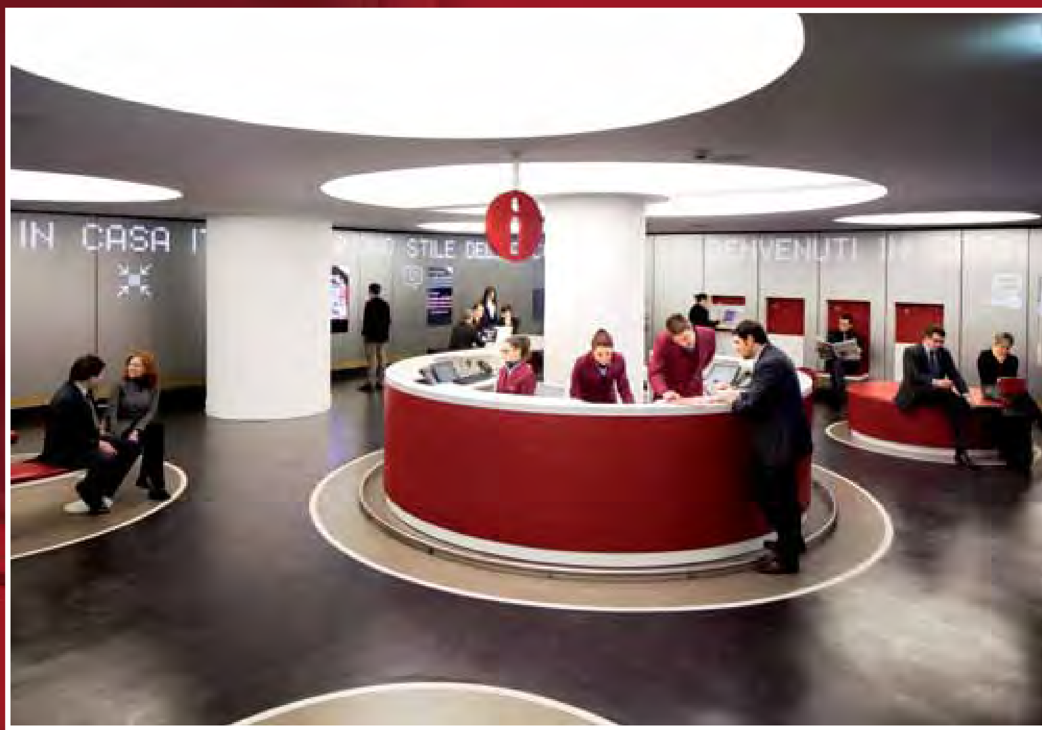
Nuovo Trasporto Viaggiatori

BILANCIO DELL'ESERCIZIO 2013

Nuovo Trasporto Viaggiatori SpA
Sede Legale Viale del Policlinico n. 149/B - 00161 Roma (RM)
Capitale sociale Euro 148.953.918,00 i.v.
Registro Imprese di Roma n. 09247981005
R.E.A. di Roma n. 1150652
Codice Fiscale 09247981005
Partita Iva 09247981005

CONTENTS

CORPORATE OFFICE-HOLDERS



CORPORATE OFFICE-HOLDERS

BOARD OF DIRECTORS

Term of office expires on the date of approval of the Financial Statements for the year ended on 31 December 2015

Chairman	Antonio Perricone
Directors	Alberto Bombassei Vincenzo Cannatelli Luca Cordero di Montezemolo Barbara Dalibard Diego Della Valle Andrea Faragalli Jean-Yves Leclercq Alberto Minali Amedeo Nodari Roberto Odierna Maurizio Petta Giovanni Punzo Pierfrancesco Saviotti Giuseppe Sciarrone

BOARD OF STATUTORY AUDITORS

Term of office expires on the date of approval of the Financial Statements for the year ended on 31 December 2013

Chairman	Rosalba Casiraghi
Standing Auditors	Stefano Ciccioriccio Vincenzo Miceli
Alternate Auditors	Fabrizio Bonacci Franco Piero Pozzi

EXTERNAL AUDITORS

Term of office expires on the date of approval of the Financial Statements for the year ended on 31 December 2013

Auditing Firm	Deloitte & Touche SpA

Nuovo Trasporto Viaggiatori

MANAGEMENT REPORT

MANAGEMENT REPORT

PREAMBLE

Shareholders,

Your Company has concluded its first year of full-swing operation. The year saw completion of the ramp-up phase and progressive completion of the fleet of trains, the network of stations and the services offered to Travellers.

2013 has been a very busy year for NTV. The Company completed its debut on the market and immediately found itself having to deal with competition in a sector that has always been characterised by a well-rooted monopoly. The overall economic scenario, which continues to be critical, constituted an additional difficulty to be overcome.

As early as the first half of 2013 the Company's results revealed misalignment in relation to the targets of the Business Plan underlying the principle of going concern and in terms of revenues and operating result (EBITDA), resulting in a need to revise the original plans for development and implement a rapid change in the strategies and organisational model of governance.

The initiatives promptly undertaken in the second half of 2013 began to reveal their effects in the current year. The Company's annual Financial Statements reveal a result that is negative by 77,619,500 euros, net of taxes set aside in accordance with current tax laws, but nonetheless represent an improvement over the forecasts proposed when reviewing the results for the year 2013 presented to the Board of Directors at the end of November.

Below is a brief illustration of management trends, work performed in the period and predictable future developments.

MARKET BACKGROUND

Macroeconomic scenario[1]

Growth of the world economy and international trade continues at a moderate pace; the Euro area has seen a slight upturn, but nonetheless remains fragile.

In Italy, GDP stopped falling in the third quarter of 2013.

Indicators of business confidence further improved in December. The trends are still highly various depending on the category of business and geographic location. Improvement of the prospects of the biggest industrial companies and those primarily oriented towards foreign markets is contrasted by an unfavourable trend for smaller companies, service companies and businesses in southern Italy.

Conditions on the labour market remain difficult. The unemployment rate reached 12.3% in the third quarter and rose further, to 12.6%, in October/November.

Inflation continued to drop in Italy, more than expected, falling to a rate of 0.7% in

1 Source: Banca D'Italia – Eurosistema – Economic Bulletin – January 2014

December. Core inflation, calculated without including particularly volatile components, fell to 0.9%. Weak demand kept the prices set by businesses lower than in the past; the increase in VAT introduced in October had only a marginal effect on final prices.

The balance of the current part of the balance of payments went back to being positive in 2013.

Credit conditions are still tense. The cost of the banks' bonds market dropped in the principal economies in the Euro area, particularly Spain and Italy. Credit for enterprises has not yet benefitted from the improved conditions on the financial markets; it fell in Italy, in the three months ending in November, by more than 8% calculated on an annual basis, and continues to slow down recovery.

Projections about the Italian economy in 2014-2015 confirm the existence of a turning point at the end of 2013. A moderate upswing in economic activity is expected in 2014, due to speed up, to a limited extent, in the following year: after dropping by 1.8% in 2013, GDP is expected to grow 0.7% in 2014 and 1.0% percent in 2015.
The recovery will be led by foreign demand and by gradual expansion of investment in production, favoured by the improved prospects for demand and by companies' growing stock of liquid assets, thanks in part to payment of previous trade debts on the part of the public administration. Credit conditions are, however, expected to remain tense. The ratio between investment and GDP is expected to stay below the historic average. Consumption will remain weak. The upturn in the economy will affect the labour market with the usual delay: employment will not begin to grow once again until 2015.

Market background

On 30 January 2013, the European Commission presented a series of measures to encourage liberalisation of the railway sector in the various EU Countries with the aim of opening up passenger transport in Europe to competition within 2019 so as to increase services and reduce prices; the measure is estimated to save consumers 40 billion euros by 2035.

In Italy, competition in the high-speed train sector began with the arrival of NTV and has already produced significant results for the country, acknowledged by the EU itself, with a growth of 22.8% in the HS market in the year (growth was already 15% in 2012): a distinctly opposite trend with respect to other economic sectors, which have recorded negative results due to the recession.

RESULTS OF OPERATIVE MANAGEMENT IN 2013

The results of operations in the year are summarised below.

In the year 2013, NTV linked 10 cities with 50 services a day, carrying 6.2 million passengers and earning 239 million euros in revenues (prior to adjustment of accounts). As indicated by the research carried out on customer satisfaction levels, the service provided continued to find favour with travellers in 2013.

The fleet of AGV trains, with delivery of the final train taking place on March 13, reached a total of 25 units.

The level of punctuality was satisfactory and fleet availability was sufficient to guarantee that the service was provided in line with the scheduled trains.

2013 saw the completion of the network of stations originally planned. The year saw the opening of Case Italo in the extended network and opening of the underground station in Bologna. The second year of operation of Case Italo saw excellent levels of customer satisfaction with the type of service offered: the flow of travellers transiting through Case Italo is, as in the first year, about 30% of departing travellers, a figure demonstrating that travellers appreciate the opportunity to wait for their trains in this part of the station.

As noted in the preamble, the first six months of the year saw lower results than the forecasts presented in the Business Plan approved by the Board of Directors in January 2013: even after cutting running costs, the reduction in revenue, due mainly to lower average revenues per traveller and lower volumes of traffic, resulted in a higher loss than expected.

The main problem is the insufficient value of the average revenue per traveller. This situation is mainly due to the "price war" started by the competitor, prior to the launch of NTV's service and aimed at "squeezing the margins" of our income statement. Extreme elasticity in demand as prices vary, which is typical of periods of economic crisis, forced NTV to update its prices to those of the competition.

As regards traffic volumes, the trend in traffic in the first months of the year, while certainly satisfactory if assessed just one year on from the launch of the service, is not in line with the volumes envisaged by the Business Plan approved by the Board of Directors in January 2013.

These factors had the effect of reducing the value of revenues, the current value of which is inadequate in relation to the quality of service offered and does not allow a satisfactory business result to be achieved.

In view of the situation that has emerged, the Company has acknowledged the need to come up with a new Business Plan which is more conservative and more closely reflects the reality on the market.
In addition, a series of corrective measures have been implemented which may be divided into "external actions" and "internal actions". In terms of external actions, a number of initiatives have been undertaken aimed at guaranteeing a competitive context which does not penalise the new entry on the market. As for internal actions, initiatives have been undertaken aimed at achieving an increase in revenues by increasing average revenues per traveller and moving larger volumes of travellers, while at the same time cutting costs with organisational measures and renegotiation of conditions of supply, all without altering the service model or the level of quality offered to customers.

The strong action implemented with the aim of cutting operating costs has allowed us to cut our costs by a total of 40 million euros over the plan at the start of the year (January 2013). In relation to the targets set during replanning (November 2013), further cost efficiencies have been achieved totalling 3.8 million euros.

The Company's net assets, affected by the losses suffered in the years leading up to 2013, were supported by shareholders' contribution of *Contingent Equity*

(Original Contingent Equity and Additional Contingent Equity) allowing the establishment of a net equity reserve worth 78 million euros as of the end of the year (increased to 85 million euros at the beginning of January 2014).

From a financial viewpoint, the year 2013 saw the positive effects on liquidity deriving from: (i) collection of the last part of the payment for the transfer of shares for sale of the shareholding in Manutenzione & Servizi Ferroviari Srl that took place in 2012, amounting to 35 million euros, which was duly carried out by Alstom in the month of June, and (ii) contributions paid by shareholders in the months of July, September and December totalling 78 million euros. To ensure long-term financial equilibrium, also in light of the Company's revised Business Plan, it began a renegotiation of loan agreements with the lending banks.

SIGNIFICANT EVENTS THAT OCCURRED DURING THE YEAR

At its meeting on 28 January, the Board of Directors approved the Construction Budget and the Business Plan for 2013-2026.

In the months of January, February and March 2013, Alstom delivered and NTV accepted the last three trains, and on 13 March, following acceptance of the final rolling stock, delivery of the fleet of 25 trains subject of the supply contract stipulated with Alstom was completed.

As from 25 February 2013 an additional connection was put on sale for the Rome – Florence – Bologna - Milan route (operational as from 30 March), thus increasing to 34 the daily connections between the two cities: one every hour, starting from Rome at 6.10 and from Milan at 6.28.

The "Casa Italo" network was completed with the March 2013 opening of Torino Porta Susa and Venezia Mestre, which completed the network of 12 stations originally included in the NTV network.

As of the month of April the Company started to be debited on a quarterly basis for the rolling stock leasing instalments, as envisaged by the contract.

On 2 May the Company presented the Antitrust Authority with a petition that further integrates the notification already filed on 16 May 2012 and integrated on various occasions, reporting a violation of the prohibition of abuse of dominant position by a number of the companies in the Ferrovie dello Stato Italiane Group through the practice of "margin squeezing". On 22 May 2013 the Antitrust Authority resolved to open an enquiry into the companies in the Ferrovie dello Stato Italiane Group.

The 6 May 2013 Shareholders' Meeting held to approve the Financial Statements for the year 2012, nominated the Board of Directors in office for the three-year period 2013-2015, assigning the position of Chairman to Mr. A. Perricone. The newly nominated Board of Directors, which met on the same day, assigned the position of Managing Director to Mr. G. Sciarrone.

On 28 June 2013, the station network was extended with the debut of Casa.Italo in Reggio Emilia, bringing the number in the network up to 13.

On 2 July 2013 it were presented to the shareholders two requests to contribute a total of 65 million euros, and specifically: an initial contribution of 35 million euros to be paid in by 31 July, as Additional Contingent Equity, and a second contribution of 30 million euros to be paid in by 30 September, as *Original Contingent Equity*.

On 12 July 2013 an agreement was signed with the Province of Rimini for expansion of Rimini station. In signing this agreement the Company agreed to contribute a total investment of 1 million euros toward the work required to adapt the platforms in Rimini station for high-speed trains and permit service to start on the Bologna – Rimini – Ancona line.

The 25 July 2013 Board meeting approved the Revised Construction Budget for 2013, which was prepared in response to the trend in traffic volumes and prices in the first five months of the year, considered unsatisfactory.

On 31 July 2013 shareholders paid in the initial contribution of 35.0 million euros, equal to the entire amount of Additional Contingent Equity.

On 10 September 2013 the Minister for Infrastructure and Transport signed a decree which sets the reduction to be applied at 15% on the tolls for high speed lines, as from the date of the decree.

On 23 September 2013 Director Raffaele Agrusti resigned, effective as of 30 September.

On 30 September 2013 shareholders paid in the second contribution of 30.0 million euros, as *Original Contingent Equity*.

In the 2 October 2013 Board Meeting, Managing Director G. Sciarrone resigned, while retaining his position as non-executive Director.
In view of the resignation of the Managing Director, and as a result of the decision to implement cost-cutting measures, the Company adopted a new organisational structure as of 16 October.

On 7 October 2013 the Company asked shareholders to pay in the remaining 20 million euros, as the *Original Contingent Equity*, by 31 December.

On 25 November 2013, in view of experience gained during the period of commercial operation and with the aim of improving the Company's industrial organisation and development, a request was presented to RFI to modify and integrate the Framework Agreement in effect. The requests put forward regarded access to Roma Termini station and use of space in the station, changes to infrastructure capacity starting in December 2014, and availability of tracks fitted for maintenance in Milano Porta Garibaldi. In response to these requests, a joint NTV-RFI technical round table was held to discuss the details of NTV's requirements.

On 15 December 2013 service began on the Bologna – Rimini – Ancona route (referred to as "Adriatica").

On 31 December 2013 shareholders paid in part of the last contribution of 20 million euros, as the *Original Contingent Equity*. Contributions of 13 million euros were paid in, bringing the total value of contributions paid during the year to 78 million euros, in view of a planned total of 85 million euros. The final 7 million euros were paid in early in January 2014.

COMPANY PERFORMANCE

The following shows the main income, equity and financial data for the period under examination compared with the previous year.

- **Principal profit and loss data**
  Amounts are stated in euros

Description	31/12/2013	31/12/2012	Variation
Net revenues	249,610,966	102,900,636	146,710,330
External costs	(233,346,593)	(173,010,274)	(60,336,319)
Added Value	**16,264,373**	**(70,109,638)**	**86,374,011**
Cost of labour	(50,725,153)	(41,145,658)	(9,579,495)
Gross Operating Margin	**(34,460,780)**	**(111,255,296)**	**76,794,516**
Amortisation, depreciation, write-downs and other provisions	(43,073,491)	(25,984,247)	(17,089,244)
Operating Result	**(77,534,271)**	**(137,239,543)**	**59,705,272**
Financial income and expenses	(28,010,742)	(620,028)	(27,390,714)
Ordinary Result	**(105,545,013)**	**(137,859,571)**	**32,314,558**
Net extraordinary components	(296,868)	32,037,270	(32,334,138)
Pre-tax Result	**(105,841,881)**	**(105,822,301)**	**(19,580)**
Income tax	28,222,381	28,686,130	(463,749)
Net Result	**(77,619,500)**	**(77,136,171)**	**(483,329)**

2013 saw a negative gross operating margin of 34.5 million euros and a negative operating result of 77.5 million euros. The negative financial results of 28 million euros led to a negative ordinary result of 105.5 million euros.
Due to negative extraordinary items, the pre-tax result was further reduced, generating a loss of 105.8 million euros, which in its turn became a negative net result of 77.6 million euros after tax.

- **Principal assets and liabilities data**
  Amounts are stated in euros

Description	31/12/2013	Weight %	31/12/2012	Variation
Net intangible fixed assets	40,592,209	5.62%	48,714,413	(8,122,204)
Net tangible fixed assets	632,323,675	87.51%	594,722,160	37,601,515
Shareholdings and other financial fixed assets	66,887	0.01%	66,887	-
Fixed Capital (A)	**672,982,771**	**93.14%**	**643,503,460**	**29,479,311**
Inventories	2,762,472	0.38%	2,332,900	429,572
Accounts receivable from customers	4,755,599	0.66%	2,727,787	2,027,812
Tax credits	47,081,795	6.52%	38,225,742	8,856,053
Deferred tax assets	86,178,424	11.93%	57,956,043	28,222,381
Other receivables	36,832,920	5.10%	76,436,308	(39,603,388)
Accrued income and deferred charges	2,947,133	0.41%	2,448,414	498,719

Short-term working assets (B)	**180,558,343**	**24.99%**	**180,127,194**	**431,149**
Due to suppliers	(106,583,989)	-14.75%	(103,760,464)	(2,823,525)
Advance payments	(129,391)	-0.02%	(89,668)	(39,723)
Tax and social security debts	(3,882,598)	-0.54%	(3,795,585)	(87,013)
Other payables	(4,642,668)	-0.64%	(3,730,456)	(912,212)
Accrued charges and deferred income	(10,245,303)	-1.42%	(8,716,118)	(1,529,185)
Short-term working liabilities (C)	**(125,483,949)**	**-17.37%**	**(120,092,291)**	**(5,391,658)**
Net working capital (D) = (B+C)	**55,074,394**	**7.62%**	**60,034,903**	**(4,960,509)**
Employee severance indemnities	(4,074,128)	-0.56%	(2,323,336)	(1,750,792)
Other medium and long term liabilities	(1,419,766)	-0.20%	(1,261,281)	(158,485)
Medium/long term liabilities(E)	**(5,493,894)**	**-0.76%**	**(3,584,617)**	**(1,909,277)**
Invested capital (A+D+E)	**722,563,271**	**100.00%**	**699,953,746**	**22,609,525**
Net equity	107,909,560	14.93%	107,527,940	381,620
Net medium/long term financial position	614,653,711	85.07%	592,425,806	22,227,905
Own resources and net financial indebtedness	**722,563,271**	**100.00%**	**699,953,746**	**22,609,525**

Invested capital was 722.6 million euros, an increase of 22.6 million euros compared to the previous year, due mainly to the following factors:

- an increase in fixed assets (29.5 million euros), primarily due to entry in the Financial Statements of 3 items of rolling stock delivered during the year and additional investment in components for them (telecommunications services and seat covers).
- a slight increase in credit (0.4 million euros)
- an increase in debts (-5.4 million euros), primarily suppliers, and deferred income from travel services sold but not yet provided;
- an increase in other medium to long term liabilities (-1.9 million euros), primarily resulting from increases in provisions for employee severance indemnities as the Company's staff has grown.

- **Principal financial data**

  Amounts are stated in euros

  NTV's net financial position as of 31 December 2013 is shown below:

Description	31/12/2013	31/12/2012	Variation
Bank deposits	50,912,562	50,184,814	727,748
Cash and valuables on hand	722,311	559,058	163,253
Liquid assets and own shares	**51,634,873**	**50,743,872**	**891,001**
Due to banks (within 12 months)	(895,895)	(26,625,249)	25,729,354
Due to other lenders (within 12 months)	(13,690,729)	(23,308,393)	9,617,664
Short-term financial payables	**(14,586,624)**	**(49,933,642)**	**35,347,018**
Net short-term financial position	**37,048,249**	**810,230**	**36,238,019**

Due to banks (beyond 12 months)	(203,336,902)	(193,743,915)	(9,592,987)
Due to other lenders (beyond 12 months)	(448,365,058)	(399,492,121)	(48,872,937)
Balance of medium/long term positions	**(651,701,960)**	**(593,236,036)**	**(58,465,924)**
Net medium/long term financial position	**(614,653,711)**	**(592,425,806)**	**(22,227,905)**

INVESTMENTS

In line with the investments foreseen in the Business Plan, investments begun in previous years continued during the period.

- **Investments in intangible assets**
  Amounts are stated in euros

Intangible Assets	Investments
Start-up and expansion costs	1,681,200
Patents and intellectual property rights	3,797,121
Concessions, licences, trademarks and similar rights	6,145
Assets under construction and advances	635,144
Others	1,829,659
Total	**7,949,269**

As regards intangible fixed assets, 7,9 million euros were invested, net of transfers and reclassifications of amounts set up in previous years and which therefore do not represent real investments in the period.
These primarily represent the cost of training operative staff (1.7 million euros), investments in technological infrastructure (3.8 million euros), and investments in stations (1.8 million euros).

- **Investments in tangible assets**
  Amounts are stated in euros

Tangible Assets	Investments
Plants and machinery	4,011,088
Industrial and commercial equipment	29,738
Other assets	1,805,217
Assets under construction and advances	344,767
Total	**6,190,810**

Investments in the period amount to 6.2 million euros, net of transfers and reclassifications of amounts set up in previous years and which therefore do not represent real investments in the period, as well as net of the effects arising from the recording of the leasing contract with the financial method.
They primarily regard rolling stock and its components (on-board telecommunications systems and seat covers).

RESEARCH AND DEVELOPMENT

Research into demand for passenger railway transport continued during the first half of 2013, with updating of the investigations carried out in previous years.

RELATED PARTY TRANSACTIONS

The Company adopts a regulation which aims to identify the fundamental principles and to define the criteria to identify related-party transactions, in order to provide procedural rules that can guarantee that such transactions are undertaken in compliance with the criteria of substantial and procedural correctness.

Reference should be made to the Notes for details on related-party transactions.

TRANSACTIONS WITH SUBSIDIARY, ASSOCIATED, CONTROLLING AND AFFILIATED COMPANIES

Pursuant to art. 2428, paragraph 3 of the Italian Civil Code, it is made known that the Company does not own shares in any other companies, and there are no companies owning enough shares in it to allow them to exercise individual control or direction and coordination.

OWN SHARES AND SHARES/STOCKS IN CONTROLLING COMPANIES

Pursuant to art. 2428, paragraph 3 of the Italian Civil Code, it is hereby noted that the Company does not directly or indirectly own any of its shares or any shares in its controlling companies.

RISKS AND UNCERTAINTIES

The first paragraph of art. 2428 of the Italian Civil Code requires the description of the principal risks and uncertainties to which the Company is exposed and which are such as to impact on the Company's situation in the foreseeable future.

Given that the Company is in the phase immediately following launch of its business, there is clearly the generic and pervasive risk that is innate to and part of any Company in this phase. This risk becomes more significant in view of the fact that the Company is operating in a market that has been transformed from a monopoly to a free market.

This having been stated, the survey designed to identify any risk factors and uncertainty that might affect the Company in the near future identified the risk factors affecting the Company overall.
Below is an overview of the main risks identified, together with details of the actions taken to monitor them.

Business Risks

Liberalisation of the sector and the entry of a new operator on the high speed

market have produced certain effects: growth of the demand for railway transportation, increase in the level of service quality offered, reduction of prices. Furthermore, the reduction in running times, travel comfort, the range of services offered and the ability to get directly to the centre of the cities served have also enabled railway transportation to become competitive with the other transport options available (plane and car).
The critical factor for success thus becomes the ability to offer and maintain a high level of quality, by adopting a service model in line with production costs and with the prices charged, and being able to adapt quickly to external changes induced by the service and price policies adopted by other carriers (both railways and airlines).

In this context, the principal risk factor for the Company lies in the price policies adopted by competitors, in cases in which they lead NTV to set prices absolutely inadequate for the quality of service offered and in any case such as not to allow achievement of a satisfactory economic result, as the volume of traffic carried does not make up for this excessive reduction in prices.

There is also a more generic risk, represented by the general economic situation, which takes the following two forms:

- growth in the market, which might slow as a result of the ongoing economic crisis and stabilise at levels below the, albeit conservative, levels foreseen for 2014;
- decrease in the spending power of travellers, which would inevitably translate into a policy of price restriction.

The Company has put in place a series of initiatives aimed at mitigating these risks. All the Company's corporate structures are also involved in efficiency improvement operations, without penalising the quality of service.

Operative Risks

The Company carries out its service with a fleet of 25 latest generation trains, equipped with sophisticated management and control systems.
The main operative risk lies in maintaining an adequate performance level for the fleet in terms of reliability, and one that is in line with the train operating plan in terms of readiness for service.
To mitigate this risk and to guarantee that the planned services will be carried out with available, properly maintained rolling stock, the Company, in co-operation with the manufacturer and the maintenance division, that are strongly involved in the production process, has set up processes for monitoring trains and reporting on the state of the fleet and maintenance work on trains in commercial service.

Risk of fare evasion

The risk of evasion of payment of fares might represent a risk to profitability. To date it is not a significant phenomenon, but it is monitored constantly in order to assess its significance and identify and implement the necessary actions to mitigate it.
To deal with this risk the Company has increased onboard controls in order to identify passengers travelling without a proper ticket or with a ticket that is not valid for the service being used and ensure that they pay their fare.

Risk of Fraud

There is a risk of fraud on electronic money transactions, which is significant considering the importance of the online sale channel.

As the threat of cybercrime becomes increasingly frequent and sophisticated, the Company has decided to obtain advanced systems for protection against fraud, in addition to the security systems already used by credit card circuits and payment providers, which have helped improve the overall level of protection.
The solutions adopted are based on monitoring of fraudulent or potentially fraudulent transactions, and particularly analysis of historic data and analysis of fraudulent behaviour which permits detection of fraudulent transactions and response, fighting and significantly reducing the associated costs.

Control and monitoring activity is flanked by efforts to fight fraud carried out by a specific Anti-Fraud Squad that, in collaboration with Setefi, a Company specialising in management of electronic transactions, analyses suspicious transactions and cancels those considered potentially fraudulent.

The Judicial Authorities are provided with the information they require to investigate fraudulent transactions and information on definite cases of fraud so as to prosecute the individuals behind them (with targeted actions on board trains organised with the aid of the Railway Police).

To mitigate the risk of fraud in the medium to long term, in May the Company introduced the "3D Secure" system to provide better protection of internet purchases through a system requesting payment authentication of the credit card holder.

The results of the mitigating actions introduced, though they should not be considered definitive as the payment circuits allow credit card holders adequate time to request the reimbursement of amounts obtained in a fraudulent manner, do reveal a significant drop in the rate of fraud.

Default events for the financing contract

The Company's financial resources derive in part from the Financing Contract. This means that the Company has to fulfil a series of obligations and requirements in terms of information, and that corporate performance has to be assessed based on certain contractually specified indicators.

The main default events related to the financing contract are as follows:
- failure to pay any sum identified in the Financing Contract, if not remedied within 3 working days;
- non-compliance with the quarterly covenants at the set values indicated in the financing contract (LLCR as from December 2012, FDSCR as from December 2013, ADSCR as from March 2014);
- failure to send the bank periodic reports required under the financing contract, unless remedied by the deadline specified in the contract in response to notification by the agent bank (for example, certified annual and half-yearly Financial Statements);
- failure to pay a financial charge in excess of 1 million euros by its due date;
- occurrence of a circumstance due to which the Company finds itself in the

conditions envisaged by art. 2447 of the Italian Civil Code;
- failure to respect the conditions of the "Hedging Policy Letter" in terms of the cover required for risks of interest rate changes, if not remedied within 10 working days from notification by the agent bank.

During the year, the Company presented the lending banks with the documentation required by the Financing Contract.

Note that the thresholds identified in the contract for a number of Key Performance Indicators ("KPIs") have been modified as a result of a request put forward by the Company and approved by the lending banks on 25 July 2013, following presentation of the updated version of the Company's Business Plan and completion of contribution of Contingent Equity (the new thresholds were not considered applicable to use of the 20 million euro cash line referred to as "Facility B2 Revolving").

Following presentation of the new Business Plan on 26 November, the Company began a process of renegotiation with the lending banks which is still currently underway and has resulted in temporary suspension of the Company's access to credit.

Risks linked to personnel

The Company's risks linked to personnel typically regard two aspects: the stability of human resources, in the sense of the Company's ability not to lose its personnel (turnover), and the creation of a positive working environment.

To date, staff turnover is not a risk factor. In the year 2013, 24 employment relationships were however terminated due to failure to pass the trial period and failure to gain certification on the part of personnel recruited and being trained, and to voluntary resignation, that is, mutual agreement to cancel the contracts in question.

Provisions for Risks and Charges

The Company made allocations to the specific provisions for risks and charges, in order to cover potential losses which it might suffer for disputes which are still not settled.
The allocation has been made in cases where the potential losses have been identified as probable.
No allocations have been made in the Financial Statements for risks considered remote or merely possible.

LEGAL RISKS

Settled litigation

A summary is provided of the legal disputes that have been settled:

- Legal action before the Consiglio di Stato (State Council) – The Consumer and Environmental Protection organisation (Coordinamento delle associazioni e dei comitati di tutela dell'ambiente e dei diritti degli utenti e dei consumatori - Codacons) and the lawyer Carlo Rienzi, on his own behalf and as legal representative of Codacons, notified NTV of an appeal against sentence No. 1153/2013 in which the Regional Administrative Court for Lazio rejected the petition brought by these latter with the aim of obtaining (i) access to the NTV documentation concerning exposure of passengers to electromagnetic radiation and (ii) compensation for the presumed damage suffered by Mr. Rienzi himself due to exposure to said emissions. In its 15 October 2013 decision, the Council of State, partially reforming the judgement of the Court of First Instance, accepted Codacons' request to access the documents and rejected the demand for compensation that had been put forth due to lack of jurisdiction.

- Legal action before the Antitrust Authority In its 22 May 2013 resolution the Antitrust Authority action before the Antitrust Authority initiated a preliminary investigation into the companies Ferrovie dello Stato italiane SpA, RFI SpA, Trenitalia SpA, Centostazioni SpA, Grandi Stazioni SpA and FS Sistemi Urbani Srl to investigate NTV's accusation of abuse of dominant position. Following presentation by the companies of commitments aimed at demonstrating that no such unfair competition had taken place, the Antitrust Authority initiated the "market test" procedure. In a measure taken during its 19 February 2014 meeting, of which NTV was notified on 12 March 2014, the proceedings concluded with the Antitrust Authority's acceptance of these commitments – made obligatory for companies in the FSI Group – without investigating the accusation of abuse of dominant position.

Pending Litigation

Provided below is a summary of the litigation proceedings involving the Company presently pending:

- Petition to the Regional Administrative Court (TAR) of Campania - NTV has filed an appearance in the action brought before the Regional Administrative Court for Campania – Naples, by the federation "AssoCampaniaFelix", by the "Comitato per la Difesa dell'Agro Nolano", by the "Associazione Eco-Culturale "èidos"" and by others (hereafter jointly referred to as the "applicants") to obtain, among other things, cancellation of ordinance no. 1203 of 30 December 2008 issued by the President of "Regione Campania" approving the final project for the construction of a depot for the maintenance of NTV's trains. On 2 December 2009 the company Interporto Campano SpA (another defendant in the aforementioned case) reached an agreement with the applicants to resolve and cancel the matter pending before the Regional Administrative Court of Campania. In the light of the agreement, at the hearing on 3 December 2009 before the Regional Administrative Court, the matter was adjourned until an as yet undecided date. On January 26 2011, AssoCampaniaFelix and the "Comitato per la Difesa dell'Agro Nolano" submitted an application to drop the case.

- Legal action brought before the Civil Court of Rome – On January 16 2012, the company Ferrovie dello Stato Italiane SpA and the Managing Director of the FS group, its parent corporation, served NTV with a subpoena in which the Civil Court of Rome was asked: (i) to determine and declare that a number of declarations made to the Italian press by NTV were injurious and detrimental to the personal rights of the Managing Director of the FS Group and/or to

Ferrovie dello Stato Italiane SpA, constituting a form of slander against the same parties; and, as a result, (ii) to order NTV to make payment of whatever amount the judge should hold to be equitable, as reimbursement for the non-economic damages, augmented by revaluation for inflation and interest calculated at the rate stipulated by law. This case has been postponed to the hearing of 16 September 2014 for announcement of its findings.

- Legal action brought before the Civil Court of Rome – On April 3 2013 Rete Ferroviaria Italiana SpA ("RFI") served NTV with a subpoena in which the Civil Court of Rome was asked: to order NTV to reimburse the financial and other losses sustained by the Operator following statements made by NTV regarding the "cage" created by RFI at Rome Ostiense station. Following the 21 May 2014 hearing, the Judge reserved the decision regarding admission of the exhibits of the discovery phase requested by the parties.

- Legal action before the Civil Court of Rome – On 28 February 2013 a supplier filed a petition under art. 702(a) of the civil proceedings code to order NTV to pay the sum of € 226,200, due to failure to pay an invoice. At this judgment, by order of 14 May 2014, was met on the lawsuit filed by the same supplier (an action under Art. 702bis Code of Civil Procedure filed on October 17, 2014) to obtain an order of NTV to pay the sum of € 145,384,30 plus interest and legal costs for alleged contract executed under variations commissioned By decision of 19 May 2014 the case was postponed to January 21, 2015 for the completion of the evidence requested by the parties.

- Legal action before the Civil Court of Rome - On 12 July 2013 NTV was served a petition under art. 702(a) of the Civil Procedure Code aimed at prohibiting the use of the ".italo" brand and obtaining compensation for damages resulting from alleged illegitimate use of the name Italo. NTV joined the legal action on 15 October 2013 and asked, by way of preliminary ruling, for a change in proceedings and challenged the plaintiff's claim on its merits. On 27 January 2014 the ordinary judge was found not to have jurisdiction over the special section for Businesses. Upon completion of the hearing on May 28, 2014, the Judge reserved ruling on the additional exceptions and customary raised by NTV.

- Legal action before the Regional Court of Lazio – On 11 February 2014 a consumers' association petitioned NTV to cancel (i) the measures authorising installation on board Italo trains of the "Train Repeater" and "wi-fi access point" systems and (ii) all other related or consequential actions.

- Legal action before the Regional Court of Lombardy – On 25 February 2014 NTV served a petition to the Electricity, Gas and Water Authority ("AEEG") and the Ministry of Economic Development aimed at (i) cancelling the AEEG's 27 December 2013 resolution no. 641/2013/R/com, concerning "Updating, as of 1 January 2014, of rate components intended to cover general costs and additional components of the electricity and gas sector"; and all other related and connected, prior and subsequent deeds, and (ii) obtaining compensation for damages suffered. On June 4, 2014, NTV has filed additional grounds in the present case in order to obtain also the cancellation of resolution of March 27, 2013 [or rather 2014] n. 133/2014/R/com, entitled "Update, April 1, 2014, the tariff components for the coverage of general charges and further components of the electricity sector and the gas sector" and the payment of damages.

- Legal action before the Regional Court of Lombardy – On 8 April 2014 NTV filed a deed of action ad adiuvandum in response to the petition filed by Rete Ferroviaria Italiana SpA against the Electricity, Gas and Water Authority ("AEEG") and the Ministry of Economic Development, to obtain cancellation, with prior granting of precautionary measures, of the AEEG's 27 December 2013 Resolution no. 641/2013/R/com, concerning "Updating, as of 1 January 2014, of rate components intended to cover general costs and additional components of the electricity and gas sector"; and all other related and connected, prior and subsequent deeds. Upon completion of the 'hearing on May 22, 2014, the Board has retained the cause in the decision.

- Extraordinary petition to the President of the Republic – On 21 February 2014, NTV filed an extraordinary petition to the President of the Republic Electricity, Gas and Water Authority ("AEEG") and the Ministry of Economic Development, to obtain cancellation (i) of the AEEG's 24 October 2013 Resolution no. 467/2013/R/eel regarding "Initial application of the provisions regarding overall system costs for companies consuming large amounts of electricity"; all other related and connected, prior and subsequent deeds, and particularly (ii) the deed guiding implementation of art. 39 of Legislative Decree 83 of 2012 mentioned in the note to the Ministry of Economic Development dated 24 July 2013.

- Legal actions taken before the Small Claims – NTV is the defendant in cases brought by some travellers who claim alleged damage, financial and otherwise, caused by the late arrival of the train on which they were travelling or incidents on board the trains.

- Legal actions filed before the Labour Court – NTV is defendant in 3 cases, two brought by an employee and one brought by four interns who claim to have been employed by the company.

Potential Litigation

Provided below is a summary description of the facts that might result in litigation for the Company:

- A number of interns claim that to have been employed by NTV, supported by their lawyers.

- A number of apprentices, supported by lawyers, claim that NTV cancelled the apprenticeship agreement at the end of the training period, and demand that their employment be restored.

FINANCIAL RISKS

Pursuant to art. 2428, paragraph 2, point 6(a) of the Italian Civil Code, we report below an accurate and timely analysis of the financial risks the Company is exposed to.

Liquidity Risk

The liquid assets available as at 31 December amount to 51,634,873 million euros.

The financial and monetary situation of the Company is constantly monitored by the competent Business Unit.

The financing of the start-up phase has been negotiated with a pool of prominent banks; under the terms of the financing contract called "Financing for Nuovo Trasporto Viaggiatori SpA" the Company obtained financial resources up to a maximum of 732 million euros for cash and endorsement credit lines combined.

The credit lines with remaining availability for the Company to face its liquidity requirements are lines B1 and B2 ("revolving" lines). Line B1 was fully used during the year 2013 and therefore, since it is a revolving line, the availability on this line will gradually be reintegrated as repayments are made.
Use of line B2, on the other hand, was subject to payment by shareholders of the entire amount of Contingent Equity established in the Equity Contribution Agreement, equal to 85 million euros ("*Original Contingent Equity*" and "Additional Contingent Equity").

The Company did not use line B2 in 2013.

The financing contract is currently being renegotiated with the lending banks, with the aim of making sure that the Company has the resources it requires; access to line B2 has been temporarily suspended.

Interest Rate Risk

The Company is exposed to the risk of fluctuations in the 3 and 6 month Euribor interest rate. In particular, financial charges on the uses of cash lines (currently *Facility A, Revolving B1, VAT Facility C)* are determined on the basis of the 6 month Euribor rate, while lease fee instalments are determined on the basis of the 3 month Euribor rate.
To mitigate this risk, the Company has four contracts for an equal number of hedging financial instruments with Efibanca - Banca Popolare di Lodi (now joined within Banco Popolare), MPS and Intesa Sanpaolo. The contracts, which run from 26 September 2008 to 31 December 2016, involve four zero-cost "collar" transactions (no fees for taking out the coverage).
The operation foresees a 5% cap and a 4.15% floor, with a variable amount of notional hedging over time (growing in the period 2008 - 2012, decreasing in the period 2013 - 2016), equal to Euro 370 million as of 31 December.
At 31 December the fair value of the instruments held was negative, at an amount of 29.1 million euros. More information on the fair value and economic results in the year is offered in the Notes to the Financial Statements.

Credit Risk

The type of business and the payment instruments in operation guarantee the Company has limited overall credit risk. In fact:

- the payment for the service offered to customers generally occurs ahead of the use of the service itself, since purchase of the ticket always happens be-

fore travelling. The exception to this is the new payment method known as "Agency Credit", introduced in the month of June 2013, which envisages the possibility for certain travel agents of transferring takings from the sale of tickets and services to the Company at contractually set intervals (e.g. every 45 days), upon setting up a guarantee represented by a deposit or surety bond (the Company's Management Committee has allowed a number of agencies to replace this guarantee with a letter of credit);
- the sale channels and the related payment instruments offered to customers (e-money, bank transfer, and cash) guarantee certain receipt at the time of sale, with the exception of fraud phenomenon.

As already underlined previously, in the face of this favourable situation (very limited credit risk) it should be noted that:
- in the year 2012 there was a high level of fraud, especially in payments in e-money, partially mitigated through implementation of the "3-D Secure" system in May 2013 (for the Visa and Mastercard circuits) and adoption of preventive measures based on analysis and interception of attempts at fraud;
- there is a risk related to failure to receive payments from passengers travelling without a proper ticket.

SIGNIFICANT EVENTS THAT OCCURRED FOLLOWING THE CLOSE OF THE PERIOD EXAMINED

Payment of Contingent Equity was completed early in January, increasing the equity reserve to 85 million euros.

As required under the Financing Contract, in January 2014 NTV sent the lending banks the updated version of the 2014 – 2026 Business Plan based on the guidelines set forth in the 26 November 2013 Business Plan.

On 25 February 2014 RFI sent NTV a note identifying the shared solutions identified at the joint round table, which NTV confirmed on 27 February.

On 5 March 2014 NTV reached an agreement with the trade unions Cgil, Cisl, Uil, Ugl and Fast covering almost a thousand solidarity contracts. The 12-month agreement provides for an average reduction of 1.5 working days per month, and the Company agrees to use these hours for training initiatives so that it will not affect the quality of service provided to Travellers.

On 6 March 2014 NTV and Alstom signed the 6th Addendum to the train supply and maintenance contract, separating the contract from activities pertaining to approval of the multiple system for trains. The value of the supply was therefore reduced by 6.5 million euros.

On 3 April 2014 NTV and RFI signed the Second Deed Amending and Integrating the Framework Agreement. The agreement contains the following provisions. With reference to the requests for access to Roma Termini station and modification of infrastructure capacity, NTV obtained the use of two spaces in Roma Termini station (which will become available on 15 May and 1 December, respectively) and new additional relations on the "non-stop" Roma Termini – Milan line and the Rome – Venice line; in response to the request for availability put forward for performing maintenance work at the Milano Porta Garibaldi facility, RFI confirmed that it would equipment two tracks at its own expense and under its own responsibility, which will be made available in time to permit use by NTV starting at the beginning of service in December 2015 – December 2016.

Since February 2014 , the sending of the KPI, the ratio of the covenants and the additional disclosures required by the loan agreement, Estado has been suspended in tacit agreement with the banks, and on 9 April the Company sent the Agent Bank a letter describing its intention of signing a Stand Still Agreement for temporary suspension of payments serving its debt.

On 16 April 2014 an agreement was signed with RFI regarding the penalties due to the lack of "non contractualized Network Timetable" in December 2011 – December 2012, which, in view of the amount contested by NTV (about 16 million euros), provides for payment of only 50% of this amount in 6 annual instalments starting in June 2015, and repayment of an additional sum of 1.7 million euros paid by NTV as a penalty for failure to formalise train paths between 2011 and 28 April 2012.

On 22 May 2014, was formalized at the request of the Agent Bank Stand Still, sending a draft agreement, the text of which was approved by the Board of Directors met on May 27, 2014. Following the resolutions adopted by the Board, at the same date has initiated the process of formalization aims to collect membership by all the banks that are part of the union.

On 27 May 2014, following the resignation of Dr. Giancarlo Scotti, the Board of Directors has appointed a member of the Board of Directors, Dr. Roberto Odierna.

On June 15, 2014 was inaugurated the service which passes through the Roma Termini train station. Waiting to be activated in the month of December, the service at full capacity, have been activated in the immediate two pairs of non-stop trains. In the North-South direction, the morning train from Milan's Garibaldi to 7.03 (6.15 from Turin Porta Susa), arriving at Rome Termini at 10.15, and continue to Naples (11.36) and Salerno (12.26). And, always coming from the North, the train from Milan Porta Garibaldi 18.03 with arrival at Termini at 21.15.

GOING CONCERN CONSIDERATIONS

NTV is going through a time of financial tension. Major investment during the start-up phase has absorbed a significant amount of cash, draining away funds made available through the debt capital guaranteed under the financing contract. The major difference between forecast and actual revenues has made it difficult for the Company to maintain a sufficient financial balance to allow it to support running costs and continue to service its debt.

The Business Plan approved by the Board of Directors in January 2013, which has already been revised in comparison with the previous plan in terms of revenue forecasts, maintained continuous business results, albeit in a context that features a much lower average revenue than expected, due to the ongoing pressure on prices exerted by the competitor.

Major deviation in the first 6 months of 2013 in terms of both revenues and operating result (EBITDA) led to a need for assessment for revision and verification of business hypotheses, performed by a consultant appointed by the Board of

Directors.

Assessment of the Plan revealed a need for profound transformation of the Company, in terms of its operating model and cost structure as well as its financial structure. A plan was therefore prepared, presented to the Board at the 2 October 2013 meeting, which foresaw a strong "discontinuity" of action to achieve equilibrium in economic and asset terms during 2016, but had not yet achieved financial equilibrium and therefore implied need for financial action.

In October the Company began to implement its transformation plan aimed at:
- improving the efficiency of its cost structure with the aim of making it adequate for the Company's ability to generate income, while maintaining a high level of customer service;
- identifying a financial structure consistent with the Company's ability to generate cash flows through its operations.

At the 26 November 2013 Board of Directors' meeting, the Company presented a Business Plan prepared on the basis of the assessments contained in the 2 October Plan, with the following key changes: improved forecast operating margin in 2016 (the year the Company will begin full-swing operation) and a proposal, to be investigated with the Company's shareholders and the lending banks, for achieving financial balance in the 2014 - 2016 three-year period by revising the plan for repayment of the Company's financial debt (both the financing contract and the train leasing contract) with an additional contribution of capital from shareholders.

The 26 November Board 2013 of Directors' meeting approved the industrial aspects of the Business Plan and gave the Chairman a mandate to negotiate a proposal for redefinition of the terms and conditions of the financing contracts on the basis of the guidelines contained in the Business Plan and to determine whether shareholders could provide further support for the Company's business.

On the basis of the information contained in the Business Plan presented on 26 November 2013, in the month of December 2013 NTV began negotiations with credit institutes to identify solutions capable of guaranteeing financial sustainability in the medium to long term.

In this context, and on the basis of the information and documentation acquired, on 20 March 2014 the NTV Board of Directors discussed the actions to be implemented, including a request for a Stand Still to be submitted to the lending banks and verification of shareholders' willingness to provide additional contributions.

In the months that followed, discussion continued with the banks and shareholders aimed at defining the actions required to ensure achievement of financial equilibrium; on 9 April 2014 the Company notified the Agent Bank of its intention to submit an official request for a Stand Still, the final text of which was approved by the Board on 27 May, as described below.

- Temporary suspension (from 9 April to 31 December 2014) of payment of principal and interest under the Financing Contract (Loan A, Loan B, Vat facility C,), the Leasing Contract and Derivatives Contracts.
- Preparation of an updated Business Plan.
- Definition of Financial Action.
- Appointment of an IBR or Independent Business Reviewer to certify the

Business Plan and Financial Action.
- Dealing with the banks for a debt restructuring agreement.
- Commitment on the part of shareholders to support the Company up to the end of the Stand Still period (i.e. until 31 December 2014) and up to a maximum of 10 million euros, if it should not have sufficient funds to meet its requirements. On the basis of the Liquidity Plan prepared, which forms an integral part of the Moratorium Agreement, the Company does not believe it will have any cash shortfall up to 31 December 2014.
- If at the Date of Expiry negotiations are on-going among the Parties, but a mutually satisfactory agreement has not been reached, the Parties will evaluate in good faith the possibility of extending the Date of Expiry, it being understood that a corresponding extension will have to be agreed with respect to the Additional Contribution.

The Moratorium Agreement will be suspended if the shareholders fail to agree to this commitment. The other principal conditions that would lead to suspension of the Agreement refer to aspects of the documentation.
The Moratorium Agreement is conditional resolutely to the failure to approve the 2013 Financial Statements on a going concern basis, to issue a negative opinion on whether such a requirement on the part of the auditors as well as the non-payment by the Shareholders within 10 working days of the request of the Company in the event of any shortfall of cash during the Stand Still.

As of the date of these Draft Financial Statements, the Company has sent the Moratorium Agreement to the Agent Bank. Even though to date has not been received any formal communication, it was learned that the Management Board of Intesa Sanpaolo has approved the Companyprorequest. It's still in the process of other deliberative lenders (Monte dei Paschi di Siena BNL and Banco Popolare), which are believed in line with expectations.

NTV's reorganization project is also based on a 2014-2016 Business Plan prepared with the assistance of a primary consulting firm. The main business guidelines of the Business Plan has been approved by the Board of Director on 26 November 2013.
The Business Plan assumes a modest growth of the high speed market on 2014-2016, a better definition of the service offer and an improvement in cost efficiency worth a total of 68 million euros in the 2014-2016 period.

Achievement of the Plan's goals in the 2014 - 2016 three-year period – once the financial action described above has been completed – will lead to a significant increase in total revenues, a positive EBITDA starting in 2014 and a positive net result in 2016, restoring balance in the Company's asset and financial structure.

A number of the assumptions listed above are subjective and involve significant risks; failure to achieve them could have a significant impact on the processes of reorganisation of the Company's business and therefore on achievement of the targets in the Business Plan. These assumptions are therefore characterised by a particularly high degree of volatility as they are dependent on processes of change and reorganisation of the Company's activities.
These are, specifically, the assumptions linked with: (i) growth of the market for high-speed railway transport; (ii) growth of NTV's market share; (iii) the process of business repositioning; and (iv) uncertainty about implementation of the financial plan as a whole.
The negative results of the start-up years and the financial deficit accumulated as

of 31 December 2013, and the risks linked with implementation of all the Financial Actions described above, confirm the existence of a significant degree of uncertainty which could lead to significant doubts regarding going concern and the Company's ability to continue its operations in the foreseeable future, also in view of the risk factors linked with the activity and the current situation of significant financial tension. It is also noted that the financial reports for the first quarter of 2014 show a loss of time needed to bring out the cases referred to in Article 2446 of the Civil Code.

Nonetheless, on the basis of the actions set forth by the management in the reorganisation and cash flow plan, shareholders' commitments, the agreement with the banks described above, and the positive attitude of the majority of the credit institutions regarding participation in the action, with the approval of their decision-making bodies, the Directors believe that NTV has the resources required to continue its operations in the foreseeable future and therefore consider it appropriate to prepare the Financial Statements for the year ending at 31 December 2013 on the basis of the assumption of business continuity.

This decision is of course the result of a subjective judgment that compared, with respect to the events described above, the degree of probability of their fulfillment compared to the non-fulfillment of the above events.

It must be emphasised, however obvious it may seem, that the forecast underlying the Directors' decision, however diligent and reasonable, may be proven wrong as events unfold; this could be because events considered probable may not actually occur, or because events or circumstances emerge which are currently unknown or cannot be currently assessed, also because they are beyond the Directors' control, which could threaten NTV's going concern, even if the conditions the Directors have taken into account in predicting going concern do occur.

Finally, as an additional note advising prudence, the Directors indicate that they will continue monitoring the evolution of the factors taken into consideration here in order to take the necessary measures, as required.

Finally, please note that in such an event, if the requirements for going concern should cease to exist, losses may emerge or charges may arise which cannot be predicted at the moment.

NOTICE UNDER ART. 2364, PARAGRAPH 2 OF THE ITALIAN CIVIL CODE

In view of the situation described in the section on "Going Concern", in its 20 March session, as negotiations had not yet been conducted with the lending banks to come up with a new structure for the Company's debt and the shareholders had not yet identified their commitment, the Board of Directors resolved to defer the deadline for approval of the 2013 Financial Statements to 180 days, as the requirements set forth under article 2364, paragraph 2 of the Civil Code apply and this is permitted under article 11 of the NTV Articles of Association.

MANAGEMENT FORECAST

In the year 2014 NTV will be working to achieve economic and financial equilibrium. Various Company divisions will be working to guarantee implementation of the transformation plan by action in five key areas: revision of the Company's operating model, improvement of the efficiency of its procurement process, a greater focus on the network with increased frequency of service on key routes, marketing actions aimed at improving the efficacy of the price and revenue management system, and commercial actions focusing on the segments considered highest value for the Company.

To permit achievement of financial equilibrium, the financial action must be discussed with the lending banks in order to guarantee a sustainable debt structure.

As for transport services, as the quality of service has been recognised and appreciated by the public since the start of commercial operation, the year 2014 will be oriented towards consolidation of the good results achieved so far and ongoing improvement, a key to NTV's corporate philosophy.

SAFE OPERATION AND RAILWAY CIRCULATION

In view of the request to update the Safety Certificate, presented in December 2012 to carry out the Milan - Ancona service, on 7 February the National Agency for Railways Safety (ANSF) issued NTV with Safety Certificate part B n°IT1220130004 which includes, in the list of lines for which the certificate is valid, the Rimini - Ancona section of line necessary to complete the route to Ancona.

Along with issue of the Safety Certificate, in note 00852/13, ANSF required an update of the documentation. To that end, on 30 April NTV transmitted the revised version of five Company Safety Procedures (so-called "PAS" Procedures), the Risk Analysis Document, the Dangerous Events Logbook and the first edition of a new Operating Instruction.

Between 16 and 23 September 2013, ANSF conducted follow-up action aimed at determining the implementation and efficacy of the corrective actions undertaken following the audit of NTV's Safety Management System processes which ANSF had conducted in March 2012. In addition to these checks, it audited the Safety Management System in Rome and in the Nola maintenance facility, verifying implementation of the following processes:
o manutentivo di Nola, che ha verificato l'attuazione dei seguenti processi:

- checking supplies;
- handling internal audits, non-conformities and corrective actions;
- control of management of maintenance work on vehicles registered in the RIN by the supplier Alstom as party responsible (SRM).

In the final audit meeting held on 23 September 2013 in ANSF's offices in Rome, the commitments required to eliminate the non-conformities that had emerged during the audit and implement the corrective actions required to prevent them from being repeated were identified on the basis of a plan ending on 28 February 2014.

In response to the audit, on 27 September 2013 ANSF issued new safety certificates, part A no. IT1120130017 and part B no. IT1220130031.

A review of all procedures was also commenced during the year, in order to bring them more into line with actual operating conditions. Special attention was paid to controlling risk related to maintenance supplied by Alstom. To ensure greater compliance with the requirements of European Regulation no. 1158/2010, a number of operating instructions defining interfaces were discussed with Alstom; while these instructions were being prepared, the supplier was also asked to clearly take on the role of Party Responsible for Maintenance of AGV575 trains, with reference to the "best practices" identified by the European and National Agency in EU Regulation no. 445/2011.

The only significant problem in the area of safety of operations occurred on 14 July 2013, when a collision took place during manoeuvres (without injury), between a AGV575 and a G2000 reserve locomotive in the Napoli Centrale facility.

OCCUPATIONAL HEALTH AND SAFETY

The following activities were undertaken during 2013:

- Update of the risk assessment documents and DUVRI based on the needs encountered, changes to productive processes and opening of new offices.
- Supply of specifications and preparation of operating procedures:
  - for activities in the production plants (washing rolling stock, waste disposal, etc.);
  - for onboard services (work with a half-sized renfe trolley with a single operator in "Smart", etc.);
  - in health and safety, for work to be performed under the NTV/AMEX partnership agreement;
  - for installation of an onboard kettle to boil water for the welcome service;
  - for replacement of UPS batteries in the onboard vending machines. Work performed during on-site inspections in the train formation facilities, the Nola maintenance facility and with involvement and discussion with the suppliers Alstom and Avirail/IVS.
- Preparation of the management procedure for medical surveillance to ensure the absence of drug or alcohol problems.
- Preparation of the Operating Instruction for management of access to Alstom's Nola plant on the part of occasional NTV suppliers.
- Update of the assessment of the risk of work-related stress for operating staff (Travellers' Department and Production Department) and other staff.
- Introduction of implementation of an organisational system for proxies in the area of Occupational Health and Safety.
- Start of assessment of the presence of radon in the underground premises in the offices in Viale del Policlinico. This task was entrusted to ISPRA (Advanced Environmental Research and Protection Institute) and performed by positioning dosimeters in the premises in question. Monitoring will take place for one year, after which the results will be reported.
- Training and education of workers entrusted with fire prevention, fire-fighting and evacuation of the workplace in the event of serious and immediate danger, first aid and emergency response. Periodic training and updating sessions were held for a total of 8 participants.
- Planning of training sessions in the use of automatic defibrillators for Train Managers.
- Training for safety, protection and prevention staff promoting internalisation of occupational health and safety lessons taught. Four health, safety and protection workers attended a 24-hour course in "Training for safety trainers".
- Participation in coordination meetings held at the Prefecture of Bologna to finalise the Emergency Plan for Bologna Centrale high-speed rail station by the infrastructure operator RFI.

- Participation in coordination meetings held at the Prefecture of Naples to finalise the Emergency Plan Outside Tunnels for railway lines in the Region of Campania.
- Preparation of technical notes on the use and management of personal protective equipment (PPE) and working equipment.
- Assessment of the risks involved in manual movement of loads for on-board operative staff in charge of moving individually manned trolleys (Hostesses and Stewards), carried out in measurement sessions on board the train and with the aid of a dynamometer (measurement on 2 days).
- Start of the overall project for studying manual movement of loads and biomechanical overload of the spines of operative staff (Hostesses and Stewards) in the complex tasks of setting up and dismantling trolleys, the welcome service, traveller assistance, etc. Activities performed through the supplier Centro Italiano di Ergonomia Srl.
- Training of technical staff from the Safe Operation, Work and Environment Department (4 persons) on activities to assess the risks of noise and vibrations, by means of training sessions and measurement campaigns carried out in association with technical staff from the Institute for Environmental Protection and Research (Istituto Superiore per la Protezione e la Ricerca Ambientale, ISPRA) and Delta OHM Srl.
- Taking of samples on board trains in order to verify staff's exposure to electromagnetic fields, noise and vibrations. The activity was performed on rolling stock (galley, passenger compartments, drivers' cabins) in commercial service over the course of 19 days of measurement-taking and in stations (Mediopadana Reggio Emilia and Firenze S.M.N.) over the course of 2 days of measurement-taking.
- Supply of training sessions on occupational health and safety for operating staff as part of the training school. Training sessions were held for the activities of "supervisors" (Train Managers, Train Specialists) and on the subject of occupational health and safety (Hostesses, Stewards).
- Supply of training sessions on occupational health and safety for operating staff in service. 33 8-hour training sessions were held, for a total of 216 participants.
- Supply of training sessions on occupational health and safety for staff. Four 4-hour and 8-hour training sessions were held, for a total of 100 participants (76 in Rome, 26 in Milan).
- Performance of medical supervision activities (video terminal work, night-time work) for operative and other staff, covering a total of approximately 100 employees (Rome, Milan).
- Performance of medical supervision (checks on the absence of alcoholism and drug abuse) for operative staff (Train Managers, Train Specialists, Engineers, Plant Operators), covering a total of approximately 60 employees (Rome, Milan).
- Sampling for the presence of "Legionella" in the Company's rolling stock, with collection of samples from 25 materials and verification of the decontamination operations carried out by the supplier Alstom. Sampling was repeated in December (total of 10 samples on one rolling stock) by two different laboratories in order to compare results.
- Site inspections at Ancona station, in view of construction of the production plant. Preparation of the risk assessment document for internal and external rolling stock cleaning services, refilling of vending machines and disposal of wastes and wastewater.
- Completion of training sessions on occupational health and safety for operating staff at the Nola site, as specified below; quality management personnel: trained in accordance with Legislative Decree no. 81/08 and the state/regional agreement dated 21/12/2011 for high risk with sessions lasting 16 hours; staff

members who work at video terminals (administrative staff): trained in accordance with Legislative Decree no. 81/08 and the state/regional agreement dated 21/12/2011 for high risk with sessions lasting 8 hours.
- Opening of an internal inquest to analyse the accident that nearly occurred at the Rome Ostiense production plant, Siding Area.
- Preparation of management procedures for the System for the Management of Health and Safety in the Workplace and Environmental Protection.
- Conducting evacuation drills in the building in Viale del Policlinico, 149/b.
- Conducting audits of the state of occupational health and safety compliance for Northern territorial management.
- Activation of the e-learning training module for supervisors. The module was created selecting a supplier and a solution guaranteeing use of the module with the "tablets" provided to operative staff.
- Identification of specifications and supply of personal protective equipment (PPE) for operative staff.
- Preparation of the documentation and support during the audit carried out by the Internal Audit Department regarding compliance of NTV processes with occupational health and safety requirements.
- Conducting audits of health and hygiene in relation to supplier food safety (conducting 2 audits on suppliers' premises) and supplying technical specifications for transport and storage of food served on board.
- Monthly sampling of food to check hygiene. Monthly microbiological tests of contamination of catered food. Every month 12 samples of food products sold on board were taken for analysis.

In February the head of the Safety, Prevention and Protection Service was called by the Turin 4 Health Authority as part of a proceedings brought by the Public Prosecutor's Office at the Court of Turin. When convened on 27 February, "summary evidence in witness" on the Company's health and safety organisation was provided.

In April 2013 the Prevention and Protection Service Manager was called to the Provincial Labour Headquarters in Rome, as part of a criminal proceeding for the accident suffered by a worker for the contractor Manutencoop Facility Management.

In December 2013 the Head of the Prevention and Protection Service was summoned by the Oversight Body to report on the state of health and safety compliance, accidents and any critical points in this area.

During the period in reference there were no deaths or serious accidents at work; no charges were made to the Company due to cases of occupational illness identified in the Company's employees or former employees, nor are there any potential liabilities for the Company due to cases of occupational illness identified in the Company's employees or former employees or harassment and harassment cases in court.

ENVIRONMENT

The following activities were undertaken during the year.
- Monitoring of production plants in terms of environmental safety. In February an audit was carried out at the production plants (Naples, Rome, Bologna, Venice, Milan and Turin) aimed at assessing the areas dedicated

to temporary storage of the waste deriving mainly from cleaning the trains in commercial operation.

- Preparation of the environmental statement form (Modello Unico di Dichiarazione ambientale - MUD) for the plants in Milan, Bologna and Naples, and delivery of the forms themselves to the relevant Chamber of Commerce.
- Data research and processing in accordance with the Voluntary Agreement with the Ministry of the Environment, Land and Sea signed on 20 December 2012. Calculation of the carbon footprint (Rome-Turin route) will be carried out during 2014, with the objective of identifying measures to reduce this footprint.
- Preparation of the part of the corporate Sustainability Report relating to environmental issues.
- Collection and stamping of the records of incoming and outgoing waste, to comply with administrative procedures at the production plants.
- Preparation of documentation and support during the audit carried out by the Internal Audit Department regarding compliance of NTV processes with environmental management requirements.
- Preparation of management procedures for the System for the Management of Health and Safety in the Workplace and Environmental Protection.
- Definition of a partnership with Connect4climate leading to production of a joint advertisement which may be viewed online.
- Agreement with Cobat to collect batteries and accumulators disposed of in Rome and Milan.
- Feasibility study for replacement of neon lights with more efficient LED lights.
- Request for environmental documentation from the lessor of the properties in which NTV operates.
- Feasibility study for installation of devices for measuring the amount of energy absorbed by the network of AGV575 rolling stock owned by NTV.
- Verification of proper disposal and collection of wastes and correct filling in of waste management documents.
- Participation in training programmes and conferences on environmental issues.
- Signature of the "UIC Declaration on Sustainable Mobility & Transport".
- Following an inspection by the Environmental Patrol of the Municipal Police Force of Milan on 6 December 2013 in the 2nd carriage storage area in Milano Porta Garibaldi station, no problems emerged with the handling and disposal of wastes produced on board trends or problems with washing of train exteriors. In any case, RFI and NTV were asked for information on the activities performed and on their plants in order to complete the inspection procedure; they were asked to produce copies of a number of documents, which were promptly sent.
- Search for a consulting service aimed at verifying the acoustic impact of the Roma Ostiense IdP in relation to noise emissions following a "report on noise pollution due to unnecessary whistles and rumbling sounds coming from Italo trains at Ostiense station" presented by the managers of apartment buildings adjacent to the station to the Office for the Prevention of Noise Pollution. The City of Rome's Environmental Protection Department notified NTV on 23 October 2013.
- Definition of an agreement with the Energy Service Company Consul System SpA, which presented the Ministry of Economic Development and the Electricity Operator with the documents required to request initiation of the assessment procedure for access to the White Certificates mecha-

nism in NTV's name and on its behalf.

In the period in question there were no compensation cases for damage caused to the environment; a fine of 100 euros was imposed regarding improper conferral of cellulose waste (under art. 18 of Municipal Regulation - Dec. 105/2005) at the Rome head office, Viale del Policlinico no. 149/b

HUMAN RESOURCES

As of the date of 31 December 2013, the Company had 1.074 employees. The explanatory notes provide details.

Industrial Relations

During the year 2013 various meetings were held with trade union organisations in order to sign specific agreements on various issues: representation and regulation, working shifts, salaries.

In addition, in line with the Industrial Relations System, the trade union organisations were kept constantly informed on Company progress and on the policies adopted, in accordance with the collective bargaining agreement in force.

Welfare System

The Welfare System, as defined in terms of amounts and its macrostructure by the NTV Collective Bargaining Agreement, has been active since 1 January 2012 for the "Basic Benefits" (insurance and healthcare cover) and since April 2012 for the expense which each employee can incur independently, through a dedicated portal, using their own limited funding for the purchase of various services (nursery, gym, public transport season ticket, etc.). The range of services offered to employees was expanded in 2013.

Human Resources Management and Development Policies

The Company believes in development of individual skills, the value of experience in the field and the potential of individuals. For this reason, it constantly monitors the trend in achievement of results and verification of the skills of human resources with a view to ensuring the growth and development of staff. This assessment permits identification of people who might carry out more complex tasks than those currently assigned them, involving greater responsibilities, and people who require further development with individual improvement programmes.

The growth potential of operative staff and other staff is measured using a specific method.

During the year 2013 the performance of approximately 1000 employees was assessed.

Staff training

In the area of Staff Training, in the year 2013 NTV planned and implemented managerial training in Team Working and Leadership for all Office Workers in positions of responsibility and for Managers.

Two courses were therefore organised to:

- create a serene, positive climate of healthy collaboration;
- help staff members get to know one another;
- develop effective listening skills;
- learn correct methods of offering feedback;
- overcome prejudices and ensure that they do not affect the accuracy of assessment or limit the possibility of professional relationships and teamwork;
- develop empathy;
- make the most of personal differences;
- manage conflict and give up alibis.

Technical, Training and Regulations Structure

The Technical, Training and Regulations Structure mainly manages the three following activities:

- the "School of Technical Training", which is mainly aimed at all NTV's operating staff who need one or more safety certifications in order to perform their operating tasks for railway operations;
- the "Regulations" area which handles the transposition of all the guidelines and rules issued by ANSF (the National Agency for Railway Safety) and by the RFI and the issuance of internal operating rules (NTV Orders and Prescriptions) needed to provide the rail service in full compliance and in line with NTV's safety rules and organisation.
- the "Technical Manuals of the AGV575" area which, in collaboration with the Train Technology Structure and the manufacturer Alstom, handles the continual updating and development of the Technical Operating Manuals for the AGV575 (Conduct Manual, Repair Guide, Train Manager Manual, etc.).

The professional figures directly involved in the work undertaken by the structure are the following:

- Engineers (certifications: High-speed License for operating AGV575 trains on the NTV network; Module A for forming trains; Module B for preparing the documents that must travel with the train);
- Plant operators (certifications: operating license B for manoeuvring trains inside facilities; Module A for forming trains);
- Train Manager (certifications: Module A for forming trains; Module D for accompanying trains);
- Train Specialist (certifications: Module AT-S to support the Train Manager);
- Alstom operators to manoeuvre AGV575 trains in the Nola maintenance plant;
- Alstom operators to operate the ACEI (central command) panel in the Nola maintenance plant.

Throughout 2013 the work of the Training School was directed primarily at training personnel (engineers and plant operators) in view of the activation of commercial services on the Milan – Ancona Adriatic line.
Four courses were also provided for training engineers, for a total of 23 engi-

neers, activated progressively from February 2013 to January 2014. The first two courses (16 engineers) were started in the months of February and March and ended with entry into service of the engineers in the months of May and June. An additional course (5 engineers from other railway companies) began in September and was completed in December 2013.

In the months of October and November 2013, moreover, training activities were provided for all personnel with safe travel tasks, who will be trained so as to have all the skills necessary to carry out the service on the Milan - Ancona route.
During the year 2013, all NTV personnel performing safe travel tasks carried out three days of professional updating.

From a regulatory point of view, 2013 saw continuation of the reorganisation activities, started in 2012, aimed at incorporating the new legislative and regulatory provisions resulting from issue of Directive 1/2012 and Decree 4/2012 by ANSF. In parallel to this reorganisation the structure provided for implementation of all the interface regulations issued by RFI following Decree 4/2012, along with updating of the NTV Regulatory Framework for interfacing with the Infrastructure.

Training School

The Training School handles the training of operative staff who interact with travellers, at stations, in "Casa Italo" centres and on board trains.
The role of the Training School is to select, train and develop the resources employed, passing on the culture of hospitality that the Company intends to promote as a characteristics of its service.

Selection and training activities, carried out in 2012 to train the personnel involved in start-up of the service, continued in the first two months of 2013 in order to train the additional resources involved in completing the ramp-up.

With the end of the first half of 2013, the selection and initial operative training of all our line personnel was thus completed, coinciding with completion of the fleet and the commercial services, and the month of December saw the last stage in start-up with the opening of the Ancona base.

In order to maintain the level of skills and alignment with corporate culture high, the training activities were carried out side-by-side with the introduction of so-called Recurrent Training, that is to say return to the classroom of resources already in operation, aimed at maintaining and improving the skills already acquired, also in the light of the experience gained during the initial months of commercial operation, as well as providing updates on commercial and service aspects.

With the new Organisational Structure adopted on 16 October, the Training School integrated its operations with the Technical School, both of which are under the responsibility of the Operations Department. This made it possible to produce an integrated training plan for 2014 including both technical and service programmes and responding to the training requirements of all professions.

The performance of operative staff is measured every month, and is a derivative of the Company's Net Promoter Score. The item "Staff courtesy and professionalism" remains the source of greatest satisfaction for our Travellers, both at the station and on board the trains.

OTHER INFORMATION

Internal Control Activities

On 28 January 2013 the Board of Directors approved the 2013 audit plan, which provided for analysis and verification of Company processes and procedures and the start of Risk Assessment activities for assessing internal auditing in relation to risks.

The 2013 audit plan was realised by following the guidelines provided by the audit principles issued by the Italian National Board of Accountants and Bookkeepers, by CONSOB resolutions, by the I.S.A. International Standards and Auditing and the AIIA (Italian Internal Audit Association) documents which complete the framework of the key principles.

Organisational Model under Legislative Decree 231/2001

On 28 March 2013, the Company Board of Directors approved the Organisational Model. The updated Model includes the regulatory changes introduced by lawmakers, and in particular special sections have been introduced relating to: crimes against industry and trade, crimes relating to violation of copyright; environmental crimes; the crime of using third party citizens without a regular permit and the crime of private corruption. The existing special sections have also been updated.

In keeping with the adoption of the new Model, the map of Company areas with a crime risk and Company procedures have been updated to align them with the Company's overall means of operation.

On 6 May 2013 the Board of Directors resolved to set up an Oversight Body. The Oversight Body met six times during the year, meeting with all the people in charge of Company processes.

The Oversight Body presented a specific report on the work it had undertaken in the year to the Board of Directors.

SITES OF THE COMPANY'S ACTIVITIES

The Company carries out its activities at:

- its offices at Viale del Policlinico no. 149/b, Rome - Headquarters and registered office;
- its offices in the Alstom maintenance facility at Via Boscofangone (no street number), Nola;
- the local office in Milan at Corso Como no. 15;
- the local office at Rome Ostiense station, Piazza 12 Ottobre 1492;
- the Staff Corner at Rome Tiburtina station, Piazza Ipogea, Piazzale della Stazione Tiburtina;
- the Staff Corner at Milan Porta Garibaldi station, Piazza S. Freud no. 1;
- the Staff Corner in Salerno, Piazza Vittorio Veneto no. 1;
- the "Casa.Italo" centre at Milan Porta Garibaldi Station, Piazza S. Freud no. 1;
- the "Casa.Italo" centre at Milan Rogoredo station, Via G.B. Cassinis no. 83;
- the "Casa.Italo" centre at Naples Stazione Centrale, Piazza Garibaldi;
- the "Casa.Italo" centre in Bologna at Piazza Medaglie d'Oro no. 1;
- the "Casa.Italo" centre at Rome Tiburtina station, Piazza Ipogea, Piazzale della Stazione Tiburtina;
- the "Casa.Italo" centre in Florence, Piazza della Stazione no. 1;

- the "Casa.Italo" centre at Rome Ostiense station, Piazza 12 Ottobre 1492;
- the "Casa.Italo" centre in Salerno, Piazza Vittorio Veneto no. 1;
- the "Casa.Italo" centre in Padua, Piazzale Stazione no. 1;
- the "Casa.Italo" centre at Venice Santa Lucia station, Fondamenta S. Lucia;
- the "Casa.Italo" centre at Turin Porta Susa, Corso Bolzano no. 23;
- the "Casa.Italo" centre in Venice Mestre, Piazzale Favretti no. 30;
- the "Casa.Italo" centre in Reggio Emilia, Via Città del Tricolore, 1;
- the deposit at Milan Porta Garibaldi, Via Giovanni Calvino no. 3;
- the deposit at Turin Lingotto, Via Caio Plinio, opposite 50(a);
- the deposit at Bologna Ravone, Via Luigi Tanari no. 3;
- the deposit at Venice Mestre station, Via Villabona (Marghera suburb) no. 6;
- the deposit at Rome Ostiense station, Via Martin Alonzo Pinzon no. 1;
- the deposit at Naples FIF, Corso Arnaldo lucci (Metropark entrance).

ALLOCATION OF RESULT

The 2013 Financial Statements ended with a loss of 77,619,500 euros, which we ask you to carry forward.

* * * * *

Shareholders,

The current Board of Statutory Auditors, in charge of auditing the Company's accounts, will conclude its term of office upon the approval of the Financial Statements at 31 December 2013. We therefore ask you to appoint a new Board.

Rome, June 27, 2014

The Chairman of the
Board of Directors
(Antonio Perricone)

Nuovo Trasporto Viaggiatori

FINANCIAL STATEMENTS FOR THE YEAR 31/12/2013


Cane Ludo dell'Istruttore Cinofilo SIUA David Morettini

FINANCIAL STATEMENTS FOR THE YEAR 31/12/2013

Amounts are stated in Euros

BALANCE SHEET – ASSETS	31/12/2013	31/12/2012	Variation
A) Due from shareholders - unpaid capital	**-**	**-**	**-**
(of which already called up)	-	-	-
B) Fixed assets			
I. Intangible fixed assets			
1) Start-up and expansion costs	21,150,423	25,753,764	(4,603,341)
2) Research, development and advertising costs	1,726,226	2,258,052	(531,826)
3) Patents and intellectual property rights	10,560,539	13,969,406	(3,408,867)
4) Concessions, licences, trademarks and similar rights	410,847	413,715	(2,868)
5) Goodwill	-	-	-
6) Fixed assets under construction and advances	649,144	480,592	168,552
7) Other	6,095,030	5,838,884	256,146
Total Intangible Fixed Assets	**40,592,209**	**48,714,413**	**(8,122,204)**
II. Tangible Fixed Assets			
1) Land and buildings	10,455	11,685	(1,230)
2) Plant and machinery	614,314,681	557,451,960	56,862,721
3) Industrial and commercial equipment	31,048	5,593	25,455
4) Other assets	17,622,724	17,799,723	(176,999)
5) Fixed assets under construction and advances	344,767	19,453,199	(19,108,432)
Total Tangible Fixed Assets	**632,323,675**	**594,722,160**	**37,601,515**
III. Financial Assets			
1) Shareholdings in:			
a) subsidiaries	-	-	-
b) associated companies	-	-	-
c) controlling companies	-	-	-
d) other companies	-	-	-
	-	-	-
2) Receivables			
a) due from subsidiaries			
- within 12 months	-	-	-
- beyond 12 months	-	-	-
b) due from associated companies			
- within 12 months	-	-	-
- beyond 12 months	-	-	-
c) due from controlling companies			
- within 12 months	-	-	-
- beyond 12 months	-	-	-
d) due from others			
- within 12 months	-	-	-
- beyond 12 months	66,887	66,887	-
	66,887	66,887	-
3) Other securities	-	-	-
4) Own shares (total face value)	-	-	-
Total Financial Fixed Assets	**66,887**	**66,887**	**-**
Total Fixed Assets	**672,982,771**	**643,503,460**	**29,479,311**

C) Current Assets			
I. Inventories			
1) Raw and subsidiary materials and consumables	2,317,012	1,885,707	431,305
2) Work in progress and semi-finished goods	-	-	-
3) Work in progress on order	-	-	-
4) Finished products and goods	445,460	447,193	(1,733)
5) Advances	-	-	-
Total Inventories	2,762,472	2,332,900	429,572
II. Receivables			
1) Due from customers			
- within 12 months	4,755,599	2,727,787	2,027,812
- beyond 12 months	-	-	-
	4,755,599	2,727,787	2,027,812
2) Due from subsidiaries			
- within 12 months	-	-	-
- beyond 12 months	-	-	-
	-	-	-
3) Due from associated companies			
- within 12 months	-	-	-
- beyond 12 months	-	-	-
	-	-	-
4) Due from controlling companies			
- within 12 months	-	-	-
- beyond 12 months	-	-	-
	-	-	-
4-bis Due from tax authorities			
- within 12 months	16,087,868	14,387,459	1,700,409
- beyond 12 months	30,993,927	23,838,283	7,155,644
	47,081,795	38,225,742	8,856,053
4-ter deferred tax assets			
- within 12 months	-	-	-
- beyond 12 months	86,178,424	57,956,043	28,222,381
	86,178,424	57,956,043	28,222,381
5) Due from others			
- within 12 months	25,730,286	64,810,563	(39,080,277)
- beyond 12 months	11,102,634	11,625,745	(523,111)
	36,832,920	76,436,308	(39,603,388)
			-
Total receivables	**174,848,738**	**175,345,880**	**(497,142)**
III. Marketable securities			
1) Investments in subsidiaries	-	-	-
2) Investments in associated companies	-	-	-
3) Investments in controlling companies	-	-	-
4) Other holdings	-	-	-
5) Own shares (total face value)	-	-	-
6) Other securities	-	-	-
Total Marketable securities	-	-	-
IV, Liquid assets			
1) Deposits in bank and postal accounts	50,912,562	50,184,814	727,748
2) Cheques	-	-	-
3) Cash and valuables on hand	722,311	559,058	163,253
Total Liquid Assets	**51,634,873**	**50,743,872**	**891,001**
Total current assets	**229,246,083**	**228,422,652**	**823,431**
D) Accruals and deferrals	**2,947,133**	**2,448,414**	**498,719**
- loan discounts	-	-	-
- sundry	2,947,133	2,448,414	498,719
Total assets	**905,175,987**	**874,374,526**	**30,801,461**

BALANCE SHEET – LIABILITIES	31/12/2013	31/12/2012	Variation
A) Equity			
I. Share Capital	148,953,918	148,953,918	-
II. Share premium reserve	114,646,082	114,646,082	-
III. Revaluation reserve	-	-	-
IV. Legal reserve	-	-	-
V. Statutory reserves	-	-	-
VI. Reserve for own shares in portfolio	-	-	-
VII. Other reserves	78,001,120	-	78,001,120
VIII. Retained profits (loss)	(156,072,060)	(78,935,889)	(77,136,171)
IX. Net income for the period	-	-	-
X. Loss for the period	(77,619,500)	(77,136,171)	(483,329)
Advances on dividends	-	-	-
Partial coverage of loss for the period	-	-	-
Total net equity	**107,909,560**	**107,527,940**	**381,620**
B) Provisions for risks and charges			
1) Provisions for retirement and similar obligations	-	-	-
2) Provision for taxes, including deferred taxes	-	-	-
3) Others	1,419,766	1,261,281	158,485
Total provisions for risks and charges	**1,419,766**	**1,261,281**	**158,485**
C) Employee severance indemnities	**4,074,128**	**2,323,336**	**1,750,792**
D) Payables			
1) Bonds			
- within 12 months	-	-	-
- beyond 12 months	-	-	-
	-	-	-
2) Convertible bonds			
- within 12 months	-	-	-
- beyond 12 months	-	-	-
	-	-	-
3) Shareholders loans			
- within 12 months	-	-	-
- beyond 12 months	-	-	-
	-	-	-
4) Bank debt			
- within 12 months	895,895	26,625,249	(25,729,354)
- beyond 12 months	203,336,902	193,743,915	9,592,987
	204,232,797	220,369,164	(16,136,367)
5) Due to other lenders			
- within 12 months	13,690,729	23,308,393	(9,617,664)
- beyond 12 months	448,365,058	399,492,121	48,872,937
	462,055,787	422,800,514	39,255,273
6) Advances			
- within 12 months	129,391	89,668	39,723
- beyond 12 months	-	-	-
	129,391	89,668	39,723
7) Due to suppliers			
- within 12 months	106,583,989	103,760,464	2,823,525
- beyond 12 months	-	-	-
	106,583,989	103,760,464	2,823,525
8) Debt represented by securities			
- within 12 months	-	-	-
- beyond 12 months	-	-	-
	-	-	-
9) Due to subsidiaries			
- within 12 months	-	-	-
- beyond 12 months	-	-	-

	-	-	-
10) Due to associated companies			
- within 12 months	-	-	-
- beyond 12 months	-	-	-
	-	-	-
11) Due to controlling companies			
- within 12 months	-	-	-
- beyond 12 months	-	-	-
	-	-	-
12) Taxes payable			
- within 12 months	933,395	831,909	101,486
- beyond 12 months	-	-	-
	933,395	831,909	101,486
13) Due to social security institutions			
- within 12 months	2,949,203	2,963,676	(14,473)
- beyond 12 months	-	-	-
	2,949,203	2,963,676	(14,473)
14) Other payables			
- within 12 months	4,642,668	3,730,456	912,212
- beyond 12 months	-	-	-
	4,642,668	3,730,456	912,212
Total Payables	**781,527,230**	**754,545,851**	**26,981,379**
E) Accruals and deferrals	**10,245,303**	**8,716,118**	**1,529,185**
- loan premium	-	-	-
- sundry	10,245,303	8,716,118	1,529,185
Total liabilities	**905,175,987**	**874,374,526**	**30,801,461**

MEMORANDUM ACCOUNTS	31/12/2013	31/12/2012	Variation
1) Accrued liabilities for leased property	-	-	-
2) Commitments	171,563,607	239,791,278	(68,227,671)
3) Risks	29,104,748	43,901,924	(14,797,176)
4) Reconciliation between statutory and tax regulations	-	-	-
Total memorandum accounts	**200,668,355**	**283,693,202**	**(83,024,847)**

INCOME STATEMENT	31/12/2013	31/12/2012	Variation
A) Value of production			
1) Revenues from sales and services	239,473,484	81,904,462	157,569,022
2) Change in work-in-process, semi-finished and finished goods inventories	-	-	-
3) Change in work in progress on order	-	-	-
4) Increases in self-constructed assets	1,664,700	6,901,277	(5,236,577)
5) Other revenues and income:	-		-
- sundry	7,945,439	13,910,410	(5,964,971)
- operating grants	30,000	-	30,000
- capital grants (instalments for the year)	497,343	184,487	312,856
Total value of production	**249,610,966**	**102,900,636**	**146,710,330**
B) Production costs			
6) Raw and subsidiary materials, consumables and goods	4,730,383	5,789,525	(1,059,142)
7) Services	216,435,445	115,643,006	100,792,439
8) Lease expense	9,996,784	9,031,416	965,368
9) Labour costs:			
a) Salaries and wages	36,581,156	30,383,017	6,198,139
b) Social security contributions	10,314,197	8,847,760	1,466,437

c) Employee severance indemnities	2,363,157	1,812,241	550,916
d) Pensions and social security costs	-	-	-
e) Other costs	1,466,643	102,640	1,364,003
	50,725,153	41,145,658	9,579,495
10) Depreciation and write-downs			
a) Amortisation of intangible fixed assets	16,193,190	12,215,773	3,977,417
b) Depreciation of tangible fixed assets	25,827,576	12,816,348	13,011,228
c) Other write-downs of fixed assets	-	-	-
d) Write-downs of receivables under current assets and liquid assets	-	-	-
	42,020,766	25,032,121	16,988,645
11) Changes in inventories of raw and subsidiary materials, consumables and goods	(429,572)	(2,332,900)	1,903,328
12) Risk provisions	90,000	-	90,000
13) Other provisions	962,725	952,126	10,599
14) Sundry operating expenses	2,613,553	44,879,227	(42,265,674)
Total production costs	**327,145,237**	**240,140,179**	**87,005,058**
Difference between value and production costs (A-B)	**(77,534,271)**	**(137,239,543)**	**59,705,272**
C) Income and financial costs			
15) Income from shareholdings:			
- from subsidiaries	-	19,515,000	(19,515,000)
- from associated companies	-	-	-
- others	-	-	-
	-	19,515,000	(19,515,000)
16) Other financial income:			
a) from receivables entered as fixed assets			
- from subsidiaries	-	-	-
- from associated companies	-	-	-
- from controlling companies	-	-	-
- others	-	-	-
b) from securities entered as fixed assets	-	-	-
c) from securities under current assets	-	-	-
d) income other than the above:			-
- from subsidiaries	-	-	-
- from associated companies	-	-	-
- from controlling companies	-	-	-
- others	1,604,439	1,083,053	521,386
	1,604,439	1,083,053	521,386
17) Interest and other financial expenses:			
- from subsidiaries	-	-	-
- from associated companies	-	-	-
- from controlling companies	-	-	-
- others	29,613,688	21,213,148	8,400,540
	29,613,688	21,213,148	8,400,540
17-bis) Foreign exchange gains and losses	(1,493)	(4,933)	3,440
Total financial income and expenses	**(28,010,742)**	**(620,028)**	**(27,390,714)**
D) Value adjustments to financial assets			
18) Revaluation:			
a) shareholdings	-	-	-
b) financial fixed assets	-	-	-
c) marketable securities	-	-	-
	-	-	-
19) Write-downs:			
a) shareholdings	-	-	-
b) financial fixed assets	-	-	-
c) marketable securities	-	-	-
	-	-	-
Total adjustments to financial assets	-	-	-

E) Extraordinary income and expenses			
20) Income:			
- capital gains from sales	-	32,289,077	(32,289,077)
- sundry	1,750,384	787,618	962,766
	1,750,384	33,076,695	(31,326,311)
21) Expenses:			
- losses from sales	-	-	-
- taxes for previous years	-	-	-
- sundry	2,047,252	1,039,425	1,007,827
	2,047,252	1,039,425	1,007,827
Total of extraordinary items	**(296,868)**	**32,037,270**	**(32,334,138)**
Pre-tax result (A-B±C±D±E)	**(105,841,881)**	**(105,822,301)**	**(19,580)**
22) Income tax for the year, current, deferred taxes and deferred tax assets			
a) Current taxes	-	-	-
b) Deferred taxes (deferred tax assets)	28,222,381	28,686,130	(463,749)
23) Profit (loss) for the year	**(77,619,500)**	**(77,136,171)**	**(483,329)**

Il Presidente del CdA
(Antonio Perricone)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDING 31/12/2013

The amounts are shown in euros, unless stated otherwise

PREAMBLE

These Financial Statements refer to the year 2013. They consist of a Balance Sheet, Income Statement and Notes; the Cash Flow Statement is attached to the latter.

BASIS OF PREPARATION

These Financial Statements have been prepared in accordance with the provisions of the law which regulate the Financial Statements (articles 2423 et seq of the Civil Code) and they consist of:

- the Balance Sheet, prepared according to the format provided by articles 2424 and 2424 bis of the Italian Civil Code;
- the Income Statement, prepared according to the format provided by articles 2425 and 2425 bis of the Italian Civil Code;
- the Notes, where amounts are shown in euros, reporting, where applicable, the information required under article 2427 of the Italian Civil Code, Legislative Decree no. 127/1991 or other legislation, and complementary information considered necessary for truthful and accurate representation, even where not required by specific legal provisions. These notes are designed to illustrate the data shown in the Financial Statements by providing a descriptive, explanatory and detailed analyses intended to give an exhaustive, true and fair representation of the company's situation.

In preparing these Financial Statements, reference was made to the laws governing Financial Statements, as amended by Legislative Decree no. 6/2003 ("Corporate law reform"), to the interpretations and additions included in the accounting standards issued by the Italian National Councils of Chartered Accountants and by the Italian Accounting Authority (OIC), unless otherwise indicated in the "Exceptions" section.

These financial Statements show the data related to the past year for comparative purposes, in accordance with the rules of the Italian Civil Code.
The Notes were prepared in Euros. The accounting standards and accounting principles have not changed when compared to those adopted in the previous year.

During the period, there were no such exceptional cases as would warrant the use of exceptions under Art. 2423, paragraph 4 of the Italian Civil Code.

EXCEPTIONS TO ITALIAN ACCOUNTING PRINCIPLES

By way of exception to the OIC accounting standard no. 1, the leasing agreement contracted with the company Mediocredito Italiano SpA (formerly Leasint SpA) for the acquisition of rolling stock is reflected in the Financial Statements by the application of the financial method.

Due to the adoption of this method:

- the value of the trains making up the fleet is recorded in the Balance Sheet assets, among the tangible fixed assets, under the item "Plant and machinery";
- the amount payable to the leasing company for the residual financed amount is recorded on the liabilities side of the Balance Sheet, among the debts, under the item "payables to other financial backers";
- The depreciation of the trains is reported in the Income Statement, under the item "depreciation of tangible fixed assets";
- the expenses related to the financing of goods are reported in the Income Statement, under the item "interests and other financial expenses".

ACCOUNTING PRINCIPLES

The valuation of all the items shown in the Financial Statement was done in accordance with the general criteria of prudence and accrual basis accounting, and in view of the going concern principle, as well as taking into account the economic function of the assets or liabilities considered.
The application of the prudence principle entailed the individual valuation of the components of the individual items of assets or liabilities to avoid offsetting between losses that had to be recognised and unrealised gains that could not be recognised.
According to the principle of accrual basis accounting, the effects of transactions and other events are accounted for and attributed to the period to which such transactions and events refer, not in the period in which the associated cash collection or outlay occurs.
The Financial Statements are prepared on the assumption of the going concern principle, confirmed in the plan described in the Management Report, in the paragraph entitled "Going concern considerations", to which reference is made for completeness of information. The directors believe that the Company should have adequate resources in order to continue operating in a foreseeable future, and therefore believe it is appropriate to use the going concern assumption in preparing the Financial Statements ending 31 December 2013.
Continuing to apply the accounting principles over time is necessary to allow comparability of the company financial statements for the various years.
The specific accounting principles adopted in preparing the Financial Statements are discussed below.

Intangible Fixed Assets

These are entered at their historic cost of purchase and adjusted by their corresponding accumulated depreciation, and begin as soon as the fixed assets become available for use or begin to produce economic benefits, as required by OIC accounting standard no. 24.
Start-up, expansion and research costs, as well as development and advertising costs applicable to multiple years have been recorded as assets with the consent of the Board of Statutory Auditors.
Moreover, based on the company Business Plan, it is certain that these costs are associated with future economic benefits.
Research and development costs pertain to a specific, clearly defined project; they are identifiable and measurable and it may be demonstrated that they are directly inherent in the process for which they were incurred.
In case the values of intangible fixed assets are persistently lower than the residual cost depreciable, they are written down. If in subsequent years the reasons for the write-down cease to exist the values are reinstated, net of the depreciation calculated.

The useful life of intangible fixed assets, on the basis of which the depreciation process is determined, is as follows:

INTANGIBLE FIXED ASSETS	Useful Life	Criterion of amortisation in the year of coming into operation
Start-up and expansion costs	5 years	Pro-rata Temporis
Research, development and advertising costs	5 years	Pro-rata Temporis
Patents and intellectual property rights	3-5 years	Pro-rata Temporis
Concessions, licences, trademarks and similar rights	5-10 years	Pro-rata Temporis
Other intangible fixed assets	5 years	100%

Tangible Fixed Assets

These are entered at their cost of purchase, including ancillary expenses and costs directly attributable to the asset, and adjusted by the relevant accumulated depreciation. The cost so recognized is written down in case of any enduring loss in value and reinstated (net only of depreciation) in the event that the reasons for the write-down cease to exist.

The depreciation charged to the Income Statement is calculated considering the forecast use, destination and economic-technical duration of the assets, on the basis of the criterion of the residual useful life and, where possible, in keeping with the provisions of Article 102 of Presidential Decree no. 917/1986 and Ministerial Decree 31/12/1988. Depreciation whose tax value is not recognised for tax purposes is adjusted in determining taxes.

The useful economic and technical lifespan of the tangible fixed assets, on the basis of which the depreciation process is determined, are as follows:

TANGIBLE FIXED ASSETS	Useful Life	Criterion of depreciation in the year of coming into operation
Buildings	30 years	50%
Rolling stock	30 years	Pro-rata Temporis
Seat covers	6 years	Pro-rata Temporis
WiFi on board	5 years	Pro-rata Temporis
Industrial equipment	10 years	50%
Sundry equipment and small items	8 years	50%
Other tangible assets	8 years	Pro-rata Temporis
Furniture and fittings	8 years	50%
Other equipment	8 years	Pro-rata Temporis
Automatic food and drink distributors	6 years	50%
Telephone equipment	5 years	50%
Specific equipment	5 years	50%
Computers	5 years	50%
Automatic ticket machines	5 years	Pro-rata Temporis

Recurrent maintenance costs are allocated in the Income Statement in the year in which they are incurred.

Financial Fixed Assets

Entered at cost of purchase, adjusted downwards in the event of lasting loss in value and reinstated if the reasons for the write-down no longer apply.
This item includes securities and investments which will remain among the company's assets as permanent investments until their natural expiration, receivables from associated companies, subsidiaries and controlling companies and other receivables other than trade receivables and operating receivables.

Leasing Operations

As already explained, as an exception to the requirements of OIC national accounting standard no. 1 requiring entry by the "Operating Lease" method, the company has entered the leasing agreement for the acquisition of rolling stock using the "Financial" method, as it is considered more suitable to ensure a correct representation of the company's equity, economic and financial situation. This criteria is in line with the International Financial Reporting Standards, which consider it to be the only applicable criterion (IAS no. 17).

Moreover, as this is a leasing agreement "being constructed", the values of the assets are shown at their present value, at the rate implicit in the leasing agreement, determined as of the start date of the lease.

The recording of the rolling stock and the corresponding financial payable occurred gradually with the delivery of each train.

To determine the train's useful lifetime, the component analysis method has been adopted in order to divide the cost of the train into components, each of which is depreciated in the Financial Statements using different methods, given its different lifetime.
The analysis was conducted having regard to:

- the useful lifetime of the asset (train) understood as the use expected by the company;
- maintenance and repair contracts;
- refurbishment plan and replacements.

From the assessment it resulted that the train can be divided into three main components, each of which has a different lifetime and which are depreciated in the Financial Statements by the means indicated previously:

- rolling stock;
- train interiors (seat covers);
- WiFi on board.

The decision to use the financial method is a direct consequence of the analysis of the nature of the leasing agreement stipulated and the asset which is the subject of the agreement, since the leasing stipulated falls under the category known as Financial Leasing, that is, agreements under which all the risks and benefits associated with ownership are substantially transferred to the grantee. In addition, apart from including an option to purchase, the contract involves capital goods which fall within NTV's core business and therefore the financial method allows a more faithful and substantial representation of the leasing agreement.

The features listed above led the company to choose a form of accounting which emphasises the prevalence of the economic substance of the agreement over its legal and contractual form.

This possibility was also assessed in compliance with the provisions of paragraph 1 of art. 2423a of the Italian Civil Code, which envisages that *"the valuation of the items must be made (...) while taking into account the economic function of the element (...)"* , thereby referring to the idea of the prevalence of substance over form. Moreover, it is the same Italian accounting principle OIC no. 11 which envisages that *"in order to produce Financial Statements that are useful for those reading them and to provide a true and correct representation of operations, it is necessary to determine the substantial aspects of each one of them and not only their formal aspects"*, thereby reiterating the importance of the prevalence of substance over form in the preparation of Financial Statements.

Inventories

Inventories are valued at the lower value of the purchase or production cost, including any directly attributable accessory costs, and the likely realisation value which can be deduced from the market trend at the date of recording.

Receivables

These are shown at their likely realisation value. The face value is adapted to the likely realisation value through a dedicated fund for doubtful receivables.

Market Securities

Entered at purchase cost or realisation value, whichever is lower, adjusted downwards in the event of impairment and restored if the reasons for the write-down cease to apply.

This item includes financial assets consisting of securities and investments which are not intended to be maintained as permanent investments, but to be traded.

Liquid assets

These are valued at their likely realisation value, which normally coincides with the nominal value, as stipulated by the reference accounting standard (OIC no. 14).

Payables

These refer to income and expenses whose accrual is advanced or delayed with respect to the cash transaction and which are shown at their nominal value which represents their settlement value.

Accruals and Deferrals

These were determined on the basis of the accrual method for the year.

Tickets sold under sales policies permitting changes to the service purchased are entered under deferred income and allocated to the Income Statement at the time the service is provided.

Provisions for risks and Charges

These are entered in the Financial Statements on the basis of best estimates, in accordance with the information available, the liabilities and the likely or certain existence of specific expenses whose amount and/or date of occurrence is uncertain.

A special fund is allocated in relation to the contractual commitment to grant discounts or prizes, the amount of which is sufficient to cover all the costs the company believes it will have to bear in order to address the customers' requests. The fund for prize-giving is assessed each year on the basis of the promotional campaigns which took place.
If the fund should exceed estimated expenses for a given year, adjustment of the fund will be entered as income from ordinary operations (in row A.5. of the Income Statement, "Other revenue and income"). If, on the other hand, costs have been underestimated, the difference when compared to the fund will be entered as an ordinary operating expense (in row B.14 of the Income Statement , "Sundry operating expenses").
Funds not used by the end of the third year subsequent to that of formation shall go towards determination of the year's income. If the prize-giving operation lasts less than three years, unused funds will contribute to determination of annual income of the year in which the operation ends.

Employee Severance Indemnity

This is the effective payable accrued towards employees in accordance with the law and the labour contracts in place, calculated on the basis of all wages and salaries paid. The Employee Severance Indemnity (known locally as TFR) reflects the individual indemnities accrued to each employee on 31 December 2013, that is the amount due by the company in case that employee terminates his or her employment on that date, net of advances paid pursuant to the law as well as the sums paid to the pension funds.

Guarantees, commitments, third-party assets and risks

The commitments and guarantees were shown in the memorandum accounts at their nominal value, as determined on the basis of the corresponding documentation.
Risks which are likely to result in a liability are described in the notes and allocated according to the congruence criteria in the risk reserves.
Risks for which a liability could possibly emerge are described in the Management Report, without allocating any risk reserves according to the reference accounting standards.
Remote risks are not taken into account.
More specifically, it is noted that a specific section of the Notes contains the information, in relation to existing hedging contracts at the year-end date, regarding their fair value valuation, calculated on the same date.

Revenue and cost recognition

Costs are recorded in accordance with the prudence principle and on an accrual basis.
Revenues are recognised on an accrual basis.
The following criteria are applied to revenue from transportation services.
Revenues from transportation services are allocated to the Income Statement when effectively collected, that is, when the ticket expires, which is normally when the service is provided.
Penalties charged to customers on the basis of commercial policies are entered when they are received.
Season tickets are allocated to the Income Statement on an accrual basis, depending on their duration.

Increases in self-constructed assets

"Increases in self-constructed assets" include capitalized costs as an increase to the value of assets recognized under the fixed assets as indicated in the "Interpretation Document 1 of accounting standard no. 12 - Classification of costs and revenues in the Income Statement" issued by the Italian Accounting Authority (OIC).

Funding

Public funding is not recognised until there is a reasonable certainty that the conditions for obtaining it will be met and that it will actually be received. Public funding obtained in relation to intangible fixed assets (staff training recorded under start-up and expansion costs in accordance with OIC accounting standard no. 24) is recognised as deferred income and recorded in the Income statement under "other revenues" on the basis of a systematic, rational method which spreads it appropriately over the useful life of the intangible asset in question.

Income tax

The taxes are set aside on an accrual basis, while taking into account the fiscal legislation applicable.
Deferred tax assets are calculated on the basis of timing differences between the book value entered in the Financial Statements and the corresponding values recognised for fiscal purposes.
Deferred tax assets are recognised provided that there is a reasonable certainty that they can be recovered in the future. In particular, those related to carry-forward tax losses are recognized to the extent that there is the reasonable certainty that they can be recovered against future taxable income.
Deferred tax assets related to the limit set for non-deductible interest expenses in the year, which can be carried forward indefinitely, are recognised to the extent that they can be reasonably expected to be recovered against eligible EBITDA portions in future fiscal years.
Deferred tax assets on non-deductible provisions are recognised to the extent that there is reasonable certainty that they will be deducted in future years.
The ability to recover the total amount of deferred tax assets has been assessed on the basis of the earnings forecast in the business plan presented by the Board of Directors on 26 November 2013.

EMPLOYMENT DATA

The company workforce on 31 December 2013 is shown in detail below:

Actual Staff	31/12/2012	31/12/2013	Variation
Directors	2	1	(1)
Executives	25	23	(2)
Managers	68	65	(3)
Office staff	792	817	25
Assistants	17	15	(2)
Apprentices	105	150	45
Interns	4	-	(4)

Trainees	14	3	(11)
Total	**1,027**	**1,074**	**47**

The national labour contracts applied are:
- "Mobility Collective Employment Agreement";
- "Tertiary Managers National Collective Labour" agreement;
- "Professional Journalists and Contributors National Collective Labour" agreement.

Pursuant to art. 2427 of the Italian Civil Code the following data is supplied on the average staff divided by category on 31 December 2013.

Average Staff divided by Category	31/12/2013
Directors	27
Managers	69
Employees	814
Independent Contractors	16
Apprentices	152
Interns	10
Trainees	10
Total	**1,098**

ASSETS

I. Intangible Fixed Assets

Total Changes in Intangible Fixed Assets

Description	Amount at 31/12/2012	Acquisitions	Reclassifications	Depreciation	Amount at 31/12/2013
Start-up and expansion costs	25,753,764	1,681,200	-	(6,284,541)	21,150,423
Research, development and advertising costs	2,258,052	-	-	(531,826)	1,726,226
Patents and intellectual property rights	13,969,406	3,797,121	423,122	(7,629,110)	10,560,539
Concessions, licences, trademarks and similar rights	413,715	6,145	43,470	(52,483)	410,847
Fixed assets under construction and advances	480,592	635,144	(466,592)	-	649,144
Others	5,838,884	1,829,659	121,717	(1,695,230)	6,095,030
Total	**48,714,413**	**7,949,269**	**121,717**	**(16,193,190)**	**40,592,209**

The item totals 40,592,209 euros, with a net variation of 8,122,204 euros compared to 31 December 2012, and includes: acquisitions of 7,949,269 euros, positive reclassifications of 121,717 euros and depreciation amounting to 16,193,190 euros.

Reclassifications have been made throughout the year under the items comprising intangible fixed assets of 466,592 euros, determined in the following way:
- an increase of 423,122 euros under the item "Industrial patents and intellectual property rights", from the "intangible fixed assets under construction and advances" for the commencement of operation of the related as-

sets (website and implementation software).
- an increase of 43,470 euros under the item "Concessions, licences, trademarks and similar rights" from the "intangible fixed assets under construction and advances" for the commencement of operation of the related assets (logos).

A further reclassification of 121,717 euros has been made as an increase to the item "Other intangible fixed assets". The amount comes from "other tangible fixed assets under construction and advances" and concerns the stations:

It should be specified that the reclassifications have been made before the assets were put into operation and before the beginning of the related depreciation process, and therefore they did not result in adjustments to the funds.

The historic cost of intangible fixed assets is shown below, with the corresponding Depreciation Fund, and details of individual items are provided on the pages that follow.

Description	Amount at 31/12/2012	Variation	Amount at 31/12/2013
Start-up and expansion costs	30,298,546	1,681,200	31,979,746
Amortisation Fund	(4,544,782)	(6,284,541)	(10,829,323)
Net book value	**25,753,764**	**(4,603,341)**	**21,150,423**
Research, development and advertising costs	2,656,532	-	2,656,532
Amortisation Fund	(398,480)	(531,826)	(930,306)
Net book value	**2,258,052**	**(531,826)**	**1,726,226**
Patents and intellectual property rights	22,903,727	4,220,244	27,123,971
Amortisation Fund	(8,934,321)	(7,629,110)	(16,563,431)
Net book value	**13,969,406**	**(3,408,866)**	**10,560,540**
Concessions, licences, trademarks and rights	479,671	49,615	529,286
Amortisation Fund	(65,956)	(52,483)	(118,439)
Net book value	**413,715**	**(2,868)**	**410,847**
Fixed assets under construction and advances	480,592	168,552	649,144
Amortisation Fund	-	-	-
Net book value	**480,592**	**168,552**	**649,144**
Others	7,152,321	1,951,375	9,103,696
Amortisation Fund	(1,313,436)	(1,695,230)	(3,008,666)
Net book value	**5,838,885**	**256,145**	**6,095,030**
TOTAL	**48,714,414**	**(8,122,204)**	**40,592,210**

Breakdown of the item "Start-up and expansion costs"

Below, details are provided of "Start-up and expansion costs", which were recorded under the assets with the consent of the Board of Auditors.

Description	Amount at 31/12/2012	Acquisitions	Reclassifications	Depreciation	Amount at 31/12/2013
Incorporation costs	5,100	-	-	(1,200)	3,900
Consulting fees	4,591,824	16,500	-	(1,082,533)	3,525,791
Funding costs	4,744,458	-	-	(1,116,343)	3,628,115
Capitalised staff costs	1,274,601	-	-	(299,906)	974,695

Staff selection and training	15,028,672	1,664,700	-	(3,758,886)	12,934,486
Other expenses	25,488	-	-	(5,997)	19,491
Corporate expenses	83,621	-	-	(19,676)	63,945
Total	**25,753,764**	**1,681,200**	**-**	**(6,284,541)**	**21,150,423**

The "start-up and expansion costs" include:

- incorporation costs of the company, the historic cost of which is unchanged compared to the previous year;
- the costs for professional fees regarding consultancy services for the definition of the dealings needed to start operations, with further investments in the year of 16,500 euros;
- costs related to funding operations (agency commissions, due diligence procedure, consulting fees, other additional costs);
- the cost of personnel used to start the business (capitalised using the indirect method up to 30 June 2008);
- selection and training costs for the locomotive crew and on-board staff, with further investments in the year amounting to 1,664,700 euros;
- other start-up costs;
- Corporate expenses linked to the company's capital increases.

Breakdown of the item "Research, development and advertising costs"

This item, appearing among the assets with the consent of the Board of Auditors, may be broken down as follows:

Description	Amount at 31/12/2012	Acquisitions	Reclassifications	Depreciation	Amount at 31/12/2013
"WiFi on board" research costs	370,477	-	-	(87,171)	283,306
Market research	1,194,929	-	-	(281,680)	913,249
Advertising costs	692,646	-	-	(162,975)	529,671
Total	**2,258,052**	**-**	**-**	**(531,826)**	**1,726,226**

The item "WiFi on board research costs" refers to the cost of the feasibility study on the project relating to "Wifi on board" project aimed at equipping all trains with new broadband communication systems.

The item "Market research" mainly includes the costs of research on the railway transport market which has been carried out in previous years.

The item "Advertising costs" covers the costs of the communication plan and the "rail travel campaign" study.

Breakdown of the item "Patents and intellectual property rights"

A breakdown of the item "Patents and intellectual property rights" is provided below:

Description	Amount at 31/12/2012	Acquisitions	Reclassifications	Depreciation	Amount at 31/12/2013
Website	288,200	57,500	30,000	(109,183)	266,517

Software Licences	2,316,829	546,242	-	(1,375,833)	1,487,238
Software implemented	11,364,377	3,193,379	393,122	(6,144,094)	8,806,784
Total	**13,969,406**	**3,797,121**	**423,122**	**(7,629,110)**	**10,560,539**

The "Website" item includes the cost incurred for the design, development, editing and restyling of the NTV website. The increase of 87,500 euros is related to development works on the site's functionality and consists of 57,500 euros from the year's investments and 30,000 euros from the reclassification of the item "Intangible fixed assets under construction and advances".

The item "Software licences" includes costs covering the acquisition of licences for the operation of the principal software utilised: SAP licences relating to the ERP application; Quintiq licences relating to the Fleet & Crew Management system; Oracle licences relating to the Customer Relationship Management (CRM) system; licences for the Data Center system; licences for the customer text messaging system; other licences for minor applications. The increase of 546,242 euros refers to the acquisition of software licences for the ERP SAP application (223,560 euros), licenses for the Data Center system (19,350 euros), Oracle licences (199,902 euros) and other licences (103,430 euros).

The item "Software implemented" includes the cost related to the implementation of software used in operations:

- ERP SAP, for general accounting;
- SAP HCM, for the personnel management system;
- PITECO, for the cash management system;
- CRM, for the Customer Relationship Management system;
- software for management of the Operation Room;
- software for Ticket Vending Machines or TVMs;
- Share Points for operation of the company intranet.

During the year the item increased by 3,193,379 euros due to investments in the year and by 393,122 euros for to the reclassifications of the "intangible fixed assets under construction" account due to the completion of the implementation projects with subsequent commencement of operation of the systems and due to developmental works on already existing systems.

Breakdown of the item "Concessions, licences, trademarks and similar rights"

The following information is provided on the breakdown of the item "concessions, licences, trademarks and similar rights":

Description	Amount at 31/12/2012	Acquisitions	Reclassifications	Depreciation	Amount at 31/12/2013
Railway Licence	87,151	-	-	(14,496)	72,655
NTV Trademarks	282,303	2,445	-	(30,723)	254,025
Other concessions, licences, trademarks and other similar rights	44,261	3,700	43,470	(7,264)	84,167
Total	**413,715**	**6,145**	**43,470**	**(52,483)**	**410,847**

The increases through the year were primarily due to the costs of registering the NTV trademarks and for other rights (logos).

Breakdown of the item "Intangible fixed assets under construction and advances"

The following table shows the breakdown of the item "intangible fixed assets under construction and advances":

Description	Amount at 31/12/2012	Acquisitions	Reclassifications	Depreciation	Amount at 31/12/2013
SAP application software	46,400	-	(46,400)	-	-
Other fixed assets under construction and advances	434,192	635,144	(420,192)	-	649,144
Total	**480,592**	**635,144**	**(466,592)**	**-**	**649,144**

The "other fixed assets under construction and advances" amount to 649,144 euros and mainly consist of developmental projects on information system that are still underway, together with other investments made during the course of the year. The decreases are a result of the start of operation of the fixed assets, and are reflected in the corresponding items of the completed fixed assets under which they were entered when they entered into operation, which are referred to for details.

Breakdown of the item "Other intangible fixed assets"

Indicated below is the breakdown of "Other intangible fixed assets":

Description	Amount at 31/12/2012	Acquisitions	Reclassifications	Depreciation	Amount at 31/12/2013
Improvements to third-party assets - Company Headquarters	504,409	5,400	-	(245,845)	263,964
Improvements to third-party assets - Stations	5,333,755	1,824,259	121,717	(1,449,145)	5,830,586
Hardware Set-up	720	-	-	(240)	480
Total	**5,838,884**	**1,829,659**	**121,717**	**(1,695,230)**	**6,095,030**

The item "improvements to third-party assets – company headquarters" includes the expenses relating to the restructuring and extraordinary maintenance to the company headquarters in Viale del Policlinico, Rome, and these rose by 5,400 euros due to the further work undertaken in the course of the year.

The item "improvements to third-party assets – stations" includes the design and production costs of "Casa.Italo", with an increase of 1,824,259 euros for other investments made throughout the year, aimed at completing the station sites, and of 121,717 for reclassifications arising from the "intangible fixed assets under construction and advances", after the commencement of operation.

Revaluations of intangible fixed assets

Pursuant to Article 10 of Law no. 72/1983, it is noted that there are no intangible fixed assets recognised in the Financial Statements that have been subject to monetary revaluation.

B) Fixed assets

II. Tangible fixed assets

Description	Amount at 31/12/2012	Acquisitions	Reclassifications	Depreciation	Amount at 31/12/2013
Land and buildings	11,685	-	-	(1,230)	10,455
Plant and machinery	557,451,960	4,011,088	74,560,008	(21,708,375)	614,314,681
Industrial and commercial equipment	5,593	29,738	-	(4,283)	31,048
Other tangible assets	17,799,723	1,805,217	2,131,472	(4,113,688)	17,622,724
Fixed assets under construction and advances	19,453,199	344,767	(19,453,199)	-	344,767
Total	**594,722,160**	**6,190,810**	**57,238,281**	**(25,827,576)**	**632,323,675**

The item totalled 632,323,675 euros, with a net variation of 37,601,515 euros compared to 31 December 2012, and includes: investments amounting to 6,190,810 euros, positive reclassifications of 57,238,281 euros and depreciation of 25,827,576 euros.

The acquisitions made during the year reflect the investments made in line with the development envisaged by the Industrial Plan.

The reclassifications of 57,238,281 euros arise only partially from the recording of fixed assets under construction against the respective completed assets, the value of which is matched in the corresponding tangible fixed asset items. They are largely the result of the reclassifications made in application of the financial method for the accounting of the leasing agreement, and which are recorded under rolling stock (for the 3 trains delivered throughout the year). The details which make up the individual items are commented on below.

Below is the historic cost of the Tangible Fixed Assets with the related Depreciation Fund and the following pages contain the details which make up the individual items.

Description	Amount at 31/12/2012	Variation	Amount at 31/12/2013
Land and buildings	12,300	-	12,300
(Amortisation fund)	(615)	(1,230)	(1,845)
Net book value	**11,685**	**(1,230)**	**10,455**
Plant and machinery	567,523,923	78,571,096	646,095,019
(Amortisation fund)	(10,071,963)	(21,708,376)	(31,780,339)
Net book value	**557,451,960**	**56,862,720**	**614,314,680**
Industrial and commercial equipment	5,950	29,737	35,687
(Amortisation fund)	(357)	(4,282)	(4,639)
Net book value	**5,593**	**25,455**	**31,048**
Other assets	19,895,069	3,936,690	23,831,759
(Amortisation fund)	(2,095,346)	(4,113,688)	(6,209,034)
Net book value	**17,799,723**	**(176,998)**	**17,622,725**
Fixed assets under construction and advances	19,453,199	(19,108,432)	344,767
(Amortisation fund)	-	-	-
Net book value	**19,453,199**	**(19,108,432)**	**344,767**
Total	**594,722,160**	**37,601,515**	**632,323,675**

Breakdown of the item “Land and buildings”

Description	Amount at 31/12/2012	Acquisitions	Reclassifications	Amortisation	Amount at 31/12/2013
Light constructions	11,685	-	-	(1,230)	10,455
Total	**11,685**	**-**	**-**	**(1,230)**	**10,455**

The final balance represents the net book value of two buildings located at the Nola maintenance plant, used by the supplier who cleans the trains for their works on the rolling stock.

Breakdown of the item “Plant and machinery”

Description	Amount at 31/12/2012	Acquisitions	Reclassifications	Amortisation	Amount at 31/12/2013
Telephone equipment	45,033	48,000	-	(34,041)	58,992
Other specific equipment	261,500	366,100	-	(135,670)	491,930
Other equipment	1,010,033	617,395	-	(352,193)	1,275,235
Rolling stock in Leasing	556,135,394	2,979,593	74,560,008	(21,186,471)	612,488,524
Total	**557,451,960**	**4,011,088**	**74,560,008**	**(21,708,375)**	**614,314,681**

The item “Plant and machinery”, with an overall increase of 78,571,096 euros (acquisitions and reclassifications) and amortisation amounting to 21,708,375 euros, includes the following assets:

- telephone equipment and LAN networks for a net book value of 58,992 euros, increases of 48,000 euros and Amortisation of 34,041 euros;
- specific equipment: train driving simulator and machinery needed for handling and maintenance work on trains amounting to a net book value of 491,930 euros, increases of 366,100 euros relating entirely to the driving simulator, and Amortisation of 135,670 euros;
- general plants: plant for the safety infrastructure, the access control system and the registration of staff attendance amounting to a net book value of 1,275,235 euros, increases of 617,395 euros (mainly for safety infrastructure) and Amortisation of 352,193 euros;
- the rolling stock acquired under the financial leasing agreement: 25 trains with a net book value of 612,488,524 euros, increases of 77,539,601 euros (acquisitions and reclassifications) and Amortisation of 21,186,471 euros. The increases include 57,360,000 euros (classified as reclassifications) for the entry of the value financed by the last 3 trains delivered in 2013. The amount is offset in the payables towards other financial lenders, in accordance with the financial method. Rolling stock was entered at purchase price, also calculating the additional expenses and financial expenses pertaining to financing which is directly attributable to leasing.

Breakdown of the item “Industrial and commercial equipment”

Description	Amount at 31/12/2012	Acquisitions	Reclassifications	Amortisation	Amount at 31/12/2013
Sundry equipment and small items	5,593	29,738	-	(4,283)	31,048
Total	**5,593**	**29,738**	**-**	**(4,283)**	**31,048**

The item includes the value of the sundry equipment and small items used for maintenence on trains and other activities on board the train.

Breakdown of the item "Other assets"

Description	Amount at 31/12/2012	Acquisitions	Reclassifications	Amortisation	Amount at 31/12/2013
Computers	678,669	134,894	-	(123,120)	690,443
Other tangible assets	4,545	10,957	-	(1,572)	13,930
Furniture and fittings	2,782,028	306,876	-	(422,798)	2,666,106
Food Vending Machine	779,550	-	-	(173,233)	606,317
Ticket Vending Machine	2,809,669	498,838	560,648	(692,982)	3,176,173
WiFi on board	8,635,945	720,417	1,274,904	(2,255,609)	8,375,657
Upholstery of seats	2,109,317	133,235	295,920	(444,374)	2,094,098
Total	**17,799,723**	**1,805,217**	**2,131,472**	**(4,113,688)**	**17,622,724**

The item, with an overall increase of 3,936,689 euros (including acquisitions and reclassifications) and Amortisation of 4,113,688 euros, includes:

- computers and station monitors (with a net book value of 690,443 euros); the year's increase is attributed to the acquisition of other station monitors;
- other tangible assets and low value assets (net book value of 13,930 euros);
- furniture and fittings for the company's headquarters, local offices and stations (net book value of 2,666,106 euros);
- snack and beverage vending machines (net book value of 606,317 euros);
- ticket vending machines (net book value of 3,176,173 euros);
- WiFi on board (net book value of 8,375,657 euros);
- upholstery for seats on trains (net book value of 2,094,098 euros).

The acquisitions reflect the investments made in the year and the positive credit transfer arises from reclassifications of the item "fixed assets under construction and advances" following the coming into operation of the assets.

Breakdown of the item "Fixed assets under construction and advances"

Description	Amount at 31/12/2012	Acquisitions	Reclassifications	Amortisation	Amount at 31/12/2013
Other tangible fixed assets under construction	121,717	279,372	(121,717)	-	279,372
Advance payments	560,649	65,395	(560,649)	-	65,395
Advances for Rolling stock in the leasing agreement	17,200,008	-	(17,200,008)	-	-
Advances WiFi on board	1,274,904	-	(1,274,904)	-	-
Advances Seat Upholstery	295,921	-	(295,921)	-	-
Total	**19,453,199**	**344,767**	**(19,453,199)**	**-**	**344,767**

Acquisitions in the period concern automatic ticket vending machines (TVM) and investments in the stations.

The reclassifications are the result of registering the final assets, which are referred to for detail.

Revaluation of Tangible Fixed Assets

Pursuant to Article 10 of Law no. 72/1983 and Article 11 of Law no. 342/2001, it is noted that for none of the tangible fixed assets recorded on the company's Financial Statements on 31 December 2013 have revaluations and exceptions to the statutory accounting principles been made.

III. Financial Fixed Assets

Description	Amount at 31/12/2012	Variation	Amount at 31/12/2013
Receivables	66,887	-	66,887
Total	**66,887**	**-**	**66,887**

The item includes receivables other than trade and operating receivables. The amount appearing under this item represents the amount of a restricted term deposit at BNL bank falling due on 14 May 2018.

C) Current assets

I. Inventories

Total changes in Inventories

Description	Amount at 31/12/2012	Variation	Amount at 31/12/2013
Raw and subsidiary materials and consumables	1,885,707	431,305	2,317,012
Finished products and goods	447,193	(1,733)	445,460
Total	**2,332,900**	**429,572**	**2,762,472**

The stock of raw and subsidiary materials and consumables is supplemented with reserve supplies needed for work on rolling stock following acts of vandalism. The value represents the stock recorded on 31 December 2013.

The stock of finished products and goods includes the stocks of products purchased to supply the on-board refreshment service, at the supplier's stock as recorded on 31 December 2013.

II. Receivables

Total changes in Receivables

Description	Amount at 31/12/2012	Variation	Amount at 31/12/2013
Due from customers	2,727,787	2,027,812	4,755,599
Tax credits	38,225,742	8,856,053	47,081,795
Deferred tax assets	57,956,043	28,222,381	86,178,424
Due from others	76,436,308	(39,603,388)	36,832,920
Total	**175,345,880**	**(497,142)**	**174,848,738**

The balance of receivables is subdivided as follows according to expiry:

Description	Due within 12 months	Due beyond 12 months	Due beyond 5 years	Total
Due from customers	4,755,599	-	-	4,755,599
Due from subsidiaries	-	-	-	-
Due from associated companies	-	-	-	-
Due from controlling companies	-	-	-	-
Tax credits	16,087,868	30,993,927	-	47,081,795
Deferred tax assets	-	23,650,030	62,528,394	86,178,424
Due from others	25,730,286	1,205,446	9,897,188	36,832,920
Total	**46,573,753**	**55,849,403**	**72,425,582**	**174,848,738**

"Receivables due from customers" totalling 4,755,599 euros include both trade receivables documented by issued invoices and receivables for invoices to be issued. They are claimed from travel agencies for the sale of tickets, from customers for additional activities (mainly relating to fees for royalties and from suppliers for penalties regarding supply contracts).

On 31 December 2013 it was not considered suitable to allocate a reserve for doubtful receivables, since it was deemed that they could be obtained within the following year.

The "tax credits" consist of:

- 46,507,706 euros for receivables due from the tax authorities for VAT;
- 574,089 euros in corporate income tax (IRES) receivable for withholdings on interest payable to banks.

"Deferred tax assets" entered at 86,178,424 euros include:

- the fiscal gain that will be achieved in future years as a result of the opportunity to use tax losses in the calculation of corporate income tax (IRES);
- the fiscal gain that will be achieved in future years as a result of the opportunity to carry forward the share of non-deductible interest costs in the calculation of corporate income tax (IRES);
- timing differences generated by provisions set aside that were not deducted with no impacts on IRES and IRAP (regional production tax);
- timing differences generated by the non-alignment between the Amortisation fund applied for statutory purposes and the Amortisation fund recognised for tax purposes, which are valid for the purposes of corporate income tax (IRES) and regional production tax (IRAP);
- the fiscal gain associated with the ACE (Aid to Economic Growth) mechanism, due to the capital increases arising from shareholder contributions ;
- other timing differences, valid for IRES and IRAP purposes.

In the period examined deferred tax assets have undergone a net variation of 28,222,381 euros, as follows:

- an increase of 28,491,770 euros for taxes accrued during the year;
- an increase of 245 euros for the adjustment of deferred tax assets related to previous years (for the increase in the IRAP reference rate);
- a decrease of 260.956 euros for the use and termination of deferred tax assets related to previous years (related to the deferred taxes linked to prize-giving),
- an alignment of 8,678 euros following the adjustments made on presentation of the tax return in 2013 relating to 2012.

The table below shows changes in deferred tax assets, broken down by type.

Corporate income tax (IRES)	Amount at 31/12/2012	Variations	Adjustments	Amount at 31/12/2013
Fiscal losses carried forward	40,822,715	17,008,626	-	57,831,341
Non-deductible interest expenses carried forward	16,852,468	10,670,062	-	27,522,530
Other timing differences	238,904	539,917	(8,678)	770,143
Total	**57,914,087**	**28,218,605**	**(8,678)**	**86,124,014**

Regional production tax (IRAP)	Amount at 31/12/2012	Variations	Adjustments	Amount at 31/12/2013
Other timing differences	41,956	12,454	-	54,410
Total	**41,956**	**12,454**	**-**	**54,410**
Total deferred tax assets	**57,956,043**	**28,231,059**	**(8,678)**	**86,178,424**

The amount "due from others" of 36,832,920, euros include:

- advances to RFI for tolls amounting to 21,887,368 euros;
- advances to Alstom Ferroviaria SpA for the train maintenance contract and purchase of materials due to acts of vandalism, amounting to 11,457,381 euros;
- expected cash flows from the transportation service for operations regulated with e-money, amounting to 1,976,980 euros (which had not yet been credited by the payment networks at the end of the financial year);
- 1,198,957 euros for other receivables, largely with regard to receivables from employees for advance payments and in transfer account and receivables due from Inps and Inail;
- guarantee deposits amounting to 312,234 euros.

The year's reduction was mainly due to the cash flows of the last instalment, amounting to 35,000,000 euros, paid by Alstrom for the cessation of the shareholding in Manutenzione & Servizi Ferroviari Srl, which took place in the previous year.

The receivables indicated above are due from parties residing in Italy and abroad, as shown below.

Description	Due within 12 months	Due beyond 12 months	Due beyond 5 years	Total
Belgium	839	-	-	839
France	86,531	-	-	86,531
Germany	234	-	-	234
Italy	46,215,675	55,849,403	72,425,582	174,490,660
United Kingdom	261,342	-	-	261,342
Spain	4,823	-	-	4,823
Switzerland	4,309	-	-	4,309
Total	**46,573,753**	**55,849,403**	**72,425,582**	**174,848,738**

IV. Liquid assets

Total changes in Liquid Assets

Description	Amount at 31/12/2012	Variation	Amount at 31/12/2013
Bank and post office deposits	50,184,814	727,748	50,912,562
Cash and valuables on hand	559,058	163,253	722,311
Total	**50,743,872**	**891,001**	**51,634,873**

The bank balance represents liquid assets in the company's bank account. The change essentially reflects the liquidity generated from operations put in place by the company within the period.
For further information on changes in liquid assets, reference should be made to the Financial Summary included at the end of the Notes.

The cash balance represents the cash on hand at 31 December 2013 for the amounts held by on-board personnel and the amounts in the ticket vending machine, and local amounts.

D) Accruals and Deferrals

Total changes in Accruals and Deferrals

Description	Amount at 31/12/2012	Variation	Amount at 31/12/2013
Sundry	2,448,414	498,719	2,947,133
Total	**2,448,414**	**498,719**	**2,947,133**

This item measures income and costs pertaining to a time period earlier or later than the date of the cash transaction and/or documents; they are independent of the date of payment or collection of the corresponding income or expenses, common to two or more years and divisible on the basis of time.

Details of this item are as follows:

Description	Amount at 31/12/2013
Prepaid expenses	2,947,133
Total	**2,947,133**

The item "prepaid expenses" mainly includes the cost of commissions on guarantees, insurance policies and lease payments to be expensed out in subsequent time periods.

The item "prepaid expenses" does not include any prepaid expenses with a term of more than 5 years.

LIABILITIES

A) Equity

Total changes in Equity

Description	Amount at 31/12/2012	Increases	Decreases	Amount at 31/12/2013
Share capital	148,953,918	-	-	148,953,918

Share premium reserve	114,646,082	-	-	114,646,082
Other reserves	-	78,001,120	-	78,001,120
Retained profit (loss)	(78,935,889)	-	(77,136,171)	(156,072,060)
Annual profit (loss)	(77,136,171)	77,136,171	(77,619,500)	(77,619,500)
Total	107,527,940	155,137,291	(154,755,671)	107,909,560
Altre riserve	-	78.001.120	-	78.001.120
Utili (perdite) portati a nuovo	(78.935.889)	-	(77.136.171)	(156.072.060)
Utile (perdite) d'esercizio	(77.136.171)	77.136.171	(77.619.500)	(77.619.500)
Totale	**107.527.940**	**155.137.291**	**(154.755.671)**	**107.909.560**

The Share Capital on 31 December 2013 totalled 148,953,918 euros and consisted of 148,953,918 in ordinary shares with a nominal value of 1 euro each.
The item "Share premium reserve" amounted to €114,646,082, reflecting the premium paid by the shareholders after the founder Shareholders to acquire newly issued shares.
The item "other reserves" includes payments made by shareholders in 2013 under *Original Contingent Equity* (50,000,000 euros) and Additional Contingent Equity (35,000,000 euros). On 31/12/2013, payments were made totalling 78,001,120 euros.

The Equity items are divided by their origin, the possibility of use, the possibility of distribution and their effective use over the previous three years (Article 2427, paragraph 1, no. 7a of the Italian Civil Code):

Nature / Description	Amount	Possibility of use (*)	Available share	Actual use in the 3 previous years for loss compensation	Actual use in the 3 previous years for other reasons
Share capital	148,953,918	B	148,953,918	-	-
Share premium reserve (**)	114,646,082	A, B, C	114,646,082	-	-
Other reserves	78,001,120	A, B, C	78,001,120	-	-
Retained profit (loss)	(156,072,060)	-	-	-	-
Total	**185,529,060**	-	-	-	-
Non-distributable amount	185,529,060	-	-	-	-
Remaining distributable amount	-	-	-	-	-

Details

(*) Possibility of use
A: for share capital increase
B: to cover losses
C: for distribution to shareholders

(**) The share premium reserve may be distributed only if the legal reserve reaches one fifth of share capital

It is noted that the financial reports for the first quarter of 2014 show a loss of time needed to bring out the cases referred to in Article 2446 of the Civil Code.

B) Provisions for risks and expenses

Total changes in Provisions for Risks and Charges

Description	Amount at 31/12/2012	Increases	Decreases	Amount at 31/12/2013
Others	1,261,281	1,052,725	(894,240)	1,419,766
Total Provisions for risks and expenses	**1,261,281**	**1,052,725**	**(894,240)**	**1,419,766**

Provisions reflect the best estimate possible on the basis of the commitments entered into and available information.
These amounts represent by other funds set up in view of charges payable as a result of events that are likely to occur, and specifically:

- 139,368 euros from the provision for probable losses on credit card transactions carried out in 2013;
- 818,190 euros from provisions for the cost of prize-winning operations;
- 462,208 euros for other charges accrued in relation to: potential outcomes of legal proceedings currently underway; damage suffered by uninsured rolling stock, provisions for the year 2008, based on presumed charges to be paid for INPS penalties and interest for late payments.

No funds were set aside in relation to risks considered unlikely and/or merely possible.

C) Employee severance indemnities

Total changes in Employee Severance Indemnities

Description	Amount at 31/12/2012	Variation	Amount at 31/12/2013
Employee severance indemnities	2,323,336	1,750,792	4,074,128
	2,323,336	**1,750,792**	**4,074,128**

The fund set aside represents the company's effective payable on 31 December 2013 due to employees at that date, net of any advances paid.
Provisions and uses during the year are shown below.

Changes	Value
Initial amount	2,323,336
Provisions	2,363,157
Uses	(612,365)
Final Balance	**4,074,128**

D) Payables

Total changes in Payables

Description	Amount at 31/12/2012	Variation	Amount at 31/12/2013
Bank debts	220,369,164	(16,136,367)	204,232,797
Payables to other financial lenders	422,800,514	39,255,273	462,055,787
Advances payments	89,668	39,723	129,391
Payables to suppliers	103,760,464	2,823,525	106,583,989
Taxes payable	831,909	101,486	933,395
Payables to social security institutions	2,963,676	(14,473)	2,949,203
Other payables	3,730,456	912,212	4,642,668
Total	**754,545,851**	**26,981,379**	**781,527,230**

Payables are entered at their nominal value, and their ageing is as follows:

Description	Due within 12 months	Due over 12 months	Due over 5 years	Total
Bank debts	895,895	109,686,902	93,650,000	204,232,797
Payables to other financial lenders	13,690,729	173,797,892	274,567,166	462,055,787
Advance payments	129,391	-	-	129,391
Payables to suppliers	106,583,989	-	-	106,583,989
Taxes payable	933,395	-	-	933,395
Payables to social security institutions	2,949,203	-	-	2,949,203
Other payables	4,642,668	-	-	4,642,668
Total	**129,825,270**	**283,484,794**	**368,217,166**	**781,527,230**

"Bank debts" includes the amounts relating to the lines of credit and the accruals of interest expenses and fees accrued and not yet paid at the year-end date.
During the period under examination, a total of 16,253,543 euros was refunded and additional loans were not taken out.

"Payables to other financial lenders" includes, in application of the financial method used to record the financial leasing operation, the payable due to the leasing company for the acquisition of trains and the payable, again due to the leasing company for the financial expenses accrued at the year's end (1,022,593 euros) but not yet paid. The variation of 39,255,273 is mainly due to two opposite effects: on the one hand, the increase of the payable due to the delivery of the last 3 rolling stocks, with subsequent entry of the corresponding financial value (57,360,000 euros), and on the other hand the decrease due to the payment of fees in the course of the year (16,966,806 euros in capital amounts recorded according to the financial method).

As explained extensively in the Management Report, the negotiation of a restructuring agreement for the debt contracted is underway with financial banks. In the meantime, the Company required to the financial institutions a moratorium relating to the temporary suspension (from 9 April to 31 December 2014) of all the payments related to the loan and leasing agreement (principle amount and interests). Since February 2014, the sending of the KPI, the ratio of the covenants and the additional disclosures required by the loan agreement, was suspended in tacit agreement with the banks.

The breakdown of "bank debts" and "payables to other financial lenders" reflects the effects of such an agreement and therefore the part of debt for which the payments has been suspended for the year 2014 has been reclassified into payables "due over one year".

The item "advance payments", of 129,391 euros, includes the advance payments from transport service customers for products for which there is advance payment.

The item "payables to suppliers" is shown net of trade discounts. The nominal value of these payables has been adjusted for any returns and allowances (adjustments to invoices) agreed with counterparties.

The item "taxes payable" includes only liabilities for certain and determined taxes. This item includes only the payables recorded for withholding taxes applied in December.

The item "payables to social security institutions" amounts to 2,949,203 euros, and the change from the previous year is in line with the reduction in the workforce that took place .

"Other payables", totalling 4,642,668 euros, mainly includes the payables due to personnel for amounts accrued in regard to performance bonuses and holidays and unused leave (4,023,924 euros), and residually, payables due to the transport service customers and other minor payables.

Bank debts are backed by a series of guarantees established pursuant to the following guarantee documents.

- "Creation of Share Pledge" – contract under which a pledge has been granted on 100% of the company's shares.
- "Pledge of Claims and Projects Accounts" signed on 24 June 2008, "Second Pledge of Claims" signed on 25 June 2009 and "Second Pledge of Claims and Project Accounts" established following the waiver request of 12 June 2012 – contracts pursuant to which: i) the company's current and future receivables have been granted as a guarantee to the lending banks and ii) the pledge of the balances on the bank accounts in NTV's name is periodically renewed in accordance with the timeframe set out in the contract.
- "Framework Agreement for the Pledging of VAT Credit", signed on 19 December 2008 (which novates the contract entitled "Framework Agreement for the Transfer of VAT Credit" signed on 25 June 2008) - under this contract, the company agreed to pledge the VAT credit, as it exists on a case by case basis, to the secured creditors.
- "Guaranteed Transfer of Credits to Rete Ferroviaria Italiana SpA"- contract under which NTV agrees to transfer to the lending banks any existing and future credits which may arise from the Framework Agreement and individual agreements stipulated to implement it.
- "Novation Agreement relating to the Alstom Direct Agreement" – contract pursuant to which the agent bank has a right to take over contracts relating to the supply of the trains signed with Alstom Ferroviaria SpA should the company not be able to maintain the contractual commitments envisaged by the aforementioned agreement with Alstom Ferroviaria SpA or should it default on the financing or leasing agreements signed.

These payables may be broken down geographically between parties residing in Italy and abroad as shown below:

Description	Due within 12 months	Due beyond 12 months	Due beyond 5 years	Total
Belgium	689	-	-	689
Czech Republic	50	-	-	50
France	236,437	-	-	236,437
Germany	735,899	-	-	735,899
Japan	3,152	-	-	3,152
Great Britain	571,962	-	-	571,962
Hong Kong	35,945	-	-	35,945
Ireland	20	-	-	20
Italy	127,924,005	283,484,794	368,217,166	779,625,965
The Netherlands	215,543	-	-	215,543
Republic of San Marino	165	-	-	165
Singapore	3,813	-	-	3,813
Spain	-331	-	-	(331)
United States	84,408	-	-	84,408
Switzerland	13,513	-	-	13,513
Total	**129,825,270**	**283,484,794**	**368,217,166**	**781,527,230**

E) Accruals and deferrals

Total changes in Accruals and Deferrals

Description	Amount at 31/12/2012	Variation	Amount at 31/12/2013
Sundry	8,716,118	1,529,185	10,245,303
Total	**8,716,118**	**1,529,185**	**10,245,303**

Deferrals and accruals estimate the profits and charges whose payment can either be made in advance or delayed in relation to the cash transaction and/or documentary evidence; they also do not consider the date of payment or collection of related income and expense which are common to two or more hears and may be broken down by time.

Details of this item are as follows:

Description	Amount at 31/12/2013
Accrued expenses	1.297.206
Deferred income	8.948.097
Total	**10.245.303**

The item "accrued expenses" includes the costs for the employees' fourteenth month bonuses, accrued on 31 December and the date of whose cash transaction is later than the period in which it accrues.

The item "deferred income" mainly includes the value of the transport services to be supplied for tickets sold at the year-end date (8,152,202 euros). For the remainder, it includes the contributions of the European Social Fund – accrued on 31 December and which are recorded as a positive element on the Income Statement when the project for which these contributions were received starts to depreciate - and others minor deferred income.

No accruals or referrals whit a duration of more than 5 years have been entered.

MEMORANDUM ACCOUNTS

Total changes in Memorandum Accounts

Description	Amount at 31/12/2012	Variation	Amount at 31/12/2013
Commitments	239,791,278	(68,227,671)	171,563,607
Risks	43,901,924	(14,797,176)	29,104,748
Total	**283,693,202**	**(83,024,847)**	**200,668,355**

Memorandum accounts are entered at face value and may be broken down as shown below.

Commitments

The value of 171,563,607 entered in the Financial Statements is the payable for the remaining payments to the leasing company Mediocredito Italiano SpA for the financial leasing acquisition of rolling stock fleet. The off-balance sheet amount is recorded in the memorandum accounts, and is equal to the value for the financial expenses component.

Risks

The negative value of 29,104,748 euros is the fair value of the hedging instruments. Information is provided on the fair value of these financial instruments in accordance with Article 2427a of the Italian Civil Code.

Counterparty	Type	Category	Due date	Fair Value
Banca Popolare (former Banca Popolare di Lodi)	Zero Cost Collar	Collar	31/12/2016	(1,979,123)
Banca Popolare di Lodi	Zero Cost Collar	Collar	31/12/2016	(1,979,123)
Banca Monte dei Paschi di Siena	Zero Cost Collar	Collar	31/12/2016	(7,509,025)
Banca Intesa Sanpaolo	Zero Cost Collar	Collar	31/12/2016	(17,637,477)
Total				**(29,104,748)**

Sureties and guarantees provided by third parties in our interest

As required by OIC standard no. 22, the value of guarantees issued by third parties for the company's payables has not been entered at the foot of the balance sheet, but it is shown here as the information is useful for assessment of the company's financial and cash conditions.

Assicurazioni Generali SpA sureties

Beneficiary	Brief description of the underlying obligation	Due date	Nominal commitment in Euros
Revenue Office (Agenzia delle Entrate)	VAT Refund for 3rd quarter 2010	10/07/2015	2,633,598,62
Revenue Office (Agenzia delle Entrate)	VAT Refund for 2nd quarter 2010	10/07/2015	1,758,698,93
Revenue Office (Agenzia delle Entrate)	VAT refund for the year 2009	06/11/2014	8,075,599,58
Revenue Office (Agenzia delle Entrate)	VAT refund for the year 2010	10/12/2015	14,791,127,96
Revenue Office (Agenzia delle Entrate)	VAT refund for the year 2011	20/12/2016	8,542,903,54
BNL (*)	AQ Access to high-speed/high-capacity infrastructure	14/07/2014	5,000,000,00
Total Assicurazioni Generali SpA sureties			**40,801,928,63**

BNL - BNP Paribas Group sureties

Beneficiary	Brief description of the underlying obligation	Due date	Nominal commitment in Euros
Grandi Stazioni S.p.A.	Casa Italo - Bologna Centrale	14/05/2018	66,887,17
Centostazioni S.p.A.	Rental of Track 1 in Milan	18/05/2021	36,336,00
Grandi Stazioni S.p.A.	Casa Italo - Bologna Centrale - addition	14/05/2018	5,445,93
Grandi Stazioni S.p.A.	Casa Italo - Venice S, Lucia	28/02/2018	43,663,94
Grandi Stazioni S.p.A.	Casa Italo - Bologna Centrale - addition	14/05/2018	1,815,21
RFI SpA (*)	AQ Access to high-speed/high-capacity infrastructure	14/07/2014	2,500,000,00
Total BNL Paribas Group sureties			**2,654,148,25**

Intesa Sanpaolo SpA sureties

Beneficiary	Brief description of the underlying obligation	Due date	Nominal commitment in Euros
RFI SpA	AQ Access to high-speed/high-capacity infrastructure	12/12/2020	9,699,200,00
BNL (*)	AQ Access to high-speed/high-capacity infrastructure	14/07/2014	2,800,800,00
Centostazioni S.p.A.	Casa Italo - Padua	26/11/2019	18,306,00
Centostazioni S.p.A.	Casa Italo - Salerno	09/07/2020	22,506,00
Centostazioni S.p.A.	Casa Italo - Milan Rogoredo	15/06/2020	12,166,00
Centostazioni S.p.A.	Casa Italo - Milan Porta Garibaldi	15/06/2020	458,607,00
Grandi Stazioni S.p.A.	Casa Italo - Naples Centrale	20/11/2017	51,216,31
Grandi Stazioni S.p.A.	Casa Italo - Florence SM Novella station	20/06/2017	86,697,49
Centostazioni S.p.A.	TVM space – Rome Ostiense	29/05/2018	6,545,65
Centostazioni S.p.A.	TVM space – Milan Rogoredo	15/05/2018	6,545,65
Centostazioni S.p.A.	TVM space – Milan Porta Garibaldi	22/05/2018	32,728,24
Grandi Stazioni S.p.A.	Addition to TVM space - Naples Centrale	20/11/2017	10,466,89
Grandi Stazioni S.p.A.	Casa Italo – Florence SM Novella station - addition	20/06/2017	10,891,85
GEAL Srl	Rental agreement for Rome Ostiense station	24/07/2014	540,000,00
Ministry of Economic Development	Prize-giving operation "Natale in casa Italo"	06/02/2014	43,520,00
Grandi Stazioni S.p.A.	Rental of the area in Venezia Mestre station	27/05/2015	26,137,84
Centostazioni S.p.A.	TVM spaces, Padua	19/06/2019	6,755,10
Ministry of Economic Development	Prize-giving operation "Italo Più Speciale"	24/04/2014	140,250,00
Ministry of Economic Development	Prize-giving operation "Un anno con Italo"	14/07/2014	19,216,00
Ministry of Economic Development	Prize-giving operation ITALO PIU' SPECIALE ESTATE	31/08/2014	108,800,00
Centostazioni S.p.A.	Rental of TVM space in Salerno	24/04/2019	6,755,10
Ministry of Economic Development	Prize-giving operation "piu' Amici piu' Vantaggi"	30/06/2015	5,600,00
Centostazioni S.p.A.	Rental of TVM in Salerno	10/02/2023	19,000,00
Ministry of Economic Development	Prize-giving operation "Italo Più Natale"	31/01/2015	54,000,00
Panam	Rental of the Viale del Policlinico site	25/10/2014	237,500,00
	Total Intesa Sanpaolo SpA sureties		**14,424,211,12**

(*) Bank guarantee issued in favour of RFI for requirements relating to the AQ Access to high-speed/high-capacity infrastructure, of a total value of 10,300,800 euros, guaranteed directly by BNL for 2,500,000 euros and counter-guaranteed by Assicurazioni Generali SpA and Intesa Sanpaolo SpA for 5,000,000 euros and 2,800,800 euros respectively.

Endorsement credit line for Leasing & Guarantee Facility

Endorsement credit line "Leasing and Guarantee Facilities Agreement" currently provided by Banca IMI SpA: This is an unsecured line of credit intended to guarantee, on behalf of the company, its commitments towards Mediocredito Italiano SpA according to the leasing agreement for the supply of 25 AGV trains manufactured by Alstom Ferroviaria SpA.

The total amount provided to NTV for this type of guarantee is 478,000,000 euros. At 31 December 2013 the amount effectively guaranteed is 445,763,726 euros.

INCOME STATEMENT

A) Value of production

The items contributing to the value of production are listed below:

Description	Amount at 31/12/2012	Variations	Amount at 31/12/2013
Revenues from sales and services	81,904,462	157,569,022	239,473,484
Increases in self-constructed assets	6,901,277	(5,236,577)	1,664,700
Other revenues and income	14,094,897	(5,622,115)	8,472,782
Total	**102,900,636**	**146,710,330**	**249,610,966**

"Revenues from sales and services" includes revenues amounting to 239,220,565 euros from travellers arising from the transport service (including additional services, such as the on-board refreshment service). On a residual basis revenues from support with certification of the AGV trains, carried out for Alstom Ferroviaria SpA are recorded.

The item "increases in self-constructed fixed assets" refers solely to the cost of staff being trained, which is capitalised using the indirect method and therefore by charging the Income Statement for both costs and revenues.

Among "Other revenues and income" are recorded others revenues different from the previous. They mainly include the following income:

- 3,112,968 euros regarding penalties applied to supply contracts;
- 3,021,066 euros on ordinary windfall gains;
- 299,207, capital grants (European Social Fund, ESF) and operating grants ("Spiderplus" project);
- for the remaining amount, other income (income from the sale of advertising spaces, income from royalties, income from the chargeback of costs, penalties charged to costumers).

Capital contributions obtained for training locomotive crews, station staff and on-board staff are entered in the Income Statement throughout the useful lifetime of the intangible asset to which they refer.

B) Production costs

The items which make up the production costs are shown below:

Description	Amount at 31/12/2012	Variations	Amount at 31/12/2013
Raw and subsidiary materials, consumables and goods	5,789,525	(1,059,142)	4,730,383
Services	115,643,006	100,792,439	216,435,445
Lease expense	9,031,416	965,368	9,996,784
Salaries and Wages	41,145,658	9,579,495	50,725,153
Amortisation, depreciation and write-downs	25,032,121	16,988,645	42,020,766
Changes in inventories of raw and subsidiary materials, consumables and goods	(2,332,900)	1,903,328	(429,572)
Provision for risks	-	90,000	90,000
Other provisions	952,126	10,599	962,725
Sundry operating expenses	44,879,227	(42,265,674)	2,613,553
Total	**240,140,179**	**87,005,058**	**327,145,237**

Cost of raw and subsidiary materials, consumables and goods

The most significant cost items are those for products purchased to supply the on-board refreshment service (3,025,466 euros), material for acts of vandalism and technical equipment (774,389 euros), printed and advertising material (379,351 euros) and uniforms for the staff (314,958 euros).

Service costs

The main items contributing to "service costs" are represented below.

- 112,323,757 euros for the cost of rail tolls paid to the infrastructure operator;
- 16,941,431 euros for maintenance;
- 14,944,785 euros for bank fees and commissions;
- 8,741,036 euros for technical consulting;
- 8,411,571 euros for commissions on sales;
- 8.173.710 euros for cleaning costs (premises and trains);
- 8,170,951 euros for transport of third-parties (mainly for logistical services for customer care and catering);
- company events, advertising billboards and flyers amounting to 7,991,425 euros;
- 6,384,553 euros for consumption;
- 6,204,079 euros for third-party services
- 5,162,557 euros for insurance;
- 3,336,292 euros for personnel travel expenses;
- 3,037,496 euros for safety and surveillance expenses;
- 2,426,347 euros for fees for directors and control bodies.

Lease expenses

The item "lease expenses", equal to 9,996,784 euros, mainly consists of intangible lease fees of 4,372,229 euros (of which 3,236,654 euros was for station areas and production facilities), IT rental fees of 4,078,743 euros and fees for renting rolling stock (locomotives for technical operations) amounting to 1,354,380 euros.

Personnel costs

This item includes all employee costs, including any merit raises, promotions, cost-of-living adjustments, unused holidays and provisions in accordance with the law and collective labour agreements.

Amortisation of intangible fixed assets and depreciation of tangible fixed assets

As regards amortisation/depreciation, it is specified that this has been calculated on the basis of the useful life of the asset and its use in the production stage and, in any case, in line with the rule set by art. 102 of Presidential Decree 917/1986, as illustrated above.

Changes in inventories of raw and subsidiary materials, consumables and goods

This item includes changes in stocks of materials due to acts of vandalism and goods for resale for the restaurant service.

Other provisions

This item may be broken down as shown below.

- Risk provisions: a provision of 90,000 euros has been allocated for risks connected to the interruption of work relations.

- Other provisions: provisions for prize-giving operations amounting to 785,638 euros; provisions for potential losses on transactions with e-money confirmed on the closing date, amounting to 139,368 euros, risk provisions inherent in the potential outcome of legal proceedings amounting to 37,719 euros.

Sundry operating expenses

Sundry operating expenses include costs not specified elsewhere. In particular, the following are entered under this item:

- the losses confirmed on transactions with e-money (1,016,704 euros);
- the penalties resulting from the access agreement of the railway infrastructure (247,532 euros);
- donations (123,225 euros);
- Non-deductible VAT relating to income transactions (588,935 euros), since that relating to purchase transactions is recorded as an increase to the cost of purchase, as indicated by the key accounting standards.

C) Financial income and charges

Financial income and charges are detailed as follows:

Description	Amount at 31/12/2012	Variations	Amount at 31/12/2013
From investments	19,515,000	(19,515,000)	-
Income other than the above	1,083,053	521,386	1,604,439
(Interest and other financial expenses)	(21,213,148)	(8,400,540)	(29,613,688)
Gains (losses on foreign exchange)	(4,933)	3,440	(1,493)
Total	**(620,028)**	**(27,390,714)**	**(28,010,742)**

The difference when compared to the previous year is explained by an extraordinary event which took place in 2012.

Income other than the above

Description	Controlling companies	Subsidiaries	Associated companies	Others	Total
Interest on bank and postal accounts	-	-	-	1,197,425	1,197,425
Other earned interest	-	-	-	407,014	407,014
Total	**-**	**-**	**-**	**1,604,439**	**1,604,439**

"Other earned interest" includes interest receivable on VAT for which refunds have been requested.

Interest and other financial expenses

Description	Controlling companies	Subsidiaries	Associated companies	Others	Total
Interest on loans	-	-	-	6,926,804	6,926,804
Interest on leasing	-	-	-	8,170,707	8,170,707
Other interest expenses	-	-	-	14,516,177	14,516,177
Total	**-**	**-**	**-**	**29,613,688**	**29,613,688**

The item "other interest expenses" includes negative differentials on derivative hedging instruments.

E) Extraordinary income and expenses

The extraordinary income and expenses include

Description	Amount at 31/12/2012	Variations	Amount at 31/12/2013
Capital gains on sales	32,289,077	(32,289,077)	-
Sundry gains	787,618	962,766	1,750,384
(Sundry losses)	(1,039,425)	(1,007,827)	(2,047,252)
Total	**32,037,270**	**(32,334,138)**	**(296,868)**

The difference when compared to the previous year is explained by an extraordinary event which took place in 2012..

Sundry gains

The item mainly includes the windfall gains originated by invoicing of the amounts accrued in the previous year; they concern the recharging of costs relating to 2012 which became clear following the end of the year. The remainder includes the windfall gains for final adjustments on supplies relating to previous years.

Sundry losses

This item mainly represents costs borne during the period but attributable to previous financial periods.

INCOME TAX FOR THE FINANCIAL PERIOD

Taxes applying to the year are shown below:

Description	Amount at 31/12/2012	Variations	Amount at 31/12/2013
Current taxes:	-	-	-
Corporate income tax (IRES)	-	-	-
Regional production tax (IRAP)	-	-	-
Substitute taxes	-	-	-
Deferred taxes (deferred tax assets):	-	-	-
Corporate income tax (IRES)	31,771,002	(3,561,075)	28,209,927
Regional production tax (IRAP)	41,956	(29,502)	12,454
Total	**31,812,958**	**(3,590,577)**	**28,231,059**

Deferred tax /liabilities

Deferred tax assets were recorded to the extent that there is the reasonable certainty of the existence in the years in which deductible timing differences which gave rise to them will reverse, of a taxable income not lower than the amount of the differences that will offset against such taxable income.

Deferred tax assets were recorded arising from tax losses, non-deductible interest expenses, provisions that were not deducted in the period and the non-alignment between the depreciation charges used for statutory purposes and those recognised for tax purposes.

Deferred tax assets were recorded in the presence of the condition required by accounting standards for the recognition of future tax benefits, such condition being the reasonable certainty that, in the future, the company will generate taxable income sufficient to offset accrued tax losses and EBITDA sufficient to offset the interest expenses carried forward.

The main timing differences that gave rise to the recognition of deferred tax assets are shown in the table below, together with the relevant effects.

Description	Amount at 31/12/2013	
	Amount of timing differences	Tax effect
Deferred tax assets:		
Write-downs for lasting losses of tangible fixed assets	-	-
Write-downs for lasting losses of intangible fixed assets	-	-
Tax losses	61,849,549	17,008,626
Limit for non-deductible interest expense	38,800,225	10,670,062
Other IRES timing differences	2,769,764	761,684
Other IRAP timing differences	1,066,358	51,398
Total deferred tax assets	**104,485,896**	**28,491,770**
Deferred tax liabilities:		
Accelerated depreciation	-	-
Excess depreciation	-	-
Write-down of receivables	-	-
Total deferred taxes	-	-
Net deferred taxes (deferred tax assets)	**104,485,896**	**28,491,770**
IRES Adjustments		(230,445)
IRAP Adjustments		(38,944)
Reconciliation with the deferred taxes (deferred tax assets) recorded in the Financial Statement		**28,222,381**

Adjustments are due to uses, adjustments and dissolution according to the following table:

Type	Uses	Adjustments	Dissolution	Total
IRES	(199,132)	(8,679)	(22,634)	(230,445)
IRAP	(34,062)	245	(5,127)	(38,944)
Total	**(233,194)**	**(8,434)**	**(27,761)**	**(269,389)**

The uses originate from the re-entry of the timing differences which had determined the entry of the deferred tax assets in previous years (distribution of prizes which have released the corresponding non-deducted portions of the provision for prize-giving operations).

The adjustments were necessary following the change of the IRAP rate. Due to such change the adjustment to the higher rate of previously entered taxes took place. A further adjustment was made for the purpose of alignment with the tax burden determined in the income tax statement.

The dissolutions were carried out since the conditions which had determined the entry of the deferred tax assets in previous years (reduction of the fund for prize-giving operations) ceased to exist during the course of the year.

It is specified that the value of deferred tax assets as determined above resulted in a further decrease of 8,640 euros for the alignment of the book values following the adjustments made on presentation of the 2013 tax return relating to 2012.

The following rates were used in order to calculate the deferred tax assets:

- IRES 27.50%
- IRAP 4.82%

Reconciliation of the tax expense in the financial statements and the theoretical tax burden (IRES)

Description	Taxable	Tax effect
Pre-tax Result	**(105,841,881)**	
Theoretical tax burden (27.5%)		**(29,106,517)**
Differences which will not be reversed in subsequent years:		
Upward changes (non-deductible expenses and costs)	2,422,343	666,144
Downward changes (positive non-taxable components)		-
Total	**2,422,343**	**666,144**
Timing differences which can be deducted in subsequent years:		
Interest expenses that cannot be deducted in the year	38,800,225	10,670,062
Provisions not deducted	817,034	224,684
Differences between statutory and tax depreciation	231,507	63,664
Other timing differences	1,721,223	473,336
Total	**41,569,989**	**11,431,747**
Taxable income	**(61,849,549)**	
Effective tax burden (27.5%)		**(17,008,626)**

Reconciliation of the tax expense recorded in the Financial Statements and the theoretical tax burden (IRAP)

Description	Taxable	Tax effect
Pre-tax Result	**-**	
Theoretical tax burden (4.82%)		**-**
Differences which will not be reversed in subsequent years:		
Upward changes (non-deductible expenses and costs)	-	-
Downward changes (positive non-taxable components)	-	-
Total	**-**	**-**
Timing differences which can be deducted in subsequent years:		
Provisions not deducted	1,052,726	50,741
Differences between statutory and tax depreciation	13,632	657
Total	**1,066,358**	**51,398**
Taxable income	**1,066,358**	
Effective tax burden (4.82%)		**51,398**

LEASE TRANSACTIONS

The information required by Article 2427 of the Italian Civil Code, which aims to set out the situation which would be created by applying the financial method in place of the equity method, is not necessary since the Financial Statements already reflect this situation.

The company has a Finance Leasing agreement with Mediocredito Italiano SpA for the acquisition of trains which, as already explained extensively in the Management Report and in the previous points in the Explanatory Note, is reported in the Financial Statements in accordance with the financial method, which is considered to be more appropriate to provide the company's economic and financial situation.

The implications of applying the Financial Method in the Financial Statements are as follows:

- Representation of the train's value in the Balance Sheet: recording the financed value of the trains under tangible fixed assets with a counter entry for the same amount as a financial payable.
- Down payment to Mediocredito Italiano: reclassification of the down payment paid to Mediocredito Italiano Spa to increase the value of the trains.
- Depreciation of the trains: charging to the Income Statement the depreciation amounts for the train's components, corresponding to their useful lifetime (consider that the principal asset has a useful lifetime of 30 years, the other two components identified are WiFi on board, with a useful lifetime of 5 years, and the upholstery of seats, with a useful lifetime of 6 years).
- Financial payable: entering a financial payable for the same amount as the financed value of the trains (discounted).
- Financial costs: the leasing fees invoiced are split between financial expenses and residual debt. Financial costs are divided over the duration of the leasing agreement so that the interest rate on the residual debt is constant in each year (repayment schedule for a loan at a fixed rate equal to the implicit leasing rate).

ADDITIONAL INFORMATION

The total compensation due to directors and members of the Board of Statutory Auditors is shown below pursuant to the law in accordance with article 2427, paragraph 1, no. 16 of the Italian Civil Code.

Position	Annual fee
Directors	953,204
Board of Statutory Auditors	101,640

In addition, it is noted pursuant to art. 37 – paragraph 16 of Legislative Decree no. 39/2010 and letter 16a of art. 2427 of the Italian Civil Code, that the fees due in 2013 to the Auditing Company for the Audit of the annual accounts, totalled 125,000 euros.

RELATED PARTY-TRANSACTIONS

The company conducted transactions with related parties with Affiliated Companies and Directors holding posts of strategic responsibility.
The table below explains the nature of these transactions.

Related Party	Nature of relationship
Assicurazioni Generali Group	Train, Equipment and Station Insurance
Intesa Sanpaolo SpA Group	Financing contract (Financing for NTV)
RCS Group	Sponsorship Agreement
Mediocredito Italiano SpA	Leasing Agreement
Rail Solutions SaS	Commissions on Sales
SETEFI	Payment network commissions

Here below are provided, pursuant to Article 2427, number 22a, of the Italian Civil Code, the information relating to the most important sales and purchases[1] with related parties.

Asset transactions	31/12/2013				
	Costs	Revenues	Investments	Receivables	Payables
Assicurazioni Generali Group	4,345,439	-	-	-	-
Intesa Sanpaolo Spa Group	18,795,658	-	-	-	118,114,692
RCS Group	553,609	-	-	-	-
Mediocredito Italiano Spa	8,170,707	-	510,409,053	-	467,512,638
Rail Solutions SaS	5,034,843	-	-	-	581,718
SETEFI	3,616,308	-	-	-	-
Total	**40,516,564**	**-**	**510,409,053**	**-**	**586,209,048**

Commercial dealings with the aforementioned related parties have been regulated in accordance with normal market conditions and in compliance with the rules of fair competition, in accordance with the principles dictated by the regulation adopted by the company.

* * * * *

These Financial Statements, consisting of the Balance Sheet, Income Statement and Notes, present in a true and fair manner the assets and financial position as well as profits or losses for the period and correspond to the entries in the accounting records.

The Chairman of the Board of Directors
(Antonio Perricone)

1 Relations with a unit value of more than 500,000 euros are considered to be significant.

Nuovo Trasporto Viaggiatori

RENDICONTO FINANZIARIO AL31/12/2013

CASH FLOW STATEMENT AT 31/12/2013

Amounts expressed in Euros

(A) Initial Net Available Funds	**50,743,872**
(B) Cash Flow due to Operations	
Profit (Loss)	(77,619,500)
Deferred tax assets	(28,222,381)
Amortisation, depreciation and write-downs	42,020,766
Differences in the accounting for leases on trains	3.758.997
Net Variation in risks fund	158,485
Net Variation in employees' severance pay fund	1,750,792
Result of operations prior to changes in net working capital	**(58,152,841)**
Variation in receivables included among current assets	50,606,892
Variation in payables included among current payables	(16,495,710)
Variation in stocks	(429,572)
Variation in other items in working capital (prepaid expenses)	(498,719)
Variation in working capital	**33,182,891**
Total Cash Flow due to Operations	**(24,969,950)**
(C) Cash Flow due to Investment	
Intangible fixed assets	(7,949,269)
Tangible fixed assets	(6,190,810)
Total Cash Flow due to investment	**(14,140,079)**
(D) Cash Flow to and from financial assets	
Repayment of loans and long-term financial payables	(16,253,543)
Other financial payables (leasing agreement)	(21,863,723)
Changes in other financial payables	117,176
Total Cash Flow to and from financial assets	**(38.000.090)**
(E) Changes in Equity	
Changes in Reserves	78,001,120
Total Changes in Equity	**78,001,120**
(F) Cash Flow in the period (B+C+D+E)	**891,001**
Final Net Available Funds (A+F)	**51,634,873**

The cash flow statement has been shown net of the non-monetary effects arising from application of the financial method in order to record the financial leasing agreement.

The Chairman of the Board of Directors
(Antonio Perricone)


ntv
Nuovo Trasporto Viaggiatori

Deloitte.

Deloitte & Touche S.p.A.
Via della Camilluccia, 589/A
00135 Roma
Italia

Tel. +39 06 367491
Fax +39 06 36749282
www.deloitte.it

RELAZIONE DELLA SOCIETÀ DI REVISIONE AI SENSI DELL'ART. 14 DEL D. LGS. 27.1.2010, N. 39

Agli Azionisti della
Nuovo Trasporto Viaggiatori S.p.A.

1. Abbiamo svolto la revisione contabile del bilancio d'esercizio della Nuovo Trasporto Viaggiatori S.p.A. ("Società") chiuso al 31 dicembre 2013. La responsabilità della redazione del bilancio in conformità alle norme che ne disciplinano i criteri di redazione compete agli Amministratori della Società. E' nostra la responsabilità del giudizio professionale espresso sul bilancio e basato sulla revisione contabile.

2. Il nostro esame è stato condotto secondo i principi di revisione emanati dal Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili e raccomandati dalla Consob. In conformità ai predetti principi, la revisione è stata pianificata e svolta al fine di acquisire ogni elemento necessario per accertare se il bilancio d'esercizio sia viziato da errori significativi e se risulti, nel suo complesso, attendibile. Il procedimento di revisione comprende l'esame, sulla base di verifiche a campione, degli elementi probativi a supporto dei saldi e delle informazioni contenuti nel bilancio, nonché la valutazione dell'adeguatezza e della correttezza dei criteri contabili utilizzati e della ragionevolezza delle stime effettuate dagli Amministratori. Riteniamo che il lavoro svolto fornisca una ragionevole base per l'espressione del nostro giudizio professionale.

   Per il giudizio relativo al bilancio dell'esercizio precedente, i cui dati sono presentati a fini comparativi secondo quanto richiesto dalla legge, si fa riferimento alla relazione da noi emessa in data 11 aprile 2013.

3. A nostro giudizio, il bilancio d'esercizio della Nuovo Trasporto Viaggiatori S.p.A. al 31 dicembre 2013 è conforme alle norme che ne disciplinano i criteri di redazione; esso pertanto è redatto con chiarezza e rappresenta in modo veritiero e corretto la situazione patrimoniale e finanziaria e il risultato economico della Società.

4. Il bilancio d'esercizio al 31 dicembre 2013 evidenzia una perdita di Euro 77,6 milioni, un patrimonio netto di Euro 107,9 milioni ed un indebitamento finanziario netto di Euro 614,6 milioni. Le rendicontazioni contabili del primo trimestre 2014 evidenziano, inoltre, una perdita di periodo tale da ridurre il capitale sociale di oltre un terzo, con conseguente emersione della fattispecie prevista dall'art. 2446 del codice civile.

   Nel paragrafo "Continuità Aziendale" della Relazione sulla Gestione, gli Amministratori indicano le azioni intraprese per far fronte alla difficile situazione venutasi a determinare e aventi quale obiettivo il riequilibrio economico, patrimoniale e finanziario della Società. In particolare, gli Amministratori informano che, a seguito del forte scostamento dei ricavi e del risultato operativo del primo semestre 2013 rispetto al Piano Industriale approvato nel mese di gennaio, si è proceduto ad un *assessment* del Piano stesso per la revisione e la verifica di congruenza delle ipotesi industriali. L'*assessment* ha evidenziato la necessità di una profonda trasformazione aziendale, sia in termini di modello operativo e di struttura dei costi, sia in termini di struttura finanziaria. A partire dal mese di ottobre gli Amministratori hanno quindi avviato un piano di interventi volti all'efficientamento della struttura dei costi e alla definizione di una struttura finanziaria coerente con la capacità della Società di generare flussi di cassa.

Il Consiglio di Amministrazione del 26 novembre 2013 ha quindi approvato, nelle sue linee industriali, un nuovo Business Plan che prevede un significativo incremento dei ricavi totali, un EBITDA positivo a partire dal 2014, anche attraverso un piano di efficientamento della struttura dei costi, e un risultato netto positivo nel 2016. Per la parte finanziaria, lo stesso Consiglio di Amministrazione ha dato mandato al Presidente di negoziare con gli Istituti di Credito una proposta di ridefinizione di termini e condizioni dei contratti di finanziamento secondo le linee guida evidenziate dal Business Plan e verificare la disponibilità dei Soci a supportare ulteriormente l'attività della Società.

Su tali basi, la Società ha avviato nel mese di dicembre 2013 la negoziazione con gli Istituti di Credito per individuare soluzioni in grado di garantire la sostenibilità finanziaria nel medio e lungo periodo. Gli Amministratori informano che, dal mese di febbraio 2014, l'invio agli Istituti di Credito dell'informativa prevista dal contratto di finanziamento, è stata sospesa in tacito accordo con le banche e che, in data 22 maggio 2014, la Società ha formalizzato alla Banca Agente la richiesta di un Accordo di Moratoria (*Stand-Still Agreement*), con invio di una proposta di accordo. Gli Amministratori informano che la richiesta di Accordo di Moratoria prevede, tra l'altro, *(i)* la sospensione temporanea (dal 9 aprile al 31 dicembre 2014) dei pagamenti in quota capitale e interessi previsti dal contratto di finanziamento, dal contratto di leasing e dai contratti in prodotti derivati, nonché *(ii)* la negoziazione con le banche finanziatrici di un accordo di ristrutturazione del debito. L'operazione in oggetto prevede la formalizzazione dell'impegno degli azionisti a sostenere la Società sino al termine dello *Stand-Still* ed entro il limite di Euro 10 milioni - qualora la stessa dovesse trovarsi in condizione di non disporre di liquidità sufficiente a far fronte ai propri fabbisogni – oltre all'impegno delle parti, qualora entro il 31 dicembre 2014 non fosse stato raggiunto un accordo soddisfacente, a valutare l'estensione del periodo di validità dello *Stand-Still* con contestuale estensione dell'impegno degli Azionisti.

Alla data di predisposizione del bilancio gli Azionisti hanno manifestato la loro disponibilità all'assunzione di un *commitment*, entro il citato ammontare, a garanzia di quanto sopra indicato e in data 14 luglio 2014 è stato definitivamente siglato l'Accordo di Moratoria.

Gli Amministratori informano che alcune delle assunzioni del nuovo Piano Industriale presentano profili di soggettività e rischio di particolare rilievo, la cui mancata realizzazione può incidere in modo significativo sui processi di riorganizzazione dell'attività aziendale e quindi sul raggiungimento degli obiettivi del Piano stesso. Tali assunzioni sono quindi caratterizzate da un grado di aleatorietà particolarmente elevato in quanto correlate a processi di cambiamento e riorganizzazione dell'attività aziendale. In particolare, si fa riferimento alle assunzioni connesse: *(i)* alla crescita del mercato Alta Velocità; *(ii)* alla crescita della quota di mercato di NTV; *(iii)* al processo di riposizionamento di business; e *(iv)* alle incertezze legate alla realizzazione del piano finanziario complessivo.

Gli Amministratori informano quindi che i risultati negativi conseguiti durante gli anni di avvio dell'operatività, oltre che i rischi connessi al perfezionamento della manovra finanziaria, indicano l'esistenza di rilevanti fattori di incertezza che possono far sorgere dubbi significativi sulla continuità aziendale e sulla capacità della Società di continuare la propria operatività per un prevedibile futuro, anche tenuto conto dei fattori di rischio connessi all'attività e della significativa situazione di tensione finanziaria. Tuttavia, sulla base delle azioni delineate nel piano di riorganizzazione, degli impegni dei Soci, della disponibilità delle banche a rinegoziare una ristrutturazione del debito come precedentemente descritto, gli Amministratori ritengono che la Società abbia adeguate risorse per continuare l'esistenza operativa in un prevedibile futuro e ritengono pertanto appropriato utilizzare il presupposto della continuità aziendale per la redazione del bilancio d'esercizio chiuso al 31 dicembre 2013. Il venir meno del presupposto della continuità potrebbe comportare il manifestarsi di minusvalenze relative ad attività iscritte e l'insorgere di oneri non previsti.

5. Come indicato dagli Amministratori nella nota integrativa e nella relazione sulla gestione, già a partire dall'esercizio 2012, la Società ha contabilizzato il contratto di leasing finanziario, stipulato per l'acquisizione del materiale rotabile, applicando il cosiddetto metodo finanziario, in parziale deroga a quanto previsto dal principio contabile italiano OIC n.1 che prevede invece l'applicazione del cosiddetto metodo patrimoniale e l'esposizione degli effetti di tale applicazione nella nota integrativa. Gli Amministratori, anche in conseguenza della natura dei beni oggetto del contratto di leasing, indispensabili all'erogazione dei servizi propri del *core business* della Nuovo Trasporto Viaggiatori S.p.A., informano che hanno adottato tale metodo di contabilizzazione al fine di fornire una rappresentazione che faccia prevalere la sostanza economica della operazione sulla sua forma negoziale.

6. La responsabilità della redazione della relazione sulla gestione in conformità a quanto previsto dalle norme di legge compete agli Amministratori della Società. E' di nostra competenza l'espressione del giudizio sulla coerenza della relazione sulla gestione con il bilancio, come richiesto dalla legge. A tal fine, abbiamo svolto le procedure indicate dal principio di revisione n. 001 emanato dal Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili e raccomandato dalla Consob. A nostro giudizio, la relazione sulla gestione è coerente con il bilancio d'esercizio della Nuovo Trasporto Viaggiatori S.p.A. al 31 dicembre 2013.

DELOITTE & TOUCHE S.p.A.

Fabio Pompei
Socio

Roma, 14 luglio 2014

Nuovo Trasporto Viaggiatori S.p.A.
Sede Legale Viale del Policlinico n.149/B - 00161 Roma (RM)
Capitale sociale Euro 148.953.918,00 i.v.
Registro Imprese di Roma n. 09247981005
R.E.A. di Roma n. 1150652
Codice Fiscale e Partita Iva 09247981005

Bilancio al 31/12/2013

RELAZIONE DEL COLLEGIO SINDACALE
ai sensi dell'art.2429, secondo comma, c.c.

All'Assemblea degli Azionisti della Società

Il Collegio Sindacale riferisce sull'attività svolta ai sensi dell'art. 2403 e segg. del codice civile, facendo riferimento alle Norme di Comportamento del Collegio Sindacale raccomandate dal Consigli Nazionali dei Dottori Commercialisti e degli Esperti Contabili.

In particolare, segnaliamo quanto segue:

- abbiamo vigilato sull'osservanza della legge e dell'atto costitutivo e sul rispetto dei principi di corretta amministrazione;
- abbiamo partecipato alle adunanze del Consiglio di Amministrazione ed alle Assemblee degli Azionisti, svoltesi nel rispetto delle norme statutarie, legislative e regolamentari che ne disciplinano il funzionamento e per le quali possiamo ragionevolmente assicurare che le azioni deliberate sono conformi alla legge ed allo statuto sociale;
- abbiamo ottenuto dagli Amministratori, durante i Consigli di Amministrazione, le informazioni sul generale andamento della gestione e sulla sua prevedibile evoluzione, nonché sulle operazioni di maggior rilievo, per le loro dimensioni o caratteristiche, effettuate dalla società e possiamo ragionevolmente assicurare che le azioni poste in essere sono conformi alla legge ed

allo statuto sociale e non sono manifestatamene imprudenti, azzardate, in potenziale conflitto di interesse o tali da compromettere l'integrità del patrimonio sociale;

- abbiamo tenuto periodiche riunioni con il soggetto incaricato della revisione legale dei conti annuali);
- abbiamo acquisito conoscenza e vigilato sull'adeguatezza dell'assetto organizzativo della società, anche tramite la raccolta di informazioni dai responsabili delle funzioni, e, a tale riguardo, non abbiamo osservazioni particolari da riferire;
- abbiamo tenuto periodiche riunioni con il responsabile della funzione di controllo interno nelle quale sono stati discussi il piano di interventi programmati e le relazioni sull'attività svolta, che hanno indicato alcuni suggerimenti al fine di migliorare il sistema dei controlli;
- vi è stato un sistematico scambio di informazioni con l'Organismo di Vigilanza ai sensi del D.lgs 231/01.;
- abbiamo valutato e vigilato sull'adeguatezza del sistema amministrativo e contabile nonché sull'affidabilità di quest'ultimo a rappresentare correttamente i fatti di gestione, mediante l'ottenimento di informazioni dai responsabili delle funzioni, dal soggetto incaricato della revisione legale e l'esame dei documenti aziendali e a tale riguardo non abbiamo osservazioni particolari da riferire;
- non sono pervenute denunce ex art. 2408 c.c.;
- nel corso dell'esercizio sono stati rilasciati i pareri previsti dalla legge.

Nel corso dell'attività di vigilanza, come sopra descritta, sono emersi fatti significativi che richiedono la menzione nella presente relazione.

Come descritto ampiamente nella Relazione degli Amministratori, la Società sta attraversando un periodo di tensione finanziaria. A seguito dei risultati negativi conseguiti durante gli anni dell'avvio e il deficit patrimoniale cumulato al 31 dicembre 2013, il Consiglio d'Amministrazione in data 20 marzo 2014 ha valutato gli interventi da attuare, tra i quali una riformulazione del piano industriale ed una manovra finanziaria consistente in una richiesta di *Stand Still* alle banche finanziatrici e la verifica in merito alla disponibilità dei Soci ad ulteriori versamenti. Gli Amministratori oltre ai rischi connessi al perfezionamento della manovra finanziaria, non ancora

conclusa alla data di approvazione del progetto di bilancio sottoposto alla Vostra approvazione, indicano l'esistenza di rilevanti fattori di incertezza che possono far sorgere dubbi significativi sulla continuità aziendale e sulla capacità della Società di continuare la propria operatività per un prevedibile futuro, anche tenuto conto dei fattori di rischio connessi all'attività e della significativa situazione di tensione finanziaria. Tuttavia, continuano gli Amministratori, *"sulla base delle azioni delineate nel piano di riorganizzazione, degli impegni dei Soci,* dell'auspicato *accordo con le banche, dell'orientamento positivo della maggior parte degli istituti di credito ad aderire alla manovra, impregiudicata l'approvazione dei rispettivi organi deliberanti, gli Amministratori ritengono che la Società abbia adeguate risorse per continuare l'esistenza operativa in un prevedibile futuro e ritengono pertanto appropriato utilizzare il presupposto della continuità aziendale per la redazione del Bilancio chiuso al 31 dicembre 2013"*
Si segnala inoltre che le rendicontazioni contabili del primo trimestre 2014 evidenziano una perdita di periodo tale da fare emergere la fattispecie di cui all'articolo 2446 Cod. Civ.

Abbiamo esaminato il bilancio d'esercizio chiuso al 31 dicembre 2013, in merito al quale riferiamo quanto segue:

- non essendo a noi demandato il controllo analitico di merito sul contenuto del bilancio, abbiamo vigilato sull'impostazione generale data allo stesso, sulla sua generale conformità alla legge per quel che riguarda la sua formazione e struttura e a tale riguardo non abbiamo osservazioni particolari da riferire;
- abbiamo verificato l'osservanza delle norme di legge inerenti la predisposizione della relazione sulla gestione e a tale riguardo non abbiamo osservazioni particolari da riferire;
- gli Amministratori, nella redazione del bilancio, in parziale deroga al principio contabile OIC n. 1 adottano il metodo finanziario per la rilevazione in bilancio del contratto di leasing relativo all'acquisizione del materiale rotabile e ne hanno dato ampia informativa sul metodo adottato. Non risultano al Collegio ulteriori deroghe alle norme di legge ai sensi dell'art. 2423, comma quattro, c.c.;
- nell'esercizio sono stati iscritti, con il nostro consenso ai sensi dell'art.2426, primo comma, punto 5, c.c. nell'attivo dello stato patrimoniale costi di impianto e di ampliamento che hanno

riguardato principalmente ulteriori costi connessi alla selezione ed all'addestramento del personale;

- abbiamo verificato la rispondenza del bilancio ai fatti ed alle informazioni di cui abbiamo conoscenza a seguito dell'espletamento dei nostri doveri e non abbiamo osservazioni al riguardo.

La Società di Revisione ha emesso in data odierna l'apposita relazione accompagnatoria del bilancio nella quale richiama il paragrafo "Continuità Aziendale" della Relazione sulla Gestione predisposta dagli Amministratori ed evidenzia come il venir meno del presupposto della continuità potrebbe comportare il manifestarsi di minusvalenze relative ad attività iscritte e l'insorgere di oneri non previsti.

Considerando anche le risultanze dell'attività svolta dalla Società di Revisione, proponiamo all'Assemblea di approvare il bilancio d'esercizio chiuso il 31 dicembre 2013, così come redatto dagli Amministratori, e non abbiamo obiezioni circa la proposta di riporto a nuovo della perdita d'esercizio.

Roma, 14 luglio 2014

Il Collegio Sindacale

Rosalba Casiraghi

Stefano Ciccioriccio

Vincenzo Miceli


Smart Cinema
.italo


ntv

STAMPATO NEL MESE DI SETTEMBRE DA
GRAPHEIN SERVIZI