FS Italiane Group

Investor Presentation

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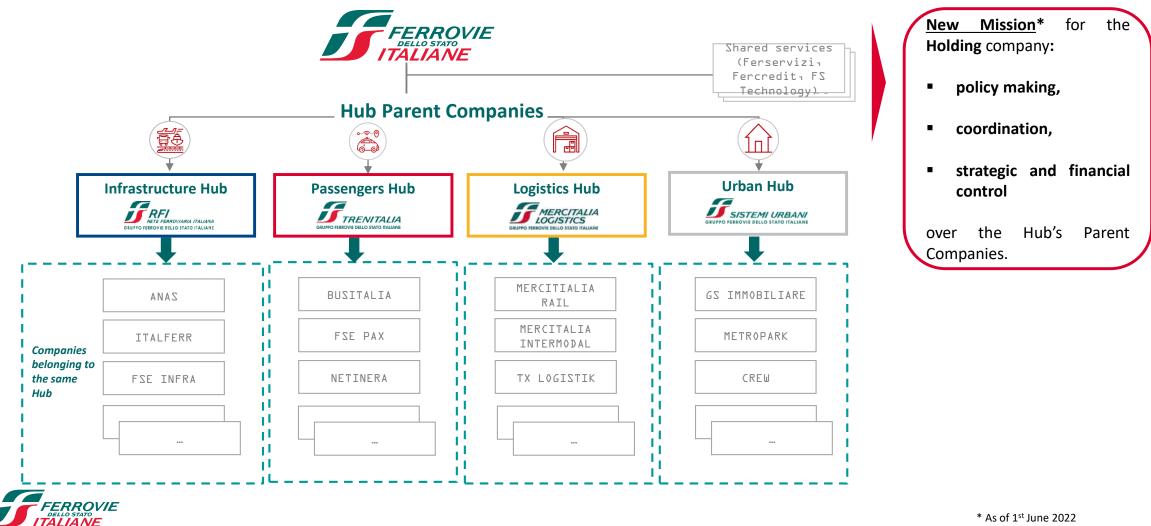


Ferrovie dello Stato Italiane Group Overview



FS Group in a snapshot

Ferrovie dello Stato Italiane S.p.A. ("FS" or the "Issuer") – 100% Italian State owned – is the holding company of the Italian railway Group. As one of the largest industrial groups in the Country, it manages rail and road networks and transport services by rail and bus both passenger and freight, contributing to develop integrated mobility and logistics in Italy and abroad.



FS Group: revenues by segment and 2021's consolidated highlights

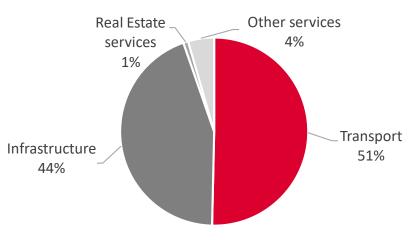
Consolidated Highlights (€mn)				
2021 2020				
Revenues	12,154	10,837		
EBITDA	1,888	1,633		
EBITDA Margin	15.5%	15.1%		
EBIT	193	-278		
EBIT Margin	1.6%	-2.6%		
Net Income	193	-562		
Net Invested Capital	50,437	50,316		
Equity	41,550	41,423		
Net Financial Debt	8,887	8,893		

Increase of the main economic indicators:

- > **Operating revenues:** € 12,154 mn, +€ 1,317mn (+12%).
- EBITDA: € 1,888 mn, + € 255 mn (+16%).
- EBIT: € 193mn, + € 471 mn (+169%).
- > Net Income: € 193 mn, after the large loss of € 562 mn in the previous year: +134%.

Most of the Group's revenues come from the Infrastructure and the **Transport segments**.

The revenues' percentage from **Infrastructure and Transport** segments are in line with 2020, around 95% (+1% vs. 2020) of group total revenues.



Group Revenue by Hub (2021) *

Source: FS 2021 Annual Report Highlights *Net of (1.802)m of consolidated adjusted

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Benchmarking with European rail players

	(€bn)	2019	2020	2021
	Revenues	12.4	10.8	12.1
F	EBITDA margin %	21%	15.1%	15.5%
	EBIT margin %	6.7%	-2.6%	1.6%
	(€bn)	2019	2020	2021
	Revenues	44.4	40.2	47.1
IDR	Revenues	44.4	40.2	47.1
	EBITDA margin %	12.20%	2.5%	4.9%
	EBIT margin %	4.10%	-11.9%	-3.3%
	(€bn)	2019	2020	2021
	Revenues	35.1	30	34.8
SNCF	EBITDA margin %	16.10%	6.5%	12.5%
	EBIT margin %	5.10%	-10%	5.2%



Source: FS, DB, SNCF Annual Reports and rating agencies' websites

Informazione pubblica

Rating Overview

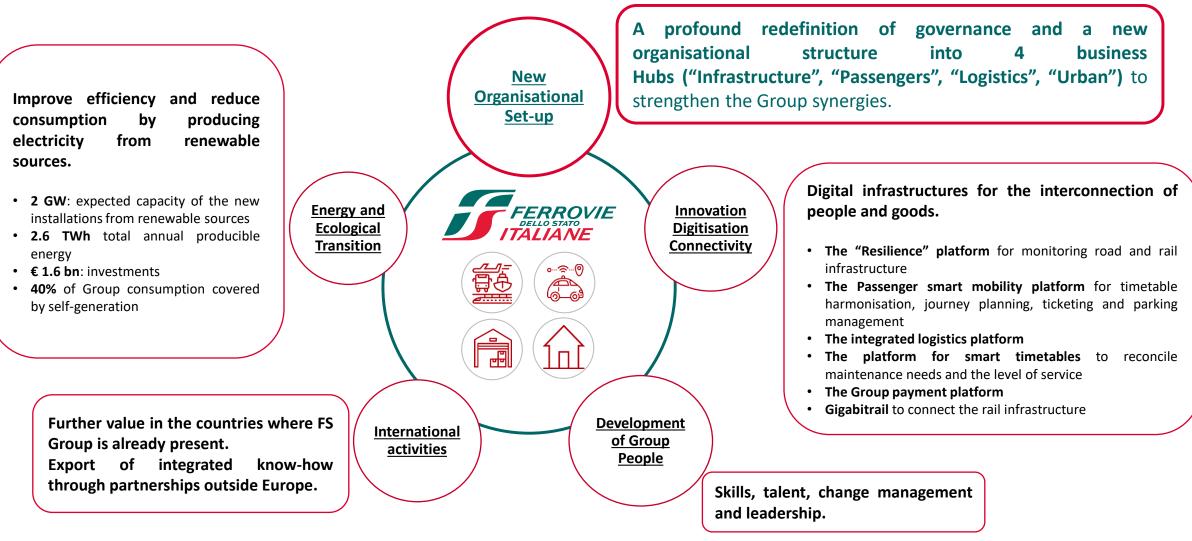
		RATING		COMMENTS
				FS' ratings mainly reflect :
	Issuer			 the agency's forecast of a strong investment-led recovery in 2021 and 2022.
	Rating	BBB		• FS' key role in the government's allocation of resources from the NextGenerationEU Recovery Plan.
S&P Global Ratings	Stand Alone Credit	bbb+	Outlook STABLE	• FS stronger stand-alone credit quality than the sovereign with an "Intermediate" financial risk profile.
ria cin 60	Profile			On 2 nd August 2022, S&P changed FS's outlook from positive to stable:
				The stable outlook mirrors the stable outlook on Italy.
(•	confirm lugust 2		S&P's expectation is that FS will maintain an adequate level of liquidity on an ongoing basis, based on State support and sound relationships with banks.
	lssuer Rating	BBB		On 23rd December 2021, Fitch upgraded FS Long-Term Issuer Default Rating to BBB from BBB- reflecting previous upgrade of Italian Republic. The uplift of the SCP to 'bbb' reflects the improvement of the counterparty risk represented by Italy, as the Italian public sector represents the largest single contributor to FS's income, which caps FS's unconstrained SCP of 'bbb+'.
Fitch Ratings			Outlook	FS' ratings reflects the:
rucinatings	Stand Alone Credit	bbb	STABLE	 full ownership and high integration with the Italian government and its key role for railway transport and mobility in Italy as well as the national infrastructural development.
	Profile			 Solid position in the domestic market with a supportive regulatory regime for public service contracts, also in relation to the role FS will play in the implementation of the PNRR.
/	Ratin	g upgra	ded on	 Moderate debt level in the coming years, compared to the EBITDA available for its service.
		Decembe		Fitch believes that FS remains on top of Italy's largest investors , mostly through its subsidiaries RFI and ANAS, both involved in the implementation of the PNRR.



Source: S&P and Fitch reports. Please refer to the rating agencies' websites for further information.

The 2022-2031 Industrial Plan - Enabling Factors

On May 2022, FS presented a 10 years investment plan supported by a cutting-edge strategic and industrial vision





The 2022-2031 Industrial Plan

The Four Hubs and main figures





To realize accessible, integrated, resilient and interconnected road and rail works.

Foreseen about € 160 bn in investments made by RFI and ANAS, with their leading role in the implementation of the Italian Recovery and Resilience Plan. PASSENGER HUB Integrated solutions for sustainable mobility

multimodal Creation of а proposition, business the advantage of which shall be to exploit the merits of the various modes, to achieve integrated, economical, reliable and sustainable transport. By 2031, the Hub will invest around € 15 bn.



Main targets: doubling the share of freight traffic by rail compared to 2019 and developing its positioning in the logistics chain.

Almost € 2.5 bn in investments in new rolling stock, multimodal terminals, freight villages and logistics platforms.



Enhancement of assets no longer functional to the railway service, from the perspective of the sustainable regeneration of cities.

The assets' value under management equal to € 1.5 bn.

Main figures

- € 190 bn of capex
- **2 GW** expected capacity of the new installations from renewable sources
- 40,000 new hires expected
- No limits for safety purposes
- Up to **€ 5 bn revenues** from international activities

Informazione pubblica

Operations and Industry Overview

Infrastructure

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RFI: Railway Infrastructure Manager



Key figures					
€mn	2020	2021			
Revenues	2,492	3,057			
Track access charges	762	961			
CdP-Service	1,291	1,371			
Other services	265	449			
Real estate services	105	111			
Other income	69	165			
EBITDA	333	452			
EBITDA margin %	17%	13%			
EBIT	71	273			
EBIT margin %	12%	3%			
Net Income	38	275			

NETWORK HIGHLIGHTS 2021

16,832 km Lines

12,160 km Electified Lines

23,097 km Traditional tracks

1,467 km High Speed tracks







2% High Speed network

45% Maintenance and Safety

55% Network Development



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ANAS: road infrastructure

- ANAS is part of FS Group since January 2018, following the equity transfer from the MEF.
- With ANAS, alongside RFI, FS group is now Europe's largest integrated rail and road hub in terms of both number of people serviced and investments.

Designing, construction and maintenance of national roads

Concessionaire of 32,000 km of roads

 \sim 1,300 km of highways



Financial highlights			
€mn	2020	2021	
Revenues	2,340	2,889	
EBITDA	168	147	

INVESTMENTS 2021 € 2,241 mn, including € 295 mn for suppliers contractual advances Fully funded by the Programme Agreement





Operations and Industry Overview

Passengers

F



Trenitalia: rail passenger transport in Italy and abroad



Key highlights

- Trenitalia is a train operator and is the main Italian company for the management of passenger rail transport.
- Trenitalia is also abroad with c2c (since 2017) and the West Coast Partnership (since 2019) in UK, Trenitalia France, Hellenic Train in Greece and Netinera Group active in Germany (previously directly owned by FS). Also, in May 2020, Trenitalia won the tender for operating the high-speed services in Spain for the next 10 years.

Two business segments



Medium Long distance	revenues (€mn)
 High Speed services International and regulated domestic services (PSC** with the State) 	2020 2021 Change 1,474 1,884 +28%

Regional	revenues (€mn)
 Commuter passenger services PSC** Regional services 	20202021Change2,3922,630+10%

Financial highlights				
€mn	2020	2021		
Revenues	3,906	4,522		
EBITDA	827	1,054		
EBIT	-208	67		
Net Income	-423	2		
EBITDA Margin	21.2%	23.1%		
EBIT Margin	-5.3%	1.5%		

INVESTMENTS 2021 € 1,618 mn*

60% new rolling stocks

21% rolling stocks maintenance*



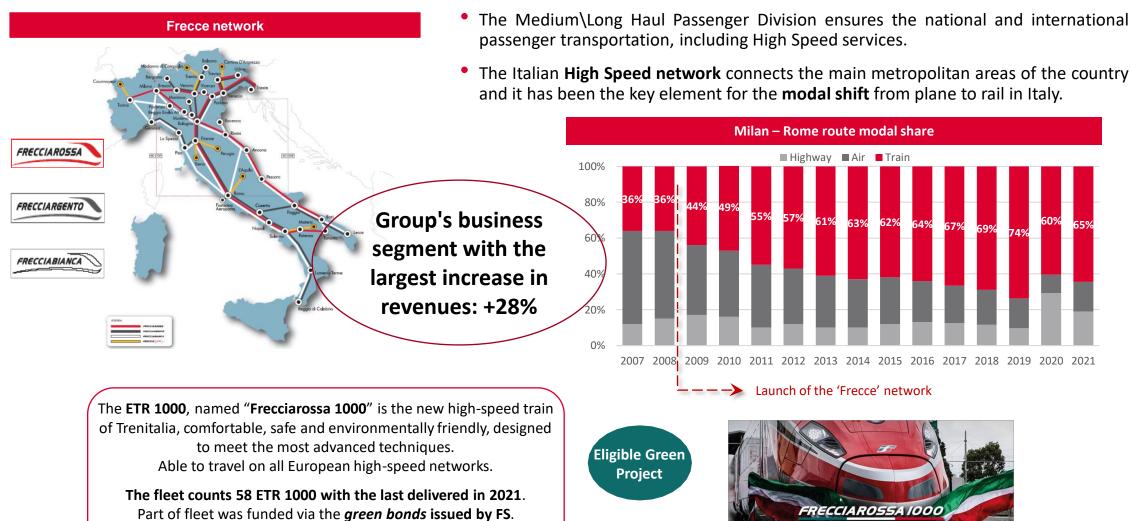
* Includes hard maintenance ** Public Service Contracts

Source: Company information, Trenitalia Annual Report

Focus: High Speed Transport



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- passenger transportation, including High Speed services. The Italian **High Speed network** connects the main metropolitan areas of the country
- and it has been the key element for the **modal shift** from plane to rail in Italy. Milan – Rome route modal share

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Focus: Regional Transport

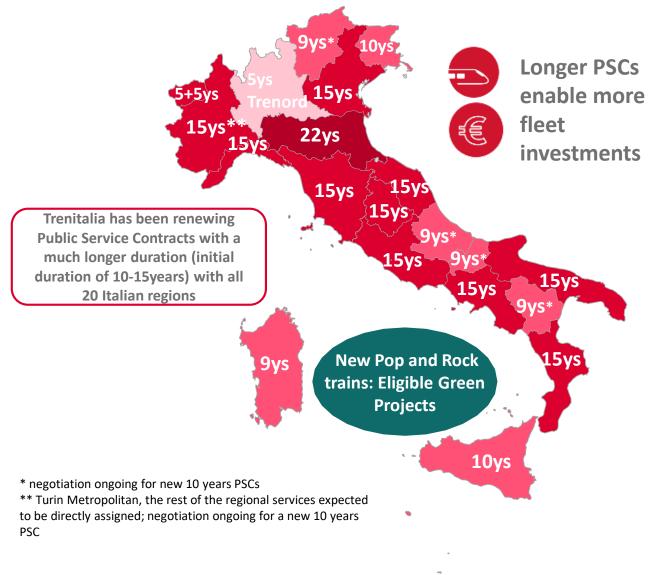
Overview

- Offers urban, regional and interregional mobility.
- Business with local administrations is regulated by different **Public Service Contracts** ('PSCs').
- PSCs are subject to specific regulation in terms of eligible costs and adequate capital investments returns.
- In 2021 revenues related to regional passenger services equal to € 2.6mn (+10% vs. 2020).
- Fees from regions increasing in 2021.





Trenitalia regional services portfolio as of today



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TRENITALIA

Busitalia: road passenger transport in Italy and abroad

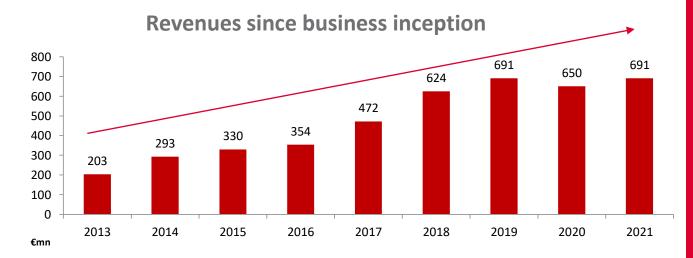


For an integrated mobility

Key highlights	
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- Busitalia provides local bus transport, both urban and suburban, in Veneto (regionally and locally in Padova after winning the public tender), Umbria and Campania.
- In August 2017 Busitalia acquired **Qbuzz**, the Dutch company which operates public bus transport services in the **Netherlands**.
- In 2018 Qbuzz won public transport 8 years concessions in DNG and Groningen-Drenthe areas.
- Busitalia also operates the replacement of rail services by bus including **Freccialink**.

Financial highlights			
€mn	2020	2021	
Revenues	650	691	
EBITDA	79.1	84.4	
EBITDA Margin	12.2%	12.2%	



FLEET INVESTMENTS 2021 € 58 mn



Informazione pubblica

FI

Operations and Industry Overview

Logistics

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Mercitalia: freight and logistics services

Integrated governance for the freight services

Mercitalia Logistics is the **sub-holding** and coordinator of the **Logistics Hub**. The creation of this hub has the aim of restructuring the cargo business and rationalize the freight operators active in the Group to improve quality and efficiency of cargo services provided and rationalize the freight operators.

Increase and strengthen the presence in the intermodal transport segments.

Develop operating synergies to increase competitiveness and market share.



Investments 2021: € 136 mn mainly for fleet upgrading

New electric locomotives and wagons together with technology upgrades will enhanced the Group cargo fleet







Financial highlights				
€mn	2020	2021		
Revenues	970	1,036		
EBITDA	89	96,5		
EBITDA Margin	9.2%	9.3%		

Operations and Industry Overview

Urban

F



Urban Hub: not only Real Estate services

The **Urban Hub**, with **Sistemi Urbani** as **sub-holding**, is responsible for Urban regeneration, intermodal solutions and first and last mile logistics in urban areas.



Sub-holding's financial highlights			
€mn	2020	2021	
Revenues	25.9	28	
EBITDA	2	5	
EBITDA Margin	7.6%	17.8%	



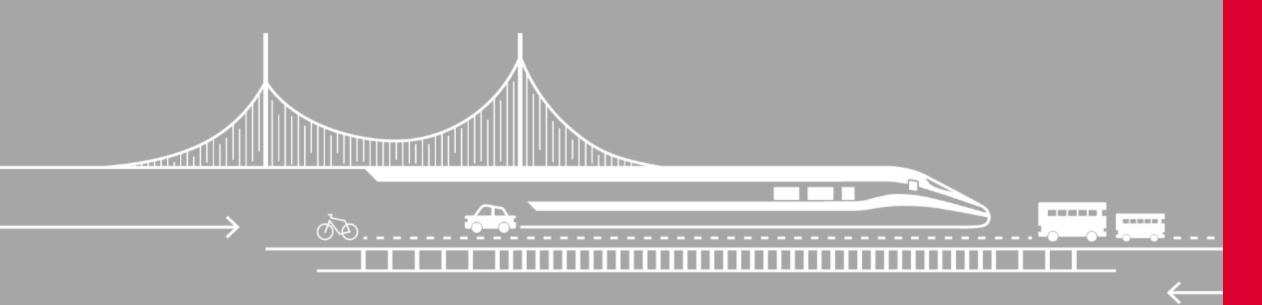
Urban's Hub strategic priorities are:

- > Management and regeneration of the Group's real estate assets.
- > Integrated management of the Group's car parks.
- Centre of Excellence for offering turn-key services to mediumsized cities.
- > Establishing partnerships with different operators for grounding.



Focus on Recovery and Resilience National Plan (PNRR)

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PNRR: role of FS Group and financial resources

PNRR consists of six Missions. Each Mission consists of several Components **Mission 3** - "Infrastructrures for Sustainable Mobility" amounts to around EUR 31.5 bn. Mission 3 – Component 1 "Investments on Rail Network" amounts to EUR 27.97 bn invested both on railways and on roads.

Upgrades on National Rail Infrastructure will pertain both HS network and conventional rail network with infrastructural and technilogical investments (i.e. ERTMS).

RFI acts as implementing body/subject of Mission 3 – Component 1

Others operating Group's companies could be beneficiaries of the PNRR as implementing body/subjects.

ANAS acts as implementing body of **Mission 5** and in the project «Safe Roads» together with all others roads' concessionaires.

M3. INFRASTRUTTURE PER UNA MOBILITÀ SOSTENIBILE	PNRR (a)	React EU (b)	Fondo complementare (c)	Totale (d)=(a)+(b)+(c)
M3C1 - RETE FERROVIARIA AD ALTA VELOCITÀ/CAPACITÀ E STRADE SICURE	24,77	0,00	3,20	27,97
M3C2 - INTERMODALITÀ E LOGISTICA INTEGRATA	0,63	0,00	2,86	3,49
Totale Missione 3	25,40	0,00	6,06	31,46



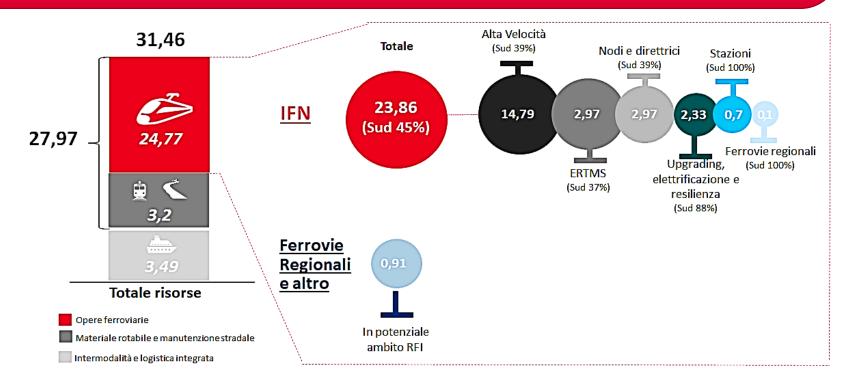
Note: in column a) may be found resources of Recovery and Resilience Facility

PNRR: projects under scope

Investments belonging to Mission 3 Component 1 - "Investments on Rail Network" consist of improvement of the HS/HC* network for a more rapid rail network for both passengers and freight, completion of the railway corridors TEN-T, completion of the pass routes, enhancement of nodes, railroads and regional networks.

Special attention will be put on Southern regions' railways, with electrification upgrades and other investments aimed to increase productivity and reduce North-South gap.

All investments are fully funded through European and State funds (Recovery and Resilience Facility plus Fondo Complementare DL 59/2021).





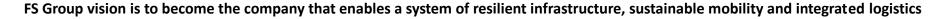
Corporate Sustainability

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A business model which fully integrates sustainability

FS sustainability approach permeates the full organisational structure ensuring integration of environmental, social and economical aspects within strategic business decisions





FS Group Sustainability Commitment

Our agenda for a sustainable mobility

The Group intends to place sustainability increasingly at the heart of its strategies. For this reason, the FS Italian Group committed to 12 of the **Sustainable Development Goals (SDGs)** identified by the United Nations 2030 Agenda.





Sustainability performance

The Group commitment is positively reflected in its sustainability ratings:

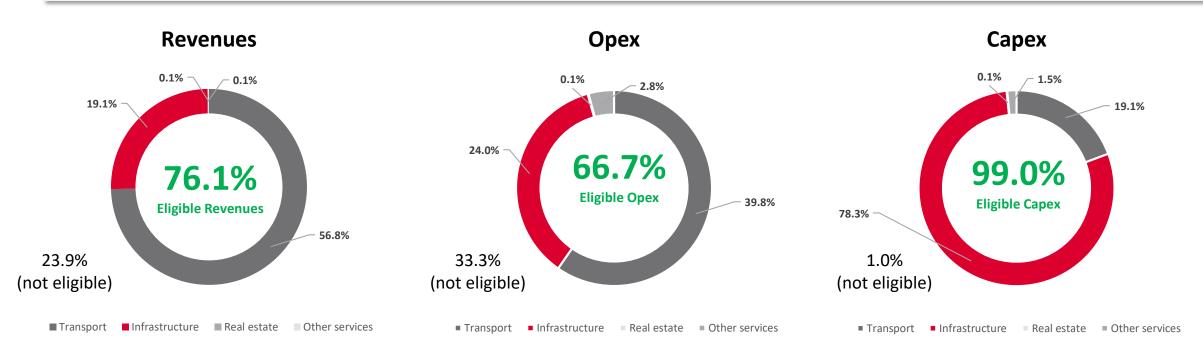




European Taxonomy

Revenues, Capex and Opex

Below is summarized the performance of the Group's **four operating sectors** (Transport, Infrastructure, Real Estate Services and Other Services) with regard to the respective **percentage shares of 2021 Turnover, Opex and Capex – "Eligible"**, for the two objectives of **mitigation and adaptation**, in accordance with **EU Regulation no. 852/2020** (so called **EU Taxonomy**)



- ✓ A total of **76.1%** of consolidated **net revenues** is Taxonomy eligible
- ✓ A total of 66.7% of consolidated operating costs is Taxonomy eligible
- Almost the entirety of consolidated capital expenditure is Taxonomy eligible



Sustainable Finance



Sustainable finance endorsing a sustainable strategy

Increased awareness of the importance to strive for a more sustainable business.

FS financial decisions become essential and strategic to allocate the new debt sources to the most

effective investments complying with the ESG principles.





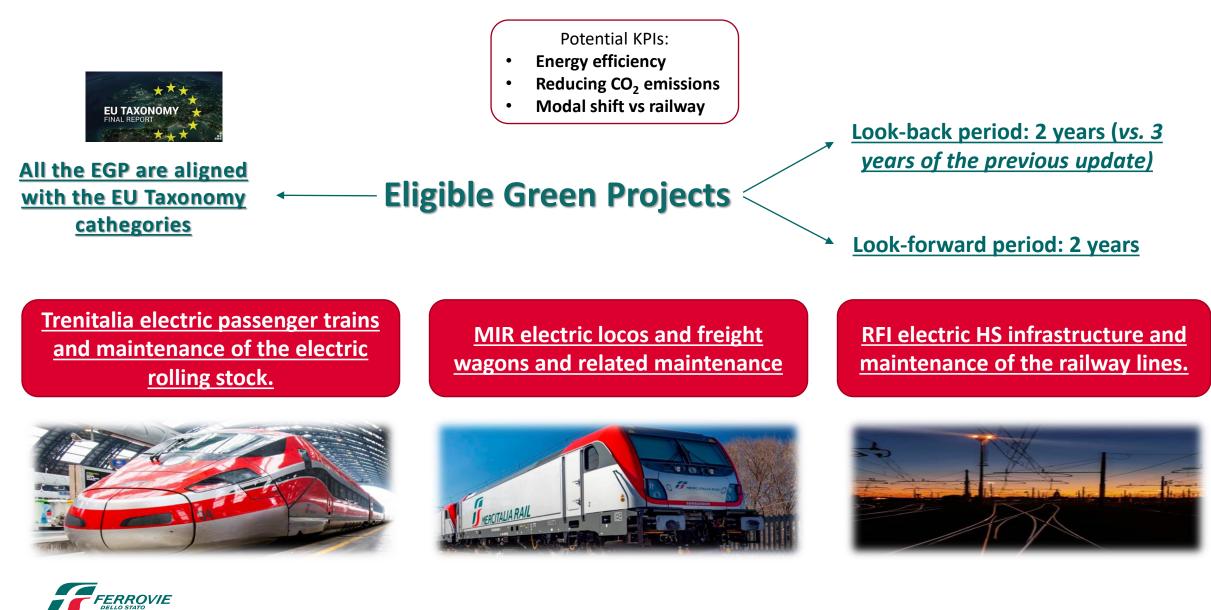
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FS goal is to fund almost 100% of Group capex via ESG Finance, along next years.

FS Green Bond Framework updated in 2022

First Green Bond Framework established in 2017. In 2022 FS has enlarged the list of Eligible Green Projects.



Green Bond Framework – SDGs Mapping

- The FS Green Bond Framework addresses 3 of 17 UN Sustainable Development Goals.
- The mapping has been inspired by the <u>ICMA high-level mapping to SDGs</u> and existing practices of issuers of Green Bonds in the transportation sector.



SDG 9.1: Develop quality, reliable, sustainable and resilient infrastructure, including regional and transborder infrastructure, to support economic development and human well-being, with a focus on affordable and equitable access for all



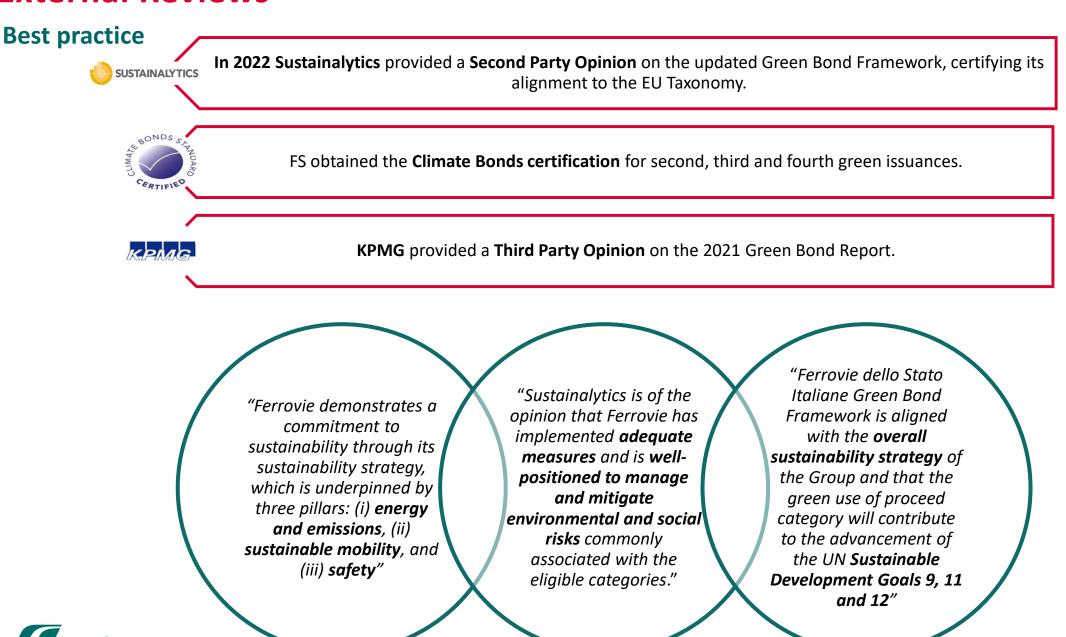
SDG 11.2: By 2030, provide access to safe, affordable, accessible and sustainable transport systems for all, improving road safety, notably by expanding public transport

12 RESPONSIBLE CONSUMPTION **SGD 12.2**: By 2020, achieve the environmentally sound management of chemicals and all wastes throughout their life cycle, in accordance with agreed international frameworks, and significantly reduce their release to air, water and soil in order to minimize their adverse impacts on human health and the environment

SDG 12.5: By 2030, substantially reduce waste generation through prevention, reduction, recycling and reuse



External Reviews



FERROVIE Dello STATO ITALIANE

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6 Green Bonds for a total <u>3.95 billion</u> euro issued so far

Allocation and environmental impact as of today for the first 3 green bonds





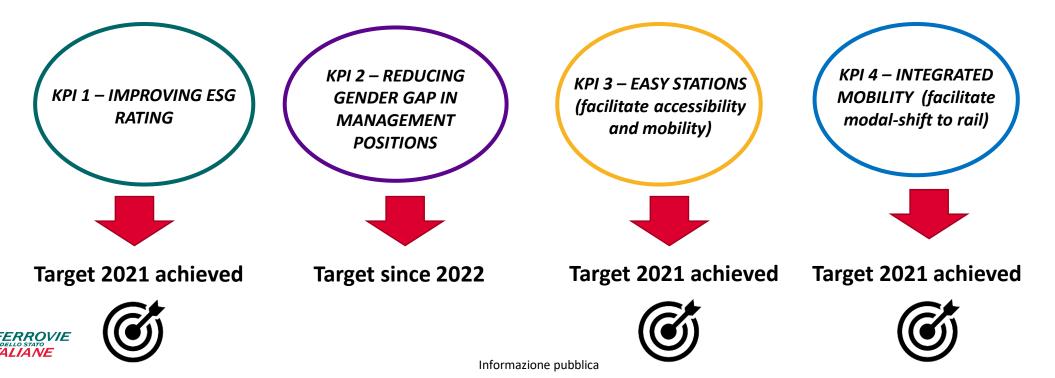
*Not including € 1,650 million latest green bonds issued on 23rd December 2021 (series 18), on 20th July 2022 (series 19) and on 14th September 2022 (series 20), which reporting will be within December 2022 (series 18), July 2023 (series 19) and September 2023 (series 20).

Informazione pubblica

Sustainability-Linked Revolving Credit Facility

Euro 3 billion committed facility

- First sustainability-linked transaction for FS, originally signed in 2021
- Margin and Commitment Fee linked to 4 KPIs on Group's effort on Environmental, Social and Governance targets
- Underwritten by a pool of 8 primary banks
- Size extended in July 2022 from 2.5 up to 3 billion of Euro, with no changes to the other T&Cs, despite a volatile and bullish market environment
- The line allows the Group to meet its general funding needs, also arising from its leading role in the Italian **PNRR**.

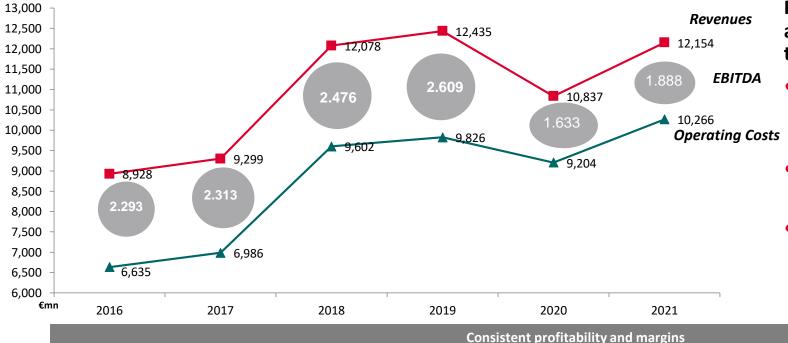


Financial Overview



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Robust historical financial performance

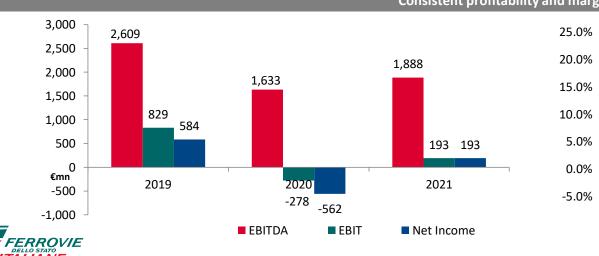


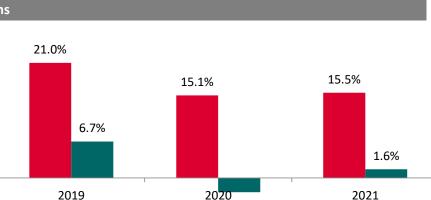
FS's economic situation significantly improves after the difficulties faced last year because of the pandemic

 The increase in costs in 2021 is lower than the increase in revenues, so EBITDA increases compared to 2020.

 As a result, the EBITDA margin also increased

• EBIT margin returns positive in 2021





EBITDA Margin EBIT Margin

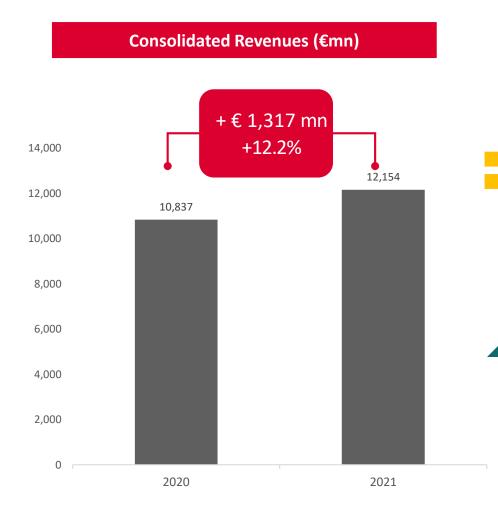
-2.6%

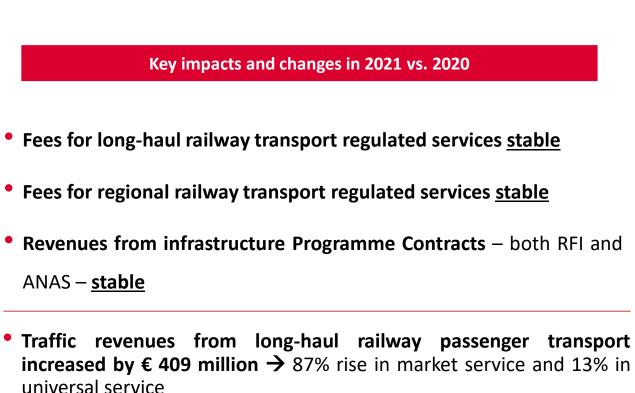
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2021 Group Revenues

High recovery of group revenues after the drop caused by the pandemic





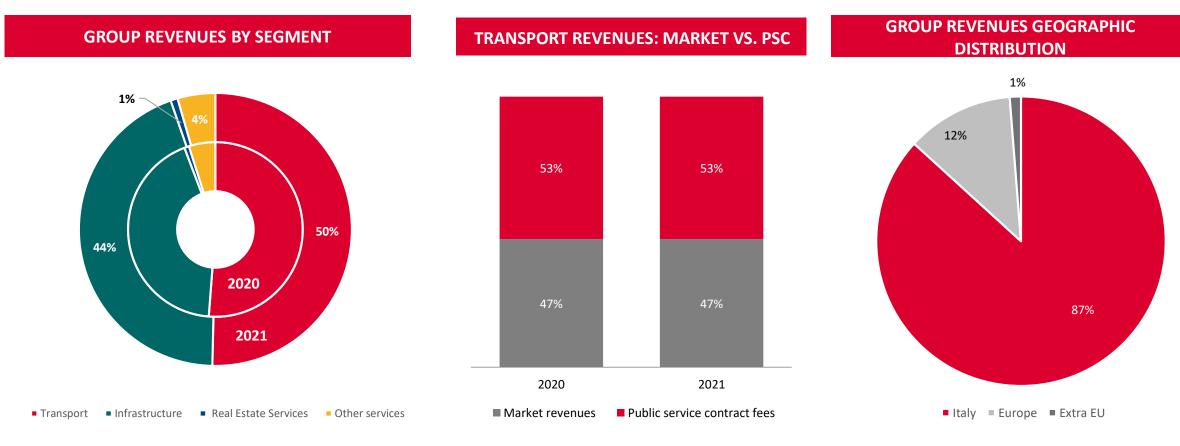
- Traffic revenues from domestic short-haul railway passenger transport increased by € 238 mn
- Traffic infrastructure revenues up by € 532 mn mainly related to motorway and railroad traffic toll



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Group revenues breakdown

- **Passengers Hub** returns to profit in 2021 after the COVID-19 pandemic's negative effect of the 2020
- Share of **public sector vs. market revenues** has been stable over the last two years





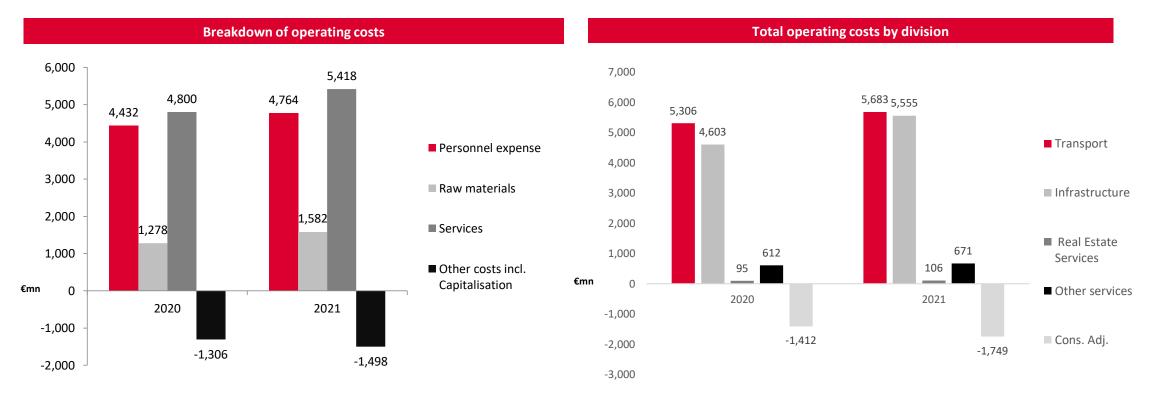
Focus on operating costs

Significant costs containment to face the COVID impact

• In 2021 **operating costs** amounted to € 10,266 mn (+11.5% vs. 2020)

Increase in operating costs due to the increase in the cost of personnel, raw materials and services.

Main action on services (+ € 618 mn) as a result of the costs incurred for new works and extraordinary maintenance on the road and highway network, directly related to higher revenues from infrastructure.

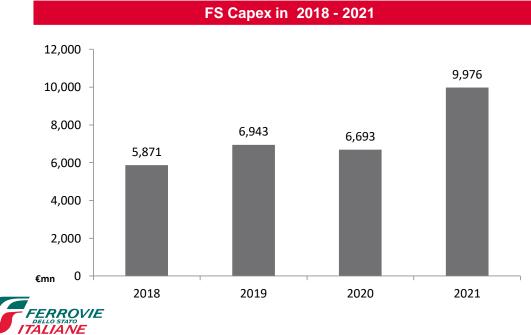


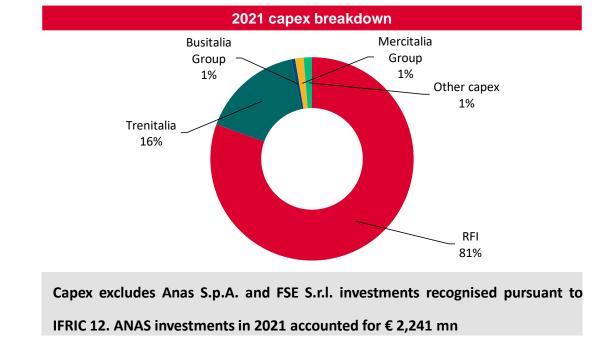


FS Group's CAPEX profile

Leading investor in development of transport, infrastructure and logistics

- In 2021 FS's capital expenditure increased significantly (€ 9,976 mn excluding ANAS, + 49% vs. 2020), of which €7,654 mn through government grants mainly earmarked to rail infrastructure.
- The majority of capex went to maintenance and development of the rail infrastructure network carried on by RFI, with a focus on Traditional network (€5.64 bn). Rail infrastructure capex is almost totally funded by the Government as per the "Contratto di Programma" between Ministry of Infrastructure and Transport and RFI.
- **Trenitalia** accounted for 16% (€ 1,618 mn).

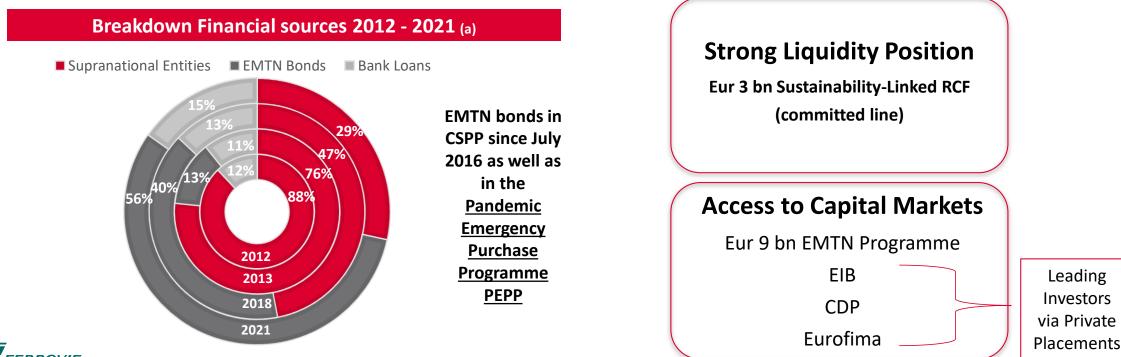




FS' debt profile

Funding diversification

- Total gross financial debt (long term + short term) amounts to € 11,674 mn (excluding leasing ex IFRS16) at YE 2021 vs. € 11,565 mn at YE 2020. The bulk of FS Group's debt is held by FS Holding (€ 9,642 mn, around 83% of total).
- Net Financial Debt amounts to € 8,887 mn at YE 2021, stable compared to the previous year (€ 8,893 mn at YE 2020).

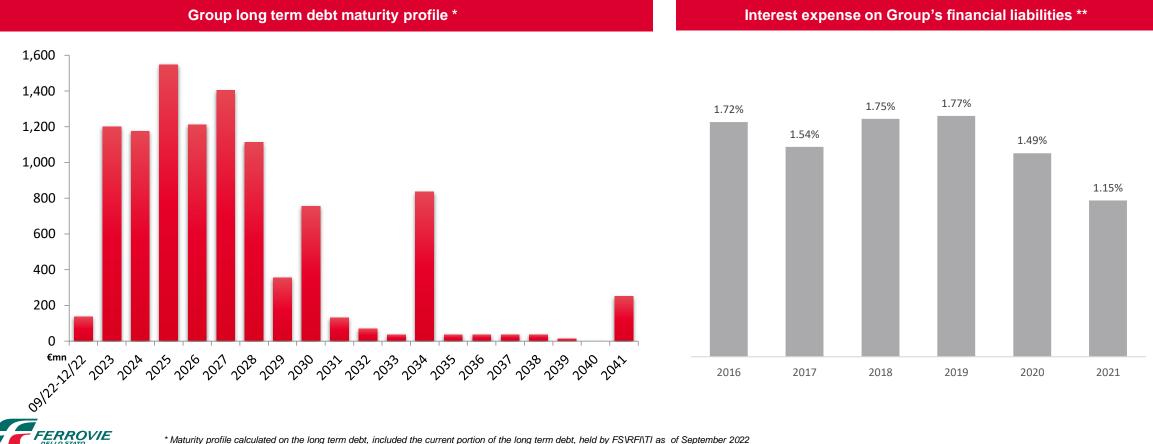




Balanced debt maturity profile

Effective management of financial expense

- The Group has a **balanced debt maturity profile** extending over the next 15-20 years
- Historically low borrowing costs and an effective management of financial costs, including interest rate risk management policies, has resulted in a containment of interest expense on debt, generating value for the Group.



** The financial expense is net of government grants, therefore the ratio is calculated on the debt not funded through guaranteed government grants

Informazione pubblica

Eur 9 billion EMTN Programme

Proved access to the bond market

Series	Type of placement	Issue date	Amount (Euro mio)	Maturity
3	Private	01/2016	300	12/2025
5	Private	07/2016	50	07/2031
6	Public	06/2017	1000	06/2025
7	Public	12/2017	600	12/2023
8	Private	12/2017	100	12/2025
9	Private	03/2018	200	03/2030
10	Public	07/2019	700	07/2026
11	Private	08/2019	100	08/2029
12	Private	12/2019	140	12/2029
13	Private	12/2019	190	06/2024
14	Private	07/2020	150	07/2032
15	Private	12/2020	250	12/2030
16	Private	12/2020	80	12/2023
17	Public	03/2021	1000	03/2028
18	Private	12/2021	350	12/2038
19	Private	07/2022	200	07/2039
20	Public	09/2022	1100	04/2027

20 bonds for Euro 8.21 billion issued so far

Euro 6.49 billion outstanding

Among them, the 5 *corporate bond* fully underwritten by the EIB as private placement, one of them financed through the *Juncker Plan funds of the EFSI*

European Investment Bank

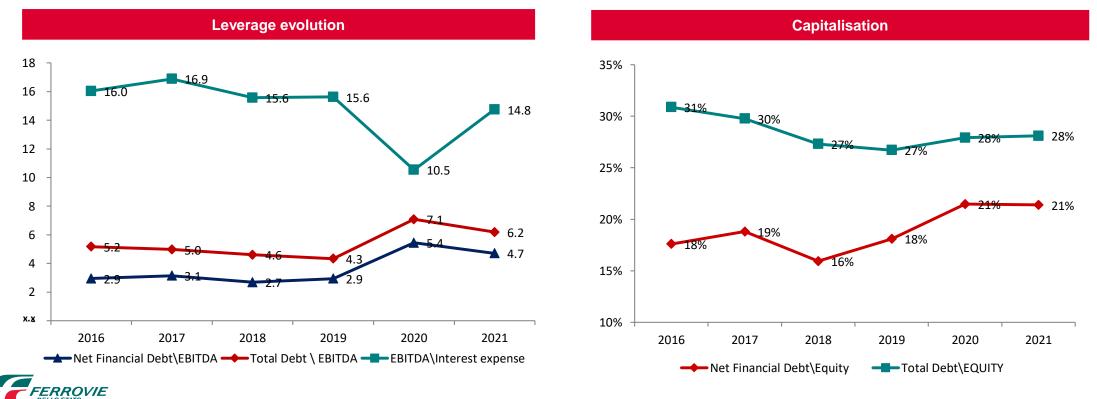
Allocation of outstanding bonds			
79% Trenitalia	15% RFI	5% Polo Mercitalia	1% Qbuzz
 For investments in High Speed and Regional trains 	• For the completion of the High Speed infrastructure	 For investments in freight loco and wagons 	 For investments in electric trains and buses for public transport

FS offers room for new issue at medium-long term tenors and is eager to develope its «green curve»

Debt service capacity

Effective funding management and still solid equity position

- Net Financial Debt / EBITDA has keeping stable around to 3x in last years before pandemic; in 2021 reduced to 4.7x after the increase caused by Covid to 5.4x in 2020.
- Historically low borrowing costs and effective management of financial costs, including interest rate risk management policies, resulted in **EBITDA interest cover improved substantially** in the last years and back to pre-pandemic levels by 2021.
- FS Italiane maintains a strong and stable capitalisation even after COVID impact.



FY 2021 Consolidated Financial Statements

Income Statement			
€mn	2021	2020	Change %
REVENUE	12,154	10,837	12.2
Revenue from sales and services	11,747	10,482	12.1
Other income	407	355	14.6
OPERATING COSTS	(10,266)	(9,204)	11.5
EBITDA	1,888	1,633	15.6
Amortisation, depreciation, provisions and impairment losses	(1,695)	(1,911)	(11.3)
EBIT	193	(278)	169.4
Net financial expense	14	(283)	105
PRE-TAX PROFIT	207	(561)	136.9
Income taxes	(14)	(1)	>200
PROFIT FROM CONTINUING OPERATIONS	193	(562)	134.3
Loss from assets held for sale, net of taxes	0	0	0
PROFIT FOR THE YEAR	193	(562)	134.3

Reclassified Statement of Financial Position			
€mn	2021	2020	Change
Net operating Working Capital	(110)	107	(217)
Other Net Assets	2,331	2,636	(305)
Working Capital	2,221	2,743	(522)
Net non-current assets	52,251	51,698	553
Other provisions	(4,051)	(4,125)	74
Net assets held for sale	16	0	16
NET INVESTED CAPITAL	50,437	50,316	121
Net current financial debt	(352)	1,106	(1,458)
Net non-current financial debt	9,239	7,787	1,452
Net financial debt	8,887	8,893	(6)
Equity	41,550	41,423	127
COVERAGE	50,437	50,316	121



HY 2022 Consolidated Financial Statements

Income Statement			
€mn	First half 2022	First half 2021	Change %
Total Revenues	6,131	5,285	16%
Operating Costs	(5,222)	(4,909)	- 6%
Of which:			
Employee costs	(2,287)	(2,386)	
Raw materials	(750)	(563)	
Service costs	(2,716)	(2,475)	
Other net operating costs	531	515	
EBITDA	909	376	142%
EBIT	86	(409)	121%
Profit before Tax	58	(438)	113%
Income taxes	(11)		
Group Profit	47	(438)	111%

Reclassified Statement of Financial Position			
€mn	30-06-2022	31-12-2021	Change
Net operating Working Capital	852	(124)	976
Other Net Assets	2,135	2,331	(196)
Working Capital	2,987	2,207	780
Net non-current assets	52,568	52,251	317
Other provisions	(3,798)	(4,051)	253
Net assets held for sale		16	(16)
NET INVESTED CAPITAL	51,757	50,423	1,334
Net current financial debt	785	(366)	1,151
Net non-current financial debt	9,267	9,328	29
Net financial debt	10,052	8,872	1,180
Equity	41,705	41,551	154
COVERAGE	51,757	50,423	1,334

Statement of Cash Flows			
€mn	First half 2022	First half 2021	
		(120)	
Profit for the year	47	(438)	
Net cash flows generated by operating activities	(162)	(849)	
Net cash flows used in investing activities	(906)	(887)	
Net cash flows generated by financing activities	365	1,926	
Total cash flows	(703)	190	
Opening cash and cash equivalents Closing cash and cash equivalents	2,108 1,405	1,258 1,448	

FERROVIE DELLO STATO
ITALIANE

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