



# Speakers





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## New Italgas brand





Disclaimer in the last page Italgas Capital Markets Day

# Key dates for demerger and listing



### Last 3 months

- Management structure
- Banking financing commitments granted to Italgas
- Shareholder's and Noteholders' approval



- Execution of demerger legal documentations
- Banking financial agreements signed







### **Today**

 $\bigotimes$ 

Start management roadshow



### **November**

- Admission to listing by Borsa Italiana & publication of the Prospectus
- Demerger and Listing

# Agenda















Italgas at a glance

Market Overview

Regulation

Operational Excellence

Strategy

Financial Structure

Closing Remarks



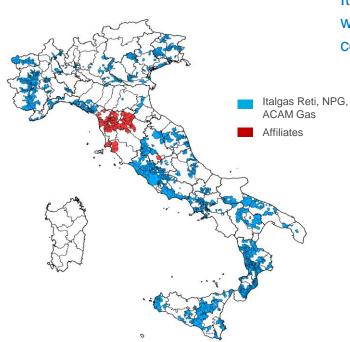
Italgas at a glance

# The leading Italian natural gas distributor...



**OF WHICH** 

**AFFILIATES** 



Italgas is the **leading natural gas distribution operator** in Italy, with a widespread and geographically diversified network of concessions

**OPERATING METRICS** 

(TOTAL)

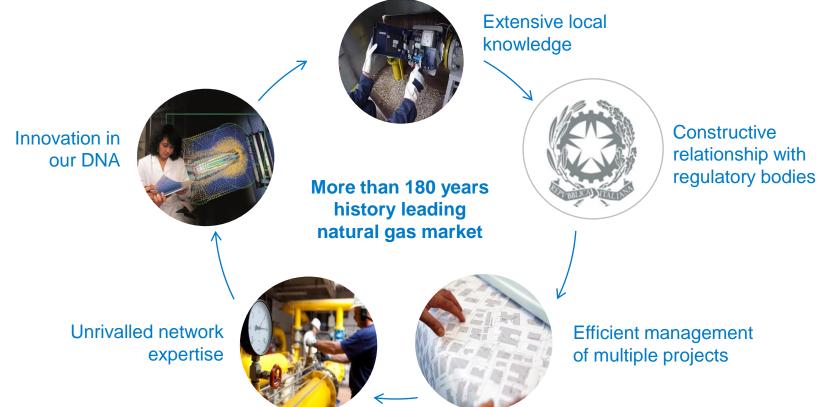
l l	, ,	
Network length	~65,000 km	~8,000 km
Concessions	1,578	106
Redelivery points	~7.4 m	~0.9 m
Market share*	33.9%	3.6%
Gas distributed**	~8.0 bcm	~1.0 bcm
Employees	~3,700	~400

<sup>\*</sup> Calculated by redelivery points

<sup>\*\*</sup> Annual Volume

### ... with distinctive core competencies

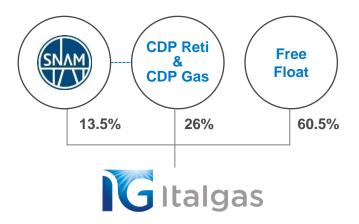




# Stable shareholder structure & best practice Corporate Governance

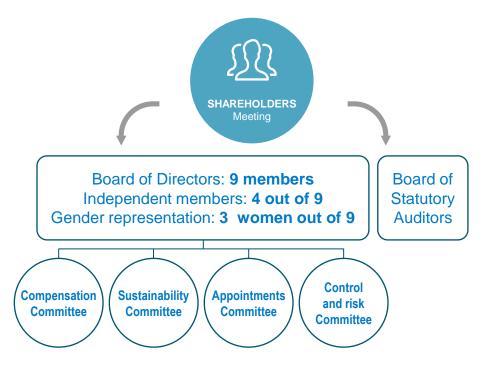


#### SHAREHOLDERS STRUCTURE



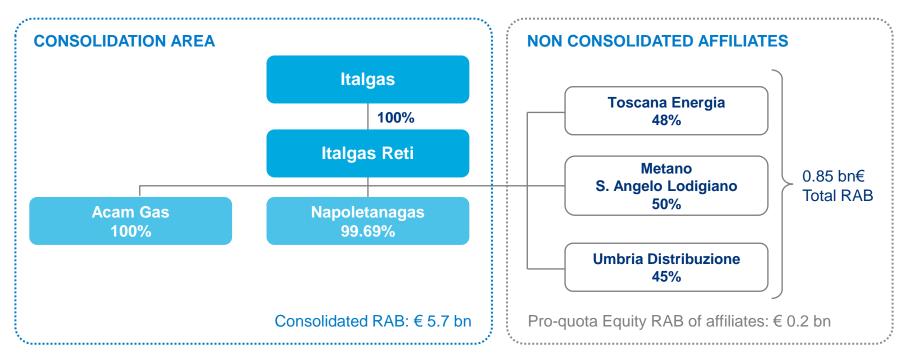
- 3-years Shareholder Agreement between Snam, CDP Reti & CDP Gas
- Significant free float and liquidity

#### **CORPORATE GOVERNANCE**



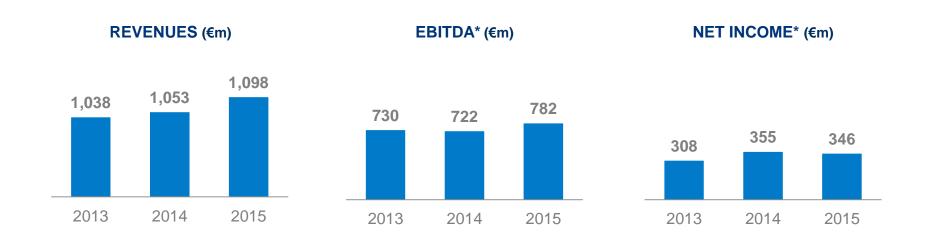
### Corporate structure





# Stable economics with strong profitability



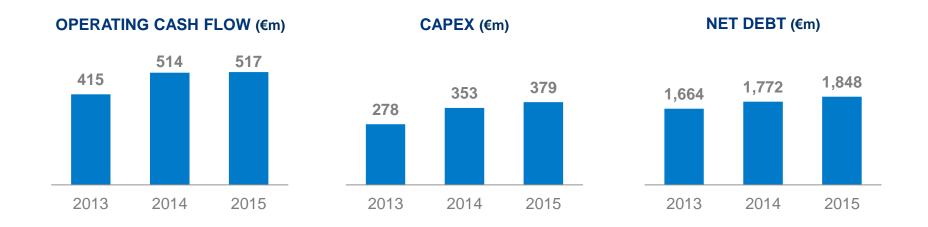


2016 key change: new regulatory WACC (6.1% from 6.9%)

<sup>\*</sup> Source: Company reports, adjusted consolidated reported data referring to Italgas Reti (100% owned by Italgas). Revenues net of IFRIC 12

# Operating cash flow exceeds capex expenditure





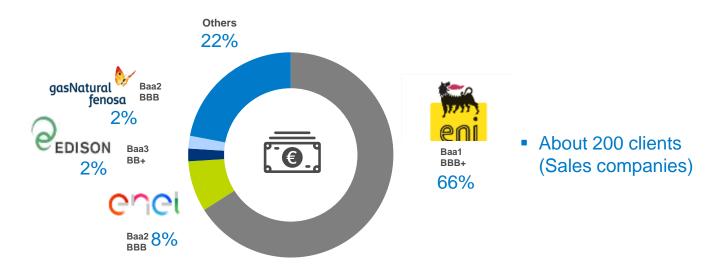
2016 key change: net debt increase\* following demerger

Source: Company reports, consolidated reported data Data referring to Italgas Reti (100% owned by Italgas)

<sup>\*</sup> Increase in net debt refers to Italgas. Following the separation, Italgas consolidated net debt FY2015 pro-forma is € 3.5 billion.

# High quality client base





### Italgas major clients are investment grade

### Italgas investment case



Leader in natural gas distribution



 Uniquely positioned to increase market share Clear and visible regulation



Predictable revenues and returns

Operational excellence



 Proven capabilities in managing gas networks Value creating strategy



- Further efficiencies
- Sizeable organic capex plan at RAB
- Market opportunities

Solid Balance Sheet



- Solid Investment Grade credit rating\*
- Fully funded plan
- Significant financial flexibility

Highly visible returns and attractive dividend, Coupled with significant accretive growth opportunities

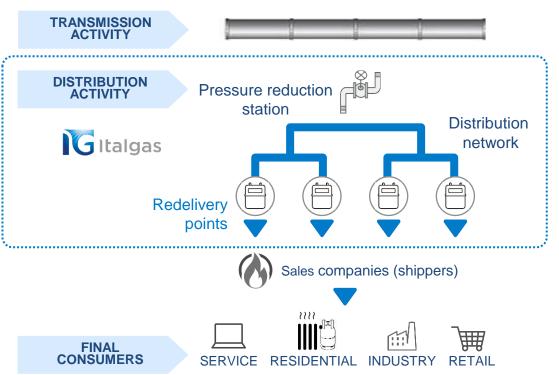


Market Overview

## Natural gas distribution operator



#### **DISTRIBUTION VALUE CHAIN**





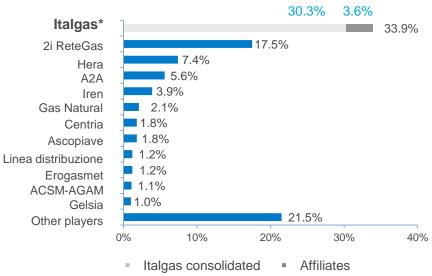
# Leader in the European natural gas distribution market



# RANKING BY REDELIVERY POINTS (# redelivery points, thousands, YE 2015)

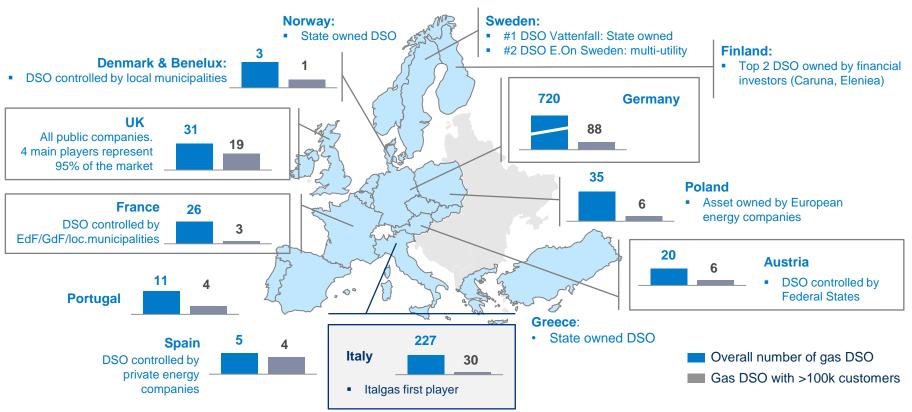


# MARKET SHARE IN ITALY BY REDELIVERY POINTS (market share, YE 2015)



### European natural gas distribution market

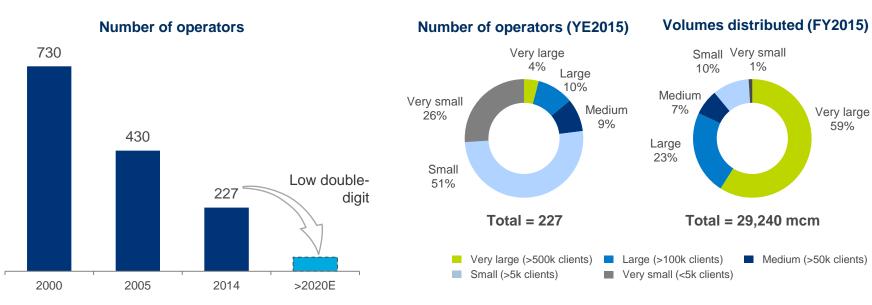






#### STREAMLINING OF ITALIAN OPERATORS

### S SCALE IS KEY IN THE ONGOING CONSOLIDATION PROCESS



The market is still fragmented, with further consolidation expected as transition towards the ATEM regime takes place

Source: AEEGSI 2015 Italgas Capital Markets Day / 19

# Italgas network





- Strong geographical presence: 7 districts
   & 50 operating centers
- Concessions concentrated in contiguous areas drive clear efficiency advantages
- Rome concession, representing 1.3m redelivery points (or 20% of total), will expire in 2024

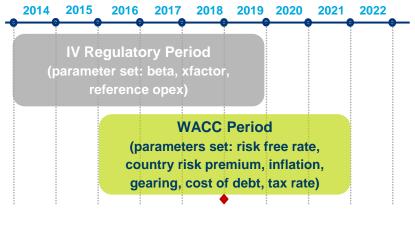
Source: Company elaboration Data as of 2015



# Current regulatory period



- Regulatory Authority (AEGGSI) in Italy:
  - Defines the criteria for revenue calculations and evaluates tariff proposals
  - Guarantees third-party access to infrastructure
  - Sets the quality standards of the service
- Current regulatory period to end-2019
- The regulatory period for the allowed rate of return, (lasting 6 years) in place until end-2021 with the mid-review effective in 2019

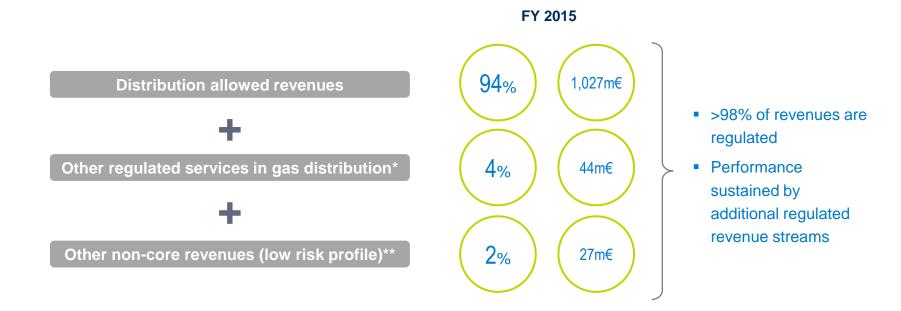


3 year updates of CAPM parameters

Clear and stable criteria driving visibility of returns over the period

### Revenues composition



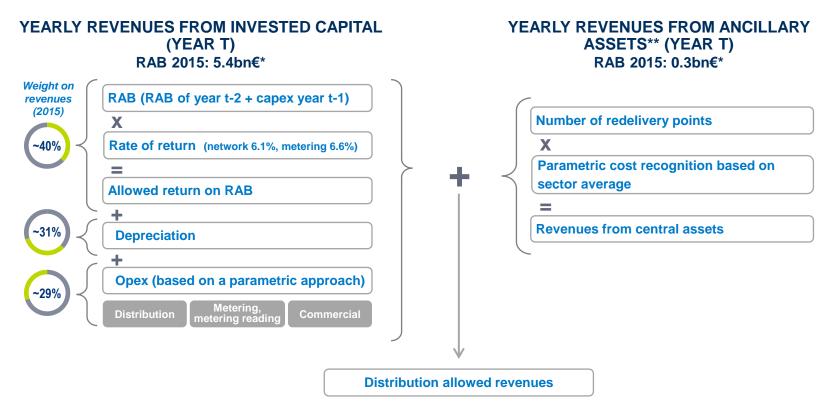


<sup>\*</sup> Activation, suspension and deactivation of the supply, safety checks to final customers, incentives and other technical services

<sup>\*\*</sup> Water and heating distribution activities, services to affiliates & real estate rentals

## The regulatory framework: revenues calculation





Company estimate

<sup>\*\*</sup> Central assets: ICT, Building, automotives, ect

# The regulatory framework: RAB calculation



# RAB CALCULATION (YEAR T) Excluding ancillaries assets

RAB at the beginning of the year				
+				
Maintenance & Development capex				
+				
Inflation				
_				
Depreciation, Disposals and Subsidies				
=				
RAB at the end of the year*				

### Operating costs: price cap methodology



#### REFERENCE OPEX CALCULATION

Updated at the beginning of each regulatory period by the Regulator

- Parametric value (€/redelivery point) depending on company size and client density
  - Market divided in small, medium and large companies, and low, medium and high client density
- Recognized costs based on sector average costs of previous regulatory period
- From the 2<sup>nd</sup> to the 6<sup>th</sup> year of the regulatory period reference opex is calculated starting from the values of the previous year increased by inflation and decreased by Xfactor

# REFERENCE OPEX UPDATE DURING THE REGULATORY PERIOD

Reference Opex Year 1

= calculated by the Authority (€/redelivery point)

Reference Opex Year 2 to 6

Reference Opex
Previous year
X (1 + inflation - Xfactor)

# Main elements of the regulatory framework



	BENEFITS		OVERVIEW
Incentives	by the regulator in Setting.	RAB methodology	<ul> <li>RAB based allowed returns</li> <li>Re-valued historical cost</li> <li>Parametric method for central assets</li> </ul>
efficiency		WACC (real pre-tax)	<ul> <li>6.1% (distribution)</li> <li>6.6% (metering)</li> <li>WACC calculation updated every 3 years</li> </ul>
		Efficiency X-factor (real)	<ul> <li>Distribution: 1.7% on opex currently (until 2016¹)</li> <li>Metering: 0% on opex currently (until 2016¹)</li> </ul>
Clear, transparent and stable	transparent Clear methodology for	Assumed useful life of the network	<ul> <li>50 years for pipelines</li> <li>40 years for connections</li> <li>20 years for stations</li> <li>15 years for meters</li> </ul>
framework		Regulatory period	Current period: 2014-2019

## Historical concession legislation



#### BEFORE GAS MARKET LIBERALIZATION

- Vertically integrated companies (sales and distribution)
- Concessions at single municipality level
- Award of concessions mainly by private tenders
- Long term duration (30 years) with further extensions
- Right to redemption

GAS MARKET LIBERALIZATION (Letta decree 2000)

- Mandatory corporate separation between distribution and sales activities
- Award of concession only through tender process and with a maximum duration of 12 years
- Early expiry of existing concessions

TEMPORARY PERIOD

- Ordinary management of existing concessions until new awards
- Exception for the Southern Areas
- Concessions tender at single municipality level with a duration of 12 years

MINISTERIAL
DECREE 226/2011

- New ATEM and calendar defined
- Concession length set at 12 years
- Standard criteria to evaluate the tenders
- Employment safeguard clause

### New concession tenders



#### Consolidation

Form 6,800 municipalities to 177 larger ATEM concession areas

Opportunity to increase the operating efficiency for the benefit of all the stakeholders

### **Timing**

The 177 tenders to take place over the next 4 -5 years. Most of the 'old-regime' concessions have expired

# Concession length

12 years with clear rules

Protective termination compensation after 12 years\* Infrastructure owned by the operator

Reimbursement value is clearly defined (based on the reconstruction value = VIR and considering the investments in the period)

### **Tender process**

Standard criteria for awarding of the tenders: development of the distribution system, security and quality of the service and economics

Operational continuity

The new operator is obliged to employ the current staff (with a cap of 1 employee per 1,500 redelivery points)

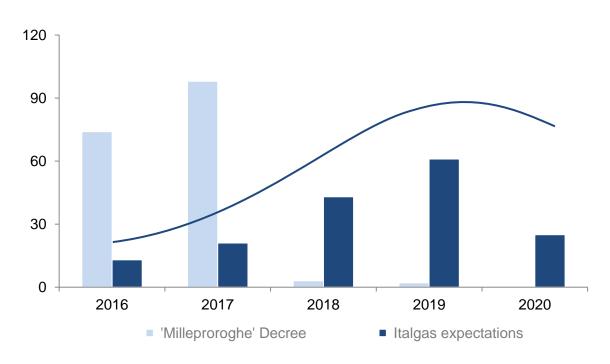
Operating requirements are part of the conditions for admission to the tender

<sup>\*</sup> Current redemption value based on reconstruction value net of grants, and considering specific contractual agreements defined with single municipalities in the expiring concession

### Tender Calendar

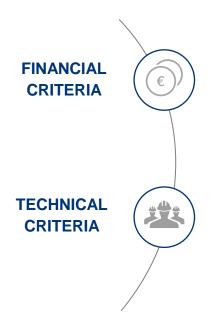


#### **ESTIMATED NUMBER OF TENDER PER YEAR OF PUBLICATION**



# Requirements for industrial operators to participate in the tender





Average historical revenues > 50% of ATEM yearly revenues

### OR

- Banks financial guarantees for > 50% of ATEM yearly revenues
  - + financial investment to repay the outgoing operator

Experience in managing natural gas networks with at least 50% of the clients of the ATEM

#### OR

 Experience in running similar concessions and availability of facilities, transport and staff to manage the network and possible emergency situations

### Selective competition in the new concession tenders

# Legal tender criteria for awarding concessions



CRITERIA	MAX. POINTS AWARDED	DETAILS
Security & Quality	27	<ul> <li>Network inspection</li> <li>Promptness of intervention</li> <li>Level of natural gas odourisation</li> <li>Quality parameters individually defined by the contracting authority</li> </ul>
Development of the distribution system	45	<ul> <li>Network management efficiency</li> <li>Adequacy of assets and equipment</li> <li>Extension and development</li> <li>Technological innovation</li> </ul>
Economic criteria	28	<ul> <li>Concession fee</li> <li>Discounts on tariff</li> <li>Discount on costs of services and on network extension</li> <li>Energy efficiency investments</li> </ul>

Awarding system focused on technical criteria favor experienced players



Operational excellence

### Operational track-record



### **COMMERCIAL KPI (working days, 2015)**



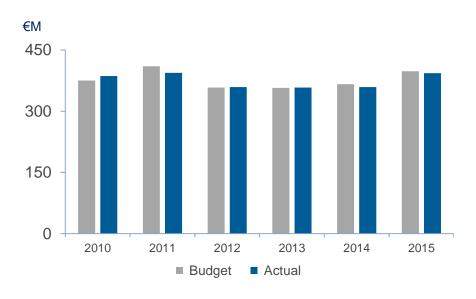
### **OPERATIONAL COMPLEXITY (2015 data)**

- 23,000 km of network inspected
- 8,000 measurements of the level of odorization
- 77,000 Emergency calls
- Proven track record in managing local networks, in particular in metropolitan areas
- Network inspected and steel network cathodic protection outperforming Authority standard

Outstanding performance in managing complexity
Best practice and economy of scale, solid platform for growth

### Distinctive competencies in capex execution





>1500 yearly small projects managed (worth ~90% of the total capex), mainly related to substitutions and connections:

Average size: ~200k€

Average duration: < 1 year</p>

~50 on-going projects for networks extension

■ Average size: ~3 m€

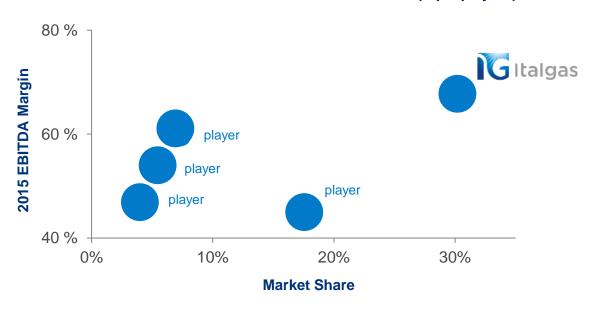
Average duration: > 2 years

# Deep knowledge of the territory and proven execution capabilities Consistently delivering on budget

# Italgas leads market profitability



### MARKET SHARE/MARGIN CORRELATION (top 5 players)



Italgas benefits from its operational practices and economies of scale



# Strategy for value creation



- 1 Efficiencies
- 2 Organic capex plan
- Market opportunities

- Uniquely positioned to drive further efficiencies leveraging on our competitive cost base
- Clear strategy to implement financial efficiencies
- Capital deployed at RAB value
- Concession tenders opportunity to reach ~40% market share
- Active portfolio management

# Main areas of efficiency (opex and capex)





### **Workforce and operations**

- Increasing productivity through the improvement of working practices
- Leveraging on «make or buy» mix
- Optimizing metering management (traditional and smart)



#### **ICT**

- Exploiting all economies of scale
- Contract renegotiations
- Improving continuously technology innovation (ICT and telecom)



### **Facility**

- Utilities cost reduction
- Facility management optimization (i.a. real estate, transport)



#### **Smart meters**

- Optimizing smart meters supply cost, levereging on volumes
- Technology innovation



### **Asset management**

- Exploiting all economies of scale
- Restructuring contracts of network maintenance and expansion



Opportunity to further outperform parametric opex, at least recovering spin-off emerging costs in the plan period



Efficient capital deployment

# Efficiency actions: some examples





Increase workers productivity through the:

- Re-definition of the standard hours required for each technical activity
- Optimization of transfer timing to site
- More efficient planning of activities required by final customers at redelivery points
- Optimization of traditional meters reading



Improving infrastructural and telecom service contractual structure



New tender for facility contracts



Reducing telecoms cost associated to smart meter reading through awarding new contracts



Upgrade procurement strategy related to:

- Smart meters supply separeted from installation
- Network maintenance and extension contract dedicated to planned activities

Annual saving expected at regime

€ ~4 m

€ ~2 m

€ ~3 m

€ ~8 m

Annual saving on capex expected at regime

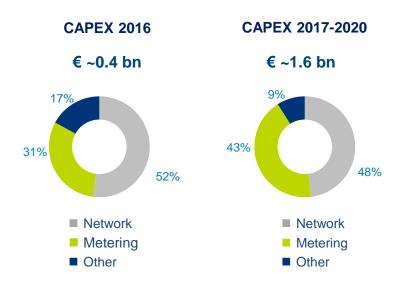
€ ~20 m

# Significant organic investment plan 2016-2020



### 2.0 bn€ CAPEX (>35% of 2015 RAB)

(over the plan period, capital deployed at RAB value)



### **Smart metering**

- Large size (>G6): ~40,000 meters in the 2016-2019 period
- Mass market (G4-G6): ~4.7m of meters installed in the 2016-19 period, 50% smart meters installed by 2018

### **Network development**

- Expansion/Development of networks: ~520km of new pipelines
- New networks: completion by 2018 of the natural gasconnection program for the South (~120km of new pipelines)

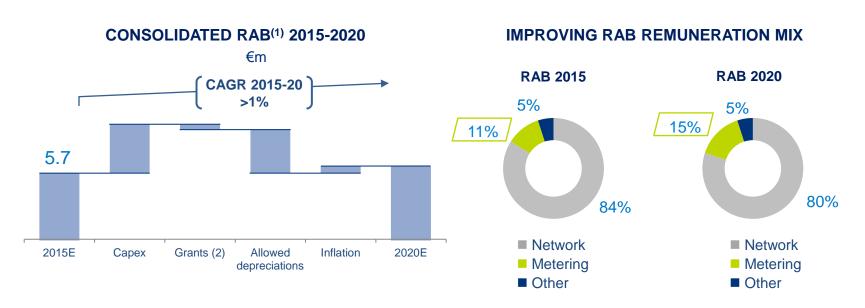
#### **Network maintenance**

- Completion of the replacement of the cast iron pipelines with lead joints (~34 km of new pipelines)
- Replacement of ~250 km of cast iron pipelines and spheroidal cast iron
- Replacement/revamping of ~435km of other pipes

### € 2 bn organic investment at RAB remuneration >6%\*

# Organic RAB evolution not considering tender process





### RAB steadily growing above inflation

<sup>(1)</sup> Average inflation considered 1 %, under current regulatory framework

# Legal tender criteria for awarding concessions





### ITALGAS COMPETITIVE ADVANTAGES

- The large, incumbent operators are expected to have a competitive advantage on the qualitative and operational factors
- The incumbent operators are expected to have competitive advantage related to their knowledge of the assets
- Limited weight of economical criteria
- Favours the largest players, enabling them to optimise the concession portfolio

Italgas uniquely positioned for the new tenders and ready for market opportunities

### Italgas tender selection





**Italgas** presence in the ATEM

Weight of Italgas' Redelivery Points (RDPs) on total RPDs in

the relevant ATEM

Type of operators & **Fragmentation**  Market share of major operators in the ATEM, number and type of

operators

Geographical **Proximity** 

Italgas' presence in nearby

**ATEMs** 



Flexibility in tender selection Conservative win-rate target

considered in the plan

Cost base lower than peers. Competitiveness

Best practice applied in the new

concessions

Competitive cost of capital

Dedicated skilled staff to manage the

**Bidding process** bidding process

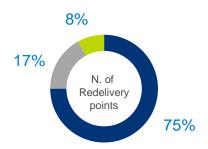
Deep knowledge of legislative framework

Well positioned to increase market share and underpin profitability in the medium term

# Italgas position in the new ATEMs





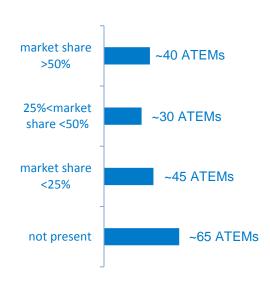


- Leader (redelivery points in ATEM where market share is >50%)
- Relevant position (25%< ATEM market share <50%)
- Minor position (ATEM market share <25%)

# Italgas is present in 113 ATEMs (out of 177)



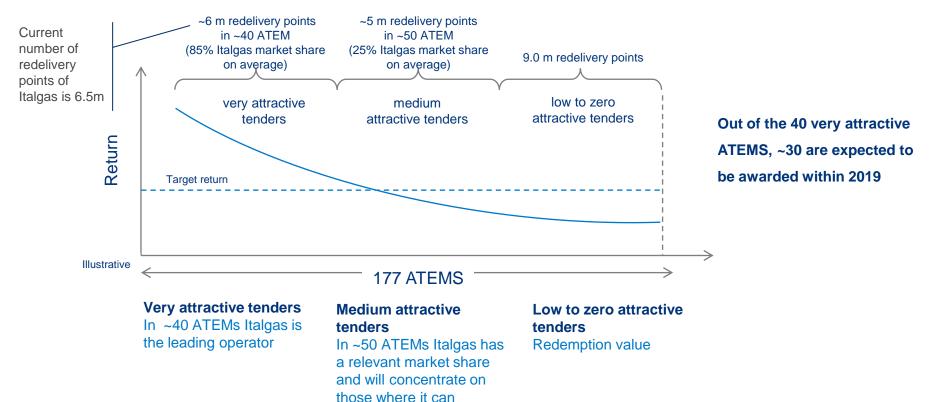
# Italgas current market share in each ATEM



### Solid platform to increase market share

### Tenders clusters

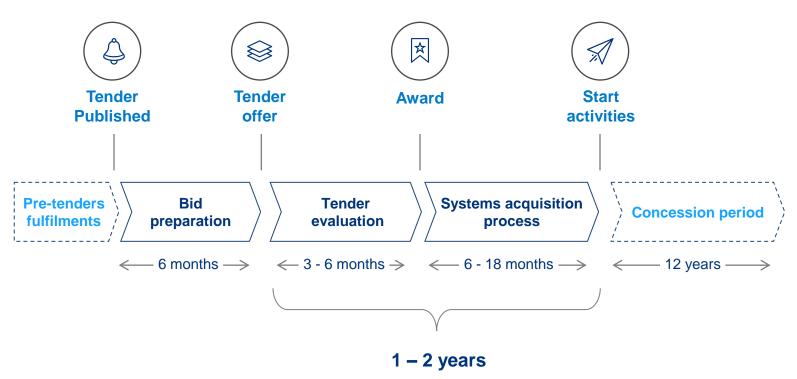




achieve its target returns

# Tender process





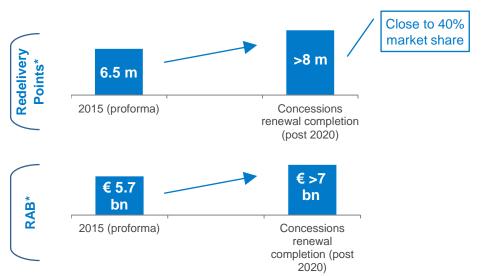
## New tender opportunities



### 2016 TO COMPLETION OF CONCESSION RENEWALS







### CAPITAL DEPLOYMENT FOR THE NEW TENDERS



### Financial investment in new tenders

(net of redemption value of asset transferred to other operators)



### Capex expected in the new concession

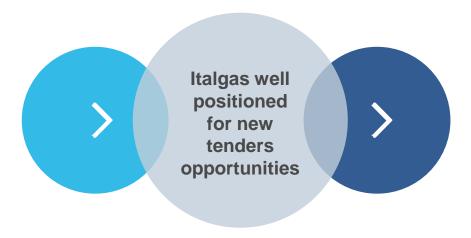
(additional organic capex at RAB remuneration)

# New tenders for natural gas distribution concessions



# ITALGAS STRONG POSITION

- Sustainable organic business
- Solid balance sheet
- Reliable cash flow



# NEW TENDERS ADVANTAGES

- Rationalization of concessions portfolio
- Drive efficiencies
- Further economies of scale
- Deploy capital at attractive return



# Key drivers of financial strategy



### Cash flow

- Strong visible and resilient cash flow generation to cover both organic capex and dividend
- Significant investment opportunities driven by the tender process calendar

# Solid balance sheet and rating

- Firm commitment to solid investment grade rating (expected BBB+ by Fitch, provisional Baa1 by Moody's)
- Committed financing package to maintain a safe liquidity profile over medium term
- Leverage expected to increase as a result of new concession awards within the boundaries of a solid investment grade rating

#### **Debt structure**

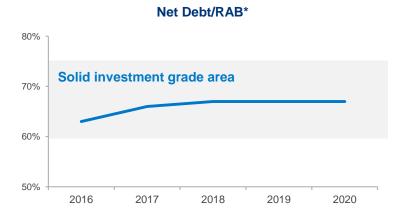
- Debt structure target (tenor and fixed/floating rates) consistent with the regulatory profile and limiting exposure to interest rate while protecting financial outperformance
- Appropriate mix of funding sources
- Flexible debt capital structure to manage financial needs related to tender opportunities

# Solid and efficient financial structure preserving low risk profile and supporting value for shareholders

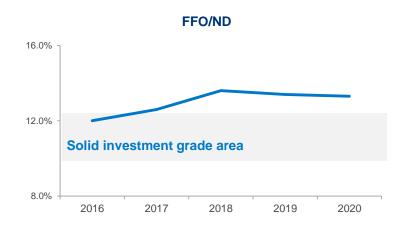
# Key credit metrics



### RESILIENT CASH FLOW GENERATION AND STRONG CREDIT METRICS



- Business growth supported by financial flexibility
- ND/RAB is expected to peak beyond 2020 (up to 70%) well within the solid investment grade area
- Rapid deleveraging after tender process completion, with a pace of >1% per year

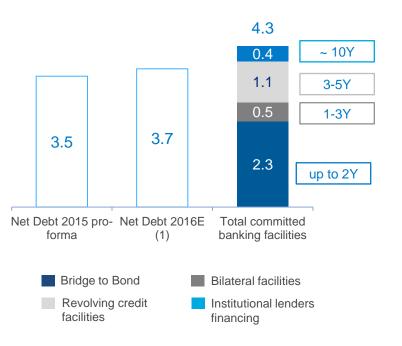


- Sound and resilient cash flow
- Well positioned within rating boundary over the plan horizon

# Expected debt structure after demerger



### €bn, consolidated figures





- Conservative buffer consistent with an adequate liquidity profile
- Flexible structure to manage cash flow swings
- 5-years plan pre-funded
- New EIB financing of €300m (closing expected within 2016)

### Cost based on current market conditions

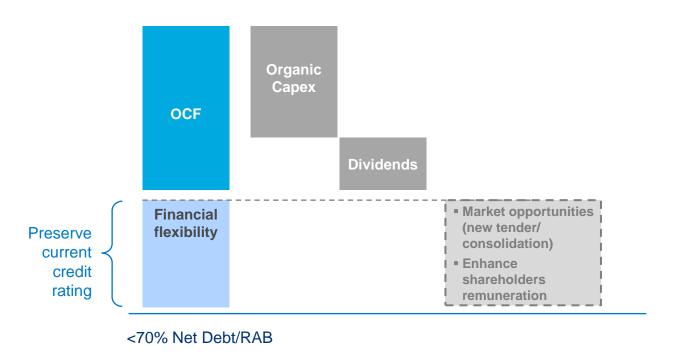




# Competitive cost of debt at demerger Average spread ~0.5%

# Self financing of investments and shareholders remuneration, flexibility for the growth





- Operating cash flow covers dividend distributions and organic capex over business plan
- Financial flexibility allows to participate in market opportunities and enhance shareholder remuneration
- Net Debt/RAB at completion of the tender process based on our business plan: <70%</li>



Closing Remarks

## 2016 Guidance and mid term evolution



# 2016 PRO-FORMA CONSOLIDATED RESULTS



Revenues



Ebitda margin



EBIT/RAB



**DPS 2016** 

### **MID-TERM**

 Expected to grow in line with capital deployment following organic capex, new tender process and market opportunities

Opportunities for further cost reduction

Room to outperform cost of capital

- Sustainable over the medium term
- FY2017 FY2018: low single-digit yearly increase

# Value drivers for profitable and sustainable mid-term growth





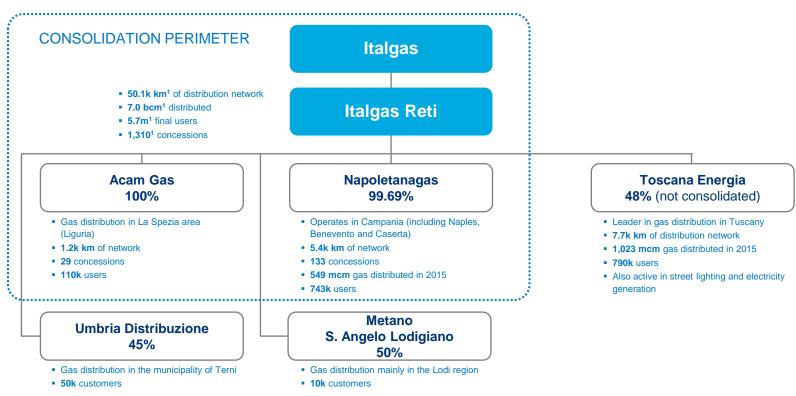
Sustainable and attractive dividend policy
Coupled with significant accretive growth opportunity



Annexes

### Corporate structure

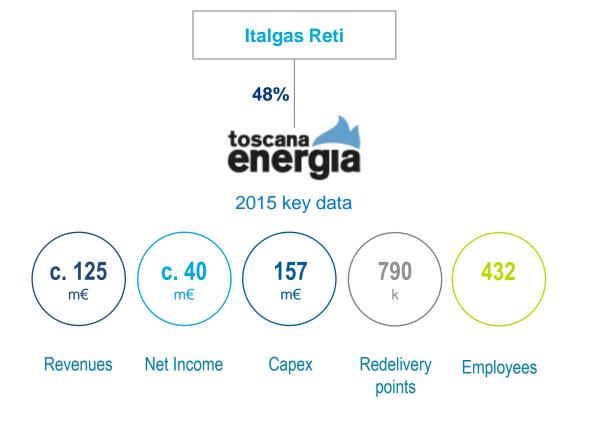




Source: Company information

# Toscana Energia





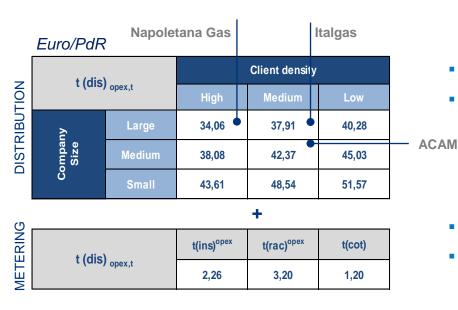
# Toscana Energia: a strategic industrial partnership

- Governance agreement grants the right to Italgas to appoint the CEO
- 104 concessions in Tuscany
- Consolidated with equity method
- Contributing >7% to Italgas 2015 pro-forma net income

# Operating Costs: 2016 reference opex



# AVERAGE SECTOR COSTS BY SIZE AND DENSITY (2016)



- Reference costs per redelivery point
- Covering the distribution costs

- Reference costs per meter
- Covering the installation and maintenance of meters (ins), remote reading (rac) and commercialization costs (cot)

# WACC is calculated using the CAPM method



Decree 583/2015/R/COM	0.5% floor offers protection against further real interest rate fall	WACC – Distribution	WACC - Metering
Real risk free rate Country risk premium Beta unlevered Beta levered Market risk premium	Tale Iali	0.5% 1.0% 0.44 0.63 5.5%	0.5% 1.0% 0.50 0.72 5.5%
Real cost of equity		5.0%	5.5%
Real risk free rate Country risk premium Debt risk premium Cost of debt (pre-tax) Tax shield		0.5% 1.0% 0.5% 2.0% 27.5%	0.5% 1.0% 0.5% 2.0% 27.5%
Real cost of debt		1.5%	1.5%
D/E D/(D+E) Tax rate Inflation rate F factor		60.0% 37.5% 34.4% 1.5% 0.5%	60.0% 37.5% 34.4% 1.5% 0.5%
WACC for regulatory purposes		6.1%	6.6%
		2016-	2018

# Italgas consolidated income statement



Consolidated income statement (€m)	2013	2014	2015
Revenues (*)	1,038	1,053	1,098
- of which regulated (*)	1,008	1,026	1,071
EBITDA	719	722	742
EBITDA adjusted	730	722	782
Amortisation/depreciation	(214)	(245)	(273)
EBIT	505	477	469
EBIT adjusted	516	477	509
Net financial expences	(70)	(60)	(53)
Net income form equity investments	60	98	29
taxes	(194)	(115)	(110)
NET INCOME	301	406	340
NET INCOME adjusted	308	355	346

<sup>\*</sup> Net of revenue from the construction and upgrading of natural gas distribution infrastructure, entered according to IFRIC 12 and posted in an amount equal to the related costs incurred (€319 million, €316 million, €321 million respectively in 2013, 2014 and 2015)
The data relating to 2015 include Acam Gas S.p.A. wholly consolidated from 1 April 2015, Metano Arcore S.p.A. incorporated into Italgas S.p.A. with effect from 1 January 2015 and previously valued at the shareholders' equity, SETEAP S.p.A., the subject of a merger by incorporation into Napoletanagas S.p.A. with effect from 1 January 2015, previously valued at the shareholders' equity. With regard to the full consolidation of AES Torino S.p.A. from 1 July 2014, the economic effects were recognised, respectively in the whole of 2015 and in six months of 2014.

# Italgas consolidated income statement



Consolidated income statement (€m)	31.12.2013	31.12.2014	31.12. 2015
Fixed capital	4.385	4.650	4.761
Net working capital	(306)	(211)	(90)
Net Invested Capital	4.019	4.368	4.572
Net Debt	(1.664)	(1.772)	(1.848)
Shareholder equity	2,355	2,596	2,724

The data for 2015 include Acam Gas S.p.A. fully consolidated from 1 April 2015, Metano Arcore S.p.A. incorporated into Italgas S.p.A. with effect from 1 January 2015 and previously valued at the shareholders' equity, SETEAP S.p.A., the subject of a merger by incorporation into Napoletanagas S.p.A., with effect from 1 January 2015, previously valued at the shareholders' equity. With reference to the full consolidation of AES Torino S.p.A. from 1 July 2014, the economic effects are observed, respectively in all of 2015 and in six months in 2014.

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