PRESS RELEASE

THE BOARD OF DIRECTORS APPROVES THE RESULTS AS AT 31 DECEMBER 2021 AND THE REMUNERATION REPORT. 2022 ORDINARY SHAREHOLDERS' MEETING CALLED

- ***Revenues EUR 514.0 million (EUR 279.5 million at 31 December 2020); Pro-forma revenues EUR 543.7 million (EUR 474.1million at 31 December 2020, +14.7%)***
- ***Adjusted EBITDA EUR 153.5 million (EUR 70.1 million at 31 December 2020); Pro-forma Adjusted EBITDA EUR 165.3 million (EUR 149.3 million at 31 December 2020, +10.6%)***
- ***Adjusted Net Profit EUR 37.4 million (EUR 22.7 million at 31 December 2020); Pro-forma Adjusted Net Profit EUR 45.6 million (EUR -2.3 million at 31 December 2020)***

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Adjusted NFP for EUR 758.7 million (EUR 43.8 million at 31 December 2020)

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Proposed dividend of Euro 0.023 per share, for a total amount of EUR 10.0 million

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Approval of the Non-Financial Statement

Milan, 18 March 2022 – The Board of Directors of FNM S.p.A. ("FNM" or the "Company"), which met today under the chairmanship of Mr. Andrea Gibelli, examined and approved the draft separate Financial Statements of FNM and the Consolidated Financial Statements of the Group for the year ended 31 December 2021.

Consolidated economic and financial highlights

In 2021, demand for mobility, particularly with regard to public transport and motorway traffic, gradually recovered. This trend benefited from the easing of travel restrictions following the implementation of the vaccination campaign to counter the COVID-19 pandemic, despite a first quarter characterised by the restrictions imposed to limit the third wave of the pandemic and the resurgence of the infection in the last weeks of the year.

The performance for the year compares with 2020, which had instead been characterised by steady demand conditions until 22 February, followed by the three months from March to May of particularly severe lockdown, which then gradually eased until late September, thanks to the containment of contagions. The last quarter of 2020 had seen a resurgence in infections. Overall, mobility demand in 2021 improved compared to the same period in 2020 but remained lower than pre-pandemic levels.

Again in 2021, the Group has proved to be resilient and flexible in adapting to changes in demand and healthcare provision, ensuring an adequate service level, allowing both social distancing and safe conditions for both its employees and its users.

As is well known, the results in 2021 include the effects of the acquisition of the controlling equity investment in Milano Serravalle- Milano Tangenziali S.p.A. (MISE) on 26 February 2021, marking the Group's entry into the motorway infrastructure sector. With this strategic transformation, the FNM Group aims to be the key operator in Lombardy in the infrastructure sector for integrated mobility management, while improving its income profile and business risk diversification, as outlined in the 2021-2025 Strategic Plan approved by the Board of Directors on 16 September 2021.

The FNM Group's financial profile at 31 December 2021 reflects the debt incurred for the MISE acquisition and, consistent with expectations, remains in line with the parameters defined for maintaining a Baa3/BBB rating, with a stable outlook.

The issue of a EUR 650 million non-convertible bond made it possible to optimise the composition of existing financial debt by lengthening maturities, in line with the composition of assets, diversifying sources of funding and making debt primarily fixed-rate.

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In this context, the FNM Group's financial results for 2021, which take into account the full consolidation of MISE from 26 February 2021, were as follows:

Amounts in millions of euros	**12 MONTHS 2021**	**12 MONTHS 2020**	**Change**	**Change %**
Revenues	514,0	279,5	*234,5*	*83,9%*
Adjusted EBITDA*	153,5	70,1	*83,4*	*119,0%*
EBITDA	153,9	68,2	*85,7*	*125,7%*
EBIT	75,9	26,4	*49,5*	*187,5%*
Adjusted net profit**	37,4	22,7	*14,7*	*64,8%*
Group net profit for the period	40,8	24,2	*16,6*	*68,6%*

* Before extraordinary income and expenses

** Before profit of companies measured with the equity method

In order to better represent the performance of 2021, the Company has opted to comment on the economic changes based on the pro-forma income statement, which considers the consolidation of MISE from 1 January 2021. The twelve months of 2020 comparison period was similarly pro-rated as if MISE's consolidation had occurred on 1 January 2020.

Amounts in millions of euros	**12 MONTHS 2021 PRO-FORMA**	**12 MONTHS 2020 PRO-FORMA**	**Change**	**Change %**
Revenues	543,7	474,1	*69,6*	*14,7%*
Adjusted EBITDA*	165,3	149,3	*16,0*	*10,7%*
EBITDA	165,7	147,4	*18,3*	*12,4%*
EBIT	86,0	66,8	*19,2*	*28,7%*
Adjusted net profit**	45,6	(2,3)	*47,9*	*ns*
Group net profit for the period	48,4	(6,4)	*54,8*	*ns*

* Before extraordinary income and expenses

** Before profit of companies measured with the equity method

On a pro-forma basis, total revenues amounted to EUR 543.7 million in the reporting period, up EUR 69.6 million from EUR 474.1 million in 2020, made up as follows in the four business areas:

Amounts in millions of euros	**12 MONTHS 2021 PRO-FORMA**	**12 MONTHS 2020 PRO-FORMA**	***Change***	***Chg %***
Railway infrastructure	131,8	125,7	*6,1*	*4,9%*
Rosco & Services	77,1	81,8	*(4,7)*	*-5,7%*
Road passenger mobility	124,0	94,7	*29,3*	*30,9%*
Motorways	242,6	194,6	*48,0*	*24,7%*
Intercompany eliminations	(31,8)	(22,7)	*(9,1)*	*40,1%*
Total consolidated revenues	**543,7**	**474,1**	***69,6***	***14,7%***

- in the field of **railway infrastructure** (relating to traffic management, maintenance and network upgrading) revenues increased by EUR 6.1 million (+4.9%). The change is essentially due to higher revenues from the rental of rolling stock, which take account of the increase in fleet made available by Regione Lombardia to Trenord, and to income recognised by Regione Lombardia, referred to 2020, to cover the impact of the measures taken for the COVID-19 emergency, the sale of some inventory residues, higher income from commercial activities and the sale of some land;
- in the business segment **RoSCo & Services**, which includes the leasing of rolling stock to investees operating in railway local public transport and freight transport sectors, as well as centralised Corporate services, revenues showed a reduction of EUR 4.7 million (-5.7%). The change is essentially due to the reduction in revenues from the leasing of rolling stock due to the renewal of the lease contract with Trenord for TAF trains, partially offset by higher lease fees from the new fleets leased to Trenord and DB Cargo Italia;
- the **road passenger mobility segment** recorded revenues up by EUR 29.3 million (+30.9%). In particular, revenues from transport services grew by EUR 21.5 million compared to 2020 thanks to the increase in subcontracted activities to enhance school services and the recovery in passenger transport (48.2 million passengers transported by FNMA and ATV in 2021, +5.9% compared to 2020 and -37.8% compared to 2019). Revenues from public contracts and grants also increased by EUR 9.0 million mainly thanks to the economic effect of the government measures in force to compensate for missed ticketing revenues and additional services (overall estimated at approximately EUR 13.5 million, compared with EUR 4.1 million in 2020). Revenues from regional car sharing services also picked up;
- **Motorways** closed 2021 with revenues up by EUR 48.0 million (+24.7%), mainly thanks to the recovery of toll revenues due to the higher traffic recorded in 2021 (equal to 2,649.0 million vehicle-km, +25.1% compared to 2020, and -15.0% on 2019), without considering tariff increases. Other revenues also grew (up EUR 9.4 million on 2020), mainly due to higher income from service area concessions, which benefited from the recovery in mobility and the renewal of some contracts at more favourable economic conditions for MISE.

Operating costs increased by EUR 44.6 million (+25.8%) mainly due to the increase in costs for subcontracting to third parties, fuel and bus maintenance, in relation to the greater service offered and the increase in the price of diesel and methane, as well as the increase in costs related to the trend of motorway traffic. There was also an increase in the net amount of provisions to the renewal fund for scheduled maintenance and restoration of the motorway network, provisions for cyclical maintenance of rolling stock, in relation to rolling stock financed by the Regione Lombardia that gradually came into service in 2021, and expenses for various third-party services (security, third-party commissions and cleaning).

Personnel costs increased by EUR 9.0 million (+5.9%), mainly due to the lower use of residual holidays and the non-recourse to social shock absorbers, used instead in 2020, as well as for the increase in the average number of employees (+30 units). Personnel costs benefited from the release of a portion of the provision for risks relating to the renewal of the national collective bargaining agreement for road and rail workers for EUR 2.4 million.

As a result of the above, **adjusted EBITDA** (which excludes non-ordinary items) of EUR 165.3 million was up by EUR 16.0 million (+10.7%) on 2020. The Adjusted EBITDA % ratio of 30.4% slightly decreased versus 2020 (31.5%).

Adjusted EBITDA is broken down as follows into the four business areas:

Amounts in millions of euros	**12 MONTHS 2021 PRO-FORMA**	**12 MONTHS 2020 PRO-FORMA**	***Change***	***Chg %***
Railway infrastructure	5,1	5,8	*(0,7)*	*-12,1%*
Rosco & Services	46,2	54,3	*(8,1)*	*-14,9%*
Road passenger mobility	12,7	10,0	*2,7*	*27,0%*
Motorways	101,3	79,2	*22,1*	*27,9%*
Total adjusted EBITDA	**165,3**	**149,3**	***16,0***	***10,7%***

As for the **non-ordinary operating income items**, 2021 recorded income of EUR 0.4 million attributable to the release of a provision for risks following the partial closure of a dispute, partly offset by costs related to the acquisition of MISE, which also impacted 2020 by EUR 1.9 million.

Depreciation, amortisation and write-down, amounting to EUR 79.7 million, are essentially in line with the previous year. The effects of lower amortisation recorded in relation to the completion of the amortisation of the intangible related to ATV's service contract were partially compensated by the entry into service of new rolling stock, investments on the motorway infrastructure and the write-down of goodwill of ATV S.p.A. for EUR 0.9 million, following impairment testing.

Comprehensive operating income consequently increased to EUR 86.0 million compared to EUR 66.8 million in 2020 (EUR +19.2 million).

The **overall result from financial operations** was a loss of EUR 21.3 million, compared with EUR -54.5 million in 2020. The change reflects higher interest expense on loans, which increased from EUR 8.4 million to EUR 21.6 million in 2021. The latter are mainly represented by the financial expenses relating to the Bridge loan for the acquisition of MISE (EUR 14.8 million), including the upfront fee, the extension fee and accessory charges (EUR 8.6 million). On the other hand, the figure for 2020 includes financial charges of EUR 52.0 million arising from the rescheduling of expected repayment flows from the financial activity related to the shareholders' loan granted by MISE to the associated company Autostrada Pedemontana Lombarda S.p.A. (APL - controlled by MISE up to February 25, 2021), in accordance with IFRS 9, net of the capital gain from the sale of Locoitalia (EUR 1 million).

Consolidated EBT was positive at EUR 64.7 million compared to EUR 12.3 million in 2020.

Income tax of EUR 19.1 million increased by EUR 4.5 million due to higher taxable income.

Adjusted consolidated net profit of the FNM Group at 31 December 2021, net of the result of associated companies valued at equity, amounted to EUR 45.6 million, an improvement on the loss of EUR 2.3 million recorded in FY 2020.

The result of the **associated companies** (valued at equity) is positive for EUR 5.1 million, improving compared to the loss of EUR 3.6 million as at 31 December 2020, mainly thanks to the improvement in the result achieved by the investee companies **Trenord** e **APL**, as described in more detail below.

At 31 December 2021, the FNM Group reported a **comprehensive consolidated net result**, after the result of companies valued at equity and non-controlling interests, of EUR 48.4 million, as compared with a loss of EUR 6.3 million recorded in 2020.

Regarding Tenord's economic performance in 2021, the following should be noted

- **revenues** increased to EUR 760.2 million from EUR 703.0 million in 2020, an increase of EUR 57.2 million (+8.1%). The change is mainly attributable to the increase in revenues from rail traffic (EUR +38.3 million compared to the previous year), thanks to the recovery in demand for rail transport (+26% compared to 2020, which, however, remains 46% lower than in 2019), and to the additional resources made available by the State to the Local Public Transport Authorities for a total of EUR 98.3 million (EUR 80.4 million in 2020), of which EUR 44.0 million refers to FY 2020;
- **EBITDA** reached EUR 145.8 million from EUR 153.2 million recorded in the previous year. The reduction of EUR 7.4 million is attributable to both higher operating costs, mainly linked to the increased services provided, and the rise in personnel costs, also in relation to the growth in the workforce;
- **EBIT** is equal to EUR -26.0 million, up by EUR 7.0 million compared to 2020, mainly due to lower amortisation and depreciation recorded during the year;
- Trenord ended 2021 with a net result that essentially broke even at EUR 0.1 million, compared to a loss of EUR 7.0 million in 2020.

The investee company **Autostrada Pedemontana Lombarda S.p.A** in 2021 recorded the following economic results:

- **Revenues** increased to EUR 36.5 million (up EUR 7.7 million from 2020) almost entirely due to traffic growth (+30%) to 251.9 million vehicle-km, compared to 193.6 million vehicle-km in 2020 (-12% from pre-pandemic levels). No increases in motorway tolls were granted to APL during the year.
- **EBITDA** increased in 2021 to EUR 17.6 million (EUR +6.7 million compared to 2020), due to higher revenues, partially offset by increased operating costs (mainly concession fees, infrastructure maintenance and IT costs) and higher personnel costs.
- **EBIT** grew by EUR 6.4 million on 2020, to EUR 11.4 million.
- **earnings before taxes** amounted to a negative EUR 1.4 million versus EUR -4.3 million in 2020. The change was affected by the increase in financial charges related to the increase in interest margins from 3% to 3.5%, on the Ponte Bis Loan, contracted in 2016 with a pool of Italian banks, as well as charges of

EUR 2.8 million on the Senior Loan 1 from EUR 1,741 million. The latter was signed on 31 August 2021 with a pool of banks together with Cassa Depositi e Prestiti and EIB, with the support of Regione Lombardia as reference shareholder, for the construction of sections B2 and C of the Pedemontana Lombarda motorway;

- the **net result** was negative for EUR 2.0 million, showing an improvement compared to the loss of EUR 4.7 million of the previous year.

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As at 31 December 2021, the Adjusted Net Financial Position ("Adjusted NFP") is equal to EUR **758.7** million from EUR **43.8** million at 31 December 2020 (the date prior to the acquisition of the controlling interest in MISE), an increase of EUR **714.9** million. The increase in debt derives from the acquisition of a controlling interest in MISE (amounting to EUR 526.5 million) and the consolidation of its Net Financial Position as at the acquisition date, amounting to EUR 155.3 million. The acquisition of 96% of MISE, for a total amount of EUR 604.8 million, resulted in a cash outflow of EUR 526.5 million in the first quarter of 2021 (including EUR 519.2 million for Regione Lombardia's share and EUR 7.3 million as the second tranche of the payment for the ASTM S.p.A. share acquired in July 2020). The transaction was financed by a Bridge loan of EUR 620 million. On 13 October 2021, the placement of a non-convertible bond loan of EUR 650 million was completed, with a duration of five years and a fixed annual coupon of 0.75%, as part of an EMTN (Euro Medium Term Note Programme) of up to EUR one billion. The bond proceeds were used to repay the Bridge loan in full and the remainder will be used to maintain adequate levels of liquidity to meet operating and investment needs.
The total **Net Financial Position** at 31 December 2021 was EUR 697.2 million (including 121.9 million Euros of MISE's NFP), compared to EUR 81.8 million at 31 December 2020.

Please also note that as of today, the Group has liquidity headroom of EUR 131 million in uncommitted lines, thereby offering sufficient financial flexibility.

Amounts in millions of euros	**31/12/2021**	**31/12/2020**
Free cash flow from operations	***81,2***	***18,9***
Cash flow generation	***(24,8)***	***(46,0)***
Cash flow	**(393,5)**	**(87,9)**
Adjusted NFP (Debt/-Cash) INITIAL 01/01	**43,8**	**(39,9)**
Cash flow generation	393,5	87,9
Change in scope of consolidation	-	3,1
IFRS 16 Effect	3,2	(7,4)
Change in financial receivables	-	0,1
MISE contribution: payables to banks and financial liabilities	318,2	-
Total change in NFP	***714,9***	***83,7***
Adjusted NFP (Debt/-Cash) FINAL 31/12	**758,7**	**43,8**

In 2021, the **operating cash flow** was positive for EUR 81.2 million, thanks to EBITDA, partially offset by the negative change in net working capital, mainly due to the recognition of advances to suppliers for the progress of orders on trains financed by Regione Lombardia.

As described above, the overall change in the Net Financial Position in 2021 was significantly affected by the cash outflow relating to the acquisition of the controlling equity investment in MISE, as well as the change in the scope of consolidation due to the recognition of bank borrowings and financial liabilities relating to the acquired perimeter. There were also net investments paid of approximately EUR 106.0 million (EUR 64.9 million in 2020).

Investments in 2021 amounted to a total of EUR 417.9 million compared to the EUR 225.0 million of the previous year. In particular, the following were carried out:

- **investments financed with public funds** for EUR 318.8 million (EUR 105.2 million in 2020), relating to the renewal of rolling stock for EUR 260.9 million and the modernisation and upgrading of infrastructure for EUR 57.9 million;
- **investments financed with own means** EUR 38.3 million (EUR 68.2 million in 2020) relating mainly to the entry into service of four TILO trains and two E744 Effishunter locomotives, the advance paid for the purchase of six hydrogen-powered electric trains, as well as cyclical maintenance and modernisation of CORADIA rolling stock and advances paid for the purchase of 23 new and 7 used buses;
- investments on the motorway infrastructure for EUR 60.8 million (EUR 51.6 million in 2020).

Significant events after the closing of FY 2021

No significant events occurred after the end of the financial year.

Management outlook

In 2022, mobility demand is expected to gradually recover, despite the effects of the resurgence of the COVID-19 pandemic on transportation demand and service supply in the first two months of the year.

For motorways, total traffic is expected to reach levels that are broadly aligned with 2019, with heavy traffic fully aligned with pre-pandemic levels and light traffic making a marked recovery from 2021. With regard to road passenger mobility, on the other hand, given the still cautious forecasts of local mobility demand, significant growth is expected in 2022, but with levels still lower than in 2019.

The current estimates for 2022 do not include compensations either to support the revenue shortfall resulting from lower demand for local public road transportation recorded compared to the pre-COVID-19 period, or to compensate for additional services.

In light of said considerations, forecasts for the Group on a like-for-like basis (i.e. considering MISE consolidated for all of 2021), show revenues and adjusted EBITDA for 2022 up about 10%-15% compared to 2021. The Adjusted EBITDA/Revenues ratio is expected to rise slightly with respect to 2021.

Comparing reported figures instead, i.e. taking into account the consolidation of MISE as of 26 February 2021, revenues are expected to increase by approximately 10%-15% and Adjusted EBITDA is expected to increase by more than 20% compared to 2021. In this case too, the Adjusted EBITDA/Revenues ratio is expected to remain constant with respect to 2021.

From a financial point of view, by year-end 2022, the Group expects a level of debt ("Adjusted NFP") substantially in line with that recorded at 31 December 2021, i.e. in the range of EUR 750-800 million, with an Adjusted NFP/EBITDA ratio of approximately 4x, showing improvement on the 4.5x recorded at end 2021.

Also for Trenord - valued according to the equity method - the demand for transport is expected to show a clear recovery compared to 2021. However, the persistence of the uncertainty as regards health conditions and the possible permanent changes in the travel habits of travellers, lead us to presume that there will be a gradual recovery of volumes to pre-pandemic levels over the period of a few years. The investee company continues to constantly monitor all the main KPIs, regarding the performance of the service, attendance, receipts and the cost-revenue ratio.

Current estimates for the entire FNM Group take into account the increase in fuel and energy prices recorded in the final months of 2021. An escalation of the conflict in Ukraine and the sanctions implemented against Russia by the European Union and the United States could lead to further price increases, which are currently difficult to estimate in terms of extent and duration. The Company remains flexible in the effective management of variable and discretionary costs relating to all the Group's activities, and carefully monitors developments in order to understand whether and to what extent price increases could have an impact on traffic and, consequently, on the Group's expected results.

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Separate financial statements of the parent company FNM S.p.A.

The Board of Directors also approved the 2021 Financial Statements of the Parent Company FNM.

The **revenues**, deriving from the lease of rolling stock and from the provision of centralised Corporate services provided to the Group, amounted to EUR 79.0 million, EUR 4.5 million lower than the EUR 83.5 million recorded in 2020. The change is primarily due to lower revenues from the rental of 25 TAF to Trenord, in connection with contract renewal, partially offset by higher rentals to Trenord of new TILO trains and 4 Effishunter locomotives as well as higher revenues from centralised services provided to Group companies. FY 2020 revenues also include the collection of insurance indemnity in the amount of EUR 1.3 million.

The reduction in **EBITDA** to EUR 47.9 million from EUR 54.6 million in 2020 (EUR -6.7 million), reflects lower revenues and higher operating costs (primarily for the provision of services, IT services and insurance) and payroll costs, primarily in relation to the different composition of the average number of staff and the increase in headcount (up 3 units). **EBIT** decreased to EUR 18.8 million compared to EUR 28.5 million recorded in the previous year and takes into account higher depreciation compared to 2020, due to the entry into service of the new TILO rolling stock and Effishunter locomotives.

The financial management result was negative for EUR 12.6 million, compared to a positive result of EUR 1.9 million in 2020. In particular, interest expense on loans amounted to EUR 16.3 million (EUR 1.5 million in 2020), up due to the higher financial expenses related to the Bridge loan taken out to finance the acquisition of MISE, totalling EUR 14.8 million, including the accrued portion of the upfront fee, the extension fee and accessory charges, amounting to EUR 8.6 million. It should also be noted that dividends increased to EUR 3.9 million this year from EUR 4.7 million in 2020. Finally, in the previous year the write-downs of the equity investments La Linea, E-Vai and ATV were recorded, following the impairment test carried out, amounting to EUR 2.3 million, and the capital gain of EUR 1.0 million deriving from the sale of the equity investment held in Locoitalia.

Income tax of EUR 0.8 million decreased from EUR 6.4 million in 2020, due to lower taxable income.

The net profit for the year amounted to EUR 5.4 million, a reduction on the result of EUR 23.9 million recorded for FY 2020.

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Proposed allocation of profit

The Board of Directors resolved to propose to the Shareholders' Meeting the payment of a dividend, relating to 2021, of EUR 0.023 per share, totalling EUR 10.0 million, with a pay-out of EUR 5.1 million on the period profit and take from the reserves of profits carried forward for EUR 4.9 million. Following the shareholders' meeting resolution to approve the 2021 financial statements, expected for 26 April 2022, the dividend, coupon no. 14, will be made available for payment on 8 June 2022, with ex-dividend date 6 June 2022 and record date on 7 June 2022.

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Consolidated Non-Financial Statement

In accordance with the provisions of Legislative Decree no. 254/2016, the Board of Directors of FNM S.p.A. today examined and approved the Consolidated Non-Financial Statement (NFS) of 2021, prepared as a distinct document with respect to the Financial Statements.

In the NFS FNM reports its sustainability performance in accordance with the "GRI Sustainability Reporting Standards"; also in 2021 the NFS has been structured according to the principles of the Integrated Report.

A first part of the document illustrates how the strategy, governance, performance and prospects of the organisation enable the Company to create value in the short, medium and long term, in the context within which it operates.

The second part is focussed on presenting the different types of capital, the material and immaterial resources that have been increased, decreased or transformed as a result of the organisation's activities and outputs and that determine the creation of value. The main capitals (Economic-Financial Capital, Productive and Intellectual Capital, Human Capital, Natural Capital, Social and Relational Capital) are related to the achievement of the Sustainable Development Goals (SDGs). The capitals have contributed to the path to achieving 10 SDGs under the 2030 Agenda.

In addition, in continuity with the path undertaken in 2020, FNM has decided to identify and quantify the impacts that are generated through its activities not only from an economic point of view, but also from an environmental and social one. Therefore, in order to provide a complete representation of the value generated, FNM has decided to use KPMG's True Value methodology to measure the "true value" that the Group returns to the general public.

During 2021, the value generated by the FNM Group, including the business carried out by Trenord, amounted to roughly EUR 2.8 billion, considering both the direct and indirect impacts generated; approximately 53% is attributable to direct and indirect economic impacts. Excluding the business carried out by Trenord, the value generated is approximately EUR 0.9 billion, considering both direct and indirect impacts; around 67% is attributable to direct and indirect economic impacts.

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FURTHER RESOLUTIONS

During today's meeting, the FNM Board of Directors also examined and approved:

- the Annual Report on Corporate Governance and Ownership Structure pursuant to art. 123-bis of the Consolidated Law on Finance;
- the report on the remuneration policy and on the compensation paid pursuant to art. 123-ter of Legislative Decree no. 58 of 24 February 1998 and art. 84-quater of CONSOB Regulation no. 11971/1999;
- the Directors' Explanatory Report on the items on the agenda of the Shareholders' Meeting of the Company convened, in ordinary session, at first call for 10:00 a.m. on 26 April 2022 and, if necessary, at second call for 3:00 p.m. on 29 April 2022. The Shareholders' Meeting will be called to resolve on:
  - the approval of the Company's financial statements for the year ended 31 December 2021 and the allocation of profit of the period;
  - the approval of the Report on the remuneration policy and compensation paid pursuant to art. 123-ter of Legislative Decree no. 58/1998;
  - the authorisation of the purchase and disposal of treasury shares, subject to revocation of the authorisation granted by the Shareholders' Meeting on 30 April 2021.

In respect of this latter point, the Board of Directors will propose to the next Shareholders' Meeting the authorisation to acquire and dispose of treasury shares, in line with the resolutions taken by the Shareholders' Meeting, held on 30 April 2021, in order to take advantage of any opportunities for investment and/or transactions on treasury shares.

Below are the main elements of the authorisation to purchase and dispose of treasury shares:

- **Rationale**

The acquisition and sale of treasury shares is a tool for operational and strategic flexibility which would enable the Company to (i) perform possible interventions in the market to support the liquidity of the security and the regularity of trading trends and prices, so as to favour their regular performance outside of normal changes linked to market trends in compliance with provisions in force, (ii) use the shares in the portfolio as consideration for any extraordinary or acquisition transactions or (iii) convert any debt instruments into shares. The authorisation request also includes the power of the Board of Directors to carry out repeated and successive purchase and sale transactions (or other acts of disposal) of treasury shares on a revolving basis, also for parts of the maximum amount authorised, so that, at any time, the number of shares owned by the Company does not exceed the limits set out in the authorisation approved by the Shareholders' Meeting.

- **Duration**

The authorisation for the purchase of treasury shares is established for the maximum duration allowed by art. 2357, paragraph two of the Italian Civil Code and therefore for a period of 18 (eighteen) months as from the approval of the proposal by the Shareholders' Meeting. The duration of the authorisation to dispose of treasury shares is requested without time limits, given the absence of regulatory constraints in this regard pursuant to current provisions and the opportunity to allow the Board of Directors to make use of the maximum flexibility, also in terms of time, for the possible disposal of treasury shares.

- **Maximum number of shares that may be acquired**

The authorisation will allow for the acquisition, possibly in multiple tranches, of ordinary shares of FNM, up to a maximum number of shares which - also taking into account the ordinary shares held over time, directly and indirectly, in the portfolio - does not overall exceed 5% of the share capital, namely 21,745,128 treasury shares.

- **Methods for performing transactions and indication of the minimum and maximum price**

The acquisitions will be carried out in compliance with the principle of equal shareholder treatment as set forth in art. 132 of the Consolidated Law on Finance, according to the methods identified by article 144-bis, paragraph 1, of the Issuer Regulation, and any other regulation in force, as well as, when applicable, permitted market practices in force over time. As regards the disposal transactions, the Board of Directors proposes that the authorisation permit the adoption of the method that it itself will deem most appropriate in light of the purpose to be pursued, including sales outside the regulated market.

The unit consideration for the purchase of shares will be established from time to time for each individual transaction, without prejudice to the fact that it shall not be either 20% higher or 20% lower than the reference price recorded by the FNM security during the trading session on the day prior to that on which each individual acquisition transaction will take place. As regards the consideration for the disposal of the treasury shares acquired, the Board of Directors proposes that the Shareholders' Meeting determine only the minimum consideration, vesting the Board itself with the power to determine, from time to time, all additional conditions, methods and terms of the disposal. Such minimum consideration shall be no lower than 80% of the reference price recorded by the FNM security in the trading session prior to each individual disposal transaction. This consideration limit shall not apply to the execution of transactions in relation to which it is appropriate to proceed with the exchange or transfer of stakes to be performed through exchange or contribution. The acquisitions will be carried out - in compliance with the provisions of art. 2357, paragraphs 1 and 3, of the Italian Civil Code - within the limits of the distributable profits and the available reserves set forth in the most recent financial statements of the Company approved at the time of the performance of each transaction.

As of today's date, FNM does not hold treasury shares in the portfolio and no subsidiary of FNM holds its shares.

For all additional information concerning the proposed authorisation to purchase and dispose of treasury shares, please refer to the illustrative report of the directors, which will be published within the terms and according to the methods set forth by regulations in force.

It should be noted that due to the continued COVID-19 epidemic, and therefore in compliance with the fundamental principles of health protection for shareholders, employees, representatives and consultants of the Company, as well as, most recently, with Legislative Decree no. 18 of 17 March 2020, as subsequently amended and supplemented, the meeting will be attended, for directors, statutory auditors, designated representative and representatives of the auditing company, by conference call. The share capital may only attend through the Designated Representative pursuant to art. 135-undecies of the TUF, to whom powers or sub-delegations may also be conferred pursuant to article 135-novies of the TUF.

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Live audio webcast on results as of 31 December 2021

The live audio webcast with institutional investors and financial analysts to comment on the results at 31 December 2021 will take place on Monday, 21 March at 2:00 p.m. (Milan time). For further details visit the Company's website www.fnmgroup.it (Investor Relations, Presentations section). The presentation of the results and the recording of the audio webcast will be available on the Company's website www.fnmgroup.it (Investor, Presentations section).

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All documents approved today will be made available to the public, in accordance with the law, at the registered office, the authorised storage mechanism EMARKET STORAGE at www.emarketstorage.com, as well as on the Company's Website at www.fnmgroup.it, (Investor/Financial Statements and Reports section) by the end of today.

The Financial Reporting Officer, Valentina Montanari, hereby declares, pursuant to Article 154-bis, paragraph 2 of the Consolidated Law on Finance, that the disclosures herein correspond to the data found in Company's documents, books and accounting records.

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FNM is the leading integrated sustainable mobility Group in Lombardy. It is the first organisation in Italy to combine railway infrastructure management with road transport and motorway infrastructure management, in order to offer an innovative model for managing mobility supply and demand that optimises flows and that is environmentally and economically sustainable. It is one of Italy's leading non-state investors in the sector. FNM S.p.A. is a public company that has been listed on the Italian Stock Exchange since 1926. The majority shareholder is Regione Lombardia, which holds a 57.57% stake.

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Attached herewith are the following statements referred to the FNM Group, pointing out that, with regard to the reported data, the independent audit has not yet been completed:

1. Consolidated Income Statement at 31 December 2021

2. Pro-forma Consolidated Income Statement as at 31 December 2021
3. Consolidated Balance Sheet at 31 December 2021
4. Composition of the Group Net Financial Position at 31 December 2021
5. Group cash flow at 31 December 2021
6. Result of investee companies (valued with the equity method)
7. FNM S.p.A. Income Statement at 31 December 2021
8. Balance Sheet of FNM S.p.A. at 31 December 2021
9. Glossary of terms and alternative performance indicators used

Attachment 1: Consolidated Income Statement at 31 December 2021

Amounts in millions of euros	**2021**	**2020**	**Change**	**Change %**
Revenues from sales and services	483,3	258,8	224,5	*86,7%*
Other revenues and income	30,7	20,7	10,0	*48,3%*
TOTAL REVENUES AND OTHER INCOME	***514,0***	***279,5***	***234,5***	***83,9%***
Operating costs	(207,0)	(97,7)	(109,3)	*N.A.*
Personnel costs	(153,5)	(111,7)	(41,8)	*37,4%*
ADJUSTED EBITDA	***153,5***	***70,1***	***83,4***	***N.A.***
Non-ordinary Income and Expenses	0,4	(1,9)	2,3	*N.A.*
EBITDA	*153,9*	*68,2*	*85,7*	*N.A.*
Depreciation, amortisation and write-downs	(78,0)	(41,8)	(36,2)	*86,6%*
EBIT	***75,9***	***26,4***	***49,5***	***187,5%***
Net financial expenses	(21,4)	(0,1)	(21,3)	*N.A.*
of which gains on divestments	-	*1,0*	*(1,0)*	*N.A.*
EARNINGS BEFORE TAX	*54,5*	*26,3*	*28,2*	*N.A.*
Income tax	(17,1)	(3,6)	(13,5)	*N.A.*
ADJUSTED COMPREHENSIVE RESULT	**37,4**	**22,7**	**14,7**	***64,8%***
Profit of companies measured with the Equity method	5,7	2,0	3,7	*N.A.*
COMPREHENSIVE RESULT	**43,1**	**24,7**	**18,4**	***74,5%***
RESULT ATTRIBUTABLE TO NCIs	**2,3**	**0,5**	**1,8**	***N.A.***
COMPREHENSIVE GROUP RESULT	**40,8**	**24,2**	**16,6**	***68,6%***

Attachment 2: Pro-forma Consolidated Income Statement as at 31 December 2021

Amounts in millions of euros	**12 MONTHS 2021 PRO-FORMA**	**12 MONTHS 2020 PRO-FORMA**	**Change**	**Change %**
Revenues from sales and services	511,7	446,2	65,5	*14,7%*
Other revenues and income	32,0	27,9	4,1	*14,7%*
TOTAL REVENUES AND OTHER INCOME	***543,7***	***474,1***	***69,6***	***14,7%***
Operating costs	(217,4)	(172,8)	(44,6)	*25,8%*
Personnel costs	(161,0)	(152,0)	(9,0)	*5,9%*
ADJUSTED EBITDA	***165,3***	***149,3***	***16,0***	***10,7%***
Non-ordinary Income and Expenses	0,4	(1,9)	2,3	*N.A.*
EBITDA	*165,7*	*147,4*	*18,3*	*12,4%*
Depreciation, amortisation and write-downs	(79,7)	(80,6)	0,9	*-1,1%*
EBIT	***86,0***	***66,8***	***19,2***	***28,7%***
Net financial expenses	(21,3)	(54,5)	33,2	*-60,9%*
of which gains on divestments	-	*1,1*	*(1,1)*	*N.A.*
of which financial charges deriving from FTA IAS MISE	-	*(52,0)*	*52,0*	*N.A.*
EARNINGS BEFORE TAX	*64,7*	*12,3*	*52,4*	*N.A.*
Income tax	(19,1)	(14,6)	(4,5)	*30,8%*
ADJUSTED COMPREHENSIVE RESULT	**45,6**	**(2,3)**	**47,9**	***N.A.***
Profit of companies measured with the Equity method	5,1	(3,6)	8,7	*N.A.*
COMPREHENSIVE RESULT	**50,7**	**(5,9)**	**56,6**	***N.A.***
RESULT ATTRIBUTABLE TO NCIs	**2,3**	**0,5**	**1,8**	***N.A.***
COMPREHENSIVE GROUP RESULT	**48,4**	**(6,4)**	**54,8**	***N.A.***

Attachment 3: Consolidated Balance Sheet at 31 December 2021

Amounts in millions of euros	31/12/2021	31/12/2020	Change
Inventories	9,5	8,7	0,8
Trade receivables	133,1	82,6	50,5
Other current receivables	130,7	99,0	31,7
Current financial receivables	145,9	41,6	104,3
Trade payables	(372,3)	(177,5)	(194,8)
Other current payables and current provisions	(125,6)	(70,7)	(54,9)
Net Working Capital	***(78,7)***	***(16,3)***	***(62,4)***
Fixed assets	748,4	468,3	280,1
Equity investments	158,7	168,0	(9,3)
Non-current receivables	241,3	24,2	217,1
Non-current payables	(20,4)	(24,4)	4,0
Provisions	(123,8)	(60,9)	(62,9)
NET INVESTED CAPITAL	***925,5***	***558,9***	***366,6***
Equity	*228,3*	*477,1*	*(248,8)*
Adjusted Net Financial Position	**758,7**	**43,8**	**714,9**
Net Financial Position for funded investments (cash)	(61,5)	38,0	(99,5)
Total net financial position	*697,2*	*81,8*	*615,4*
TOTAL SOURCES	***925,5***	***558,9***	***366,6***

Attachment 4: Composition of the Group Net Financial Position at 31 December 2021

Amounts in millions of euros	**31/12/2021**	**31/12/2020**	**Change**
Liquidity	(253,3)	(126,1)	(127,2)
Current financial debt	164,1	101,2	62,9
Current Net Financial Position (Debt / -Cash)	***(89,2)***	***(24,9)***	***(64,3)***
Non-current financial debt	847,9	68,7	779,2
Adjusted Net Financial Position	***758,7***	***43,8***	***714,9***
Net Financial Position for funded investments (cash)	(61,5)	38,0	(99,5)
Net Financial Position	***697,2***	***81,8***	***615,4***

Attachment 5: Group cash flow at 31 December 2021

Amounts in millions of euros	**31/12/2021**	**31/12/2020**
EBITDA	153,9	68,2
Changes in net working capital	(38,0)	(34,4)
Tax paid	(14,8)	(14,0)
Financial expenses/income	(19,9)	(0,9)
Free cash flow from operations	***81,2***	***18,9***
Net investments paid	(106,0)	(64,9)
Cash flow generation	***(24,8)***	***(46,0)***
Acquisition of equity investments net of cash held	(363,6)	(78,7)
Financial investments	(9,0)	
Dividends cash-in	3,9	4,7
Divestments		32,1
Cash flow	**(393,5)**	**(87,9)**
Adjusted NFP (Debt/-Cash) INITIAL 01/01	**43,8**	**(39,9)**
Cash flow generation	393,5	87,9
Change in scope of consolidation	-	3,1
IFRS 16 Effect	3,2	(7,4)
Change in financial receivables	-	0,1
MISE contribution: payables to banks and financial liabilities	318,2	-
Total change in NFP	***714,9***	***83,7***
Adjusted NFP (Debt/-Cash) FINAL 31/12	**758,7**	**43,8**

Attachment 6: Result of investee companies (valued with the equity method)

Amounts in thousands of euros	12 MONTHS 2021 PRO-FORMA	12 MONTHS 2020 PRO-FORMA	*Change*
Trenord S.r.l. *	57	(3.796)	*3.853*
Autostrada Pedemontana Lombarda	626	(3.493)	*4.119*
Tangenziali Esterne di Milano S.p.A.	(1.866)	(2.203)	*337*
NORD ENERGIA S.p.A. **	2.068	2.568	*(500)*
DB Cargo Italia S.r.l.	2.356	1.813	*543*
Omnibus Partecipazioni S.r.l. ***	1.937	1.052	*885*
NordCom S.p.A.	453	282	*171*
Busforfun.Com S.r.l.	(550)		*(550)*
SportIT	(9)		*(9)*
Conam S.r.l.	-	44	*(44)*
Sems	-	81	*(81)*
Result of companies valued at equity	**5.072**	**(3.652)**	***8.724***

* includes the result of TILO SA

** includes the result of CMC MeSta SA

*** includes the result of ASF Autolinee Srl

Attachment 7: FNM S.p.A. Income Statement at 31 December 2021

Amounts in millions of euros	**2021**	**2020**	***Change***	***Change %***
Revenues from sales and services	74,6	78,0	*(3,4)*	*-4,4%*
Other revenues and income	4,4	5,5	*(1,1)*	*-19,5%*
TOTAL REVENUES	*79,0*	*83,5*	*(4,5)*	*-5,4%*
External operating costs	(16,1)	(14,3)	*(1,7)*	*11,9%*
Personnel costs	(15,1)	(14,6)	*(0,5)*	*3,6%*
EBITDA	*47,9*	*54,6*	*(6,7)*	*-12,3%*
Depreciation, amortisation and provisions	(29,1)	(26,1)	*(3,0)*	*11,3%*
EBIT	*18,8*	*28,5*	*(9,7)*	*-34,0%*
Net financial income	(12,6)	1,9	*(14,5)*	*N.A.*
EARNINGS BEFORE TAX	*6,2*	*30,4*	*(24,2)*	*-79,7%*
Income tax	(0,8)	(6,5)	*5,7*	*-87,8%*
COMPREHENSIVE INCOME	**5,4**	**23,9**	***(18,5)***	***-77,5%***

Attachment 8: Balance Sheet of FNM S.p.A. at 31 December 2021

Amounts in millions of euros	**31/12/2021**	**31/12/2020**	***Change***
Current receivables	40,8	62,6	*(21,8)*
Current payables	(53,6)	(97,6)	*44,0*
Net Working Capital	*(12,8)*	*(35,0)*	*22,2*
Fixed assets	389,0	388,2	*0,8*
Equity investments	710,6	181,4	*529,2*
Non-current receivables	10,3	7,8	*2,5*
Non-current provisions and payables	(7,8)	(10,0)	*2,2*
NET INVESTED CAPITAL	***1.089,3***	***532,4***	***556,9***

Equity	405,0	399,6	*5,4*
Net financial position (Debt/-Cash)	684,3	132,8	*551,5*
TOTAL SOURCES	***1.089,3***	***532,4***	***556,9***

Attachment 9: Glossary of terms and alternative performance indicators used

This document, in addition to the conventional financial statements and indicators prescribed by IFRS, presents some reclassified statements and some alternative performance indicators in order to allow a better assessment of the economic-financial performance of the Group. These statements and indicators should not be deemed to be replacements for the conventional ones prescribed by IFRS. For these quantities, the descriptions of the criteria adopted in their preparation and the appropriate notes referring to the items contained in the mandatory statements are provided in accordance with the indications of Consob Communication no. 6064293 of 28 July 2006, in Consob Communication no. 0092543 of 3 December 2015 and of the ESMA 2015/1415 guidelines for alternative performance indicators (“Non GAAP Measures”).

In particular, among the alternative indicators used, the following are pointed out:

EBITDA: it represents the earnings for the period before income taxes, of the other financial income and expenses, of depreciation, amortisation and impairments of non-current assets. The Group also provides an indication of the incidence of EBITDA on net sales. The calculation of EBITDA carried out by the Group allows to compare the operating results with those of other companies, excluding any effects deriving from financial and tax components and from depreciation and amortisation, which may vary from company to company for reasons not correlated with the general operating performance.

EBITDA %: it represents the percentage of EBITDA over total revenues.

Adjusted EBITDA: it is represented by EBITDA as identified above, excluding non-ordinary expenses and income, such as:

(i) income and expenses deriving from restructuring, reorganisation and business combination;
(ii) income and expenses not directly referred to the ordinary performance of the business, clearly identified;
(iii) in addition to any income and expenses deriving from significant non-ordinary events and transactions as defined by Consob communication DEM6064293 of 28/07/2006.

With reference to the adjusted EBITDA of 2021, the following components were excluded from EBITDA:

a) release of a provision for risks following the partial closure of the dispute with the Customs Agency for EUR 2.2 million;
b) non-ordinary expenses deriving from development projects, amounting to EUR 1.8 million.

With reference to the adjusted EBITDA of 2020, the following components were excluded from EBITDA:

a) non-ordinary expenses deriving from development projects, amounting to EUR 1.9 million.

Adjusted EBITDA %: it represents the percentage of Adjusted EBITDA over total revenues.

EBIT: it represents the earnings for the period before the income deriving from sold/disposed assets, income taxes, financial income and expenses and the result of the companies measured at equity.

Net Working Capital: it includes current assets (excluding cash and cash equivalents and the current financial assets included in the net financial position), and current liabilities (excluding the current financial liabilities included in the net financial position).

Net Invested Capital: it is equal to the algebraic sum of fixed capital, which includes non-current assets and non-current liabilities (excluding the non-current financial liabilities included in the net financial position) and of net working capital.

NFP (Net Financial Position): it includes cash and cash equivalents and current financial liabilities.

Adjusted NFP: it is represented by the net financial position as identified above, excluding the impacts of the timeline of the collections of the contributions on financial investments for the renewal of the railway rolling stock and of the related payments made to suppliers, recognised in accordance with IFRIC 12.