



# QUARTERLY REPORT OF THE ADR GROUP as of March 31, 2004

#### Aeroporti di Roma Società per Azioni

Registered office in Fiumicino (Rome) - Via dell'Aeroporto di Fiumicino, 320 Fully paid-in share capital 62,224,743 euros

www.adr.it

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### **CORPORATE OFFICERS**

### Aeroporti di Roma S.p.A.

#### **Board of Directors**

(after the General Meeting and the Board of Directors' meeting of March 24, 2003, the General Meeting of April 29, 2004 and the Board of Directors' meeting of May 3, 2004)

Chairman Federico Falck (from January 16, 2004) (\*)

Achille Colombo (until January 14, 2004)

Deputy Chairman Paolo Savona (\*)

Managing Director Francesco Di Giovanni (from May 3, 2004)

Directors Marcus Charles Balmforth (\*)

Martyn Booth Andrea Ciffo

Federico Falck (Chairman from January 16, 2004) (\*)

Nicholas Moore Cesare Pambianchi Pier Giorgio Romiti (\*) Cesare Romiti Massimo Scarpelli John Stuart Hugh Roberts

Francesco Sensi

Alessandro Triscornia (until March 22, 2004)

Secretary Massimo Faccioli Pintozzi

(\*) member of the Executive Committee until May 3, 2004

#### **Board of Statutory Auditors**

(after the General Meeting of May 9, 2001)

Chairman Fabrizio Rimassa

Statutory Auditors Francesco Ricco

Giancarlo Russo Corvace Emanuele Torrani Luigi Tripodo

Alternate Auditors Roberto Ascoli

Franco Fontana

General Manager Enrico Casini (until March 15, 2004)

Independent Auditors Deloitte & Touche S.p.A.

# ADR GROUP: CONSOLIDATED ACCOUNTS FOR THE THREE MONTHS ENDED MARCH 31, 2004

# **RECLASSIFIED CONSOLIDATED INCOME STATEMENT**

(in thousands of euros)

	First Quarter 2004	First Quarter 2003
Revenues from sales and services Contract work in progress	121,931 (112)	112,206 3,610
A REVENUES	121,819	115,816
Capitalized costs and expenses	510	1,322
B REVENUES FROM ORDINARY ACTIVITIES	122,329	117,138
Cost of materials and external services	(34,592)	(37,270)
C GROSS MARGIN	87,737	79,868
Payroll costs	(38,644)	(39,100)
D GROSS OPERATING INCOME	49,093	40,768
Amortization and depreciation Other provisions Provisions for risks and charges Other income (expense), net	(23,038) (611) (2,757) (742)	(23,791) (667) (519) (970)
E OPERATING INCOME	21,945	14,821
Financial income (expense), net Adjustments to financial assests	(24,480) 284	(22,450) 4,710
F INCOME BEFORE EXTRAORDINARY ITEMS AND TAXES	(2,251)	(2,919)
Extraordinary income (expense), net	(732)	(2,344)
G INCOME BEFORE TAXES	(2,983)	(5,263)
Income taxes for the period Deferred tax assets	(3,098) (1,039)	(2,593) 477
H NET INCOME FOR THE PERIOD including:	(7,120)	(7,379)
- Parent Company's Interest - Minority interest	<b>(7,921)</b> 801	<b>(8,977)</b> 1,598

# **RECLASSIFIED CONSOLIDATED BALANCE SHEET**

(in thousands of euros)

	31-03-2004	31-12-2003	Change March '04-Dec. '03
A NET FIXED ASSETS			
Intangible fixed assets * Tangible fixed assets Non - current fixed assets	2,176,671 99,261 136,223	2,190,783 100,369 127,611	(14,112) (1,108) 8,612
	2,412,155	2,418,763	(6,608)
B WORKING CAPITAL Inventory Trade receivables Other assets	22,760 156,522 36,975	22,351 137,205 39,080	409 19,317 (2,105)
Trade payables Allowances for risks and charges Other liabilities	(107,742) (26,823) (53,675) 28,017	(121,207) (27,842) (52,305)	13,465 1,019 (1,370) 30,735
C INVESTED CAPITAL, minus short-term liabilities (A+B)	2,440,172	<u>(2,718)</u> 2,416,045	24,127
D EMPLOYEE SEVERANCE INDEMNITIES	67,054	66,576	478
E INVESTED CAPITAL, minus short-term liabilities and E.S.I. (C-D) financed by:	2,373,118	2,349,469	23,649
F SHAREHOLDERS' EQUITY - Parent Company's interest - minority interest	688,310 22,481	689,030 20,291	(720) 2,190
	710,791	709,321	1,470
G MEDIUM/LONG-TERM BORROWING H SHORT-TERM BORROWING	1,745,019	1,745,019	0
(NET CASH AND CASH EQUIVALENTS) .Short-term debt .Cash and current receivables	21,327 (104,019)	16,052 (120,923)	5,275 16,904
	(82,692)	(104,871)	22,179
(G+H)	1,662,327	1,640,148	22,179
I TOTALE AS IN "E" (F+G+H)	2,373,118	2,349,469	23,649
(*) including the value of the concession totaling	1,983,667	1,995,988	(12,321)

# MANAGEMENT REPORT FOR THE FIRST QUARTER 2004

### **OPERATING REVIEW**

# **Group operations**

A review of the Group's operations during the first quarter of 2004 is provided below.

#### **Aviation activities**

An analysis of **traffic** figures for the Roman airport system for the **first quarter of 2004,** compared with the same period of 2003, revealed the following performance, broken down by airport - Fiumicino and Ciampino – and segment – domestic and international:

<u>Data for the period ended March 31, 2004</u> (The figures in brackets indicate the percentage change with respect to the same period of the previous year)

Fiumicino

71,416 *(+1.2%)* 

5,315,496 *(-0.7%)* 

5,824,763

*(+4.2%)* 30,216

(-3.5%)

Traffic component		
Movements		
Aircraft tonnage		
Total passengers		
Total freight (tons)		

SYSTEM	
	80,821
	(+3.4%)
	5,735,548
	(+1.5%)
	6,345,090
	(+7.5%)
	35,065
	(-3.4%)

Ciampino	Domestic	International
9,405	40,780	40,041
(+24.0%)	(-2.8%)	(+10.5%)
420,052	2,424,149	3,311,399
(+41.5%)	0.0%	(+2.7%)
520,327	2,827,230	3,517,860
(+66.7%)	(+0.3%)	(+14.1%)
4,849	3,984	31,081
(-2.9%)	(-19.9%)	(-0.8%)

International traffic is analyzed below and broken down into EU and non-EU traffic.

Traffic component
Movements
Aircraft tonnage
Total passengers
Total freight (tons)
·

Inte	rnational
	40,041
	(+10.5%)
	3,311,399
	(+2.7%)
	3,517,860 <i>(+14.1%)</i>
	31,081
	(-0.8%)

EU	Non-EU
26,574	13,467
(+12.9%)	(+6.1%)
1,776,932	1,534,467
(+10.4%)	(-5.1%)
2,219,420	1,298,440
(+15.7%)	(+11.4%)
8,607	22,474
(+18.0%)	(-6.5%)

Passenger traffic rose significantly on the same period of 2003 (up 7.5%), accompanied by a 3.4% increase in movements and a 1.5% rise in aircraft tonnage.

Passenger traffic rose in each month in the quarter (figures for the Roman airport system as a whole):

January up 2.2% February up 8.0% March up 11.6%

The improvement is primarily due to international traffic, which was hard hit by the outbreak of war in IRAQ and the SARS epidemic in 2003. Domestic passenger traffic was substantially in line with the same period of the previous year. This was due to a reduction in passengers carried by Alitalia (as a result of industrial action in the air transport sector that primarily affected this carrier), which was not fully compensated for by growth reported by other airlines.

**Fiumicino airport** reports a 4.2% rise in passenger traffic due to the greater capacity on offer and an increase in load factors.

The significant increase in passenger traffic (up 66.7%) at **Ciampino airport** was driven by the low-cost segment, which continues to flourish at this airport. One carrier, Ryanair, stepped up operations by offering a further six daily flights (two for Barcelona, one for Stockholm, one for Paris, one for Klagenfurt and another for Karlsruhe).

Revenues from **airport fees** amounted to 31.9 million euros during the quarter, up 5.2% on the first quarter of 2003.

During the quarter, the management of **centralized infrastructures** and terminal services, which are directly managed by the Parent Company, ADR, saw a 4.3% reduction, generating revenues of 7.6 million euros.

In particular, loading bridge revenues were down on the same period of 2003, primarily as a result of two factors:

- the continuing effect of the revised method of charging for "night parking", introduced in August 2003;
- a reduction in the average turn-around time at Fiumicino airport, following improvements in carriers' management of their aircraft fleets.

During the first quarter of 2004 the automated baggage handling system processed around 1,100,000 pieces of baggage (up 10% compared with the first quarter of 2003), with the number of misdirected pieces of luggage representing 0.098% of the total, of which 0.047% was caused by equipment failure and 0.051% was due to multi-level equipment and security checks.

For details of the performance of **passenger and ramp services and baggage handling**, please refer to the section on ADR Handling SpA (ADRH).

During the period, **security activities** carried out by the Parent Company, ADR, generated revenues of 10.9 million euros, a figure that is not comparable with the same period of 2003 (6.4 million euros). In this respect, it should be remembered that the new 100% security screening service for hold baggage, which came on stream on February 1 of last year, was only charged for from June 3, 2003, in compliance with the relevant regulations.

The x-ray system that entered service on December 21, 2003 enabled full implementation of the plan to carry out 100% screening of freight during the first quarter of 2004. Moreover, three new security check points for carry-on baggage were set up in Terminal A, the transit area B11-B15 and the sensitive flights area in Terminal C, bringing the total number of check points to 35.

Training was again organized for staff to be assigned to security duties by ADR.

Regarding **operational safety** activities, during the first quarter of 2004 Fiumicino airport was officially awarded the airport certification required by the new Civil Aviation Authority regulations.

A permanent unit has been established at Ciampino airport with responsibility for operational safety for follow-me operations and for the control and clearance of birds. As required by Civil Aviation Authority circulars, an ornithological study of birdlife also got underway.

#### Real estate management

Revenues from **sub-concessions**, deriving from fees and utilities at Fiumicino and Ciampino airports, amounted to 6.4 million euros, representing an increase of around 3% on the same period of the previous year.

The most important events during the period included:

- the sub-concession of a surface area of 1,400 square meters to the freight handling agent, Alha, to be used as a warehouse;
- an increase in the space used by Nuance;
- the negotiation of a new contract with Vodafone, which signals the introduction of a new pricing policy for mobile telephony operators;
- the start of the sub-concession of the "Catering Ovest" premises to LSG Sky Chefs.

Revenues from royalties at Fiumicino totaled 3.9 million euros compared with the 3.7 million euros of the same period of 2003, due to greater earnings on aviation fuel and a new form of commercial agreement with the operators of chauffeur driven car hire services.

Management of the **parking systems** at Fiumicino and Ciampino airports earned revenues of 5.6 million euros, marking a 14.0% increase with respect to the same period of the previous year. This was partly due to price rises and partly to the improvement in passenger numbers, which rose 7.5%, even if this was not entirely reflected in greater use of parking lots.

**Maintenance** activities guaranteeing the reliability of **airport infrastructure** continued during the first quarter of 2004. Testing also began prior to the opening of the Cargo City.

#### **Non-aviation activities**

The first quarter of 2004 saw a rise of 2.2% in revenues from **direct sales** compared with a 7.5% increase in passenger traffic.

This performance is due to the review of the retail offering that was launched in June 2003, and which had resulted in reductions in surface area and product ranges and an increase in units managed by sub-concessionaires, with a view to improving the overall efficiency of all non-aviation activities.

The positive impact of the current restructuring of Shop 1 in the International area of Terminal C (to be completed during the second quarter of 2004), the restructuring of Shop 5 in the Schengen area (benefiting the second half of the year) and the opening of a new outlet in the International Transit Lounge in Terminal C (third quarter of 2004) will be seen over the coming months.

Revenues from **outlets managed by sub-concessionaires** registered an increase of 30.3% compared with the first quarter of 2003. The result was obtained thanks to a strong increase in retail revenues (up 43.7%) and the good performance of food and beverage outlets (up 18.4%).

The growth in retail revenues is primarily due to the replacement of the former operator, Weitnauer, with Nuance. Whilst the new operator is fully operational in 2004, in 2003 Weitnauer, which was near to closing down its operations, produced turnover well below the average for the period, resulting in reduced income for ADR.

The result also benefited from the opening of nine new outlets by retailers such as Bulgari, Hermes, Ferragamo and Timberland.

As of the end of March the process of replacing the principal foreign exchange operator with two new market leaders, identified by a specific market survey, has begun. The expected growth in income will derive from the forecast increase in exchange volumes and improved contract conditions.

Revenues from the sale of **advertising space** during the first quarter of 2004, amounting to 5.9 million euros, rose  $6.2\%^1$  on the previous year, primarily due to a 17.6% improvement in the Domestic area and a 9.2% increase in the European area. This was partially offset by a downturn of 11.9% in the International area due to the cancellation of a contract with a major customer in Satellite C. The Group has undertaken a series of marketing initiatives designed to reuse the spaces within the shortest possible period.

#### **Technical and IT services**

During the first quarter of 2004, management and maintenance of existing **infrastructures and facilities** continued to guarantee reliability and provide quality services in line with customers' expectations and leading European airports.

The most important initiatives carried out during the period include:

 the issue of the order relating to construction of a new control platform for air conditioning equipment;

<sup>&</sup>lt;sup>1</sup> The comparison with the first quarter of 2003 was calculated on a like-for-like basis by adding the advertising revenues earned by ADR Advertising during March 2003. The company was not consolidated in 2003 as it had only just started operating on March 1, 2003.

- the start of work on the upgrading of hold baggage screening at Terminals "B" and "C", with the addition of first-level security screening equipment for Terminal B to be installed by June;
- the start-up of the process of awarding a contract for the upgrading of the BHS (Baggage Handling System) located at the Europa Pier;
- preparations for the tender process to choose a gas supplier for the period July 2004 June 2005;
- the start-up of activities relating to the ALCE project. The following work is scheduled for completion by June:
  - a baggage handling building for baggage in transit from international flights (area near the People Mover);
  - electromechanical works to expand carousels for domestic flight baggage handling (area below former departure gates 18-25);
- the definition of service standards and start of negotiations leading to the award of new contracts for the operation of BHS and HBS baggage sorting and screening systems.

Progress was made in relation to the technological and operational upgrading of **company software applications** during the first quarter of 2004, with work continuing on implementation of the following systems:

- New "Sales Cycle" Management System": the activities carried out focused on automation of data input for the most important business processes. Above all, work began on interfacing the new Cargo management system which is being developed.
- New technologies for the development of applications: the purpose of this project is to introduce new technological standards (operating systems, languages, support modules) for the development of applications. During the quarter the pilot application was completed and tested. A detailed study, designed to enable application of the new technology to the reengineering of airport systems, is underway.
- New airport operations management system (UFIS): the acquisition and personalization of the airport infrastructure management and passenger handling modules has begun, as has the acquisition of a wireless module (GRAMS) to enable real-time gathering of operational data.
- New system of information diffusion: replacement of obsolete peripheral hardware was completed in preparation for the system's migration from Alitalia's EDP to ADR's EDP, a process that will be completed during the second half of 2004.
- Centralized system for passenger and baggage check-in procedures (CUTE): the extension of the system to fully cover all existing workstations and upgrading of the network were completed during the period.

#### **Environmental protection**

During the quarter under consideration, maintenance and development of the Environmental Management System (EMS) was carried out at Fiumicino and Ciampino airports as scheduled.

The certifying body, Dasa - Rägister, carried out its periodic check of Fiumicino airport in January and confirmed full compliance with EMS standards.

At Fiumicino, ongoing monitoring of electromagnetic fields was continued and the second phase of air quality monitoring began.

Work on the preparation of ADR's first Environmental Report went ahead at both airports. This document, which is aimed at both internal and external audiences, will be completed by the end of the first half of the year.

#### **Quality**

Objective checks carried out by ADR staff, involving daily surveys of the quality levels of the principal services provided to passengers who pass through Fiumicino, continued.

The results of the surveys confirm the generally high standard of service provided at the airport, with the exception of a number of aviation indicators. The results were as follows:

- baggage reclaim times at Fiumicino improved on the standard set in the Service Charter (to be respected in 90% of cases) by approximately 3% in the case of the first bag and by around 4% in the case of the last;
- waiting times for security checks of carry-on baggage were 3 minutes and 5 seconds compared with the 4 minutes and 53 seconds of the first three months of 2003 and with respect to the six minutes in 90% of cases laid down in the Service Charter;
- airport punctuality improved significantly: the percentage of incoming flights arriving more than 15 minutes late during the period was 30.9% against 35% in the same period of 2003. A similar performance was reported for delays of more than 15 minutes for outgoing flights with a 3% improvement compared with the first quarter of last year (28.3% compared with 31.6%). As a result, Fiumicino was in line with the established standard (1%) for "recovery of airport transit time" (the difference between delays to incoming and outgoing flights with respect to scheduled times), but not with the standard for the "percentage of delays to outgoing flights", which totaled 25%;
- the average passenger check-in waiting time was 6 minutes and 59 seconds, around one and a half minutes better than the figure registered during 2003, but still higher than the standard set by the Service Charter (6 minutes).

In order to deal with the expected increase in traffic during the high season, and avoid a repetition of the failure to comply with the established standards that was seen in certain areas during the summer of 2003 (above all, baggage reclaim times and aircraft punctuality), ADR has planned specific meetings with handlers and carriers, on the one hand, and the Civil Aviation Authority and the Air Traffic Control Authority, on the other, to raise awareness of the need for rapid and incisive action.

### Group investment

During the quarter the ADR Group carried out **investment** totaling 8.6 million euros (19.8 million euros in the same period of 2003).

The following **infrastructure development** projects are underway within the framework of the implementation program:

- infrastructure: freight movement system and work on upgrading warehouses and offices for the Cargo City and work on the 5<sup>th</sup> module of the multi-story car park;
- terminals: Terminal C restructuring of shops 1-4 in the transit hall;
- plant: replacement of MV control panels, electric insulation of land-side transformers and works on the tunnel network (phase two);
- runways: upgrading of airside pavements;
- Ciampino: reconfiguration of departure lounges and retail area (phase two), extension of the area used by DHL.

The following works were also completed:

- plant: industrial waste water collector in the eastern area;
- runways: upgrading of Bravo/Delta/November taxiways and connection of Delta taxiway with Cargo City aprons;
- Terminals: restructuring work on Shop 3 in Terminal B (B11/B21);
- Ciampino: reconfiguration of departure lounges in the passenger terminal (phase one).

#### Future works soon to be started include:

- infrastructure: premises for processing domestic baggage, construction of units in the building used by car hire companies, the ALCE project reprotection of x-ray building (phase one), Cargo City freight security system (phase one);
- road network: extraordinary maintenance (phase one), extension of the long-stay car park (phase two), extension of ground-level car parks;
- runways: doubling of "BRAVO" taxiway, Northern sector, Pier C, installation of noise monitoring system;
- terminals: restructuring of DFS 5, expansion of retail space and conversion of former ceremonial area in the international terminal for new check-in counters (Terminal C), replacement of false ceilings and lighting (Pier A), new Shop 9/b for the "Le Navi" lounge (Terminal C) and restructuring of Shop 5 (Pier B);
- Ciampino: work on express courier area, restructuring of the arrivals lounge, increased check-in counters.

# Group personnel

The average **Group headcount** for the first quarter of 2004, compared with the same period of the previous year, is shown in the following table:

Category	QI 2004	QI 2003	Change
Managers	63	69	(6)
Office staff	2,050	1,961	89
Ground staff and other	1,243	1,278	(35)
Total	3,356	3,308	48

The headcount as of March 31, 2004, including staff on temporary contracts, was **3,851**, broken down as follows:

Category	Mar 31, 2004	Mar 31, 2003	Change
Managers	62	64	(2)
Supervisors	251	239	12
Office staff	2,051	1,988	63
Ground staff and other	1,487	1,403	84
Total	3,851	3,694	157
Including:			
on permanent contracts	2,891	2,904	(13)
on temporary contracts	960	<i>790</i>	170

			a.
Category	Mar 31, 2004	Mar 31, 2003	Change
ADR SpA	2,282	2,256	26
ADR Handling SpA	1,511	1,381	130
ADR Engineering SpA Unipersonale	31	31	0
ADR Tel SpA	16	15	1
ADR Advertising SpA	11	11	0
Total	3,851	3,694	157

The Group's headcount rose by 157 overall (up 4.2%) on December 31, 2003. Staff on temporary contracts increased by 170 (up 21.5%), while those on permanent contracts decreased by 13 (down 0.4%).

The increase in the number of staff on temporary contracts (up 170 including 134 part-time staff hired by ADRH on 4-hour days) is linked to air traffic growth and ADRH's need to increase its workforce in view of an expected upturn in movements during April compared with the budgeted figure for the summer months. The decrease in the number of staff on permanent contracts (down 13), on the other hand, arises mainly from early retirement schemes (20 staff).

In addition, in order to bring the mix of temporary employment contracts closer into line with traffic trends, a contract management policy was implemented that encouraged a shift from full-time to part-time contracts. Compared with the same period of the previous year, the number of part-time contracts has risen by 2%.

During the period, the ratio of hours lost through absenteeism to total workable hours declined by 3% compared with the same period of 2003. Absenteeism due to illness was down 2.4%, due to accidents down 0.45%, due to strikes down 0.01% and due to other causes down 0.12%.

A total of 17,200 hours of in-house training was carried out, representing 2,150 days of training for 236 participants. Moreover, training courses were primarily sold to the operators of the airports in Catania, Lamezia Terme and Ancona, with 15 courses run for 90 participants.

Training focused on Legislative Decree 626/94 and the management of terminal emergencies at Fiumicino and Ciampino airports, accounting for 1,818 hours and a total of 114 courses, involving 630 participants.

# Main Group companies

#### **ADR Handling SpA**

During the **first quarter of 2004**, the main components of the traffic served at Fiumicino by ADR Handling SpA (ADRH), the Group company that provides passenger and ramp services, are analyzed in the following tables:

	1st quart	ter 2004	1st quart	er 2003	% cf	nange
Traffic component	Handling at Fiumicino	% of total at Fiumicino	Handling at Fiumicino	% of total at Fiumicino	Handling at Fiumicino	% of total at Fiumicino
No. of aircraft movements	20,892	29.3%	19,233	27.2%	8.6%	2.1%
Aircraft tonnage	2,089,188	39.9%	2,023,977	37.8%	3.2%	2.1%
No. of passengers	1,972,245	33.9%	1,635,955	29.3%	20.6%	4.6%
Traffic units	2,083,850	34.0%	1,755,428	31.8%	18.7%	2.2%

ADRH reports an increase in the volume of traffic served in the first quarter of 2004, compared with the same period of 2003, resulting an improvement in market share. This was due to series of factors that included:

- the acquisition of new carriers between April and December 2003 (Braathens, East African Safari, Eritreans Airlines, Futura, Germania, Livingston, Lotus, LTE, LTU Lufttransport Unternehmen GMBH, QS Travel Service Praga, Travel Service Budapest and Wind Jet) and TAI Trasporti Aerei Italiani in February 2004;
- the increased volume of traffic operated by Meridiana, above all between Rome and Milan, and Volare across all routes;
- the loss of carriers due to:
  - cuts in flights (Air Bosnia, Alpi Eagles and Qantas) or the transfer to other handlers (Air Europa Lineas Aereas S.A., Austrian Airlines and CSA) of clients served by ADRH in the first quarter of 2003;
  - cuts in flights (Azzurra Air SpA and Gandalf SpA) or the transfer to other handlers (NEOS) of clients during the first quarter of 2004.

**Service quality indicators**<sup>2</sup> reported the following trends during the period:

	1st quarter 2004	1 <sup>st</sup> quarter 2003	Target 2004
Left-behind baggage	0.30	0.31	0.60
Airport punctuality	99.89%	99.96%	99.50 %

Finally, in relation to the zero minute airport punctuality standard with a target of **98%**, the result achieved during the first quarter of 2004 stood at 99.41%.

<sup>&</sup>lt;sup>2</sup> Key:

LEFT-BEHIND: the figure indicates for every 1,000 passengers boarded, the number of pieces of luggage not loaded together with the "owner", the responsibility for which can be attributed to the handler.

AIRPORT PUNCTUALITY: indicates the percentage of departing flights which did not experience a delay of more than 15 minutes, the responsibility for which can be attributed to the handler.

BAGGAGE RECLAIM: the figure shows the percentage of flights for which the time standards for baggage reclaim were respected, taking sole account of the responsibilities of the handler. The standards refer to placement of the last bag on the belt within a certain number of minutes of the ATA (Actual Time of Arrival).

ADRH also measures the performance of baggage reclaim in relation to the standards established by ADR S.p.A. in the Service Charter.

		_	
	1 <sup>st</sup> quarter 2004	1 <sup>st</sup> quarter 2003	Target 2004
Baggage reclaim service charter DOM – 1st bag*	97.46%	not recorded	90.0%
Baggage reclaim service charter DOM – last bag*	98.86%	not recorded	90.0%
Baggage reclaim service charter INT – 1st bag**	99.02%	not recorded	90.0%
Baggage reclaim service charter INT – last bag**	98.32%	not recorded	90.0%
Baggage reclaim - ADR Service Charter first bag***	not recorded	98.46%	90.0%
Baggage reclaim - ADR Service Charter last bag***	not recorded	99.04%	90.0%

<sup>\*</sup> NEW STANDARD FOR 2004: baggage reclaim starts within 22 minutes and finishes within 30 minutes of flight arrival — to be met in 90% of flights.

The increase in the volume of traffic served at Fiumicino airport and the transfer of handling activities at Ciampino airport have seen revenues rise 2.2 million euros compared with the same period of 2003.

This result, combined with a reduction in the cost of materials and services and an improvement in the ratio of payroll costs to total revenues, has resulted in a significant increase in EBITDA, which amounted to 1.8 million euros, compared with the same period of 2003.

The company reports a net loss for the period of 0.5 million euros, reflecting the fact that the first quarter of the year coincides with the low season for air traffic.

#### **ADR Engineering SpA**

The company reports a net loss of 197 thousand euros for the first quarter of 2004, whilst it substantially broke even (net income of 5 thousand euros) in 2003.

The result reflects a 53% decline in revenues, which was not compensated for by cost reductions (the cost of materials and external services fell 66%, whilst payroll costs rose 21%).

#### **ADR Tel SpA**

ADR Tel reports net income of 86 thousand euros for the period, which is not comparable with the same period of 2003 as the company only started operating on April 1 of last year.

Revenues totaled 1,246 thousand euros, whilst EBITDA amounted to 268 thousand euros, representing an EBITDA margin of 21.5%. EBIT amounted to 171 thousand euros.

#### **ADR Advertising SpA**

The company closed the first quarter of 2004 with net income of 264 thousand euros, after estimated tax expense of 172 thousand euros. Revenues amounted to 5,370 thousand euros, whilst EBIT was 424 thousand euros, representing an EBIT margin of approximately 8%.

<sup>\*\*</sup> NEW STANDARD FOR 2004: baggage reclaim starts within 30 minutes and finishes within 38 minutes of flight arrival — to be met in 90% of flights.

<sup>\*\*\*</sup> STANDARD FOR 2003: baggage reclaim starts within 26 minutes and finishes within 34 minutes of flight arrival – to be met in 90% of flights. Standard used for all flights.

There is no basis for comparison in that the company, which began operating on March 1, 2003 with the closure of the contract regarding ADR's lease of its advertising division, did not prepare quarterly accounts as of March 31, 2003.

#### **ACSA Ltd**

At the end of the period, the company, which is 20% owned by ADR IASA Ltd, posted net income of 46.9 million rands (5.5 million euros, at the weighted average exchange rate for the period), compared with the 245.7 million rands of the first quarter of 2003 (27.4 million euros).

This significant reduction derives from the prudent recognition in ACSA's accounts of a sum of 127 million rands before the related tax effect (15.0 million euros at the average exchange rate for the period). This regards a reduction in fees posted by the company in the years ended March 31, 2002 and March 31, 2003, as provided for in a document issued by the "Regulating Committee", appointed by the South African government. The company is currently in dispute with the government over this matter.

Moreover, the result for the first quarter of 2003 benefited from a gain on the sale of land owned by the company at Durban airport (115 million rands - 12.8 million euros at the average exchange rate for the first quarter of 2003).

# Other significant events during the first quarter of 2004

# **Legal and regulatory context**

The Consolidation Data Protection Act (Legislative Decree 196/039), or so-called **Data Protection Code**, came into effect on January 1, 2004. The Act has reformed previous data protection legislation, rationalizing existing regulations and establishing a series of general principles to be applied to the processing of data in all sectors.

In a letter dated January 12, 2004, ADR has requested the Civil Aviation Authority to begin the procedure for drawing up the Planning Agreement provided for in point 5 of the Ministry of Infrastructure and Transport's **Tariff reform plan**, approved by CIPE (Interdepartmental Committee for Economic Planning) Resolution 86 of August 4, 2000.

The tariff plan covers the period 2004-2008 and, prepared on the basis of the regulatory principles and criteria established by CIPE Resolution 86/2000, will govern airport fees for services offered on an exclusive basis at Fiumicino and Ciampino airports (landing and take-off fees, apron and hangar fees, passenger boarding fees, freight loading and unloading fees, charges for security checks, and the fees to be charged for the use centralized infrastructures, common assets and assets for exclusive use).

The negotiation process launched by the Civil Aviation Authority will lead to the definition of a planning agreement with the Authority. This must then be approved by Inter-ministerial Decree (the Ministry of Infrastructure and Transport and the Ministry of the Economy).

On February 10, 2004 the Civil Aviation Authority issued ADR with the "Airport Certificate", which certifies that "Leonardo da Vinci airport in Fiumicino, operated by ADR S.p.A., is in compliance with airport certification requirements as laid down in the Airport Construction and Operation Regulations (in application of ICAO Annex 14) and is suitable for commercial air traffic operations, in accordance with the certification specifications" attached to the certificate.

In February ADR submitted a complaint to the European Commission (pursuant to Rule 17/62 and Rule 659/99) in which it requested that "the system for determining **airport license fees** for 2003 provided for by the State Property Office decree of June 30, 2003 be declared incompatible with European Union legislation pursuant to Art. 81,1. No. 1 of the EU Treaty", and also called for an investigation of aspects of the decree that it alleges distort competition.

On March 31, 2004, the Deputy Minister for Infrastructure and Transport issued decrees by which existing charges for **security screening of passengers and carry-on baggage** and **100% screening of hold baggage** – determined by the Ministerial Decree of March 14, 2003 – were confirmed and extended until December 31, 2004.

The deadline for the analytical and audited accounts to be filed, in accordance with the above Ministerial Decree, was also extended until September 30, 2004.

#### **Corporate events**

On April 8, 2004, United Towers (a member of the ABSA Bank Group), ADR IASA Ltd and ADR SpA closed an agreement extending the deadline for exercise of a put option on the preference shares of ADR IASA held by United Towers from April 9, 2004 to April 11, 2005. Preference dividends will accrue at a rate equal to 69% of ABSA Bank's prime rate.

### **GROUP FINANCIAL POSITION AND OPERATING RESULTS**

# **Reclassified Consolidated Income Statement<sup>3</sup>**

(in thousands of euros)

	First Quarter 2004	First Quarter 2003
Revenues from sales and services Contract work in progress	121,931 (112)	112,206 3,610
A REVENUES	121,819	115,816
Capitalized costs and expenses	510	1,322
B REVENUES FROM ORDINARY ACTIVITIES	122,329	117,138
Cost of materials and external services	(34,592)	(37,270)
C GROSS MARGIN	87,737	79,868
Payroll costs	(38,644)	(39,100)
D GROSS OPERATING INCOME	49,093	40,768
Amortization and depreciation Other provisions Provisions for risks and charges Other income (expense), net	(23,038) (611) (2,757) (742)	(23,791) (667) (519) (970)
E OPERATING INCOME	21,945	14,821
Financial income (expense), net Adjustments to financial assests	(24,480) 284	(22,450) 4,710
F INCOME BEFORE EXTRAORDINARY ITEMS AND TAXES	(2,251)	(2,919)
Extraordinary income (expense), net	(732)	(2,344)
G INCOME BEFORE TAXES	(2,983)	(5,263)
Income taxes for the period Deferred tax assets	(3,098) (1,039)	(2,593) 477
H NET INCOME FOR THE PERIOD	(7,120)	(7,379)
including: - <b>Parent Company's Interest</b> - Minority interest	<b>(7,921)</b> 801	<b>(8,977)</b> 1,598

Although the first quarter of the year normally coincides with the low season for air traffic, the ADR Group reports a significant rise in traffic volumes, with the comparison benefiting still further from the fact that air transport during the first three months of 2003 was hard hit by the war in Iraq and the SARS epidemic.

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<sup>&</sup>lt;sup>3</sup> Compared with the data published in the quarterly report as of March 31, 2003, the portion of amortization of the ancillary charges born by the Parent Company, ADR, in relation to its loans was reclassified from the cost of materials and external services to amortization and depreciation. In the quarterly accounts as of March 31, 2003, charges relating to labor disputes have also been reclassified from payroll costs to provisions for risks and charges.

During the first quarter of 2004, ordinary revenues, net of works carried out on behalf of the state, rose by 8.7%, thereby outstripping the 7.5% increase in passengers. Contributions were received from both the aviation (up 8.6%) and non-aviation (up 8.8%) components.

Overall revenue growth is reduced to 5.2% compared with the same period of 2003 due to the progressive decrease in income from works carried out on behalf of the state (down 3.7 million euros), given that the existing program for such works is nearing completion.

In addition to traffic growth, the positive performance of aviation activities is linked to income from security services and above all the screening of hold baggage. During the same period of 2003, this service was still not charged for, despite the Group being obliged to supply it to clients since the beginning of February.

Revenues from handling report a 0.5% increase which, though limited, represents a reversal of the trend in 2003. In addition to the above increase in traffic, this was due to the acquisition of new clients by the subsidiary, ADR Handling.

The increase in non-aviation revenues was driven by income from the sub-concession of space, above all in the retail category, which particularly suffered as a result of the reorganization that took place in early 2003 following the replacement of the principal retail sub-concessionaire at Fiumicino.

The management of car parks and advertising space contributed to the above performance with 14.0% and 6.2% growth in the two areas. Direct retail sales also picked up with respect to the same period of 2003, but at 2.2%, however, did not match traffic growth.

Total operating costs were cut by approximately 4% (materials and external services fell 7.2% and payroll costs were down 1.2%). After excluding the cost of works carried out on behalf of the state, such costs report a slight rise of 0.3%, which is in any event lower than the increase in ordinary revenues. The above performance resulted in a notable improvement in EBITDA both in absolute terms (up 20.4% on the first quarter of 2003) and as a margin (up from 35.2% to 40.3%).

The improvement in the operating performance, which also resulted in an increase in EBIT (up 48.1% on 2003), was only partially erased by the impact of greater interest expense and a reduction in adjustments to financial assets.

The balance of financial income and expense was slightly worse (down 2.0 million euros) due to an increase in the average level of debt during the period, whilst the effect deriving from the equity investment in ACSA was adversely affected by an extraordinary charge that offset positive operating results.

The Group therefore reports a net loss of 7.1 million euros, of which 7.9 million euros is attributable to the Parent Company, ADR, representing an improvement of approximately 2 million euros with respect to the first quarter of 2003.

#### **Reclassified Consolidated Balance Sheet**

(in thousands of euros)

	31-03-2004	31-12-2003	Change March '04-Dec. '03
A NET FIXED ASSETS			
Intangible fixed assets *	2,176,671	2,190,783	(14,112)
Tangible fixed assets	99,261	100,369	(1,108)
Non - current fixed assets	136,223	127,611_	8,612
	2,412,155	2,418,763	(6,608)
B WORKING CAPITAL			
Inventory	22,760	22,351	409
Trade receivables	156,522	137,205	19,317
Other assets	36,975	39,080	(2,105)
Trade payables Allowances for risks and charges	(107,742) (26,823)	(121,207) (27,842)	13,465 1,019
Other liabilities	(53,675)	(52,305)	(1,370)
	28,017	(2,718)	30,735
	20,017	(2,710)	30,733
C INVESTED CAPITAL, minus short-term liabilities (A+B)	2,440,172	2,416,045	24,127
D EMPLOYEE SEVERANCE INDEMNITIES	67,054	66,576	478_
E INVESTED CAPITAL, minus short-term	0.070.440	2 2 4 2 4 5 2	22.540
liabilities and E.S.I. (C-D) financed by:	2,373,118	2,349,469	23,649
F SHAREHOLDERS' EQUITY			
- Parent Company's interest	688,310	689,030	(720)
- minority interest	22,481	20,291	2,190
	710,791	709,321	1,470
G MEDIUM/LONG-TERM BORROWING	1,745,019	1,745,019	0
H SHORT-TERM BORROWING			
(NET CASH AND CASH EQUIVALENTS)			
.Short-term debt	21,327	16,052	5,275
.Cash and current receivables	(104,019)	(120,923)	16,904
	(82,692)	(104,871)	22,179
(G+H)	1,662,327	1,640,148	22,179
` ,			
I TOTALE AS IN "E" (F+G+H)	2,373,118	2,349,469	23,649
(*) including the value of the concession totaling	1,983,667	1,995,988	(12,321)

Compared with December 31, 2003, the Group's invested capital rose by 23.6 million euros, due to the combination of an increase in working capital and a reduction in net fixed assets.

Tangible fixed assets decreased by 15.2 million euros over the period due to the fact that depreciation exceeded investment. This reduction was only partially offset by an increase in non-current financial assets, which was almost entirely due to the greater value attributed to the equity investment in the associated company, ACSA, due to the strengthening of the rand.

The increase in working capital, which rose 30.7 million euros, relates to trade receivables (up 19.3 million euros) and trade payables (down 13.5 million euros).

The increase in trade receivables compared with December 31, 2003 is in line with the usual trend during the period, which reflects seasonal variations and the concentration of periodic billing to subconcessionaires. Receivables were largely on a par with the figure for March 31 of the previous year (up 0.7 million euros), despite the 6.0 million euro increase in revenues.

The downturn in trade payables relates to both the proportionate reduction in investment during the period compared to late 2003 and more generally to operational factors.

Net debt at the end of the guarter stood at 1,662.3 million euros.

Compared with December 31, 2003 the medium- to long-term component is stable, whilst there was a reduction in net liquidity due to:

- a slight increase in short-term debt, as a result of the greater amount of interest to be paid after the end of the quarter;
- a reduction in liquidity deposited in the Group's bank accounts.

# Consolidated Statement of Cash Flows<sup>4</sup>

(in thousands of euros)

	First Quarter 2004	First Quarter 2003
A CASH AND CASH EQUIVALENTS-OPENING BALANCE	104,871	<u>81,340</u>
B CASH FLOWS FROM (FOR) OPERATING ACTIVITIES  Net income (loss) for the period  Amortization and depreciation (Gains) losses on disposal of fixed assets (Revaluations) write-downs of fixed assets Net change in working capital  Net change in employee severance indemnities	(7,120) 23,038 (39) (326) (30,735) 478	(7,379) 23,791 (15) (4,765) (28,535) (2,731)
C CASH FLOWS FROM (FOR) INVESTING ACTIVITIES	(14,704)	(19,634)
Investment in fixed assets: .intagible .tangible .financial Proceeds from disposal, or redemption value of fixed asset Other changes	(5,586) (2,674) (43) 745 (8,507) (16,065)	(30,904) (1,885) (299) 499 (4,744) (37,333)
D CASH FLOW FROM (FOR) FINANCING ACTIVITIES		
New loans Shareholders' contributions Repayments of loans Buy-back of shares Other changes	0 0 0 0	480,000 0 (386,319) 0 0 93,681
E DIVIDENDS PAID	0	0
F ALLOWANCE FOR EXCHANGE RATE VARIATIONS Change in allowance for exchange rate variations	8,590	4,752
G CASH FLOW FOR THE PERIOD (B+C+D+E+F)	(22,179)	41,466
H CASH AND CASH EQUIVALENTS (NET BORROWING) - CLOSING BALANCE (A+G)	82,692	122,806

A total of 22.2 million euros of net cash and cash equivalents at the beginning of the period was used for:

- the temporary exposure resulting from the management of working capital not covered by operating cash flow;
- capital expenditure of 8.3 million euros.

Net cash and cash equivalents therefore amount to 82.7 million euros at the end of the quarter.

<sup>4</sup> Compared with the data published in the quarterly accounts as of March 31, 2003, the amounts relating to "Amortization and depreciation", "Net change in working capital" and "Investment in fixed assets: intangibles" have been modified to take account of reclassification of the ancillary charges for the loan taken out by the Parent Company, ADR, as mentioned in the section dealing with the Reclassified Consolidated Income Statement.

# **SUBSEQUENT EVENT**

An analysis of the **traffic** figures for the Roman airport system for the period January-April 2004, compared with the same period of 2003, reveals the following performance:

Data as of April 30, 2004 (the figures in brackets indicate the percentage change with respect to the same period of 2003)

Traffic component	
Movements	
Aircraft tonnage	
Total passengers	
Total freight (tons)	

SYSTEM	
108,811	
(+3.8%)	)
7,697,618	
(+0.9%)	)
8,900,489	
(+10.6%)	
47,926	
(+0.6%)	)

Fiumicino	Ciampino
95,882	12,929
(+1.6%)	(+23.6%)
7,128,753	568,865
(-1.2%)	(+37.4%)
8,179,094	721,395
(+7.7%)	(+58.7%)
41,259	6,667
(+0.4%)	(+1.6%)

Domestic	International
54,260	54,551
(-1.5%)	(+9.6%)
3,189,465	4,508,153
(+0.2%)	(+1.4%)
3,888,884	5,011,605
(+2.5%)	, ,
5,140	42,786
(-23.3%)	(+4.5%)

International traffic breaks down into EU and non-EU traffic as follows.

Traffic component
Movements
Aircraft tonnage
Total passengers
Total freight (tons)

International
54,551
(+9.6%)
4,508,153
(+1.4%)
5,011,605
(+17.8%)
42,786
(+4.5%)

EU	Non-EU		
36,129	18,422		
(+12.6%)	(+4.2%)		
2,419,284	2,088,869		
(+11.1%)	(-7.9%)		
3,194,158	1,817,447		
(+17.9%)	(+17.5%)		
11,998	30,788		
(+25.5%)	(-1.9%)		

The first four months of 2004 have registered a 7.7% increase in passenger traffic using Fiumicino compared with the growth reported for the first quarter of the year, amounting to 4.2%. This was due to the positive start to the summer season for air transport, despite the three days of strikes called by Alitalia personnel at the end of April, which caused the cancellation of numerous flights.

American Airlines has reinstated flights to New York and Air Berlin has transferred its operations from Ciampino to Fiumicino.

Ciampino airport saw further growth in low-cost traffic, resulting in a 58.7% increase in passengers and a 23.6% rise in movements.

In April Hapag Lloyd Express halted services, whilst Ryanair began operating new flights to Glasgow Prestwick, Thomsonfly introduced a daily service to Coventry and Helvetic Airways launched twelve weekly connections to Zurich.

# **OUTLOOK**

Traffic growth has so far substantially confirmed the forecast trend for 2004. Provided there are no extraordinary events, this should benefit the Group's operating performance.

Against this backdrop, the Group will continue to closely follow developments in the principal issues that have come to the fore during early 2004: the evolution of regulated tariffs and the crisis at Alitalia.

# ADR SPA: ACCOUNTS FOR THE THREE MONTHS ENDED MARCH 31, 2004

# **RECLASSIFIED INCOME STATEMENT OF ADR SPA**

(in thousands of euros)<sup>5</sup>

	First Quarter 2004	First Quarter 2003
Revenues from sales and services Contract work in progress	106.069	100.156
Colicract work in progress	350	3.713
A REVENUES FROM ORDINARY ACTIVITIES	106.419	103.869
Cost of materials and external services	(33,772)	(35.613)
B GROSS MARGIN	72.647	68.256
Payroll costs	(25.634)	(27.319)
C GROSS OPERATING INCOME	47.013	40.937
Amortization and depreciation	(22.534)	(23.012)
Other provisions	(450)	(631)
Provisions for risks and charges	(2.306)	(442)
Other income (expense), net	(702)	(1.127)
D OPERATING INCOME	21.021	15.725
Financial income (expense), net	(24.521)	(22,554)
Adjustments to financial assests	Ö	0
E INCOME BEFORE EXTRAORDINARY ITEMS AND TAXE	(3.500)	(6.829)
Extraordinary income (expense), net	(512)	(2.322)
Extraordinary income (expense), nec	(312)	(2,022)
F INCOME BEFORE TAXES	(4.012)	(9.151)
Income taxes for the period:		
current taxes	(2.042)	(2.119)
deferred tax assets (liabilities)	(1.074)	452
	(3.116)	(1.667)
G NET INCOME (LOSS) FOR THE PERIOD	(7.128)	(10.818)

<sup>&</sup>lt;sup>5</sup> The reclassifications applied to the figures for the first quarter of 2003 are described in the note to the section dealing with the Group's financial position and results of operations.

# **RECLASSIFIED BALANCE SHEET OF ADR SPA**

(in thousands of euros)

	31-03-2004	31-12-2003	Change March '04- Dec. '03
A NET FIXED ASSETS			
Intangible fixed assets *	2,209,855	2,224,059	(14,204)
Tangible fixed assets Financial fixed assets	90,082 145,305	90,712 145,455	(630) (150)
Filialicial fixed assets	145,305	145,455	(150)
	2,445,242	2,460,226	(14,984)
B WORKING CAPITAL			
Inventory	21,099	20,244	855
Trade receivables Other assets	133,771	118,722	15,049
Other assets Trade payables	28,856 (106,695)	30,600 (120,387)	(1,744) 13,692
Allowances for risks and charges	(25,586)	(27,056)	1,470
Other liabilities	(41,221)	(41,919)	698
	10,224	(19,796)	30,020
C INVESTED CAPITAL, minus	0.455.466	0.440.400	45.004
short-term liabilities (A+B)	2,455,466	2,440,430	15,036
D EMPLOYEE SEVERANCE INDEMNITIES	47,570	47,450	120
BY EMILECTEE SEVERANCE INDEMINATES	17,070		
E INVESTED CAPITAL, minus short-term			
liabilities and E.S.I. (C-D)	2,407,896	2,392,980	14,916
financed by:			
F SHAREHOLDERS' EQUITY			
- Paid-up share capital	62,225	62,225	0
- Reserves and retained earnings (accumuled losses	683,584	682,515	1,069
- Net income (loss) for the period	(7,128)	1,069	(8,197)
	738,681	745,809	(7,128)
G MEDIUM/LONG-TERM BORROWING	1,745,019	1,745,019	0
H SHORT-TERM BORROWING			
(NET CASH AND CASH EQUIVALENTS)			
.Short-term debt	22,457	16,831	5,626
.Cash and current receivables	(98,261)	(114,679)	16,418
	(75,804)	(97,848)	22,044
(G+H)	1,669,215	1,647,171	22,044
I TOTALE AS IN "E" (F+G+H)	2,407,896	2,392,980	14,916
(*) including the value of the concession totaling	2,016,353	2,028,877	(12,524)