

# STALEXPORT AUTOSTRADY S.A. CAPITAL GROUP

CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS

for the three-month period ended 31 March 2016

 $These\ condensed\ consolidated\ interim\ financial\ statements\ are\ unaudited$ 

# **Contents**

Conc	densed consolidated interim statement of comprehensive income	3
Conc	densed consolidated interim statement of financial position	4
Conc	densed consolidated interim statement of cash flows	6
Conc	densed consolidated interim statement of changes in equity	7
Note	es to the condensed consolidated interim financial statements	
1.	Group overview	8
2.	Basis for preparation of condensed consolidated interim financial statements	9
3.	Going concern	9
4.	Information concerning the Concession Agreement	10
5.	Description of significant accounting principles	11
6.	Segment reporting	11
7.	Periodicity and seasonality of the business	12
8.	Revenue	13
9.	Expenses by nature	13
10.	Other income	13
11.	Other expenses	14
12.	Net finance expense	14
13.	Property, plant and equipment	15
14.	Intangible assets	16
15.	Deferred tax	18
16.	Allowances for current receivables	19
17.	Financial instruments	20
18.	Equity	<b>2</b> 3
19.	Provisions	<b>2</b> 4
20.	Contingent liabilities	25
21.	Transactions with related parties	25
22.	Financial results of the Capital Group and its Parent Entity for the I quarter 2016	26
23.	Important other events within the Stalexport Autostrady S.A. Capital Group during the period from 1 January to 31 March 2016	28
24.	Shareholders holding directly or indirectly via their subsidiaries at least 5% of total number of votes at the Annual General Meeting of the Parent Entity at quarterly report's date	28
25.	Parent Entity's shares held by managing and supervising personnel at quarterly report's date	28
26.	Subsequent events	28

These condensed consolidated interim financial statements are unaudited

# Condensed consolidated interim statement of comprehensive income for the three-month period ended

In thousands of PLN, unless stated otherwise	Note	<b>31 March 2016</b> (unaudited)	<b>31 March 2015</b> (unaudited)
Revenue	6, 8	65 036	54 263
Cost of sales	6,9	(2 724)	(20 093)
Gross profit		62 312	34 170
Other income	10	864	923
Administrative expenses	9	(7 420)	(6 203)
Other expenses	11	(33)	(18)
Results from operating activities		55 723	28 872
Finance income		3 278	3 737
Finance expenses		(8 511)	(9 693)
Net finance expense	12	(5 233)	(5 956)
Share of profit of equity accounted investees (net of income tax)		76	47
Profit before income tax		50 566	22 963
Income tax expense		(9 221)	(4 104)
Profit for the period		41 345	18 859
Other comprehensive income			
Items that are or may be reclassified subsequently to profit or loss for the period			
Foreign currency translation differences for		27	(2)
foreign operations		37	(2)
Effective portion of changes in fair value		(668)	(600)
of cash flow hedges		(000)	(000)
Net change in fair value of cash flow hedges reclassified	d	1 243	1 243
to profit or loss for the period Income tax on other comprehensive income		(100)	(122)
Other comprehensive income for the period, net of income	nme tay	(109) <b>503</b>	(122) <b>519</b>
other comprehensive meanic for the period, her or me	Jilic tax	303	313
Total comprehensive income for the period		41 848	19 378
Profit attributable to:			
Owners of the Company		39 949	17 402
Non-controlling interest		1 396	1 457
Profit for the period		41 345	18 859
Total comprehensive income attributable to:			
Owners of the Company		40 452	17 921
Non-controlling interest		1 396	1 457
Total comprehensive income for the period		41 848	19 378
Earnings per share			
Basic earnings per share (PLN)		0.16	0.07
Diluted earnings per share (PLN)		0.16	0.07

The condensed consolidated interim statement of comprehensive income should be analyzed together with notes, which constitute integral part of the condensed consolidated interim financial statements

These condensed consolidated interim financial statements are unaudited

# Condensed consolidated interim statement of financial position as at

In thousands of PLN	Note	31 March 2016 (unaudited)	31 December 2015	31 March 2015 (unaudited)
ASSETS				
Non-current assets				
Property, plant and equipment	13	34 839	35 649	38 633
Intangible assets	14	510 777	522 681	565 967
Investment property		4 047	4 176	3 982
Investments in associates		909	833	779
Other non-current investments		489 293	506 623	431 090
Non-current receivables		816	816	-
Deferred tax assets	15	96 295	99 471	105 425
Total non-current assets		1 136 976	1 170 249	1 145 876
Current assets				
Inventories		1 732	2 038	1 789
Current investments		1 494	1 581	1 761
Trade and other receivables	16	13 039	13 422	11 962
Cash and cash equivalents		218 538	188 007	142 443
Total current assets		234 803	205 048	157 955
Total assets		1 371 779	1 375 297	1 303 831

These condensed consolidated interim financial statements are unaudited

# Condensed consolidated interim statement of financial position (continued) as at

In thousands of PLN	Note	<b>31 March 2016</b> (unaudited)	31 December 2015	<b>31 March 2015</b> (unaudited)
EQUITY AND LIABILITIES				
Equity	18			
Share capital	18.1	185 447	185 447	185 447
Treasury shares		(20)	(20)	(20)
Share premium reserve		7 430	7 430	7 430
Hedging reserve	18.2	(10 864)	(11 330)	(14 509)
Other reserve capitals and supplementary capital		320 646	320 644	315 927
Foreign currency translation reserve		168	134	196
Retained earnings and uncovered losses		(44 233)	(84 183)	(175 727)
Total equity attributable to owners of the Company		458 574	418 122	318 744
Non-controlling interest		2 097	4 973	2 158
Total equity		460 671	423 095	320 902
Liabilities				
Non-current liabilities				
Loans and borrowings		135 060	153 154	169 651
Employee benefits		2 198	1 891	1 676
Deferred income		8 309	8 518	9 141
Other non-current liabilities		202 565	199 812	193 811
Provisions	19	390 983	403 585	462 458
Total non-current liabilities		739 115	766 960	836 737
Current liabilities				
Loans and borrowings		34 599	34 831	31 521
Finance lease liabilities		-	-	9
Derivative financial instruments		13 412	15 250	17 913
Income tax liabilities		3 610	11 082	2 157
Trade and other payables		19 748	21 268	19 124
Employee benefits		3 624	3 633	2 769
Deferred income		6 795	5 975	9 583
Provisions	19	90 205	93 203	63 116
Total current liabilities		171 993	185 242	146 192
Total liabilities		911 108	952 202	982 929
Total equity and liabilities		1 371 779	1 375 297	1 303 831

These condensed consolidated interim financial statements are unaudited

# Condensed consolidated interim statement of cash flows for the three-month period ended

In thousands of PLN	<b>31 March 2016</b> (unaudited)	<b>31 March 2015</b> (unaudited)
Cash flows from operating activities		
Profit before income tax	50 566	22 963
Adjustments for		
Depreciation and amortisation	10 941	10 298
Recognition of impairment on property, plant		(4)
and equipment and intangible assets	-	(1)
Foreign currency translation differences for foreign	37	(2)
operations	57	(2)
(Profit)/Loss on investment activity	87	(27)
Gain on disposal of intangible assets and property,	_	(4)
plant and equipment		(4)
Interest and dividends	358	1 193
Share in profit of associated entities	(76)	(47)
Change in receivables	383	(829)
Change in inventories	306	441
Change in trade and other payables	4 920	2 196
Change in provisions	(10 602)	7 832
Change in deferred income	611	3 249
Cash generated from operating activities	57 531	47 262
Income tax paid	(13 626)	(5 153)
Net cash from operating activities	43 905	42 109
Cash flows from investing activities		
Investment proceeds	20 608	5 078
Sale of intangible assets and property, plant		14
and equipment	-	14
Proceeds from non-current deposits held for investment	15 050	
expenditures	13 030	_
Interest received	5 558	5 064
Investment expenditures	(10 757)	(47 165)
Acquisition of intangible assets and property,	(10 757)	(14 327)
plant and equipment	(10737)	(1+327)
Non-current deposits held for investment expenditures	-	(32 838)
Net cash from/(used in) investing activities	9 851	(42 087)
Cash flows from financing activities	(22.225)	(24.026)
Financial expenditures	(23 225)	(24 836)
Dividends paid	(17.070)	(1 575)
Repayment of loans and borrowings	(17 078)	(15 766)
Interest paid	(6 147)	(7 487)
Repayment of finance lease liabilities	(22.225)	(8) (24 836)
Net cash used in financing activities	(23 225)	(24 630)
Total net cash flows	30 531	(24 814)
Change in cash and cash equivalents	30 531	(24 814)
Cash and cash equivalents at the beginning of the period	188 007	167 257
Cash and cash equivalents at the end of the period	218 538	142 443

These condensed consolidated interim financial statements are unaudited

# Condensed consolidated interim statement of changes in equity

In thousands of	of	PLN
-----------------	----	-----

(unoudited)	Share capital	Treasury shares	Share premium reserve	Hedging reserve	Other reserve capitals and supplementary capital	Foreign currency translation reserve	Retained earnings and uncovered losses	Total equity attributable to owners of the Company	Non-controlling interest	Total equity
As at 1 January 2015	185 447	(20)	7 430	(15 030)	262 049	160	(139 213)	300 823	4 101	304 924
Profit for the period	-		-	-		-	17 402	17 402	1 457	18 859
Other comprehensive income:	-	-	-	521	(35)	36	(3)	519	-	519
Effective portion of changes in fair value of cash flow hedges	-	-	-	(600)	-	-	-	(600)	-	(600)
Net change in fair value of cash flow hedges reclassified to profit or loss for the period	-	-	-	1 243	-	-	-	1 243	-	1 243
Foreign currency translation differences for foreign operations	-	-	-	-	(35)	36	(3)	(2)	-	(2)
Income tax on other comprehensive income	-	-	-	(122)	-	-	-	(122)	-	(122)
Total comprehensive income for the period	-	-	-	521	(35)	36	17 399	17 921	1 457	19 378
Dividends	-	-	-	-	-	-	-	-	(3 400)	(3 400)
Allocation of profit to supplementary capital	-	-	-	-	53 913	-	(53 913)	-	-	-
As at 31 March 2015	185 447	(20)	7 430	(14 509)	315 927	196	(175 727)	318 744	2 158	320 902

	Share capital	Treasury shares	Share premium reserve	Hedging reserve	Other reserve capitals and supplementary capital	Foreign currency translation reserve	Retained earnings and uncovered losses	Total equity attributable to owners of the Company	Non-controlling interest	Total equity
As at 1 January 2015	185 447	(20)	7 430	(15 030)	262 049	160	(139 213)	300 823	4 101	304 924
Profit for the period	-	-	-	-	-	-	113 599	113 599	5 811	119 410
Other comprehensive income:	-	-	-	3 700	(1)	(26)	27	3 700	7	3 707
Effective portion of changes in fair value of cash flow hedges	-	-	-	(718)	-	-	-	(718)	-	(718)
Net change in fair value of cash flow hedges reclassified to profit or loss for the period	-	-	-	5 286	-	-	-	5 286	-	5 286
Remeasurement of emloyee benefits	-	-	-	-		-	36	36	8	44
Foreign currency translation differences for foreign operations	-	-	-	-	(1)	(26)	(3)	(30)	-	(30)
Income tax on other comprehensive income	-	-	-	(868)	-	-	(6)	(874)	(1)	(875)
Total comprehensive income for the period	-	-	-	3 700	(1)	(26)	113 626	117 299	5 818	123 117
Dividends	-	-	-	-		-	-	-	(4 946)	(4 946)
Allocation of profit to supplementary capital	-	-	-	-	58 596	-	(58 596)	-	-	-
As at 31 December 2015	185 447	(20)	7 430	(11 330)	320 644	134	(84 183)	418 122	4 973	423 095

(unaudited)	Share capital	Treasury shares	Share premium reserve	Hedging reserve	Other reserve capitals and supplementary capital	Foreign currency translation reserve	Retained earnings and uncovered losses	Total equity attributable to owners of the Company	Non-controlling interest	Total equity
As at 1 January 2016	185 447	(20)	7 430	(11 330)	320 644	134	(84 183)	418 122	4 973	423 095
Profit for the period	-	-	-	-	-	-	39 949	39 949	1 396	41 345
Other comprehensive income:	-	-	-	466	2	34	1	503	-	503
Effective portion of changes in fair value of cash flow hedges	-	-	-	(668)	-	-	-	(668)	-	(668)
Net change in fair value of cash flow hedges reclassified to profit or loss for the period	-	-	-	1 243	-	-	-	1 243	-	1 243
Foreign currency translation differences for foreign operations	-	-	-	-	2	34	1	37	-	37
Income tax on other comprehensive income	-	-	-	(109)	-	-	-	(109)	-	(109)
Total comprehensive income for the period		-	-	466	2	34	39 950	40 452	1 396	41 848
Dividends	-	-	-	-	-	-	-	-	(4 272)	(4 272)
As at 31 March 2016	185 447	(20)	7 430	(10 864)	320 646	168	(44 233)	458 574	2 097	460 671

These condensed consolidated interim financial statements are unaudited

**Notes to the condensed consolidated interim financial statements** (all amounts in PLN thousand (TPLN), unless stated otherwise)

#### 1. Group overview

Stalexport Autostrady S.A. ("the Company", "the Parent Entity") with its seat in Mysłowice, Piaskowa 20 Street, is a public listed company registered in the National Court Register under registration number KRS 16854.

The Company together with its subsidiaries constitutes Stalexport Autostrady S.A. Capital Group ("Group", "Capital Group").

The business activities of the Group include the following:

- construction of roads and railroads, in particular services related to managing, construction by adapting to the requirements of toll motorway and exploitation of the section of A-4 motorway Katowice-Kraków,
- management and business advisory,
- rental services.

As at 31 March 2016, beside the Company, the Group comprised of the following entities:

Name of the entity	Seat of the entity	Main activities	Status	Ownership interest and voting rights	Date of obtaining control/Date of acquisition	Consolidation method
Stalexport Autoroute S.a r.l.	Luxembourg	Management activities	Subsidiary	100%	2005	Full consolidation
Stalexport Autostrada Małopolska S.A.	Mysłowice	Construction and operation of motorway	Subsidiary	100%*	1998	Full consolidation
VIA4 S.A.	Mysłowice	Motorway operation	Subsidiary	55%*	1998	Full consolidation
Biuro Centrum Sp. z o.o.	Katowice	Real estate administration	Associate	40.63%	1994	Equity method
Petrostal S.A. w likwidacji**	Warszawa	Non-operational	Subsidiary	100%	2005	-

<sup>\*</sup> through Stalexport Autoroute S.a r.l.;

The condensed consolidated interim financial statements as at the day and for the three-month period ended 31 March 2016 comprise financial statements of the Company and its subsidiaries and also Group's share in net assets of associates.

The Capital Group is also included within the consolidated financial statements of the parent entity of the highest level Atlantia S.p.A. (Italy), a parent company to inter alia Autostrade per l'Italia S.p.A., a majority shareholder of the Company.

<sup>\*\*</sup> this entity is not subject to consolidation due to existing limitations regarding control exercise.

These condensed consolidated interim financial statements are unaudited

**Notes to the condensed consolidated interim financial statements** (all amounts in PLN thousand (TPLN), unless stated otherwise)

#### 2. Basis for preparation of condensed consolidated interim financial statements

#### 2.1. Statement of compliance

The condensed consolidated interim financial statements have been prepared in accordance with the International Accounting Standard 34 *Interim Financial Reporting* as adopted by the European Union and other regulations in force.

Condensed consolidated interim financial statements do not include all the information required for yearly financial statements and therefore should be analysed together with the Group's consolidated financial statements as at the day and for the year ended 31 December 2015.

The condensed consolidated interim financial statements were approved by the Management Board of the Company on 6 May 2016.

#### 2.2. Basis for valuation

The condensed consolidated interim financial statements have been prepared on the historical cost basis, except for the following:

- derivative financial instruments measured at fair value;
- available-for-sale financial assets measured at fair value.

#### 2.3. Functional and presentation currency

The condensed consolidated interim financial statements are presented in Polish zloty, being the functional currency and presentation currency of the Group, rounded to full thousands.

#### 2.4. Use of estimates and judgments

The preparation of condensed interim financial statements requires that the Management Board makes judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, equity and liabilities, income and expenses with respect to the Group. The estimates and associated assumptions are based on historical experience and other factors that are believed to be reasonable under the circumstances and the results of which form a basis for professional judgment on carrying values of assets and liabilities that are not readily apparent from other sources. The actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions of accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Judgments and estimates made by the Management Board, which have significant impact on condensed consolidated interim financial statements, have been disclosed in notes 14, 15, 16, 19 and 20.

#### 3. Going concern

The condensed consolidated interim financial statements have been prepared under the assumption that the Group will continue to operate as a going concern for the foreseeable future.

These condensed consolidated interim financial statements are unaudited

**Notes to the condensed consolidated interim financial statements** (all amounts in PLN thousand (TPLN), unless stated otherwise)

#### 4. Information concerning the Concession Agreement

The activities of the Group include primarily business related to the management, construction by transformation to toll motorway and operation of the section Katowice – Kraków of A-4 motorway, performed mainly by the Company's subsidiary Stalexport Autostrada Małopolska S.A. ("Concession Holder", "SAM S.A."). These activities are regulated by the concession agreement ("Concession Agreement").

The subject of the Concession Agreement is completion of construction of the A-4 motorway (by transformation to the toll motorway) on the section from Katowice (junction Murckowska, km 340.2) to Krakow (junction Balice I, km 401.1) and its subsequent operation as well as conducting and completion of the remaining construction works as specified in the Concession Agreement.

The Concession Agreement has been concluded for a time equal to the term of the concession i.e. 30 years ending in March 2027.

As specified in the Concession Agreement, toll revenues constitute the principal source of income from the execution of the project.

Throughout the term of this Agreement, the Concession Holder shall have the right to use and receive profits from the road strip of the Motorway. The right includes among other things the right to demolish and remove the existing buildings, facilities, equipment, trees and plants, subject to any relevant legal provisions.

In return the Concession Holder is responsible for the operation and maintenance of the toll motorway until the termination or expiry of the Concession Agreement, which determines detailed range of the Concession Holder's obligations, and is obliged to perform precisely specified construction works.

As determined by the Concession Agreement, after fulfilment of conditions therein defined, the Concession Holder will be obliged to make concession payments to the National Road Fund constituting so-called subordinate debt (obligation due to loan received by State Treasury from the European Bank for Reconstruction and Development for the purpose of financing the construction of A-4 Toll Motorway Katowice-Kraków taken over by the Concession Holder).

So far completed Phase I included the construction of toll collection system, implementation of maintenance centre in Brzęczkowice and construction of a communication and motorway traffic management system, including an emergency communication system. Further investment phases (Phase II) in progress or to be carried out include, among others, renovations of bridges, development of junctions, construction of rest areas and works related to environmental protection measures (constructions of noise screens, motorway drainage system, passes for animals).

At the conclusion of the Concession Agreement the right to use and receive profits from all buildings and structures constructed by the Concession Holder will be transferred to the State Treasury.

According to provisions of the Concession Agreement between SAM S.A. and the Minister of Infrastructure and Construction and also of the Project Loan Agreement between SAM S.A. and consortium ("Consortium") of: PEKAO S.A., FMS WERTMANAGEMENT, KfW IPEX-Bank, FM Bank PBP S.A. and Portigon AG (London Branch), the possibility of dividend payment by SAM S.A. to its shareholder(s) depends, among others, on completion of specified construction phases, achieving minimum level of debt service ratios, and assuring the sufficient coverage of reserve accounts.

These condensed consolidated interim financial statements are unaudited

Notes to the condensed consolidated interim financial statements

(all amounts in PLN thousand (TPLN), unless stated otherwise)

# 5. Description of significant accounting principles

Accounting policies applied by the Group in these condensed consolidated interim financial statements are the same as those applied by the Group in its consolidated financial statements as at and for the year ended 31 December 2015.

#### 6. Segment reporting

The Group presents its activity in business segments, which are based on the Group's management and internal reporting structure.

The Group operates in one geographical segment – entire revenue is earned in Poland.

#### **Business segments**

Business segments include:

- management, advisory and rental services,
- management and operation of motorways.

#### **Business segments results**

For the three-month period ended 31 March 2016

	Management, advisory and rental services	Management and operation of motorways	Total
Operating revenues			
Revenue from external customers	860	64 176	65 036
Total revenue	860	64 176	65 036
Operating expenses			
Cost of sales to external customers	(958)	(1 766)	(2 724)
Total cost of sales	(958)	(1 766)	(2 724)
Other income	8	856	864
Other expenses	(1)	(32)	(33)
Administrative expenses (*)	(1 041)	(6 379)	(7 420)
Results from operating activities	(1 132)	56 855	55 723
Net finance income/(expense)	577	(5 810)	(5 233)
Share of profit of equity accounted investees (net of income tax)	76	-	76
Income tax expense	56	(9 277)	(9 221)
Profit/(Loss) for the period	(423)	41 768	41 345
Other comprehensive income, net of income tax	37	466	503
Total comprehensive income for the period	(386)	42 234	41 848
Major non-cash items			
Depreciation and amortisation	(129)	(10 812)	(10 941)
Reversal/(recognition) of allowances for receivables	4	-	4
Unwinding of discount	-	(4 787)	(4 787)
Revaluation of investment	(87)	-	(87)

<sup>(\*)</sup> Administrative expenses in "Management, advisory and rental services" segment comprise all administrative expenses of the Company.

These condensed consolidated interim financial statements are unaudited

Notes to the condensed consolidated interim financial statements

(all amounts in PLN thousand (TPLN), unless stated otherwise)

### For the three-month period ended 31 March 2015

	Management, advisory and rental services	Management and operation of motorways	Total
Operating revenues			
Revenue from external customers	841	53 422	54 263
Total revenue	841	53 422	54 263
Operating expenses			
Cost of sales to external customers	(910)	(19 183)	(20 093)
Total cost of sales	(910)	(19 183)	(20 093)
Other income	136	787	923
Other expenses	-	(18)	(18)
Administrative expenses (*)	(1 030)	(5 173)	(6 203)
Results from operating activities	(963)	29 835	28 872
Net finance income/(expense)	840	(6 796)	(5 956)
Share of profit of equity accounted investees	47		47
(net of income tax)	47	-	47
Income tax expense	(30)	(4 074)	(4 104)
Profit/(Loss) for the period	(106)	18 965	18 859
Other comprehensive income, net of income tax	(2)	521	519
Total comprehensive income for the period	(108)	19 486	19 378
Major non-cash items			
Depreciation and amortisation	(136)	(10 162)	(10 298)
Reversal/(recognition) of other provisions	1	-	1
Reversal/(recognition) of allowances for receivables	5	-	5
Unwinding of discount	-	(5 088)	(5 088)
Revaluation of investment	27	-	27
(*) Administrative expenses in "Management advisor	and rental conject"	comment comprise all	administrativo

<sup>(\*)</sup> Administrative expenses in "Management, advisory and rental services" segment comprise all administrative expenses of the Company.

#### Financial position according to business segments as at

	31 March 2016	31 December 2015	31 March 2015
Management, advisory and rental services			
Assets of the segment	139 298	138 724	132 685
Liabilities of the segment	4 650	4 324	3 552
Management and operation of motorways			
Assets of the segment	1 232 481	1 236 573	1 171 146
Liabilities of the segment	906 458	947 878	979 377
Total assets	1 371 779	1 375 297	1 303 831
Total liabilities	911 108	952 202	982 929

### 7. Periodicity and seasonality of the business

Activity of the "Management and operation of motorways" business segment is influenced by seasonality, due to fluctuations of traffic levels on the A4 motorway section subject to concession between the individual quarterly periods. The highest level of traffic is recorded in third quarter and the lowest in first quarter of each calendar year.

24.14 ... | 2045 ... | 2045 ... | 2045

These condensed consolidated interim financial statements are unaudited

Notes to the condensed consolidated interim financial statements

(all amounts in PLN thousand (TPLN), unless stated otherwise)

#### 8. Revenue

Toll revenue
Revenue from rental of investment property
Revenue due to other services provided
Other revenue
Total

I quarter 2016	I quarter 2015
63 865	53 108
845	825
110	117
216	213
65 036	54 263

# 9. Expenses by nature

Depreciation and amortisation
Energy and materials consumption
Accrual of provision for motorway resurfacing disclosed
within cost of sales (external services)
Other external services
Taxes and charges
Employee benefit expenses
Other costs
Total expenses by nature
Cost of sales and administrative expenses

I quarter 2016	l quarter 2015
(10 941) (1 377)	(10 298) (1 470)
12 586	(5 368)
(3 828) (395)	(3 061) (248)
(5 625)	(5 450)
(564)	(401)
(10 144)	(26 296)
(10 144)	(26 296)

#### 9.1. Employee benefit expenses

Wages and salaries
Social security contributions and other benefits
Movement in employee benefits liabilities
included in profit and loss:
Jubilee bonuses liabilities
Other employee benefits
Total

l quarter 2016	l quarter 2015
(4 231)	(4 264)
(1 097)	(1 066)
(297)	(120)
9	158
(306)	(278)
(5 625)	(5 450)

# 10. Other income

Rental income from passenger service sites
Reversal of allowances for receivables
Compensations, contractual penalties, taxes and
costs of court proceedings received
Interest from receivables
Reversal of other provisions and allowances
Net gain on disposal of property, plant
and equipment and intangible assets
Other
Total

I quarter 2016	I quarter 2015
757	671
4	5
28	28
2 -	112 1
-	4
73	102
864	923

These condensed consolidated interim financial statements are unaudited

Notes to the condensed consolidated interim financial statements

(all amounts in PLN thousand (TPLN), unless stated otherwise)

### 11. Other expenses

	l quarter 2016	l quarter 2015
Donations granted	(6)	(3)
Repair of damages	(19)	(7)
Penalties, compensations, payments	(4)	-
Unrecoverable input VAT	(1)	-
Other	(3)	(8)
Total	(33)	(18)

### 12. Net finance expense

	I quarter 2016	I quarter 2015
Recognised in profit or loss for the period		
Interest income, including:	3 215	3 700
- from bank accounts and deposits	3 215	3 280
- other	-	420
Revaluation of investments	-	27
Net foreign exchange gain	63	10
Finance income	3 278	3 737
Interest expense on liabilities measured at amortised cost,		
including:	(5 096)	(5 564)
- loans and borrowings, including:	(2 394)	(3 006)
- nominal	(1716)	(2 251)
- other	(678)	(755)
- discount of concession payments	(2 702)	(2 558)
Discount of provisions	(2 085)	(2 530)
Revaluation of investments	(87)	-
Other finance expenses, including:	(1 243)	(1 599)
- loss on derivatives	(1 243)	(1 243)
- other finance expenses	· · · · · ·	(356)
Finance expenses	(8 511)	(9 693)
Net finance expense recognised in profit or loss for the period	(5 233)	(5 956)
, , , , , , , , , , , , , , , , , , ,	(====)	(0.000)
Recognised in other comprehensive income		
Foreign currency translation differences for foreign operations	37	(2)
Effective portion of changes in fair value of cash flow hedges (*)	(668)	(600)
Net change in fair value of cash flow hedges reclassified to profit or loss for the period (*)	1 243	1 243
Finance income/(expenses) recognised in other comprehensive income	612	641
(*) The Group hedges cash flows resulting from nayments of interest re	lated to Project Loan Agre	ement hetween

<sup>(\*)</sup> The Group hedges cash flows resulting from payments of interest related to Project Loan Agreement between SAM S.A. and Consortium. For cash flow being hedged a cash flow hedge accounting is applied. Derivatives are used as hedging instruments (interest rate swap). For further information see Group's consolidated financial statements for the year 2015 - notes 32.2 and 33.3.

These condensed consolidated interim financial statements are unaudited

Notes to the condensed consolidated interim financial statements

(all amounts in PLN thousand (TPLN), unless stated otherwise)

# 13. Property, plant and equipment

Buildings and Plant and Vehicles Other Under constructions equipment	ruction Total
Cost as at 1 January 2015 19 980 9 075 15 097 2 792 1	18 567 65 511
Acquisitions - 18	281 <b>299</b>
Transfer from property, plant and equipment - 8 - 2	(10) -
under construction	• •
Disposals (136) -	- (136)
Reclassification to investment property (483) (15)	- (498)
Cost as at 31 March 2015 19 497 9 086 14 961 2 794 1	18 838 65 176
Cost as at 1 January 2016 20 377 14 814 15 360 5 221	4 404 60 176
Cost as at 1 January 2016         20 377         14 814         15 360         5 221           Acquisitions         -         2         -         10	374 <b>386</b>
Transfer from property, plant and equipment	3/4 300
under construction 29	(29) -
Disposals (4)	- (4)
Cost as at 31 March 2016 20 377 14 845 15 360 5 227	4 749 60 558
Depreciation and impairment losses (10 827) (7 437) (5 803) (2 231)	- (26 298)
as at 1 January 2015 (10 627) (7 437) (5 605) (2 251)	- (20 290)
Depreciation for the period (256) (100) (369) (38)	- (763)
Disposals 88 -	- 88
Reclassification to investment property 387 5	- 392
Reversal/utilization of impairment loss 38 -	- 38
Depreciation and impairment losses (10 696) (7 532) (6 046) (2 269)	- (26 543)
as at 31 March 2015	
Depreciation and impairment losses	
as at 1 January 2016 (11 471) (4 405) (6 533) (2 118)	- (24 527)
Depreciation for the period (276) (406) (384) (130)	- (1 196)
Disposals 4	- 4
Depreciation and impairment losses	(0.7.7.40)
as at 31 March 2016 (11 747) (4 811) (6 917) (2 244)	- (25 719)
Carrying amounts	
	18 567 <b>39 213</b>
	18 838 <b>38 633</b>
As at 1 January 2016 8 906 10 409 8 827 3 103	4 404 35 649
As at 31 March 2016 8 630 10 034 8 443 2 983	4 749 <b>34 839</b>

These condensed consolidated interim financial statements are unaudited

**Notes to the condensed consolidated interim financial statements** (all amounts in PLN thousand (TPLN), unless stated otherwise)

#### **Impairment losses**

As at 31 March 2016 the Group recognized impairment loss related to property, plant and equipment in amount of TPLN 33 (31 December 2015: TPLN 33, 31 March 2015: TPLN 16).

### 14. Intangible assets

	Concession intangible assets	Other concessions, licences, software and other	Other intangible assets	Intangible assets not ready for use	Total
Cost as at 1 January 2015	908 782	1 801	970	-	911 553
Acquisitions	-	16	-	-	16
Revaluation of concession intangible assets	(9 060)	-	-	-	(9 060)
Cost as at 31 March 2015	899 722	1 817	970	-	902 509
Cost as at 1 January 2016 Transfer from intangible assets not ready for use	883 370 -	<b>5 154</b> 117	<b>970</b> -	<b>117</b> (117)	889 611
Revaluation of concession intangible assets	(2 288)	-	-	-	(2 288)
Cost as at 31 March 2016	881 082	5 271	970	-	887 323
Amortisation and impairment losses as at 1 January 2015 Amortisation for the period Reversal of impairment loss Depreciation and impairment losses	(325 177) (9 389) 	(983) (24) 1 (1 006)	(970) - - (970)	- - -	(327 130) (9 413) 1 (336 542)
as at 31 December 2015	(554 500)	(1 000)	(370)		(330 342)
Amortisation and impairment losses as at 1 January 2016	(364 656)	(1 304)	(970)	-	(366 930)
Amortisation for the period	(9 455)	(161)	-	-	(9 616)
Depreciation and impairment losses as at 31 December 2016	(374 111)	(1 465)	(970)	-	(376 546)
Carrying amounts As at 1 January 2015	583 605	818	-	_	584 423
As at 31 March 2015	565 156	811	_	-	565 967
As at 1 January 2016	518 714	3 850	_	117	522 681
As at 31 March 2016	506 971	3 806	_	-	510 777
		2 200			

During the current period the Group revalued concession intangible assets recognized in relation to estimated costs of Phase II:

- (i) due to changes of discount rates used for valuation of provision for capital expenditures (see note 19), which resulted in their increase by TPLN 1,946; and
- (ii) due to changes of estimates regarding construction works schedule and capital expenditures, which according to the Concession Agreement are to be executed by the Group before the end of the concession period (see note 19), resulting in the decrease of concession intangible assets by TPLN 4,234.

These condensed consolidated interim financial statements are unaudited

**Notes to the condensed consolidated interim financial statements** (all amounts in PLN thousand (TPLN), unless stated otherwise)

The amortization charge on concession intangible assets is recognized in cost of sales. The amortization charge on other intangible assets is recognized in administrative expenses.

The annual amortization rate calculated based on estimated traffic increase during the concession period in relation to present net value of intangible asset at the beginning of the quarterly period equalled 7.29% in I quarter 2016 (I quarter 2015: 6.43%). According to current amortization schedule, based on updated estimates of traffic increase, the proportion of annual amortization costs to the carrying value of intangible asset as at 31 March 2016 will range from 7.59% to 10.29% during the concession period.

As at 31 March 2016 there were no indicators, which would require the Group to test concession intangible assets for impairment. As at 31 March 2016 Group's other intangible assets weren't subject to any impairment (31 December 2015: no impairment, 31 March 2015: TPLN 1).

These condensed consolidated interim financial statements are unaudited

 ${\it Notes to the condensed consolidated interim\ financial\ statements}$ 

(all amounts in PLN thousand (TPLN), unless stated otherwise)

#### 15. Deferred tax

Deferred tax assets have not been identified in full amount of excess of negative temporary differences and tax losses over positive temporary differences, due to uncertainty of utilization of tax losses and some of temporary differences.

	Assets			Liabilities			Net		
	31 March	31 December	31 March	31 March	31 December	31 March	31 March	31 December	31 March
	2016	2015	2015	2016	2015	2015	2016	2015	2015
Deferred tax assets/liabilities	192 240	197 048	212 692	(95 945)	(97 577)	(107 267)	96 295	99 471	105 425
Set off of tax	(95 945)	(97 577)	(107 267)	95 945	97 577	107 267	-	-	-
Net deferred tax assets/liabilities as	96 295	99 471	105 425				96 295	99 471	105 425
in statement of financial position	96 295	99 471	105 425	-	-	-	96 295	99 471	105 425

Changes of deferred tax assets / liabilities for three-month periods ended 31 March 2016 and 31 March 2015 were following:

	Change of deferred tax on temporary differences recognised in				
	profit or loss	comprehensive			
	for the period	income			
I quarter 2016	(3 067)	(109)			
I quarter 2015	434	(122)			

These condensed consolidated interim financial statements are unaudited

**Notes to the condensed consolidated interim financial statements** (all amounts in PLN thousand (TPLN), unless stated otherwise)

#### 16. Allowances for current receivables

Trade and other receivables are presented net of allowances for doubtful debts amounting to TPLN 91,509 (31 December 2015: TPLN 91,518, 31 March 2015: TPLN 91,567).

Change in allowances for bad debt was as follows:

	I quarter 2016	I quarter 2015
Allowances for bad debts as at 1 January	(91 518)	(91 569)
Allowances reversed	4	5
Allowances utilised	7	1
Other reclassifications	(2)	(4)
Allowances for bad debts as at 31 March	(91 509)	(91 567)

The allowances for doubtful debts within trade receivables were recognized due to expected difficulties in collection of amounts due from some customers. The allowances for other receivables concern mainly receivables deriving from activities discontinued in previous periods, resulting from loan guarantees granted to entities which were not able to settle their liabilities.

According to the Group, the collection of receivables which have not been subject to allowances is not doubtful.

These condensed consolidated interim financial statements are unaudited

 $Notes\ to\ the\ condensed\ consolidated\ interim\ financial\ statements$ 

(all amounts in PLN thousand (TPLN), unless stated otherwise)

#### 17. Financial instruments

#### 17.1. Classification and fair value of financial instruments

The following table shows the carrying amounts and fair values of financial assets and liabilities, including their levels on the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

31 March 2016		Carrying amount			Fair value				
	Loans and receivables	Available-for- sale financial assets	Derivatives	Financial liabilities valued at amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value									
Equity instruments	-	90	-	-	90	90	-	-	90
	-	90	-	-	90				
Financial assets not measured at fair value									
Equity instruments *	-	1 473	-	-	1 473				
Trade and other receivables**	13 038	-	-	-	13 038				
Non-current deposits	489 224	-	-	-	489 224				
Cash and cash equivalents	218 538	-	-	-	218 538				
	720 800	1 473		•	722 273				
Financial liabilities measured at fair value									
Hedge derivatives***	-	-	(13 412	-	(13 412)	-	(13 412)	-	(13 412)
	-	-	(13 412	-	(13 412)				
Financial liabilities not measured at fair value									
Loans and borrowings	-	-	-	(169 659)	(169 659)				
Concession payments****	-	-	-	(198 367)	(198 367)				
Trade and other payables**	-	-	-	(17 932)	(17 932)				
	-	-	-	(385 958)	(385 958)				

These condensed consolidated interim financial statements are unaudited

#### Notes to the condensed consolidated interim financial statements

(all amounts in PLN thousand (TPLN), unless stated otherwise)

31 December 2015		Carrying amount				Fair value			
	Loans and receivables	Available-for- sale financial assets	Derivatives	Financial liabilities valued at amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value									
Equity instruments		90	-	-	90	90	-	-	90
	-	90	-	-	90				
Financial assets not measured at fair value									
Equity instruments *	-	1 560	-	-	1 560				
Trade and other receivables**	13 262	2 -	-	-	13 262				
Non-current deposits	506 554	-	-	-	506 554				
Cash and cash equivalents	188 007	-	-	-	188 007				
	707 823	1 560	-	-	709 383				
Financial liabilities measured at fair value									
Hedge derivatives***	-	-	(15 250	-	(15 250)	-	(15 250)	-	(15 250)
	-	-	(15 250	) -	(15 250)				
Financial liabilities not measured at fair value									
Loans and borrowings	-	-	-	(187 985)	(187 985)				
Concession payments****	-	-	-	(195 664)	(195 664)				
Trade and other payables **		-	-	(22 546)	(22 546)				
	-	-	-	(406 195)	(406 195)				

These condensed consolidated interim financial statements are unaudited

#### Notes to the condensed consolidated interim financial statements

(all amounts in PLN thousand (TPLN), unless stated otherwise)

31 March 2015	Carrying amount			Fair value					
	Loans and receivables	Available-for- sale financial assets	Derivatives	Financial liabilities valued at amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value									
Equity instruments		181	-	-	181	181	-	-	181
	-	181	-	-	181				
Financial assets not measured at fair value									
Equity instruments *	-	1 649	-	-	1 649				
Trade and other receivables **	11 962		-	-	11 962				
Non-current deposits	431 021	-	-	-	431 021				
Cash and cash equivalents	142 443	-	-	-	142 443				
	585 426	1 649	-	-	587 075				
Financial liabilities measured at fair value									
Hedge derivatives***	_	-	(17 913)	-	(17 913)	-	(17 913)	-	(17 913)
	-	-	(17 913)	-	(17 913)				
Financial liabilities not measured at fair value									
Loans and borrowings	-	-	-	(201 172)	(201 172)				
Finance lease liabilities	-	-	-	(9)	(9)				
Concession payments****	-	-	-	(187 776)	(187 776)				
Trade and other payables **		-	-	(20 513)	(20 513)				
		-	-	(409 470)	(409 470)				

<sup>\*</sup> Shares of companies which are not listed on financial markets, and for which there are no alternative measures to define their fair value, are disclosed at cost net of any impairment losses.

<sup>\*\*</sup> Without consideration of receivables/payables due to taxes, duties, social and health insurance and other benefits.

<sup>\*\*\*</sup> Fair value of hedge derivatives (interest rate SWAP) is based on discounted future cash flows for undersigned transactions, constituting a difference between cash flows based on floating interest rate (6M WIBOR) and cash flows based on fixed interest rate.

<sup>\*\*\*\*</sup> For concession payments it is not possible to assess their fair value due to the lack of active market for similar financial instruments.

These condensed consolidated interim financial statements are unaudited

Notes to the condensed consolidated interim financial statements (all amounts in PLN thousand (TPLN), unless stated otherwise)

#### Hierarchy of financial instruments carried at fair value

Financial instruments carried at fair value can be classified according to the following valuation methods:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities,
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices),
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

#### 18. Equity

#### 18.1. Share capital

Number of shares at the beginning of the period
Number of shares at the end of the period
(fully paid)
Nominal value of shares (PLN)
Nominal value of A-series issue
Nominal value of B-series issue
Nominal value of D-series issue
Nominal value of E-series issue
Nominal value of F-series issue
Nominal value of G-series issue
Total

31 March 2016	31 December 2015	31 March 2015
247 262 023	247 262 023	247 262 023
247 262 023	247 262 023	247 262 023
0.75	0.75	0.75
6 256	6 256	6 256
370	370	370
3 000	3 000	3 000
71 196	71 196	71 196
37 500	37 500	37 500
67 125	67 125	67 125
185 447	185 447	185 447

#### 18.2. Hedging reserve

Hedging reserve balance is the result of valuation of derivatives meeting the requirements of cash flow hedge accounting.

Recognized as effective changes to fair value of cash flow hedging instruments, amounted to TPLN -668 in I quarter 2016 (I quarter 2015: TPLN -600). As the consequence of hedged interest payments made in I quarter 2016, the Group reclassified the corresponding net change in fair value of cash flow hedges of TPLN -1,243 (I quarter 2015: TPLN -1,243) to finance expense. The amount of aforementioned effective changes was adjusted by change in deferred tax recognized in other comprehensive income in amount of TPLN 127, out of which TPLN 236 was attributable to portion of changes reclassified to finance expense (I quarter 2015: TPLN 114 and TPLN 236 respectively).

#### 18.3. Fair value reserve

All profits and losses from valuation of available-for-sale financial assets (apart from impairment losses and exchange rate changes), for which it is possible to declare their fair value based on regulatory market, or in any other reliable way, are attributed to this item of the equity.

These condensed consolidated interim financial statements are unaudited

**Notes to the condensed consolidated interim financial statements** (all amounts in PLN thousand (TPLN), unless stated otherwise)

#### 19. Provisions

For three-month periods ended 31 March 2016 and 31 March 2015

Non-current provisions	Provisions for motorway resurfacing	Provisions for capital expenditures (Phase II)	Total
Balance at 1 January 2015	109 065	373 504	482 569
Additions, including:	6 994	1 789	8 783
- due to discounting	522	1 789	2 311
Change of estimates	227	(4 549)	(4 322)
Reclassifications		(24 572)	(24 572)
Balance at 31 March 2015	116 286	346 172	462 458
Balance at 1 January 2016	64 607	338 978	403 585
Additions, including:	5 867	1 423	7 290
- due to discounting	271	1 423	1 694
Change of estimates	(2 606)	(1 661)	(4 267)
Reclassifications	-	(15 625)	(15 625)
Balance at 31 March 2016	67 868	323 115	390 983
Current provisions			
Balance at 1 January 2015	6 224	39 560	45 784
Additions, including:	30	189	219
- due to discounting	30	189	219
Change of estimates	(1 331)	(4 511)	(5 842)
Utilisation	(66)	(1 551)	(1 617)
Reclassifications	-	24 572	24 572
Balance at 31 March 2015	4 857	58 259	63 116
Balance at 1 January 2016	52 751	40 452	93 203
Additions, including:	221	170	391
- due to discounting	221	170	391
Change of estimates	(15 575)	(627)	(16 202)
Utilisation	(102)	(2 710)	(2 812)
Reclassifications	-	15 625	15 625
Balance at 31 March 2016	37 295	52 910	90 205

Provision for capital expenditures is recognized in the present value of future construction costs to be incurred in relation to section Katowice-Kraków of A4 motorway (Phase II), due to obligations undertaken by Concession Holder under the Concession Agreement (see note 4).

As at 31 March 2016 the Group changed estimates regarding discount rates used for calculation of the present value of provisions for resurfacing and provision for capital expenditures of Phase II (in both cases as at 31 December 2015 the rates ranged from 1.61% to 3.33%, currently from 1.53% to 3.08%). As result of those changes the provision for resurfacing increased by TPLN 410 (I quarter 2015: increase of TPLN 368), which in line with IAS 37 was recognized as an increase of operating expenses for the period. At the same time the provision for capital expenditures (Phase II) increased by TPLN 1,946 (I quarter 2015: increase of TPLN 1,330), which was recognized as an increase of concession intangible assets.

As at 31 March 2016 the Group made also a revaluation of provision for resurfacing and provision for capital expenditures of Phase II following the change of estimates regarding expected expenditures and future construction works schedule. As result of that changes the provision for resurfacing decreased by TPLN 18,592 (I quarter 2015: decrease of TPLN 1,472), which in line with IAS 37 was recognised as a decrease of operating

These condensed consolidated interim financial statements are unaudited

Notes to the condensed consolidated interim financial statements

(all amounts in PLN thousand (TPLN), unless stated otherwise)

expenses for the period. At the same time the provision for capital expenditures (Phase II) decreased by TPLN 4,234 (I quarter 2015: decrease of TPLN 10,390), which was recognized as a decrease of concession intangible assets.

### 20. Contingent liabilities

Contingent liabilities relate to guarantees granted to related entities amounting to TPLN 19,039 (31 December 2015: TPLN 19,402, 31 March 2015: TPLN 18,456).

### 21. Transactions with related parties

### 21.1. Intragroup receivables and liabilities

	Receivables	Trade payables	Guarantees and
31 March 2016	Receivables	rraue payables	suspended amounts
Atlantia S.p.A.	-	17	-
Parent entities	-	17	-
Biuro Centrum Sp. z o.o.	8	7	-
Associates	8	7	-
Pavimental S.p.A. S.A. Oddział w Polsce	-	-	2 168
Pavimental Polska Sp. z o.o.	7	-	1 534
Autogrill Polska Sp. z o.o.	-	-	10
Autostrade Tech S.p.A.	126	1 115	868
Other related entities	133	1 115	4 580
Total	141	1 139	4 580

31 December 2015	Receivables	Trade payables	Guarantees and suspended amounts
Atlantia S.p.A.	-	17	-
Parent entities	-	17	-
Biuro Centrum Sp. z o.o.	8	292	-
Associates	8	292	-
Pavimental S.p.A. S.A. Oddział w Polsce	-	1 695	8 184
Pavimental Polska Sp. z o.o.	4	269	1 776
Autogrill Polska Sp. z o.o.	-	-	10
Autostrade Tech S.p.A.	102	657	868
Other related entities	106	2 621	10 838
Total	114	2 930	10 838

31 March 2015	Receivables	Trade payables	Guarantees and suspended amounts
Atlantia S.p.A.	-	16	-
Parent entities	-	16	-
Biuro Centrum Sp. z o.o.	7	-	-
Associates	7	-	-
Pavimental S.p.A. S.A. Oddział w Polsce	5	-	8 410
Pavimental Polska Sp. z o.o.	-	12	1 456
Autogrill Polska Sp. z o.o.	-	-	10
Autostrade Tech S.p.A.	100	262	1 586
Other related entities	105	274	11 462
Total	112	290	11 462

These condensed consolidated interim financial statements are unaudited

Notes to the condensed consolidated interim financial statements

(all amounts in PLN thousand (TPLN), unless stated otherwise)

#### 21.2. Transactions with related parties

l quarter 2016	Revenue	Other income	Cost of acquired goods and services	Capital expenditures and resurfacing works
Biuro Centrum Sp. z o.o.	69	-	(732)	-
Associates	69	-	(732)	-
Pavimental S.p.A. S.A. Oddział w Polsce	-	-	-	(1 186)
Pavimental Polska Sp. z o.o.	27	5	-	-
Autogrill Polska Sp. z o.o.	14	-	-	-
Autostrade Tech S.p.A.	66	22	(197)	(83)
Other related entities	107	27	(197)	(1 269)
Total	176	27	(929)	(1 269)

l quarter 2015	Revenue	Other income	Cost of acquired goods and services	Capital expenditures and resurfacing works
Biuro Centrum Sp. z o.o.	67	-	(689)	-
Associates	67	=	(689)	-
Pavimental Polska Sp. z o.o.	14	5	(2)	(11)
Autogrill Polska Sp. z o.o.	14	-	-	-
Autostrade Tech S.p.A.	73	6	-	-
Other related entities	101	11	(2)	(11)
Total	168	11	(691)	(11)

#### 22. Financial results of the Capital Group and its Parent Entity for the I quarter 2016

#### 22.1. Financial results of Stalexport Autostrady S.A.

In I quarter 2016 the Company generated revenue on sales amounting to TPLN 905, i.e. 3% higher than in comparable quarterly period of 2015. The increase of revenue in comparison to I quarter 2015 results mainly from improved revenues from rental of office space.

The Company suffered a loss from operating activities for I quarter 2016 of TPLN 988 – loss for comparable period of 2015 amounted to TPLN 875. The above resulted mainly from higher by TPLN 110 income due to interest on receivables recorded in I quarter 2015.

The financial activity of Stalexport Autostrady S.A. generated a profit of TPLN 652 for I quarter 2016 – I quarter 2015 brought a profit of TPLN 834. This negative variation was mainly the consequence of TPLN 170 decrease of profit on the investment activity (interests on deposits and revaluation of investment).

As the consequence of all the above Stalexport Autostrady S.A. suffered a net loss for I quarter 2016 amounting to TPLN 266, comparing to TPLN 56 net loss incurred for I quarter 2015.

#### 22.2. Financial results of motorway business

The motorway activity, consisting mainly of exploitation, toll collecting and execution of motorway investments on section Katowice – Kraków of A4 motorway, has the biggest impact on Group's financial results. The activity is performed mainly by two related entities: Stalexport Autostrada Małopolska S.A. and VIA4 S.A. SAM S.A. organizes and supervises motorway investments and has the right to receive profits from the motorway, while VIA4 S.A is responsible for motorway operation and on behalf of SAM S.A. collects tolls for vehicle passage.

Consolidated revenue on sales generated by motorway activity for I quarter 2016 amounted to TPLN 64,176, increasing by 20.1% in relation to revenue for I quarter 2015 (TPLN 53,422).

These condensed consolidated interim financial statements are unaudited

**Notes to the condensed consolidated interim financial statements** (all amounts in PLN thousand (TPLN), unless stated otherwise)

The aforementioned variation was mainly the consequence of:

- (i) 11.6% increase of traffic level in relation to I quarter 2015, resulting from 12% increase of traffic level for light vehicles and 9.4% increase of traffic level for heavy vehicles;
- (ii) increase of toll rates since 1 March 2015 respectively for:
  - a) the passage of heavy vehicles category 2 and 3 from PLN 15.00 to PLN 16.50,
  - b) the passage of heavy vehicles category 4 and 5 from PLN 24.50 to PLN 26.50,
  - c) the passage of light vehicles from PLN 9.00 to PLN 10.00.

Operating expenses incurred in relation to motorway activity amounted to TPLN 8,177, decreasing by 66% in relation to I quarter 2015 (TPLN 24,374). The above resulted mainly from the decrease of accrued cost of provision for motorway resurfacing by the amount of TPLN 17,954, which comprised of a positive variance between the effects of estimates changes in relation to the provision recorded during the periods subject to comparison (TPLN 17,078) and lower current accrued cost of the provision recorded in I quarter 2016 (decrease of TPLN 876).

The financial activity of motorway segment for I quarter 2016 resulted in a loss amounting to TPLN 5,810, comparing to a loss of TPLN 6,796 for I quarter 2015. This positive variation was mainly the consequence of lower expenses due to unwinding of the discount related to provisions and also diminishing financial expenses due to Project Loan Agreement.

As the consequence of all the above, the Group's motorway activity generated a net profit of TPLN 41,768 for I quarter 2016, comparing to net profit of TPLN 18,965 for I quarter 2015.

#### 22.3. Information on construction contracts involving Stalexport Autostrada Małopolska S.A.

On 14 September 2012 SAM S.A. and Autostrade Tech S.p.A. signed a contract WUPO 2012 "Tolling Equipment Replacement". The current contract net amount (without consideration of contract value changes due to potential additional change orders) amounts to TPLN 25,183. The current scope of the contract may expand due to introduction of new payment methods. As at 31 March 2016 the financial progress of the project (value of works recorded) amounted to TPLN 22,904 (91% of the contract value), out of which TPLN 280 was recorded in 2016.

On 26 July 2013 SAM S.A. and consortium of Pavimental S.p.A. and Pavimental Polska Sp. z o.o. signed a contract F2b-4-2013 "Reconstruction of A-4 motorway drainage for Silesian voivodeship section – part I" for the total amount of TPLN 20,425 (including change orders). The contract includes reconstruction of drainage for eleven catchments in Silesian voivodeship. As at 31 March 2016 the financial progress of the project (value of works invoiced) amounted to TPLN 19,745 (96.7% of the contract value), none of which was invoiced in 2016.

On 15 June 2015 SAM and consortium of Pavimental S.p.A. and Pavimental Polska Sp. z o.o. signed a contract F2b-8-2014 "Reconstruction of Mysłowice Junction and construction of Rudno Junction" amounting to TPLN 22,046. As at 31 March 2016 the financial progress of the project (value of works invoiced) amounted to TPLN 4,358 (19.8% of the contract value), out of which TPLN 1,187 was recorded in 2016.

On 15 June 2015 SAM employed PRI SBL Żelbet Sp. z o.o. for the contract F2b-9-2015 "Construction of noise screens 1, 6a, 24a, 25 and 34" amounting to TPLN 2,219. As at 31 March 2016 the financial progress of the project (value of works invoiced) amounted to TPLN 2,186 (98% of the contract value), out of which TPLN 740 was recorded in 2016.

These condensed consolidated interim financial statements are unaudited

**Notes to the condensed consolidated interim financial statements** (all amounts in PLN thousand (TPLN), unless stated otherwise)

On 5 February 2016 SAM and consortium of Pavimental S.p.A. and Pavimental Polska Sp. z o.o. signed the contract HM-3-2016 "Resurfacing 2016-2017" amounting to TPLN 40,227 for the resurfacing of motorway sections with a total length of 59.9 km, resurfacing of bridges and the partial reconstruction of linear drainage within the motorway median. As at 31 March 2016 no capital expenditures have yet been incurred in relation to the contract.

# 23. Important other events within the Stalexport Autostrady S.A. Capital Group during the period from 1 January to 31 March 2016

On 4 January 2016 contactless cards issued by SAM S.A. under the commercial name "KartA4" were introduced as a method of payment on the toll collection plazas of the Katowice-Kraków A-4 motorway section subject to the Concession. The above is the result of the continued replacement of toll equipment, which is a part of the comprehensive program of increasing toll collection plazas capacity carried out by SAM S.A.

On 31 March 2016 the Ordinary General Meeting of VIA4 S.A. decided to pay out the dividend for 2015 in the amount of TPLN 12,927 (including interim dividends of TPLN 3,435 paid out in 2015), out of which TPLN 5,817 was attributed to non-controlling shareholders.

# 24. Shareholders holding directly or indirectly via their subsidiaries at least 5% of total number of votes at the Annual General Meeting of the Parent Entity at quarterly report's date

List of Shareholders holding more than 5% of total number of votes eligible for Annual General Meeting of Stalexport Autostrady S.A.:

	Shareholder	Number of ordinary shares held*	Share in share capital (%)	Number of votes at AGM	Share in total number of votes at AGM (%)
	Autostrade per l'Italia S.p.A.	149,923,463	60.63%	149,923,463	60.63%

<sup>\*</sup>Based on notifications received by the Company according to article 69 and 69a in connection with article 87 of the Act on Public Offering and conditions of introducing the financial instruments to public trading and on public companies.

#### 25. Parent Entity's shares held by managing and supervising personnel at quarterly report's date

The President of the Management Board of the Parent Entity Mr Emil Wąsacz held 59,000 shares at report's issue date. There were no changes in the number of Parent Entity's shares held by managing and supervising personnel since the previous report's issue date.

#### 26. Subsequent events

There were no significant subsequent events, which should be disclosed in the condensed consolidated interim financial statements for the 3-month period ended 31 March 2016.

#### Explanation

This document constitutes a translation of the condensed consolidated interim financial statements of Stalexport Autostrady S.A. Capital Group, which were originally issued in Polish. In case of ambiguities in interpretation of terminology, the original Polish terminology should be treated as binding.