

**AUTOSTRADA PEDEMONTANA LOMBARDA S.p.A.
NOTICE OF PRELIMINARY MARKET CONSULTATION
(pursuant to Article 66 of Legislative Decree no. 50/2016)**

Acquisition of useful information and details for the establishment and holding of tender proceedings for the design, construction and operation of motorway structures for the Dalmine, Como, Varese and Valico del Gaggiolo link and the associated structures, with the assignee's possible simultaneous participation in the share capital of APL.

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1. Introduction and reference context

1.1 Following the execution on **1 August 2007** of a specific agreement between Concessioni Autostradali Lombarde S.p.A., domiciled at Via Pola 12/14, Milano – CAP 20124, tax code and VAT no. 05645680967, tel. +39 02.67156711, fax +39 02 02.671567228, email: info@calspa.it, website: www.calspa.it (hereinafter also referred to briefly as “**CAL**”) and Autostrada Pedemontana Lombarda S.p.A., domiciled at Via del Bosco Rinnovato n. 4/A, Palazzo U9, Assago (MI) – CAP 20090, tax code and VAT no. 08558150150, tel. +39 02 6774121, fax +39 02 67741256, email: posta@pedemontana.com, website: www.pedemontana.com (hereinafter also referred to briefly as “**APL**”), the latter was awarded the concession for the design, construction and operation of the Pedemontana Lombarda Motorway (hereinafter also referred to as the “**Project**”). Moreover, in the meantime, 2 Additional Acts were signed between CAL and APL: Additional Act no. 1 dated **6 May 2010** and Additional Act no. 2 dated **29 September 2016**.

This Project, a total of 75 kilometres in length (development of motorway stretch), is characterized as follows, in its essential features, from a technical and financial point of view.

The motorway link is divided into the functional sections indicated below:

- Motorway A36 – The transverse stretch is in turn subdivided into 5 (five) functional lots:
- Section A, comprising approximately 15 km of the motorway;
- Section B1, comprising approximately 7 km of the motorway;
- Section B2, comprising approximately 9 km of the motorway;
- Section C, comprising approximately 17 km of the motorway;

- Section D, comprising approximately 19 km of the motorway;
- Motorway A60 –Varese bypass, comprising approximately 15 km of the motorway;
- Motorway A59 –Como bypass, comprising approximately 3 km of the motorway;

Besides the motorway sections and associated structures, the entire plan provides for the design and construction of the following structures:

- Section VA 13+14
- Greenway section
- Additional structures in the 3rd part (local projects and offsetting measures. Free-flow collection system, etc.).

The overall investment planned for the abovementioned works is equal to approximately €4,118 million.

It should also be pointed out that some of the aforesaid sections have already been constructed and are open to traffic, while the remaining sections still have to be designed and constructed, including, in particular, the following ones:

- Section B2 (improvement of the former SS35 from Lentate sul Seveso to Cassano Maderno);
- Section C (from the former SS35 to Cassano Maderno on the Milan East Bypass A51);
- Section D (from the Milan East Bypass to the A4 Motorway);

as well as additional structures including:

- Section VA13+14;
- Greenway

3rd part of the structure (collection, local projects and offsetting measures, etc.).

Having said that, the following activities still need to be carried out by APL for the purposes of full implementation of the services forming the subject-matter of the aforesaid concession:

Design and construction of motorway sections B2, C and D, as well as section VA13+14, the Greenway route, and the associated structures including the free-flow toll system and the local projects/offsetting measures.

1.2 Without prejudice to the foregoing, pursuant to the aforesaid Additional Act no. 2, within 12 months from the effectiveness of the Act, APL must obtain the financial sources (known as financial closing) for at least two of the sections referred to in B2 – C above and subsequently section D.

In this respect, it should be pointed out that this Additional Act no. 2 was signed and approved by the competent Ministries on 19 January 2018, and forwarded by the Ministries to the Court of

Auditors (Corte dei Conti) to obtain registration thereof; as from the date of such registration (to be effected shortly), the aforesaid period of 12 months will run for obtaining the financial sources referred to above, and particularly to obtain a senior loan currently estimated at approximately 2,562 million euros, to be sought on the market by public invitation to tender, with the possible involvement of the European Investment Bank and Cassa Depositi e Prestiti for the structuring of such loan, subdivided as follows:

- Senior Loan 1, equal to € 1,766 for sections B2 and C;
- Senior Loan 2, equal to € 786 for section D.

APL is updating the traffic estimates to draw up a financial plan that takes the update into account as well as the debt service guarantee resolved with the stability law of the Lombardy Region for the year **[2017]** (see Regional Law no. **35** of **29 December 2016**).

1.3 Still within the scope of implementation of Additional Act no. 2, the existence of a close functional and chronological connection is noted between the need to obtain the aforesaid financial sources and that of identifying an economic operator to which to assign the executive design and the performance of the works involved in the aforesaid remaining motorway sections referred to above (B2 – C, and subsequently section D), and possibly the management thereof.

These activities have an overall financial value equal to approximately 2,700 million euros, of which:

Section B2, equal to approximately € 500 million.

Section C, equal to approximately € 1,100 million.

Section D, equal to approximately € 800 million.

and for the additional structures:

Section VA13+14, equal to approximately € 60 million.

Greenway, equal to approximately € 40 million.

3rd part of the structure (collection, local projects, offsetting measures, etc.), equal to approximately € 200 million.

In this specific respect, due to the characteristics and requirements of the objective recalled above, it is necessary to assess and determine the holding of one or more tender proceedings aimed at identifying a single economic operator or several economic operators able to, either simultaneously or through separate transactions:

a) participate in the share capital of APL (equity), without prejudice to determining the extent as well as the type of such equity participation/shareholding;

b) prepare the executive design together with the construction of the works of the remaining Sections of the Project, undertaking to assume the burden of pre-financing whose amount will be determined later, possibly to be converted into equity (share capital) following positive final testing of the Project, as well as the possible subsequent operation of all or part of the Project. The above, notwithstanding APL's necessity to obtain the necessary financial sources.

1.4 Having clarified the foregoing, in order to identify and organize the most appropriate and effective way for implementing the public procurement proceedings relating to the aforesaid objects, adequately gauging the financial, technical and legal aspects, APL considers it useful and appropriate to explore the reference market, to be able to acquire more in-depth and specific details and information on the dynamics of the market itself and on the operators potentially interested, to be considered in the definition and organization of one or more public tender proceedings. Therefore, APL intends to start a preliminary market consultation pursuant to Article 66 of Legislative Decree no. 50 of 18 April 2016 (known as the Public Procurement Code) aimed at seeking the interest of economic operators in establishing a "*technical dialogue*" with APL, for the purposes considered above.

2. Object and objectives of the preliminary market consultation

2.1 Regarding the objectives to be achieved and the activities to be carried out as indicated in section 1 of this Notice, APL intends to organize one or more public procurement proceedings pursuant to the existing regulations aimed at identifying one or more economic operators able to:

(i) participate in the share capital of APL (equity);

(ii) prepare the executive design together with the performance of the works relating to the remaining sections of the Project, with the undertaking to assume the burden of pre-financing, possibly to be converted into equity (share capital) following positive final testing of the Project, as well as the possible subsequent operation of all or part of the Project.

2.2 To this end, the preliminary market consultation referred to in this Notice aims to:

(i) establish the potential interest of the economic operators on the reference market in APL's requirements and objectives, as generally recalled above;

(ii) assess the specific skills and proficiencies of the economic operators that may be involved in the implementation of the aforesaid requirements and objectives;

(iii) provide for the best and, in any event, adequate components and tools for gauging and pursuing APL's aforesaid objectives;

(iv) obtain and possibly consider and develop the assessments and suggestions of the operators consulted, in order to identify the most appropriate and effective methods, terms and conditions for implementing the necessary public tender proceedings, currently undergoing analysis, and thus rendering the organization thereof attractive and fruitful for the reference market.

3. Terms and conditions for holding the preliminary market consultation

3.1 The declarations of interest made by economic operators must include data and information sufficient to define the relevant business profile, indicating the transactions carried out in recent years and in any event the specific skills acquired with regard to the peculiar requirements and purposes of the initiative referred to in this Notice, and must be sent to APL by certified email, to the address **pedemontana@pec.it**, by **5 November 2018**.

3.2 Following the deadline for receiving any declarations of interest, APL will, at its sole unquestionable discretion, check the details and information received, reserving the right to hold one or more meetings with the economic operators identified, in order to carry out a technical dialogue and investigate the details and information received.

Any meetings held within the scope of this technical dialogue may be held at the offices of APL at Via del Bosco Rinnovato n. 4/A, Palazzo U9, Assago (MI) – CAP 20090, on one or more dates agreed in advance with the economic operators identified, and may form, at APL's sole unquestionable discretion, the subject of brief minutes and/or recording on digital media.

4. Additional information

4.1 In light of the above, participation in the preliminary market consultation forming the subject of this Notice:

will not determine reliance, legitimate expectations (*legittimo affidamento*) or any rights for the economic operators identified, or represent an invitation to submit a bid and will not be binding on APL in respect of the economic operators themselves in any way, without prejudice to the fact that

the acquisition and contracting of the services to which the aforesaid consultation relates will be subject to the holding of suitable, specific tender proceedings pursuant to the applicable legislation on the subject;

will not entitle the economic operators identified to any right to any payment and/or reimbursement for any reason.

4.2 APL reserves the right in any event to interrupt, suspend or revoke the preliminary market consultation and to interrupt the consultation and/or dialogue in progress with one or more economic operators, at any time and at its own unquestionable discretion, without incurring any type of liability.

5. Information on data handling

5.1 Pursuant to Article 13 of EU Regulation 2016/679 on the protection of natural persons with regard to the processing of personal data (hereinafter also referred to as the “**EU Regulation**”), the collection and processing of personal data (hereinafter also referred to as “**data**”) requested and supplied for the purposes of this consultation will be effected in order to allow the participation in the consultation activities themselves, including, by way of example, the definition of the strategy for the procurement of goods, market research in the specific commodity sector and economic and statistical analyses.

The processing of data for the aforesaid purpose, characterized by the maximum confidentiality and security observing the national and Community legislation in force on personal data protection, will be effected by means of both information technology and paper.

The provision of data to APL is optional; any refusal to provide data to APL will not allow APL to acquire from the interested economic operators the information for a more in-depth knowledge of the market relating thereto.

5.2 The aforesaid data will be kept in electronic and paper files for a period not exceeding the one required for the purposes for which it is collected or subsequently processed, as provided for by the legal obligations.

5.3 Interested parties will hold the rights referred to in Articles 15 to 23 of the EU Regulation. In particular, interested parties will be entitled to:

(i) revoke their consent at any time;

(ii) obtain confirmation as to whether personal data concerning them are in the course of processing, as well as access to their own personal data to establish the purpose of the processing, the category

of data processed, the addressees or categories of addressees whose data are or will be disclosed, the period of storage thereof or the criteria used to determine that period;

(iii) request, and where appropriate obtain, any correction and, if possible, deletion or even limitation of processing and, finally, object to the processing thereof on legitimate grounds;

(iv) the portability of the data applicable within the limits laid down by Article 20 of the EU Regulation.

5.4 If, in the event of exercise of the right of access and associated rights provided for by Articles 15 to 22 of the EU Regulation, the response to the request is not received within the stipulated periods and/or is not satisfactory, the interested party may assert its rights before the judicial authority or by contacting the Personal Data Protection Authority by means of a suitable appeal, claim or notification.

5.5 The dispatch to APL of the declarations and documents requested will imply consent to the processing of the personal data supplied.

5.6 The data controller is Autostrada Pedemontana Lombarda S.p.A., with registered office at Via del Bosco Rinnovato n. 4/A, palazzo U9, Assago (MI) – CAP 20090.

Requests for exercise of the rights referred to in Articles 15 to 23 of the EU Regulation may be made to the Data Protection Officer at the following email address **posta@pedemontana.com**

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Assago, 11 October 2018