VAT tax rate	%	22,00%
	Reimbursement construction VAT receivable	date	30/06/2019

9 Accounting

9,1	Depreciation rate		
	Building	%	4%
	Plant and machinery	%	10%
	Industrial and commercial facilities	%	15%
	Other tangible assets	%	15%

Semi-annual financial model assumptions

10 Existing financing

10,1 Existing financing		
Basis for payments calculation	day	360
10,11 SACE guarantee cost		
Margin 1	%	0,700%
Margin 2	%	0,900%
Margin 1 end	date	30/06/2019
10,12 Tranche A1		
Debt outstanding @01/07/2016	'000€	398 291
Debt outstanding @31/12/2017	'000€	396 976
Margin 1	%	1,745%
Margin 2	%	2,045%
Margin 3	%	2,445%
Margin 4	%	2,945%
Margin 5	%	2,945%
Margin 1 end	date	30/06/2019
Margin 2 end	date	30/06/2024
Margin 3 end	date	30/06/2029
Margin 4 end	date	31/12/2033
10,13 Tranche A2		
Debt outstanding @31/12/2017	'000€	40.200
Margin 1	%	3,600%
Margin 2	%	3,900%
Margin 3	%	4,300%
Margin 4	%	4,800%
Margin 1 end	date	30/06/2019
Margin 2 end	date	30/06/2024
Margin 3 end	date	30/06/2029
10,14 Tranche A3		
Debt outstanding @01/07/2016	'000€	64.225
Debt outstanding @31/12/2016	'000€	70.709
Debt outstanding @31/12/2017	'000€	70.497
Margin 1	%	1,901%
Margin 2	%	2,201%
Margin 3	%	2,601%
Margin 4	%	3,101%
Margin 1 end	date	30/06/2019
Margin 2 end	date	30/06/2024
Margin 3 end	date	30/06/2029
EUR BOR floor	%	0,000%
10,15 Tranche B		
Debt outstanding @01/07/2016	'000€	227 802
Debt outstanding @31/12/2016	'000€	250 800
Debt outstanding @31/12/2017	'000€	250 048
Margin 1	%	3,100%
Margin 2	%	3,400%
Margin 3	%	3,800%
Margin 4	%	4,300%
Margin 1 end	date	30/06/2019
Margin 2 end	date	30/06/2024
Margin 3 end	date	30/06/2029

Semi-annual financial model assumptions

10,16	Tranche C1		
	Debt outstanding @31/12/2017	'000€	196.173
	Margin 1	%	1,799%
	Margin 2	%	2,099%
	Margin 3	%	2,499%
	Margin 4	%	2,999%
	Margin 1 end	date	30/06/2019
	Margin 2 end	date	30/06/2024
	Margin 3 end	date	30/06/2029
10,17	Tranche C2		
	Debt outstanding @31/12/2017	'000€	19.800
	Margin 1	%	3,600%
	Margin 2	%	3,900%
	Margin 3	%	4,300%
	Margin 4	%	4,800%
	Margin 1 end	date	30/06/2019
	Margin 2 end	date	30/06/2024
	Margin 3 end	date	30/06/2029
10,18	Tranche C3		
	Debt outstanding @31/12/2017	'000€	34.827
	Margin 1	%	1,930%
	Margin 2	%	2,230%
	Margin 3	%	2,630%
	Margin 4	%	3,130%
	Margin 1 end	date	30/06/2019
	Margin 2 end	date	30/06/2024
	Margin 3 end	date	30/06/2029
	EUR BOR floor	%	0,000%
10,19	Tranche D		
	Debt outstanding @31/12/2017	'000€	509 200
	Margin 1	%	3,100%
	Margin 2	%	3,400%
	Margin 3	%	3,800%
	Margin 4	%	4,300%
	Margin 1 end	date	30/06/2019
	Margin 2 end	date	30/06/2024
	Margin 3 end	date	30/06/2029
10,20	Standby tranche		
	Debt outstanding @31/12/2017	'000€	0
	Margin 1	%	4,200%
	Margin 2	%	4,500%
	Margin 3	%	4,900%
	Margin 4	%	5,400%
	Margin 1 end	date	30/06/2019
	Margin 2 end	date	30/06/2024
	Margin 3 end	date	30/06/2029

Semi-annual financial model assumptions

10,2 VAT facility		
Debt outstanding @31/12/2017	'000€	5 000
Margin 1	%	3,800%
10,3 IRS		
Swap rate 1	%	2,900%
Swap rate 2	%	3,520%
Swap rate 3	%	3,929%
Swap rate 1 end	date	31/12/2020
Swap rate 2 end	date	31/12/2022
10,4 Performance bonds		
Performance bond - construction	'000€	51.864
Performance bond construction end	date	31/12/2018
Performance operation as % of opex	%	10%
Performance bond fee	%	1,00%
10,2 Existing DSRA		
Initial DSRA funding	'000€	50.000
Date DSRA initially funded	date	31/12/2018
10,3 Lock up		
Lock up DSCR backward	x	1,20x
Lock up senior BLCR forward	x	1,30x
Residual value ratios lock-up	x	1,85x

11 Refinancing

Refinancing active	flag	1
Refinancing date	date	22/10/2019
Refinancing of expropriation cost	flag	1
Expropriation cost to be repaid on refinancing	'000€	40.000
New debt scenario selected	text	New debt profile
New off-market swap scenario selected	text	New debt profile
11,1 Senior debt amortizing		
Target average DSCR	x	1,90x
Minimum DSCR	x	1,40x
Start of DSCR increase	date	01/06/2019
DSRA funded / DSRF (0 / 1)	flag	0
DSRA target funding for month 6-12	%	50%
End of DSRA overfunding	date	31/12/2021
Arranging fee and underwriter's legal fees	'000€	22.827
Other advisors fees	'000€	3 028
Current financing breakage costs	'000€	0
11,11 Bank amortizing		
Active	flag	1
Tranche size	'000€	307 000
Maturity	date	31/12/2033
Interest rate floor	%	0,00%
Margin	%	2,60%
Upfront fees	%	1,50%
Imposta sostitutiva	%	0,25%

Semi-annual financial model assumptions

11,12 FRN amortizing		
Active	flag	1
Tranche size	'000€	15.000
Maturity	date	31/12/2038
Interest rate floor	%	0,00%
Margin @ 10/10/2019	%	3,188%
% of FRN subject to 2.75% UW fee	%	66,67%
Upfront fee	%	2,75%
11,13 Fixed rate amortizing		
Active	flag	1
Maturity	date	31/12/2038
Coupon	%	3,375%
11,2 Zero coupon bond		
Active	flag	1
Ratio for sizing vs termination payment	x	1,00x
Issue price	'000€	46,3042
Maturity - repayment	date	22/01/2042
Maturity - legal for interest calculation	date	21/01/2040
Date for PV calculation	date	21/01/2040
Month for interest accrual	month	12
Coupon	%	3,875%
% of ZCB subject to 0.5% UW fee	%	6,80%
% of ZCB subject to 1.0% UW fee	%	1,74%
% of ZCB subject to 1.5% UW fee	%	29,63%
% of ZCB subject to 3.5% UW fee	%	47,14%
0.5% underwriting fee	%	0,50%
1.0% underwriting fee	%	1,00%
1.5% underwriting fee	%	1,50%
3.5% underwriting fee	%	3,50%
Flat underwriting fee	'000€	1 000
Cash sweep active	%	1
Cap on ZCB size	'000€	760 000
Cash sweep priority change	date	31/12/2029
11,3 DSRF		
End	date	31/12/2038
EUR BOR floor	%	0,00%
Margin	%	1,50%
Commitment fee as % of margin	%	30%
Up-front fee	%	1,00%
Roll over frequency	year	5

Semi-annual financial model assumptions

11,4 Junior tranche			
Active	flag		1
Junior issued at ParentCo	flag		0
11,41 Junior tranche			
Junior debt	'000€		172 000
Expected maturity	date		31/12/2030
% of cash sweep	%		52%
% of cash sweep - Junior at ParentCo	%		80%
EUR BOR floor	%		0,00%
Margin	%		6,50%
Step up 1 start	date		01/01/2031
Step up 2 start	date		01/01/2032
Step up 3 start	date		01/01/2033
Step up 1	%		0,50%
Step up 2	%		1,00%
Step up 3	%		1,50%
Upfront fees	%		1,00%
Overfunding for cash balance	'000€		165
11,5 Interest rate swap			
End of first swap	date		31/12/2040
Basis for payments calculation	day		360
11,51 Step up IRS			
Swap rate 1	%		1,200%
Swap rate 2	%		14,668%
% fo remaining cash allocated to swap 1st period	%		50%
Swap step up/down	%		-7,311%
Current swap MtM @10/10/2019	'000€		459 215
New swap credit charges PV @10/10/2019	'000€		51.700
New swap MtM	'000€		510 915
% of swap repaid	%		70%
New swap mark to market ex. charges	'000€		137.765
New swap mark to market charges	'000€		15.184
New swap mark to market	'000€		152 948
Current swap breakage cost	'000€		321.451
11,52 New mid market swap			
Swap rate @10/10/2019	%		0,110%
Percentage of senior floating debt covered	%		80%
11,6 MRA			
Funding semester 1	%		100%
Funding semester 2	%		83%
Funding semester 3	%		67%
Funding semester 4	%		50%
Funding semester 5	%		33%
Funding semester 6	%		17%
11,7 Lock up			
11,71 Senior lock up			
Lock up DSCR backward	x		1,25x
Lock up DSCR forward	x		1,25x
Lock up senior BLCR forward	x		1,30x
11,72 Senior+junior lock up			
Lock up DSCR backward	x		1,40x
Lock up DSCR forward	x		1,40x
Lock up total debt CLCR forward	x		1,30x
End of senior+junior debt lock up	date		31/12/2021

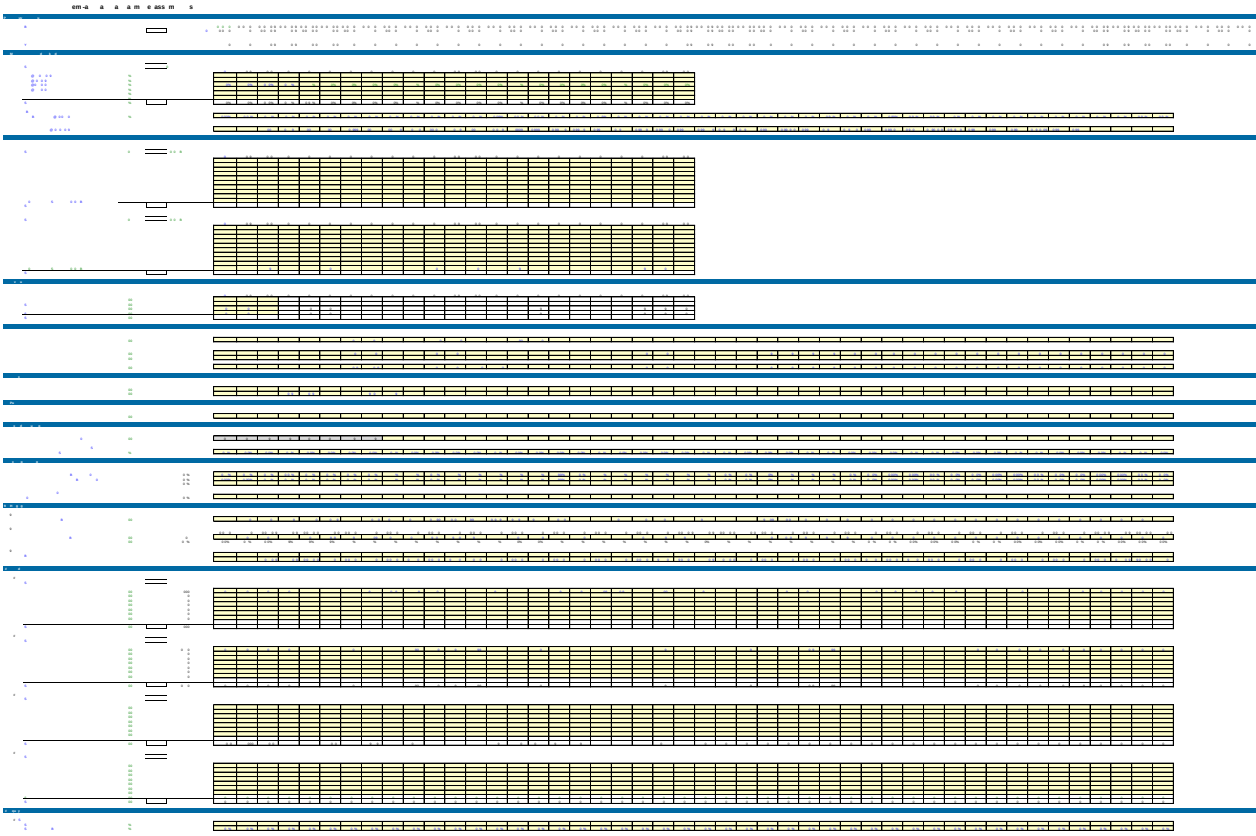
Semi-annual financial model assumptions

12 Equity

12.1 Expropriation debt		
Expropriation debt from working capital	'000€	23.638
Expropriation debt from expropriation costs	'000€	31.543
Interest rate	%	2,50%
Interest calculation basis	day	360
% of cash sweep on post junior cash	%	30%
12.2 Shareholder loan		
Shareholder loan A @31/12/2017	'000€	205.119
Shareholder loan B @31/12/2017	'000€	53.107
Shareholder loan @31/12/2017	'000€	258 226
Shareholder loan A drawdown	'000€	4.128
Shareholder loan B drawdown	'000€	12.945
Shareholder loan drawdown	'000€	17.073
Shareholder loan drawdown date	date	31/12/2018
Shareholder loan restructured "as you go"	flag	1
Target minimum equity	'000€	100 000
Shareholder loan restructuring date	date	22/10/2019
12.3 Equity		
Equity injection on refinancing	'000€	0
Payout ratio	%	80%
Capital reduction date	date	30/04/2018

13 Cash

13.1 Cash		
Minimum cash balance - Brebemi	'000€	5 000
Minimum cash balance - ParentCo	'000€	0



Semi-annual financial data		2021																		
Item	31/12/2022 2022	31/12/2023 2023	31/12/2024 2024	31/12/2025 2025	31/12/2026 2026	31/12/2027 2027	31/12/2028 2028	31/12/2029 2029	31/12/2030 2030	31/12/2031 2031	31/12/2032 2032	31/12/2033 2033	31/12/2034 2034	31/12/2035 2035	31/12/2036 2036	31/12/2037 2037	31/12/2038 2038	31/12/2039 2039	31/12/2040 2040	
Total traffic	552,09	657,60	727,06	768,63	788,13	807,63	829,40	846,64	866,14	882,11	900,55	914,06	930,03	946,01	961,63	968,89	975,55	978,90	59,00	
Traffic growth	19,2%	19,1%	10,6%	5,7%	2,5%	2,5%	2,7%	2,1%	2,3%	1,8%	2,1%	1,5%	1,7%	1,7%	1,7%	0,8%	0,7%	0,3%	(94,0%)	
Average tariff (lt/veh/km)	0,21	0,22	0,23	0,24	0,25	0,26	0,27	0,28	0,29	0,31	0,32	0,33	0,35	0,36	0,38	0,40	0,41	0,42	0,43	
Average tariff growth	9,9%	5,3%	3,0%	4,1%	4,4%	4,4%	4,4%	4,4%	4,4%	4,4%	4,4%	4,4%	4,4%	4,4%	4,4%	4,4%	4,4%	1,4%	1,4%	
Income statement																				
Revenues	120	149	170	186	199	213	228	243	259	275	293	310	329	349	370	389	409	416	25	
EBITDA	86	114	133	149	161	174	188	201	217	232	249	265	283	302	322	340	358	365	22	
EBITDA margin	71,8%	76,4%	78,4%	79,9%	80,8%	81,6%	82,4%	82,9%	83,7%	84,3%	85,0%	85,4%	85,9%	86,4%	86,9%	87,3%	87,7%	87,7%	87,7%	
D&A	(10)	(13)	(15)	(17)	(18)	(20)	(21)	(23)	(24)	(26)	(28)	(30)	(32)	(34)	(36)	(38)	(40)	(41)	(3)	
EBIT	76	101	118	132	143	154	167	179	192	206	221	235	251	268	286	302	318	324	20	
Net interest expense	(130)	(117)	(114)	(110)	(105)	(101)	(96)	(89)	(83)	(78)	(73)	(60)	(48)	(45)	(41)	(37)	(34)	(27)	(2)	
EBT	(54)	(16)	4	22	38	53	70	89	110	128	148	175	203	223	245	264	284	297	17	
Tax expense	10	0	(6)	(10)	(15)	(19)	(23)	(28)	(34)	(39)	(44)	(51)	(58)	(64)	(70)	(75)	(80)	(84)	(38)	
Net income	(44)	(16)	(2)	12	23	35	47	61	76	89	104	124	145	160	175	189	204	213	(21)	
Cash flow																				
EBITDA	86	114	133	149	161	174	188	201	217	232	249	265	283	302	322	340	358	365	22	
Change in working capital	(8)	(10)	(7)	(5)	(3)	(3)	(3)	(3)	(4)	(4)	(4)	(4)	(4)	(4)	(4)	(4)	(4)	(2)	78	
Cash tax and VAT	(3)	(4)	(5)	(6)	(8)	(9)	(10)	(11)	(13)	(14)	(16)	(17)	(19)	(39)	(70)	(75)	(80)	(86)	(43)	
Residual concession payment	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1.205	
Public grants and other	20	20	20	20	20	20	20	20	0	0	0	0	0	0	0	0	0	0	0	
Operating cash flows	95	120	141	158	170	182	195	207	200	214	229	244	259	199	248	260	274	278	1.262	
Investment cash flows																				
Change in debt	(51)	(48)	(52)	(65)	(76)	(88)	(128)	(126)	(100)	(106)	(112)	(118)	(124)	(131)	(139)	(128)	(143)	(29)	(762)	
Financing costs	(55)	(57)	(56)	(55)	(52)	(49)	(45)	(41)	(36)	(33)	(30)	(27)	(24)	(20)	(16)	(12)	(8)	(0)	(0)	
Change in reserve account	13	(5)	(4)	(4)	(4)	(4)	(4)	3	(2)	(2)	(2)	(2)	(2)	(3)	12	2	82	0	0	
Equity and transfer to distrib. acc.	(21)	(10)	(28)	(35)	(39)	(41)	(18)	(43)	(62)	(73)	(86)	(97)	(110)	(45)	(105)	(123)	(205)	(248)	(506)	
Financing cash flows	(114)	(120)	(141)	(158)	(170)	(182)	(195)	(207)	(200)	(214)	(229)	(244)	(259)	(199)	(248)	(260)	(274)	(278)	(1.267)	
Change in cash	(24)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	(5)	
Balance sheet																				
Fixed assets	1.975	1.953	1.928	1.900	1.869	1.837	1.801	1.763	1.722	1.678	1.631	1.581	1.528	1.471	1.410	1.346	1.278	1.209	0	
Cash	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	0	
Other assets	202	199	196	182	175	171	133	101	98	95	90	86	107	89	104	130	124	232	0	
Assets	2.181	2.157	2.129	2.087	2.049	2.013	1.939	1.869	1.825	1.778	1.727	1.673	1.640	1.564	1.519	1.481	1.407	1.446	0	
Senior debt	1.832	1.827	1.816	1.798	1.774	1.740	1.673	1.597	1.526	1.449	1.366	1.278	1.183	1.082	972	874	760	760	0	
Junior debt	158	139	123	103	79	52	21	0	0	0	0	0	0	0	0	0	0	0	0	
Shareholder loan	42	26	23	23	23	23	23	23	23	23	23	23	23	23	23	23	23	23	0	
Other liabilities	218	204	176	142	119	109	99	89	79	70	62	55	87	46	40	33	29	24	0	
Equity	168	168	168	172	179	189	202	218	236	258	282	316	347	414	484	551	595	639	(0)	
Hedging reserve	(237)	(207)	(178)	(151)	(125)	(102)	(79)	(58)	(39)	(22)	(7)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	0	
Equity and liabilities	2.181	2.157	2.129	2.087	2.049	2.013	1.939	1.869	1.825	1.778	1.727	1.673	1.640	1.564	1.519	1.481	1.407	1.446	0	

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