

3

Reference scenario

3.1 Macroeconomic scenario

Macroeconomic scenario

The global economic outlook for 2025 was characterized by broad-based growth, despite exposure to geopolitical shocks, energy volatility, and tensions along global supply chains. The OECD's December 2025 estimates (see below) indicate global economic growth rates for the year in line with 2024 (+3.2% vs. +3.3%), albeit amid growing uncertainty regarding trade policies linked to rising tariffs.

In the United States, investments in technologies related to Artificial Intelligence systems were one of the main drivers of economic expansion, while simultaneously supporting international trade. In the Eurozone, growth recorded a moderate increase of +1.3% according to the aforementioned OECD estimates, in line with the ECB's December 2025 forecasts, which indicate an average annual real GDP growth rate of 1.4% for 2025. This result is attributable to the overall level of investment, both public—supported by funds made available through the NextGeneration EU program—and private, particularly in the field of information technology, despite uncertainty regarding trade policies.

According to data from the Bank of Italy (Economic Bulletin 1/2026), in the second half of the year, the volume of international trade grew, thanks both to trade in goods related to technologies for Artificial Intelligence telecommunications infrastructure and to a geographical realignment of trade flows, with a rebalancing of the decline in Chinese exports to the United States through expansion into other Asian countries and the EU. However, uncertainty regarding trade policies remains high for 2026.

GDP growth and macroeconomic scenarios							
<i>(percentage changes, unless otherwise specified)</i>							
ITEMS	Growth			OECD Forecasts		Revisions (2)	
	2024	2025 Q2 (1)	2025 Q3 (1)	2025	2026	2025	2026
World	3,3	—	—	3,2	2,9	0,0	0,0
Japan	-0,2	2,1	-2,3	1,3	0,9	0,2	0,4
United Kingdom	1,1	0,9	0,4	1,4	1,2	0,0	0,2
United States	2,8	3,8	4,3	2,0	1,7	0,2	0,2
Euro Area	0,9	0,6	1,1	1,3	1,2	0,1	0,2
Brasil	3,4	2,4	1,8	2,4	1,7	0,1	0,0
China	5,0	5,2	4,8	5,0	4,4	0,1	0,0
India (3)	6,5	7,8	8,2	6,7	6,2	0,0	0,0
Russia	4,3	1,1	0,6	0,7	0,5	-0,3	-0,2

Source: for growth data, national statistics; for world GDP and forecasts, OECD, OECD Economic Outlook. Resilient Growth but with Increasing Fragilities, December 2025. (1) Quarterly data. For the euro area, Japan, the United Kingdom and the United States, quarter-on-quarter percentage changes, year-on-year and seasonally adjusted; for the other countries, changes over the corresponding period. – (2) Percentage points; revisions compared to OECD, OECD Economic Outlook, Interim Report, September 2025. – (3) Actual data and forecasts refer to the fiscal year beginning in April.

The process of broad-based disinflation continued, particularly in developed economies, a condition that enabled, among other things, repeated rounds of expansionary monetary policy by the Federal Reserve, which brought benchmark rates into the 3.50%–3.75% range. In the Eurozone as well, inflation expectations aligned with the ECB’s targets justified an overall reduction by the Central Bank of 200 basis points between June 2024 and June 2025, bringing the deposit rate to 2%.

According to data collected in December 2025, consumer inflation stood at 2.7% in the United States and 2.0% in the euro area, with expectations of a further decline to 1.9% in 2026 and 1.8% in 2027 (see ECB Economic Forecasts, December 2025). The expectations implied by inflation swaps, with a one- to two-year horizon, pointed to values around 1.7–1.8% at the start of 2026, converging toward 2.0–2.1% for longer maturities.

Throughout 2025, Italy recorded a moderately positive trend in investment, thanks in part to resources from the PNRR—the National Recovery and Resilience Plan. According to the macroeconomic projections published by the Bank of Italy in December 2025 (see “Macroeconomic Projections for the Italian Economy, December 19, 2025”), national GDP is projected to reach +0.6% for the year, with slightly improved forecasts (+0.8%) for 2027; this trend, however, remains subject to the persistence of favorable investment financing conditions and the resilience of aggregate demand.

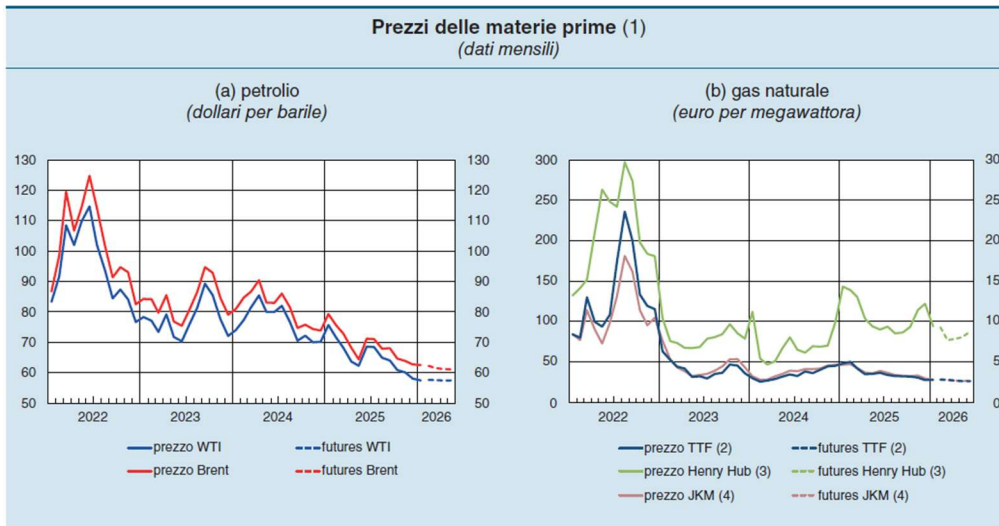
ISTAT estimates indicate that employment will continue its upward trend, albeit at a slower pace. The unemployment rate hit a historic low of 5.7% in November 2025, accompanied by a significant decline in the youth unemployment rate, which fell to 18.8%.

According to the “Survey on Inflation and Growth Expectations,” conducted quarterly by the Bank of Italy, the sample of companies surveyed between November and December 2025 (including ATM) expressed more favorable views on the trend in overall demand compared to the same period in 2024, along with positive expectations regarding employment.

Raw Materials

In 2025, energy commodity prices showed volatility, albeit against a backdrop of a gradual correction, particularly for oil, which was affected by the increase in production by the OPEC+ cartel implemented toward the end of the year. The price of Brent crude began 2025 at around \$80 per barrel, before falling to around \$60 per barrel over the course of the year.

The International Energy Agency forecasts a global supply surplus for 2026, partly due to the exploitation of Venezuelan fields. The price of natural gas, as measured by the TTF (Title Transfer Facility), also showed a relatively stable trend. Futures prices on the TTF market for the first half of 2026 reflect expectations of substantial price stability.



Fonte: LSEG.

(1) Per i prezzi a pronti, medie mensili fino a dicembre 2025; il dato di gennaio 2026 si riferisce alla media dei dati giornalieri dal 1° al 9 gennaio 2026. Per i prezzi dei futures, quotazioni del 9 gennaio 2026. – (2) Prezzo del gas scambiato sul mercato TTF nei Paesi Bassi. – (3) Prezzo del gas distribuito attraverso il polo Henry Hub in Louisiana (USA). Scala di destra. – (4) Prezzo globale di riferimento del GNL scambiato su Japan Korea Marker (JKM).

(Source graphs: Bank of Italy Economic Bulletin - January 2026)

The Local Public Transportation Sector

In 2025, the sector demonstrated substantial economic stability among larger companies, despite an uncertain outlook, highlighting the need for a post-PNRR plan to ensure sustainability in the medium to long term. Investments in fleet renewal continued, with an increasing share of alternative-fuel vehicles (electric and natural gas), amid a recovery in transportation demand, particularly in large metropolitan areas.

Companies increased investments in digitalization, with the aim of improving the service experience and operational efficiency.

According to the “Mind the Gap” report, prepared by Clean Cities in December 2025, the nominal budget of the National Transport Fund (FNT) has fluctuated between 4.8 and 5.3 billion euros over the past ten years—figures that do not account for inflation, which totaled 25% over the same period. This erosion of the real value of the funds has led over time to a significant reduction in the purchasing power of the resources allocated to the sector, contributing to regional disparities in service quality.

For 2026, a further acceleration in investments in environmentally friendly and technologically advanced vehicles is expected, utilizing the resources made available by the PNRR by the first half of the year.

3.2 The Regulatory Framework for the Local Public Transportation Sector

The year 2025 was marked by the ongoing conflict between Russia and Ukraine and the conflict between Hamas and Israel, both of which had indirect effects on the public transportation sector. To enable public transportation companies to continue their normal operations, the Italian government implemented a series of measures, detailed below by category.

3.2.1 Diesel price increase subsidies

Starting in 2022, the government has implemented numerous measures to address rising diesel prices. Under Decree-Law No. 21/2022 *“Urgent Measures to Counter the Economic and Humanitarian Effects of the Ukrainian Crisis”* and subsequent amendments, the excise tax on diesel fuel used as motor fuel was temporarily reduced, with subsequent extensions through December 31, 2022, via the so-called *“Quater Help Decree”* (Decree-Law No. 176/2022). With regard to the latter, it should be noted that the tax benefit provided for in point 4-bis of Table A, attached to Legislative Decree No. 504/1995, has been reinstated. The standard tax rate on diesel used as fuel has therefore been raised to 467.40 euros per thousand liters, which is higher than the rate set for subsidized use (403.22 euros per thousand liters).

In addition, Decree Law No. 115/2022 was of significant importance, as it established a €40 million fund to cover the cost of fuel and energy products incurred in the second quarter of 2022 by local and regional public transportation vehicles. The fund was subsequently increased by 100 million euros (Decree Law No. 144/2022) and then by another 320 million euros (Decree Law No. 176/2022).

On the other hand, Executive Decree No. 460/2022 authorized the allocation of 40 million euros as a contribution to cover the increase in fuel costs incurred during the second quarter of 2022 for the operation of local and regional public transport vehicles, in favor of the Regions, Autonomous Provinces, and companies operating public transport services. The Lombardy Region received €4,594,688.49.

An additional allocation of €80 million was authorized as an advance on the contribution intended to cover the increase in fuel costs incurred in the third four-month period of 2022. The amount allocated to the Lombardy Region was €9,189,376.98.

In 2023, *Interministerial Decree* No. 128 allocated €80 million to the relevant local authorities and companies operating regional public transportation services to cover the increase in fuel costs for the second four-month period of 2022. The Lombardy Region was allocated €7,351,501.59 as an advance payment of 80% of the total amount. In addition, by *Decree No. 398/2023 of the Ministry of Infrastructure and Transport*, the payment of €40 million was authorized as a contribution for the second four-month period of 2022 to the Regions, Autonomous Provinces, and companies operating local public transport services. For the Lombardy Region, the authorized amount is €4,594,688.49. The aforementioned decree also authorized the payment of €78,966,368.12 for the third four-month period of 2022. For the Lombardy Region, the authorized amount is €9,189,376.98.

Interministerial Decree No. 335/2023 allocated a grant of €136,477,600.83 for the second four-month period of 2022, to the Regions, the Autonomous Provinces, and the companies operating regional public transport services, and €96,807,703.33 for the third four-month period of 2022. The amount allocated to the Lombardy Region was €14,934,561.63 for the second four-month period and €11,789,912.32 for the third.

Finally, *Decree No. 469/2023 of the Ministry of Infrastructure and Transport* authorized the payment, for Lombardy, of €10,339,873.14 for the second four-month period of 2022 and €2,600,535.33 for the third four-month period of 2022.

In 2024, the Lombardy Region allocated the funds received from the State **to offset increased fuel and energy costs for the second and third quarters of 2022** through the following measures:

- Regional Council Resolution No. XII/2818 of 2024, which allocated a total amount of €25,220,046.55 to Trenord S.r.l., the local public transport agencies, and the Lake Iseo, Endine, and Moro Basin Authority;
- Decree No. 11224 of 2024 issued by the Directorate General for Transport and Sustainable Mobility, which provided for the payment of €12,342,088.75 to the Local Public Transport Agency for the Metropolitan Area of Milan, Monza and Brianza, Lodi, and Pavia;
- Executive Decision No. 65 of 2024 of the Agency for Local Public Transport of the Metropolitan Area of Milan, Monza and Brianza, Lodi, and Pavia, by which state funds were disbursed to the companies and entities.

3.2.2 Measures in favor of companies for the purchase of electricity

No decrees allocating new resources were issued during the year under review. For further details, please refer to the information provided in the ATM Group's 2023 Integrated Annual Report.

3.2.3 Work on extraordinary maintenance of fixed-track rapid transit systems

Decree No. 443/2021 of the Ministry of Sustainable Infrastructure and Mobility provided for the allocation of **€182.9 million to local authorities**, for subsequent distribution to eligible companies that had submitted projects and programs for extraordinary maintenance and fire prevention measures in the subway system.

The City of Milan and, consequently, ATM were allocated grants totaling **€44.4 million** for the following maintenance projects (amounts revised by Ministerial Decree 344/2023):

- Subway Rolling Stock: General overhaul of car bodies (26 Meneghino trains) €17.4 million;
- Subway Rolling Stock: General overhaul of bogies (26 Meneghino trains) €19 million;

- Subway Catenary System: Replacement of 1,500-volt catenary traction systems (13 km, including overhead wires) €8 million.

The deadlines originally set forth in Decree No. 443/2021 were revised by Decree No. 343/2023, which extended the deadline for project completion to December 31, 2025.

Under Decree No. 197/2025, the total savings from the decree were allocated to new projects: the City of Milan was allocated €7,809,957.00 for the project “General overhaul of cash registers and carts (additional vehicles),” with a project completion deadline of December 31, 2026.

Last November, the City of Milan sent a request to the Ministry of Infrastructure and Transport (MIT) regarding an extension of the completion deadline and refinancing of €0.72 million plus VAT for the project “Renovation of 1500 V overhead catenary traction systems (13 km, including suspensions), for which the Company is awaiting a formal response from the MIT.

3.2.4 Regulatory Measures for Investments

Italy is one of the main beneficiaries of **NextGenerationEU**, the European Union’s economic recovery plan, which, through the Recovery and Resilience Facility (RRF), makes approximately **€724 billion** available in the form of grants and loans. In fact, in Italy, a national plan known as the **PNRR (National Recovery and Resilience Plan)** has allocated over **€191.5 billion** in investments, supplemented by additional national and complementary resources. Alongside the PNRR, the **REACT-EU** program (Recovery Assistance for Cohesion and the Territories of Europe) provides additional funding to support territorial cohesion, strengthen healthcare systems, and revitalize the labor market.

The PNRR is structured around seven strategic missions, organized along **three main axes: digitalization and innovation, ecological transition, and social inclusion**. The final mission, known as REPowerEU, was introduced to strengthen energy independence and accelerate the transition to renewable energy sources. The implementation of these missions aims to improve the competitiveness of the Italian economy and promote sustainable and inclusive development, in line with the EU’s long-term growth objectives. The measures are organized into reforms and investments that address the country’s structural challenges, with a particular focus on strengthening infrastructure and administrative capacity.

One of the core missions of the PNRR is **Mission 2: Green Revolution and Ecological Transition**, which has been allocated a total budget of approximately **59 billion euros**. The main objectives include promoting energy efficiency, reducing greenhouse gas emissions, increasing the use of renewable energy sources, and developing a circular economy. Planned initiatives include improving the energy efficiency of public and private buildings, expanding infrastructure for sustainable mobility, and strengthening green agricultural and industrial supply chains, thereby contributing to the achievement of European climate goals for 2030 and 2050.

With regard to local transportation, measures aimed at increasing its sustainability include a major program to **replace the obsolete bus** fleet with low- or zero-emission solutions (e.g., the renewal of a fleet of 5,540 buses and the phasing out of EURO 0, 1, and 2 vehicles, as well as some EURO 3 vehicles) and **green trains** to accelerate the development of *green* local public transportation.

Investment 4.4 of the aforementioned mission on the renewal of green bus and train fleets, amounting to €3.64 billion (of which €1.91 billion is dedicated to green buses), calls for the purchase of approximately 3,360 low-emission buses by 2026, with a mandatory interim transition of at least 800 vehicles by the end of 2024. In order to give a strong boost to sustainable mobility and improve air quality in areas with the highest levels of PM10 and nitrogen dioxide pollution, approximately one-third of the resources have been allocated to major Italian cities, including **Milan**, which has been allocated **249 million euros**.

The funds made available by Ministerial Decree 530/2021 will be used as part of ATM's "**Full Electric**" plan to:

- **replace** a total of **350 12- and 18-meter buses**, of which 92 will have been replaced by December 31, 2024, 80 by December 31, 2025, and the remainder by the second quarter of 2026. This will complete the replacement of the entire Euro III and Euro V bus fleet;
- the necessary infrastructure upgrades to existing depots (Palmanova, Giambellino, Sarca, San Donato);
- the installation of in-route fast-charging stations.

Both the bus procurement projects and those related to charging infrastructure have already completed their award procedures, and deliveries are currently underway, in line with the timeline and targets set out in the mission. As of December 31, 2025, ATM had registered 172 of the 350 vehicles planned, of which 127 have already been reported. In addition, ATM is contributing to the national target for the supply of new buses, as set forth in Measure M2C2 4.4.1, with an additional 44 buses, funded with resources under Decree 234/2020.

The ATM Group is working on the electrification of local public transportation (LPT) services for the city of Monza as well. In December 2023, the City of Monza, ATPL, NET S.r.l., ATM S.p.A., and Autoguidovie S.p.A. signed an agreement for the management of public funds from the PNRR (€7.4 million, resources referred to in Ministerial Decree 530/2021) and the PSNMS High Pollution Program (€7.7 million made available by Ministerial Decree 234/2020). These funds are earmarked for the **renewal of the urban public transit bus fleet**, as well as **for the construction of charging infrastructure**. With regard to the PNRR grant, provided for under Investment 4.4.1 and governed by Ministerial Decree 530/2021, NET S.r.l. is responsible for supplying electric buses, with funding of 5.1 million euros, while ATM S.p.A. is engaged in **the electrification of the Monza depot** on Via Aspromonte, with a contribution of 2.3 million euros. The PSNMS High Pollution grants are allocated to NET S.r.l. (€1.75 million for new electric buses), Autoguidovie S.p.A. (€5.37 million for new electric buses), and ATM S.p.A. (€600,000 for the electrification of the Monza depot on Via Aspromonte). The

bus deliveries planned for the city of Monza, funded with resources from Ministerial Decree 234/2020, contribute to meeting the PNRR targets for putting vehicles into service by June 30, 2026. In March 2025, the first three buses from the supplier Industria Italiana Autobus S.p.A. (now Menarini S.p.A.) were registered, meeting the intermediate target set by the project within the EU assessment period. In December 2025, however, the four buses owned by NET and funded through the PSNMS High Pollution resources (D.I. 234/2020) were registered, while the remaining buses from the PNRR-funded supply are currently undergoing testing.

Also in relation to the second mission of the PNRR, Action 4.2, dedicated to the development of rapid mass transit, aims to reduce private car traffic through the construction of **231 km of public transportation infrastructure**. This will have a positive effect on the demand for public transportation at the local level, with initiatives focused on the metropolitan areas of Italy's major cities to reduce environmental impact and road congestion.

Ministerial Decree 448/2021 has made **€156 million** in funds available to the City of Milan. ATM is overseeing the implementation of several projects involving the purchase of **14 new trams and 10 trolleybuses** for over €60 million. The project involving the purchase of new trolleybuses was completed and reported on in 2025, while the supply of rolling stock for the trams is still ongoing.

Another project funded by PNRR funds is aimed at promoting MaaS systems for **the digitalization of local transportation** (M1C1 –1.4.6: *Mobility as a Service for Italy*). The initiative, with a total value of 40 million euros, designates Milan as the lead city for the pilot program. ATM is involved as a public transport operator in the implementation of MaaS systems as well as in activities to digitize public transport, such as the procurement of ticket validators for the surface network, which was completed in 2023. ATM is also contributing to the LivingLab project, funded by the same mission, which involves the creation of a laboratory with infrastructure and services aimed at testing technologies and innovations related to connected and autonomous vehicles and advanced driver-assistance systems (on-board units for trolleybuses, development of an app dedicated to key users of the *LivingLab* experiment, passenger counters installed on trolleybuses, and additional improvements at stops along routes 90-91).

In addition, to reduce the citizenship gap, the PNRR—through Mission M5C2, Investment 2.2—has allocated 2.49 billion euros to create new services for citizens, upgrade logistics infrastructure, and transform the most vulnerable areas into smart cities and sustainable communities. In this context, as part of the “Integrated Urban Plans” sub-initiative, ATM is working with the City of Milan **to improve accessibility** at select stations on the M1 and M2 subway lines.

Finally, ATM, in collaboration with the City of Milan, is implementing additional projects funded by MIT grants from 2017 and 2018 for the purchase of new rolling stock (trolleybuses, trams, and metro trains) and for the renovation of metro line infrastructure, with total funding of over 900 million euros.

3.3 ATM's contractual framework

Management of public transport services

The methods by which local authorities award contracts for the management of local public transportation and related and complementary activities fall into two contractual categories:

- **Gross cost:** the operational risk lies with the operator, while the commercial risk lies with the contracting authority, which retains the revenue from ticket sales. The operator receives a fee commensurate with the actual provision of the service, which is subject to annual adjustment based on inflation. The fee is not influenced in any way by the performance of ticket sales revenue, the effects of any fare adjustments, or changes in mobility demand. Consequently, the operator must continuously pursue operational efficiency objectives, based primarily on cost control.
- **Net cost:** both the industrial and commercial risks are borne by the operator, who is the owner of the revenues from the sale of tickets and receives from the contracting authority a payment calculated with reference to the theoretical shortfall in production costs not covered by fares.

Existing contractual relationships

The services covered by the Service Contract between ATM S.p.A. and the City of Milan under a gross cost arrangement include the management of intermodal local public transportation (metro, tram, bus, and trolleybus), on-demand transportation, and ancillary activities such as the distribution of tickets, related customer information, and fare evasion control. With regard to the risk of fare evasion, ATM, although not directly affected (as the operator under a gross cost contract), takes all necessary measures to combat fare evasion in order to maximize revenue for the contracting authority.

The Contract governs the obligations and responsibilities of ATM S.p.A. and the City of Milan:

- **ATM S.p.A. is responsible for managing** transportation and related services in accordance with the guidelines and directives of the City of Milan, which is responsible for planning;
- The **Municipality of Milan, owner of the revenue** derived from the sale of tickets, is responsible for defining and structuring the fare system; in this context, ATM S.p.A. plays a strategic role as the operator of the sales network on behalf of the City. Investments for the development and maintenance of the public transportation network and related infrastructure are the responsibility of the City of Milan as the owner.

In addition to transport services, ATM S.p.A. manages, under the same contract, complementary services such as on-street and off-street parking, as well as the towing and impoundment of vehicles in accordance with the Highway Code. The municipality is responsible for setting parking rates, while

the revenue generated is managed by ATM S.p.A., which pays the municipality a predetermined fee. Since 2017, it has been determined that the portion of annual revenue attributable to the tariff increase—conventionally identified as that exceeding the level of 18,490 thousand euros annually—shall be allocated to the Municipality.

The operational management of the Service Contract is entrusted to a Technical Committee with equal representation, which assesses all aspects related to the management and execution of the Contract, such as monitoring contractual performance, determining bonuses and penalties, evaluating changes to services and contractual amendments, and assessing extraordinary maintenance work on municipal assets.

In addition, in the context of exiting contractual relationship, the following are of particular relevance:

- the single management contract for the M5 underground line between ATM S.p.A. and the concessionaire Metro 5 S.p.A. The contract, which operates on a gross cost basis, governs the management and related activities entrusted to ATM S.p.A. for the entire duration of the concession until 2040;
- the single management contract for the M4 metro line between ATM S.p.A. and the concessionaire SPV Linea M4 S.p.A. The contract, under a gross cost regime, governs the management activities and related tasks entrusted to ATM S.p.A. for the entire duration of the concession until 2047;
- the Service Contracts, under a net-cost regime, between the subsidiary Nord Est Trasporti S.r.l. and the Local Public Transport Agency of the Metropolitan Area of Milan, Monza Brianza, Lodi, and Pavia (“Territorial Agency” or “Basin Agency”) for the management of the extra-urban bus service until December 31, 2027, or, if earlier, until the date set for the new operators to take over;
- the Service Agreement entered into with Metroselskabet I/S, on a gross-cost basis, for the management—through the Danish subsidiary Metro Service A/S—of the operation and maintenance of the M1 and M2 metro lines in Copenhagen, expiring on September 29, 2027;
- the subcontract with Hitachi Rail STS, expiring on September 29, 2027, for the mobilization, operation, and maintenance of the M3 (Cityringen) and M4 metro lines in Copenhagen. Metro Service A/S has completed the mobilization of the M3 (Cityringen) and M4 metro lines and launched commercial and operational activities for the M3 metro line in 2019, while commercial and operational activities for the M4 metro line were launched in 2020.

- The contract with Hovedstadens Letbaneselskabet (The Greater Copenhagen Light Rail), under which Metro Service A/S is responsible for the deployment, operation, and maintenance of the Greater Copenhagen Light Rail (light rail system), a service serving the suburban area west of Copenhagen. The contract, entered into on a gross cost basis, has a duration of 15 years. In October 2025, Metro Service A/S inaugurated the first section, while the opening of the remaining section is scheduled for the second half of 2026;
- the Contract, signed on October 4, 2023, on a gross cost basis and with a duration of 10 years (plus one year of pre-operation), in partnership with Egis Projects S.A.S., for the management and maintenance, through the subsidiary THEMA S.A., of the automated metro system in the city of Thessaloniki;
- the Service Contract for the operation of the 7 fixed installations (the Como–Brunate funicular, the Argegno–Pigra cable car, the Malnago–Piani Erna cable car, the Margno – Pian delle Betulle, the Moggio – Piani di Artavaggio cable car, the Varese Vellone – Santa Maria Del Monte funicular, and the Ponte di Piero – Monteviasco cable car) in the Como, Lecco, and Varese area, signed on May 9, 2025, between Verticab S.c.a.r.l. and the CO-LC-VA Public Transport Agency. The Contract has a duration of 7 years, and commercial service began on July 1, 2025;
- the Contract, signed on May 12, 2025, with Île-de-France Mobilités (IDFM) for the management of 18 bus lines in the Croix du Sud sector, in the Petite Couronne of Paris, with service commencing on March 1, 2026.

Contract extensions

The Contract with the Municipality of Milan for the management of LPT and complementary services

The services performed by ATM S.p.A. for the Municipality of Milan are regulated by the “Contract for Local Public Transportation Services and Related and Complementary Services,” whose original expiration date, set for April 30, 2017, has been extended until December 31, 2026.

With regard to the contracts for services related to and complementary to the Local Public Transportation service contract, the new contract expiration dates following the latest extensions, signed on December 29, 2023, are as follows:

- Local Public Transportation service and related and complementary services: through December 31, 2026;
- Parking enforcement, parking lot management, and vehicle towing services: through December 31, 2026;

- Development and management of the Bike Sharing sustainable mobility system: through December 31, 2026.

Lastly on January 12, 2024, the Contracting Authority—the City of Milan—and ATM S.p.A. signed the extension agreement regarding the contract “Management of payment and collection channels, on behalf of the City of Milan, for revenues derived from access to the Cerchia dei Bastioni – Area C, as well as back-office, front-office, and call center services dedicated to managing compliance with the traffic regulations of the Z.T.L. Cerchia dei Bastioni – Area C and Area B” until December 31, 2026.

Activities related to the routine maintenance and management of the systems, technologies, and infrastructure of the Integrated Traffic and Territorial Control System (SCTT), as well as the management of payment systems for access to the Cerchia dei Bastioni “Area C” Limited Traffic Zone (ZTL), including the subsequent adaptation of the IT system for traffic management and ticketing procedures, have been incorporated into the concession, through project financing pursuant to Article 183, paragraph 15, of Legislative Decree No. 50/2016, as amended, for the design, implementation, and maintenance of Smart City IT systems and applications for safety and mobility “Minnovo.” The concessionaire under the agreement is the Temporary Consortium consisting of A2A Smart City S.p.A. (lead partner) and ATM S.p.A. (partner). The agreement, effective as of April 1, 2024, has a term of 12 years.

The Contract with the Agenzia di Bacino for the Management of Suburban Auto Services

The contract for the operation of the suburban bus service awarded to Nord Est Trasporti S.r.l. for the Bacino Agency has been extended until December 31, 2027, or until the date set for the new operators to take over, whichever comes first, in order to ensure the necessary continuity of services pending the new service award procedures.

New contract award

By General Assembly Resolution No. 4/2023, the Transport Authority decided to award the public local transport services under its jurisdiction by dividing the service area into six lots, identified as follows: (i) Lot 1 – urban and suburban services under the jurisdiction of the City of Milan, as well as urban and suburban services in Monza; (ii) Lot 2 – bus services in northwestern Milan and western Brianza; (iii) Lot 3 – bus services in northeastern Milan and central Brianza; (iv) Lot 4 – bus services in southeastern Milan and the Province of Lodi; (v) Lot 5 – bus services in southwestern Milan; and (vi) Lot 6 – bus services in the Province of Pavia.

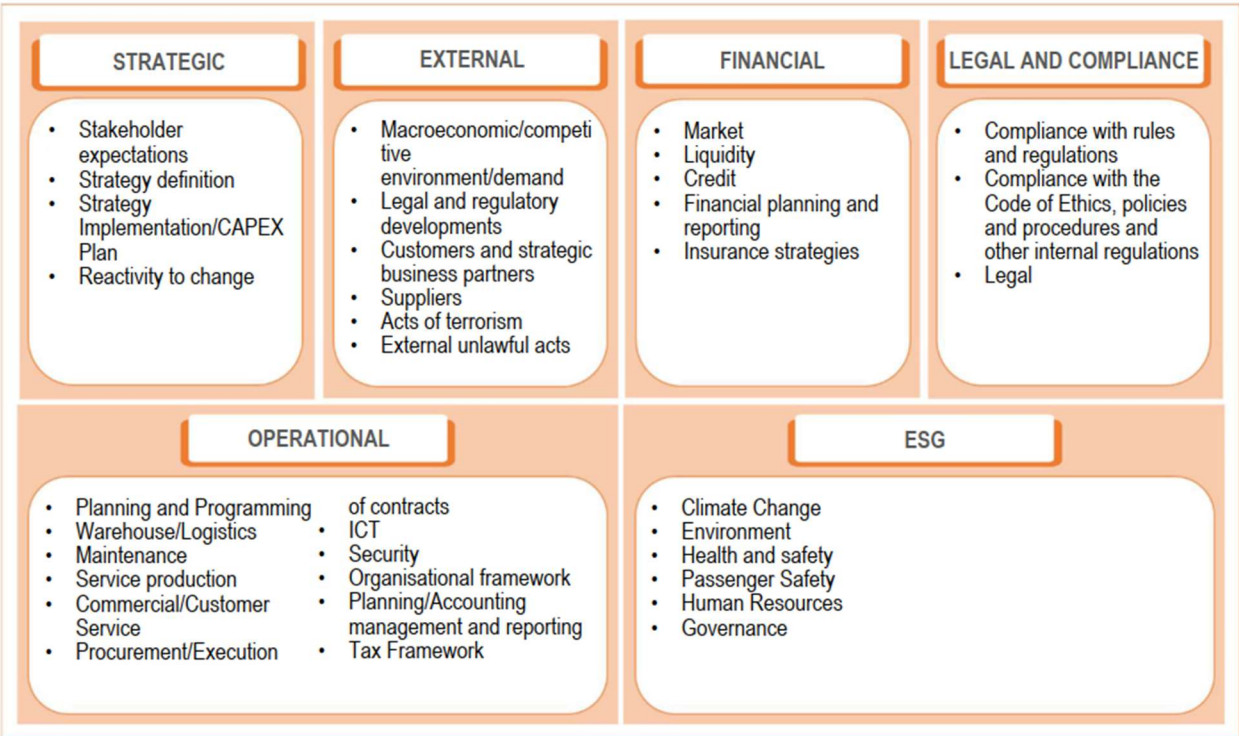
By resolution of the Board of Directors No. 20 of December 23, 2025, the Basin Agency approved and ordered the publication of the latest version of the “Contract Award Report regarding public local transport services included in lots 2, 3, 4, and 5” as required by Measure 2 of Resolution No. 154/2019, Annex A, of the Transport Regulatory Authority. The aforementioned report provides for the conduct of “an open tender procedure divided into four service lots (Lots 2, 3, 4, and 5), with a concession term of 7 years.” It is also anticipated that (i) the upcoming selection process may be divided into two separate tenders, (ii) the *lex specialis* will prohibit the same bidder from winning more than two tender

lots, and (iii) the possibility of submitting a joint bid for two contiguous tender lots. In the coming months, the Basin Agency will therefore proceed with the publication of the tender notices.

3.4 Risk factors and uncertainty

3.4.1 Taxonomy of risks

The identification of risk scenarios is carried out using a unique risk taxonomy to the ATM Group, within which are found the main risk to to which the Company is exposed in the ordinary course of its business activity.



LEGEND
 Level I risk category
 • Level II risk category

Changes in the regulatory, operational, and financial reference are constantly monitored within the integrated risk management framework, which involves multiple organizational units and the use of various tools to properly identify and assess risks and develop the corresponding mitigation plans.

With regard to the analysis of financial risks, please refer to Note 6 of the Consolidated Financial Statements and Note 5 of the Separate Financial Statements.

The analysis of non-financial risks and the resulting uncertainties is provided below.

3.4.2 Risks linked to the external context

i) Risk of legislative and regulatory developments

The new Public Contracts Code (Legislative Decree No. 36/2023) applies to all proceedings initiated on or after July 1, 2023. The Company has implemented the new regulations and adapted its internal procedures to ensure their proper application. On December 31, 2024, the amendment to the Public Procurement Code No. 36/2023 was enacted: the legislation, as amended by the amendment, has been implemented by the Company, which has adapted its procedures and documents, effective as of 2025.

ii) Cybersecurity e Information Technology

The digitization of the transportation sector, the evolution of *Information and Communication Technology* (ICT) systems, and the increasing sophistication and proliferation of cyber threats—including those arising from “hybrid” work models—have expanded the attack surface for malicious actors, with potential repercussions on financial stability, reputation, and business operations. These threats, coupled with the constantly shifting geopolitical landscape and the growing need for interconnections and interdependencies among IT systems, have redefined the technological risk landscape, confirming the need to implement a strategic cybersecurity risk management process that aligns with corporate business priorities and is consistent with the potential associated with the digitalization process.

Most of the cyberattacks observed in the local public transportation sector—such as those targeting passenger systems, ticketing systems, ***web and mobile applications, and on-board displays***—shared the common objective of causing the unavailability of these systems, with consequent impacts on operations. To counter these attacks, ATM has implemented specific mitigation measures, adding solutions to its existing cybersecurity defenses that enable the absorption of ***Distributed Denial of Service*** (“DDoS”) attacks at various levels.

To minimize the attack surface as much as possible, the Company has implemented real-time and near-real-time monitoring systems that enable the detection of any anomalies in the infrastructure. These proactive monitoring services are provided by the (cyber) *Security Operations Center* with 24/7 coverage.

Another critical issue in the ICT landscape is the problem of obsolescence related to Operational Technologies (OT), primarily due to the extended lifespan of assets, which is much longer than that of traditional ICT systems. These systems are increasingly interconnected, effectively exposing the infrastructure to known vulnerabilities and threats.

In implementing cybersecurity controls, ATM draws on national and international industry best practices, integrating them with the principles of “*Security by Design*” and “*Security by Default*” right from the initial stages of technology planning. This is to enable its systems to respond from the outset to potential disruptions and, more generally, to any action that compromises or could compromise the

confidentiality, integrity, and availability of corporate data and information, strategic technological assets, and intellectual property.

In line with the evolution of the ICT security framework, ATM has designed and developed—in accordance with the internal compliance system—processes that ensure an adequate level of physical, logical, and organizational security, involving continuous monitoring, measurement, and subsequent reviews. The Company has therefore developed a **cybersecurity management strategy** based on an integrated, multi-level approach (operational, managerial, and strategic) for business continuity, information security, and data protection. This new integrated management system ensures, at both the governance and operational management levels, all the necessary controls required for an effective process of safeguarding IT and information assets.

In addition, in compliance with the provisions of Directive NIS2 (EU 2022/2555), transposed into Italian law by Legislative Decree 138/2024, ATM has fulfilled all the required obligations; in particular:

- it has registered with the portal of the National Cybersecurity Agency (ACN) as an operator of essential services and has provided all information required by the regulation itself, also appointing a Single Point of Contact and an Alternate Single Point of Contact for the management of all necessary communications;
- it has defined a new dedicated process for the management and reporting of cybersecurity incidents to the ACN. This process provides for the classification of events according to predefined impact thresholds, the definition of internal information flows necessary for the timely collection and validation of data, and the identification of roles responsible for activating the escalation procedure. The three notification phases – preliminary, intermediate and final – are also regulated, and communication templates compliant with ACN requirements have been prepared; it has appointed the CSIRT Focal Point and two Alternate CSIRT Focal Points for the coordination of cybersecurity incident management and reporting activities to the ACN.

The strengthening and continuous improvement of cyber risk governance has progressed thanks to ongoing investments in maintenance to prevent system obsolescence and ensure their reliability, security, and efficiency. In particular, support has been provided for investments aimed at expanding system monitoring activities, and additional resources have been allocated to enhance the capacity to respond to cybersecurity incidents. Further investments have also been directed towards continuous training programmes to strengthen internal skills.

To this end, in the area of cybersecurity awareness, initiatives for ongoing awareness and training have been promoted, with periodic assessments, placing particular emphasis on professional profiles most exposed to cyber risk.

3.4.3 Operational risk

i) Operating risks related to service delivery

The main risk factors, typical of its operations, relate to potential malfunctions and unexpected service interruptions caused by accidental events and/or extreme weather conditions and/or extraordinary events; such situations could cause harm to people and result in negative economic impacts.

The infrastructure and facilities through which ATM delivers its services are exposed to possible malfunctions and/or failures due to accidental and/or natural causes, as well as acts and damage caused by third parties against company assets. To enhance the resilience of these assets, attention is given to monitoring and maintenance processes, with the aim of ensuring system safety and full availability, supported continuously by the oversight activities carried out by the Security Function.

To mitigate and/or reduce the likelihood of malfunctions related also to obsolescence, the ATM Group is engaged in specific **renewal, modernisation, and enhancement plans**, supported by resources made available through the National Recovery and Resilience Plan, in order to maintain and improve the performance efficiency of the assets necessary for providing Local Public Transport services. The aforementioned activities are themselves subject to certain uncertainties concerning, for example, the timing and costs of implementation, the efficiency, availability and operability of assets, as well as the authorisation procedures for projects by the competent authorities, recruitment and skills of personnel, and the identification of suppliers.

For specific details on the modernisation actions undertaken during 2025, please refer to the “Investments” chapter of the Financial Report.

At the end of 2023, the regulatory framework issued by Ansfisa—the “*Ansfisa Decrees*” (notably Decree 28 December 2023, Official Register Int.0081906; Decree 29 December 2023, Official Register Int.0082216; Decree 19 December 2024, Official Register Int.0000199; Decree 17 December 2025, Official Register Int.0000260, and subsequent amendments and integrations)—was expanded. By introducing new requirements, these decrees potentially impact activities related to the provision of services on Fixed-Installations Transport systems (metro, tram, trolleybus, buses with in-line charging points, cableway systems, elevators, and escalators).

To manage the related risk areas, namely operational continuity and safety, the Company is advancing an Implementation Plan to achieve regulatory compliance. This plan aims at reorganising support processes for Operations & Maintenance activities by strengthening Design, Project Management, and Training of operational personnel, adopting a risk-based approach to make decision-making increasingly informed.

In particular, for Guided Transport Systems (metro, tram, trolleybus, buses with in-line charging points), the regulations require the implementation of a Transport Safety Management System (TSMS) that demonstrates ATM’s capability to subject its processes to safety risk assessments and to identify appropriate control measures.

3.4.4 Risks related to climate change

With a view to continuous improvement of its performance and with the ultimate objective of ensuring an efficient and resilient Local Public Transport service, between 2024 and 2025 ATM launched a structured Climate Change Risk Assessment project.

This activity represented a comprehensive exercise aimed at systematically identifying and assessing the main risks related to climate change – both physical and transition-related – that could impact the Group's assets and operations in the short, medium and long term, including the analysis of climate exposures and greenhouse gas (GHG) emissions.

ATM intends to continue the analysis of climate risks and GHG emissions, pursuing the climate transition pathway through the definition of an action plan aimed at mitigating the main identified risks and achieving the emission reduction objectives.

These activities are part of the broader Group project aimed at drafting the Transition Plan, intended to formalize the objectives and actions of the decarbonization and climate change adaptation pathway, in line with the Group's strategic objectives and the guidelines of the Transition Planning Taskforce (TPT) Disclosure Framework.

For further information on the climate risks identified in 2025 and on the methods of conducting the Climate Change Risk Assessment, please refer to the Sustainability Report, within the environmental disclosure ESRS E1-1.

3.4.5 Risks related to environmental aspects, health and safety of workers .

*In line with the QAS policy, the consistent application of the **QHSE management systems ISO 9001, 14001, and 45001**, together with training and instruction processes, enables the mitigation and minimisation of risks related to environmental aspects and occupational health and safety. Maintaining effective and efficient QHSE management systems also allows for a rapid and thorough assessment of potential risks arising from the external context, the specific characteristics of the various sites, depots, and company locations, as well as from the evolution of local, national regulations and applicable voluntary international standards.*

Audits conducted by control functions and certification bodies support the maintenance of mitigation measures' effectiveness and help identify any processes requiring improvement actions. In addition, efficient coordination among control functions ensures these activities are carried out with minimal impact on operational functions. This process, combined with continuous training and the allocation of adequate resources, has enabled the achievement of high levels of QHSE performance, positively assessed by external certification bodies, and has ensured compliance of business processes.

For further information on the entire process of identifying, managing, and mitigating risks related to environmental aspects and workers' health and safety, please refer to the dedicated sections within the Sustainability Reporting.

Starting from 2024, the approach described above has been consistently applied to the operational subsidiaries Rail Diagnostics Spa and Net Srl, with the maintenance of their respective QHSE system certifications ISO 9001, 14001, and 45001.

3.4.6 Legal and Compliance Risk

Legal and compliance risks relate to the possibility, in connection with the activities carried out by the ATM Group, of incurring administrative, civil, or criminal sanctions and/or suffering reputational losses or damages as a result of non-compliance with directly applicable European laws, regulations, and standards, supervisory authority measures, or self-regulatory rules, as well as arising from adverse changes in the regulatory framework or judicial interpretations.

This category includes risks related to the commission of predicate offences under Legislative Decree 231/2001, which establishes the Company's liability for administrative offences dependent on criminal acts in relation to certain expressly regulated cases. In this context, ATM and its Italian subsidiaries have adopted their own 231 Model, periodically reviewed and updated with underlying risk assessments and gap analyses, in order to represent the system of control measures in place to prevent the commission of the offences governed. The 231 Models are harmonised with the Group's Anti-Corruption Model ("ACT Model").

Regarding environmental issues (Legislative Decree 152/2006 and other applicable legislation) and health and safety (Legislative Decree 81/2008 and other applicable legislation), ATM and its subsidiaries NET and Rail Diagnostics have adopted and maintain Environmental (ISO 14001) and Health and Safety (ISO 45001) management systems, all governed by ISO 9001 quality management systems certified and annually audited by an external body.

Concerning the protection and processing of personal data, ATM monitors regulatory developments (e.g., European Regulation No. 679/2016 on Data Protection, the Personal Data Protection Code - Legislative Decree 101/2018, provisions of the Data Protection Authority, guidelines and recommendations from national and European supervisory authorities—particularly from the European Data Protection Board) in order to adapt its processes, services, and products accordingly. Compliance with these regulations has led ATM to implement a personal data protection system based on data minimisation, thereby reducing the risk of breaches, through data protection techniques by design, where possible with default settings. In addition, ATM has adopted training plans to raise awareness among data controllers (*accountability principle*) and regularly conducts impact assessments on the rights of individuals for processing activities that present high risks to the rights and freedoms of data subjects.

In 2024, European Regulation No. 1689/2024, known as the AI ACT, was approved concerning Artificial Intelligence. ATM has initiated an analysis to equip itself with technical and organisational tools for the protection of individuals regarding the use of AI and its ethical and human-centred application, with particular attention to regulatory developments and the products and services available on the market.

Finally, legal and compliance risks also include those related to the absence of, or failure to comply with, internal procedures and regulations. In this regard, ATM has adopted:

- **the Group Regulation**, which governs the operating methods of the Group and intra-group relations;
- **the Contract Award Regulation**, which governs the procedures for awarding contracts related to works, procurement of goods, and service contracts for all Group companies;
- **the Sales Regulation**, which governs procedures related to the sale of goods, materials, and services, and the awarding of contracts for the commercial exploitation of areas and spaces;
- **the procedures and operational instructions**, which describe and regulate business processes.

3.5 Main outstanding disputes

ATM is a party to criminal, administrative, and civil proceedings, as well as to legal actions related to the normal conduct of its activities. Below is a summary of the most significant proceedings pending before national authorities. Unless otherwise specified, no elements have emerged to date in the ongoing disputes that could lead to a probable exposure to liabilities or losses of such magnitude as to significantly affect ATM's asset, economic, and financial position.

Labour disputes

Below are the cases considered likely to generate liabilities, for which a specific risk provision has been recognised under the item "Provision for disputes and environmental risks," commented on in Note 25 "Provisions for risks and charges" of the Explanatory Notes to this Consolidated Financial Statement and the separate financial statement:

- The newly initiated disputes opened during 2025 amounted to 54. The most frequent/relevant claims relate to: i) termination of employment; ii) requests for application of Royal Decree No. 8 of 8 January 1931, instead of Annex A; iii) claims related to allowances not recognised during holidays; iv) claims for compensation for psychophysical wear and tear due to overtime hours worked beyond the legal limit; v) demotion/declassification; vi) requests for shift changes linked to particular personal/family situations; vii) compensation claims for work-related injuries or occupational diseases; viii) claims for compensation for failure to clean personal protective equipment (PPE).
- The cases concerning alleged wage differences due during the holiday period affect the entire ATM workforce. On 3 April 2023, an agreement was signed with the most representative trade unions establishing the economic criteria for the remuneration of such allowance for the period prior to 1 July 2022 (with the renewal of the National Collective Labour Agreement in 2022, a lump sum amount was established and recognised from 1 July 2022 as holiday allowance). Since June 2023, the Company has implemented a procedure for signing minutes in a protected setting to regularise holiday allowance payments with the entire workforce according to the criteria of the above-mentioned agreement. To date, adherence exceeds 90% of the workforce. Currently, 8 disputes remain pending before the Court of Milan and 1 before the Court of Appeal of Milan on this matter (involving a total of 10 employees).
- The case concerning the challenge to the dismissal by the former manager of the ATM Points, for which ATM filed a formal complaint, was resolved in ATM's favour even at the highest level of judgment (Court of Cassation).
- At the end of 2023, a claim was filed by an employee of a contractor company who suffered a serious injury while performing tram cleaning work in April 2020. ATM was summoned to court as jointly liable with the contractor for compensation for the damages suffered by the worker. Given the severity of the injuries (a permanent disability of 75% has been established), the claimant's request exceeds one million euros. The dispute has been resumed and negotiations between the parties are currently ongoing.

- In March 2024, two claims were filed by 16 workers seeking compensation for psychophysical wear and tear due to overtime hours worked beyond the legal limits. The first-instance judgment concluded with a ruling in favour of the claimants. Specifically, the Court of Milan:
 - identified the applicable overtime cap for the Company as 250 hours per year until 2015 and 300 hours per year from 2015 onwards;
 - ruled that the difference of 156 hours per year between the average weekly working hours set by the National Collective Labour Agreement (39 hours) and the 36 hours and 7 minutes established at company level cannot be excluded from the calculation of overtime;
 - excluded the existence of conditions under Article 5, paragraph 4 of Legislative Decree 66/2003, on the basis of which a 10% flat-rate deduction from the total overtime hours worked by the claimants had been requested. It also deemed irrelevant that overtime work was never imposed on the claimants;
 - presumed the existence of psychophysical wear and tear damage suffered by the operational workers, effectively turning what the Company considered, based on the Court of Cassation's jurisprudence on the matter, a relative presumption into an absolute one;
 - aligned with the Court of Cassation's jurisprudence (judgment of 20 October 2022, No. 30957) according to which, after the entry into force of the Fornero Law, for all rights not prescribed at the time the law came into effect, the limitation period starts from the termination of the employment relationship;
 - regarding the quantification of damages, conformed to the approach adopted by the Court of Milan, which referred to "temporary disability damage," using only the moral damage component (€27) and excluding the component attributed to biological damage. On this basis, the Judge identified the hours worked by the claimants beyond the threshold of 250 hours per year until 2015 and 300 hours thereafter, and determined "the number of relevant working days (considering the normal daily working hours of 8 hours" (apparently referring to a theoretical 40-hour workweek, whereas the ordinary working hours observed by the Company's operational workers amount to 36 hours and 7 minutes per week). Applying this reasoning to the total overtime hours beyond the contractual cap, the Judge essentially recognised approximately €3.40 for each hour of overtime worked above the threshold.

The Company has complied with the judgment by paying the total amount of €303,000. The Company has filed an appeal. The first hearing is scheduled for February 2026. Meanwhile, another claim has been filed by 15 workers concerning the same requests, with the first hearing set for April 2026.

- The Court of Appeal of Milan, with rulings in March 2024, overturned the first-instance judgments related to the request for application of the Royal Decree provisions instead of Annex A to the 2000 National Collective Labour Agreement by employees working as traffic auxiliaries, parking

attendants, and ATM Point staff. The Company is filing an appeal to the Court of Cassation against these rulings. At the same time, other separate claims have been filed by employees requesting the application of the Royal Decree provisions instead of Annex A. To date, 4 claims have been decided in favour of ATM, but at the appeal stage, the rulings were overturned to ATM's detriment; 5 claims were upheld by the Court, and ATM has appealed or is in the process of appealing. One case is currently pending before the Court of Milan.

- In July 2024, a claim was filed by 72 workers, classified as operational grade 193, who since December 2022 have been assigned to perform duties corresponding to grade 151, and who seek recognition of demotion with consequent compensation for damages. Additionally, the workers claim non-payment of the so-called shift/autoradio/motoradio allowance and the so-called cash handling allowance. The claim was dismissed by the Court of Milan on 12 May 2025, with legal costs awarded equally. The deadline for appeal is pending.
- Seven NET workers classified as grade 193 brought legal action against their employer claiming recognition of a higher qualification, unpaid overtime and allowances, and alleged wage differences. The first of the two cases was dismissed by the Court of Milan on 21 May 2025 and has been appealed to the Court of Appeal of Milan; the second case is pending before the Court of Monza.
- In April 2025, a claim was filed by seven heirs of a former employee seeking compensation for damages following death caused by an asbestos-related occupational disease of their relative. The total amount claimed is €1,307,859. The case was settled in December 2025 with a payment of €97,000 in full and final settlement.
- On 16 June 2025, a claim was filed by two workers benefiting from leave under Law 104/1992, Article 33, requesting the Court of Milan to recognise and declare their right to have the days of leave taken under Article 33, paragraph 3, Law 104/92, counted towards the calculation of days of service presence necessary for full entitlement to the Performance Bonus provided by company agreements; the claimants also seek an order condemning ATM to pay non-pecuniary damages for discrimination. The cases were settled.
- In the second half of 2025, three claims were filed involving a total of 16 workers seeking compensation for damages due to the employer's failure to clean the personal protective equipment (PPE) provided for the performance of their duties. The parties are seeking a settlement agreement to resolve the disputes.

Environmental dispute

No significant sanctions related to environmental laws and regulations were recorded during 2025.

Dispute related to the Public Transport Service

For matters not expressed herein, reference is made to the previous annual reports and to the commentary in Note 25 “Provisions for risks and charges” of the Explanatory Notes to the Consolidated Financial Statements and the Separate Financial Statements:

- The dispute with Caronte S.r.l. is pending before the Court of Cassation. On 18 January 2024, the Cassation Court discussed the case in camera di consiglio, and in April 2024 the case was reassigned to another section of the same Court *ratione materiae*, with the new hearing date yet to be scheduled. Considering the opposition strategy adopted by the Company and the probable risk of an adverse outcome, it is noted that adequate provisions for risks and charges were recognised in previous financial years. For matters not mentioned here regarding the history and evolution of the case, reference is made to the previous annual and half-yearly reports. However, it should be noted that following the formal notice dated 11 June 2025, which was negatively responded to by ATM, on 9 July 2025 Caronte served a writ of payment (*atto di precetto*) demanding payment of the total amount of €781,648.87, including default interest and expenses allegedly still due under the first-instance judgment of the Court No. 8098/2019, confirmed on appeal and for which an appeal to the Court of Cassation is pending. On 14 July 2025, ATM filed an opposition to the writ of payment with a request to suspend the enforceability of the judgment, arguing that ATM has already paid the amount awarded by the judgment net of €1,990,000 (which also includes the sums claimed by Caronte with the writ of payment), as this amount was already paid to Caronte by the Municipality of Cinisello Balsamo, which has requested reimbursement from ATM in a separate negative declaratory action. The Judge suspended the enforceability of the judgment, deferring any further decision pending the outcome of the opposition proceedings. At the outcome of the first hearing, the judge deemed it appropriate to decide the case on the merits as soon as possible, scheduling the hearing for decision on 16 July 2026.

By judgment dated 9 April 2024, the Court of Monza declared the judicial liquidation of the company CTP. The liquidator initially proposed the admission of ATM’s claim to the liquidation liabilities for €6,642,592.37 as unsecured and €5,497.66 as secured, considering inadmissible the amount of €9,768,262.57 claimed as default interest, reserving judgment pending the resolution of disputes pending before the Court of Cassation RG 24517/2023 and 24579/2023, following which the credits would be offset against ATM’s debts also arising before liquidation, amounting to €7,957,130 plus legal interest ascertained by the Court of Appeal’s judgment, which is also under appeal before the Court of Cassation. At the hearing on 25 June 2024, in view of the liquidator’s proposal and ATM’s objections, the Delegated Judge invited the parties to seek a settlement. At the subsequent hearing on 23 July, the liquidator “proposed to settle the position

and all ongoing disputes on the following terms: acceptance of the claim for €785,625, including the sum of €50,000 offered as a contribution to legal expenses.” Negotiations followed between the parties, resulting in a settlement agreement signed on 4-5 November 2024, whereby the parties agreed that:

- Once the statement of liabilities becomes final, the procedure will pay ATM the amount of €785,000;
- the payment will be made in the first distributions;
- the liquidation of CTP waives enforcement of its claim against ATM for €9,238,121.89;
- formally, ATM has been admitted to the bankruptcy liabilities for a total of €5,497.66 as a secured creditor and €15,781,468.40 as an unsecured creditor, with a right of set-off against CTP’s counterclaims pending the outcome of ongoing proceedings;
- any further claims by ATM against the liquidator will be waived after receipt of the agreed amount;
- following payment, the parties will abandon all pending proceedings between them, thus avoiding the risk of adverse outcomes.

Following the filing of new late claims, the Judge has rescheduled the hearing for 3 February 2026. After this hearing and once the deadline for appealing the Judge’s decision has expired, distributions should follow and ATM should receive the sum of €785,000 as per the settlement agreement.

- The negative declaratory action brought by ATM against Caronte, Consorzio Trasporti Pubblici in liquidation, the Municipality of Cinisello Balsamo, and the Municipality of Sesto San Giovanni, aimed at clarifying who and to what extent must proceed with payment of sums to Caronte, seeks to prevent ATM from making multiple payments for the same claims to different parties. Following the declaration of judicial liquidation of CTP, the Judge suspended the proceedings, which were then resumed by ATM against the liquidator. The case is currently under deliberation, and we are still awaiting the judgment, which may be issued by the first half of 2026.

Among the most significant cases, sources of probable liabilities for which appropriate risk provisions have been recognised as commented in Note 25 “Provisions for risks and charges” of the Explanatory Notes to the Consolidated Financial Statements and the Separate Financial Statements, the following is noted:

- ATM has filed an appeal before the administrative courts against the Agency for Territorial Cohesion and the Ministry of Economy and Finance seeking the annulment of the Agency’s decision dated 6 April 2021, by which it requested the Municipality of Milan, as the intermediate body, to revoke and recover the grant paid to Azienda Trasporti Milanese S.p.A. for the project “PON Metro Milano 2014/2020. Operation MI2.2.4.b Areas for Cycling Mobility” and the final audit report carried out by the Ministry of Economy and Finance, State General Accounting Department.

By judgment dated 14 June 2023, the Regional Administrative Court (TAR) rejected both ATM's appeal and the Municipality of Milan's appeal, holding that the Agency for Territorial Cohesion's decision was legitimate with regard to the alleged violation of Articles 20 and 57, letter a), of Legislative Decree 163/2006, since the negotiated procedure without prior publication of a call for tenders conducted by ATM contained contractual conditions that were modified concerning the essential element of the contract duration. ATM has appealed the judgment within the legal terms before the Council of State, which has scheduled the hearing for 3 July 2025. The judgment is pending. Considering the outcome of the first-instance proceedings, the risk of an adverse outcome on appeal is deemed probable, and adequate provisions were recognised in previous financial years. For matters not mentioned here regarding the history and evolution of the case, reference is made to the previous annual and half-yearly reports.

Regarding civil litigation (Courts, Courts of Appeal, Justice of the Peace Offices), it consists of both out-of-court and judicial disputes related to issues connected to ATM's role as the Local Public Transport service operator and related and complementary activities (by way of example but not limited to claims for damages from transport; claims for damages due to interruption of public service; debt recovery; lease agreements; contract disputes). During the first half of 2025, 753 civil law cases were handled (both judicial and out-of-court). The most significant updates on the major cases are illustrated below, with reference to previous annual reports for matters not expressed here:

- Under contract no. 3000109764 dated 10 December 2021, ATM entrusted Galassia S.r.l. with the full-service maintenance and repair of vandalism and/or accident damage on 125 Solaris buses, for a duration of four years starting from January 2022, with ATM having the sole discretion to extend the service for an additional three years. Galassia claims that during the execution of the contract, circumstances arose that significantly altered the contractual balance, including the contractual amendment made by ATM to the Service Control Plan (PCS) and the progressive reduction in the mileage of the buses to be maintained. Having found no satisfaction for its requests in out-of-court negotiations, Galassia S.r.l. filed a lawsuit against ATM on 14 June 2024 seeking a declaration of ATM's serious breach of contract and, consequently, an order for ATM to pay damages quantified at €1,235,016.80. ATM appeared in court contesting the claims. Meanwhile, ATM terminated the contract due to Galassia's breach and applied penalties of approximately €393,000, offsetting them against Galassia's outstanding invoices. In addition, ATM requested enforcement of the guarantees to recover the contractual advance of €212,500 and to cover costs of €300,000 incurred due to the contractor's breach. In response, Galassia filed an urgent motion to prevent enforcement of the guarantees. The Judge rejected Galassia's requests. Meanwhile, the parties reached a settlement agreement whereby Galassia waived all claims and compensation requests in exchange for a reduction of the penalties already applied by ATM totaling €115,410.70 and agreed to claim €300,000 for scheduled maintenance work not performed by Galassia as of the contract termination date. The recovery of the contractual advance of €212,500 was effected by offsetting it against Galassia's credits. The contract was terminated by mutual agreement, and the parties declared that all outstanding issues related to the contract have been settled.

- Under contract no. 3000118596, NET—acting as the second-level implementing body on behalf of the Municipality of Monza—entrusted Industria Italiana Autobus S.p.A., now Menarini S.p.A., with the supply of 10 electric buses. The purchase is financed under the Next Generation EU project – EU Regulation 2021/241 – PNRR – Measure M2C2 investment. In order to obtain the first part of the funding, pursuant to Ministerial Decree 530/2021, the registration of the first 3 buses was required by 31 December 2024. Considering that this delay situation is common to other Italian public transport companies with supply contracts with Menarini S.p.A., and that the situation was reported to the Ministry of Infrastructure and Sustainable Mobility (MIMS), the Ministry communicated on 9 December 2024 that the bus transfer timelines indicated by Menarini “would be compatible with the assessment period (lasting on average 90 days) by the European Commission... thus ensuring that the implementing bodies can submit documentation relating to the registration of the buses... in time to meet the M2C2-34 target.” The first 3 buses subject to supply were registered by 31 March 2025, thus meeting the targets as specified by MIMS. The Municipality of Monza has already received the related tranche of funding, and reporting operations are underway with NET. Contrary to what was communicated by certified email on 1 July 2025, the supplier completed delivery by the deadline of 31 December 2025, thus enabling the Municipality of Monza, and consequently NET, to obtain the funding.
- In 2017, a minor was struck by a tram, resulting in serious physical injuries. In the criminal proceedings, the ATM driver was convicted of grievous bodily harm and ordered to pay a provisional amount of approximately €25,000. The employee appealed, and the Court of Appeal confirmed his liability while reducing the prison sentence. The judgment was upheld by the Court of Cassation. The injured minor’s parents filed a civil lawsuit against the employee and ATM without specifying the amount of damages, which is expected to be significant given the physical impairment of the girl. At the hearing on 17 July 2025, the Judge invited the parties to seek a settlement and adjourned the case to 29 January 2026 to verify the outcome of negotiations and possibly decide on the admission of evidence.
- In 2020, a woman was fatally struck by a tram while crossing the tracks. The criminal trial concluded with the acquittal of the ATM driver on the grounds that “the act does not constitute a crime.” The deceased’s father, mother, and sister sued ATM and the tram driver seeking compensation for the loss of their relative for an amount not less than €855,046. In the initial hearings, following a failed attempt at conciliation encouraged by the Judge, the Judge formally proposed
- On 5 September 2024, water overflowing from street-level manholes due to a severe storm caused flooding on level -1 of the Romolo car park, damaging 123 vehicles. While the respective responsibilities for the incident are being determined among the Municipality of Milan, owner of the infrastructure, MM S.p.A., manager of the water network, and ATM, the company has compensated each affected party with €3,000, resulting in an outlay of €354,000 to date. During

2025, six lawsuits were filed against ATM by the damaged parties seeking full compensation for their losses. ATM has appeared—and will continue to appear—in court, contesting the claims and requesting the involvement of its insurance company as well as the Municipality of Milan and MM S.p.A., respectively the owner and manager of the sewer network. The cases are currently in the introductory phase. The Insurance Strategy Department has estimated a provision of approximately €1 million.

- Eurosistemi S.r.l. is the contractor for contract no. 3000118696, concerning the installation of a new lighting and power system in the tunnels of the M2 line, between Cimiano and Romolo stations, as well as the refurbishment of the power supply lines and wiring of the lighting channels constituting the lighting system of the publicly accessible areas of 34 stations on the M1 line and 14 stations on the M2 line, including all related civil works and fire compartmentalisation works, as well as the related construction design. Since Progress Payment Certificate (SAL) no. 1 of March 2025, and for the following five certificates, the company has signed with reservation, highlighting that the contract presents an economic imbalance to its detriment, due to increased labour costs and additional charges not foreseeable from the tender documents. To date, the company has requested payment of €2,031,161.08 on this account. ATM has formally rejected all such claims, and it is expected that the company will reiterate and increase these requests upon issuance of subsequent SALs.
- The Temporary Grouping of Companies (RTI) formed by Preve Costruzioni S.p.A. and CIR Ambiente S.p.A. is the contractor for the contract concerning the strengthening of the fencing and installation of noise barriers along the M2 metro line section Cimiano-Crescenzago-Cascina Gobba. Since SAL no. 1 of September 2024 and the subsequent SAL 2, the company has signed with reservation, highlighting that the contract presents an economic imbalance to its detriment, due to deficiencies in the executive project resulting in additional charges/costs borne by the company, which to date have been quantified at €577,877.70. ATM has formally rejected all such claims, and it is expected that the company will reiterate and increase these requests upon issuance of subsequent SALs.
- Eurosistemi S.r.l. is the contractor for contract no. 3000118779 concerning installation works to be carried out for fire safety compliance, including construction design, equipment, materials, and software, related to the installation of new fire detection systems in 35 stations on the M1 line and 17 stations on the M2 line. Since SAL no. 1 on 31 August 2024, and for the following six certificates, the company has signed with reservation, highlighting that the contract presents an economic imbalance to its detriment, due to increased labour costs and additional charges not foreseeable from the tender documents. To date, the company has requested payment of €2,897,703.22 on this account. ATM has formally rejected all claims, and it is expected that the company will reiterate and increase these requests upon issuance of subsequent Progress Payment Certificates (SALs).

- Eurosystemi S.r.l. is the contractor for contract no. 3000119504 concerning works related to safety and special systems associated with elevators in stations of the M1 and M2 metro lines (works financed with PNRR funds). Starting from SAL 3 as of 30 September 2025, the company has signed with reservation, highlighting that the contract presents an economic imbalance to its detriment, due to increased labour costs and additional charges not foreseeable from the tender documents. To date, the company has requested payment of €243,291.66 on this account. ATM has formally rejected all such claims, and it is expected that the company will reiterate and increase these requests upon issuance of subsequent SALs.
- The Temporary Grouping of Companies (RTI) formed by E.S.I. S.r.l. and Antonio Colarusso of Colarusso Fulvio S.n.c. is the contractor for the contract concerning works related to electrical panels, and systems for the transformation and distribution of electrical energy for elevators in stations of the M1 and M2 metro lines (works financed with PNRR funds). Since the first SAL on 31 July 2025, the company has signed with reservation, highlighting that the contract presents an economic imbalance to its detriment, due to increased labour costs and additional charges not foreseeable from the tender documents. To date, the company has requested payment of €398,194.80 on this account. ATM has formally rejected all such claims, and it is expected that the company will reiterate and increase these requests upon issuance of subsequent SALs.
- By certified email dated 11 November 2021, the bankruptcy estate of Olicar Gestione S.r.l., through its legal representatives, requested payment of €998,636.41 relating to invoices no. 102949 dated 30 June 2019, 103557 dated 29 August 2019, 103990 dated 23 September 2019, 104301 dated 21 October 2019, and 104728 dated 31 December 2019, issued under the diesel supply contract with ATM. In addition, the bankruptcy estate claimed and requested payment of a further €507,695.24 for services rendered by the bankrupt company from October 2019 to February 2020; this amount was not invoiced and was quantified based on the average amounts invoiced by Olicar Gestione in 2019. ATM suspended payments following the notification of third-party garnishments against Olicar for approximately €380,655.85; to date, ATM has paid €49,738.63 following an order for the allocation of funds, and no information has been received regarding other enforcement procedures, which in any case became ineffective following Olicar's declaration of bankruptcy. Invoice no. 104728 dated 31 December 2019 for €509,218.90 including VAT was formally rejected by ATM, and a credit note of equal amount was unsuccessfully requested. For the remainder, the claims of the insolvency procedure are rejected by the competent Technical Directorate because, during contract execution, Olicar failed to fulfil numerous contractual obligations but continued to charge ATM the related fees, established as a fixed fee. ATM therefore engaged third-party suppliers to obtain the services not provided by Olicar, incurring the related costs. Reconstructing the accounting position and finalising the works carried out by third parties, although included in the fees invoiced by Olicar, a credit in favour of ATM would emerge of €1,096,969.08 accrued before the declaration of bankruptcy and €420,256.04 accrued thereafter, against a debt currently quantified by the bankruptcy estate at €1,506,058.65. By certified email dated 22 December 2021, ATM therefore offset its credit, as quantified above, against the claim made by the bankruptcy

estate. On 14 September 2022, ATM received a new payment request for the same amounts, to which ATM responded reiterating the objections already raised.

- By email dated 27 April 2023, BFF Bank S.p.A. requested information from ATM regarding Olicar's credit as part of due diligence for the acquisition of the credit. On 15 May 2023, ATM replied stating that the credit does not exist due to the offset made by ATM against amounts owed by Olicar as compensation for damages suffered by the company. No further actions or correspondence followed this exchange.

Toto Costruzioni S.r.l. was the contractor for the contract concerning the reinforcement of the slab at the ATM Novara Depot. The company signed all issued Progress Payment Certificates (SALs) with reservation, from the first one onwards, highlighting that the contract presented an economic imbalance to its detriment due to deficiencies in the executive project resulting in additional charges/costs borne by the company, quantified at €207,843.66. ATM has always formally rejected all claims. At the conclusion of the contract execution phase, the parties reached an amicable agreement whereby ATM recognised the company a total amount of €44,621.84 in full settlement of all registered claims: Toto Costruzioni formally waived all remaining amounts claimed as reserves, and the position was closed.

- Enel Energia S.p.A., by certified email in February 2025, through its legal counsel, contested ATM's non-payment of invoices for the supply of electricity totaling €77,368.23. ATM rejected the payment requests, claiming they resulted from Enel Energia's accounting errors, and paid the lesser amount of €14,516.58 which was actually still due. Following further checks by DAFC, it emerged that there were additional unpaid invoices from Enel Energia amounting to €7,639.31; ATM therefore proceeded to pay this additional amount as well. After this further payment, to date, Enel Energia has not reiterated the claim for the remaining amount.

Civil Litigation

With regard to disputes and contingent liabilities concerning civil liability (road accidents, transport incidents, liability for things in custody), the exposure and probable risk for the ATM Group appear to be largely covered by the "Provision for claims/liabilities" (Note 25 of the Explanatory Notes to the Consolidated Financial Statements). This provision is estimated by the Insurance Strategy Department, which updates the economic risk of each case, originating at the out-of-court stage, also taking into account the progress of ongoing proceedings. With reference to disputes of a different nature (debt recovery, contract disputes, etc.), the Legal Department acts, based on a constant flow of information, in synergy with the relevant Departments to quantify the risk exposure, as appropriate. These cases are covered by the "Allowance for doubtful accounts" disclosed in Note 18 of the Explanatory Notes.

Criminal Litigation

As of 31 December 2025, ATM is a civil party in 21 criminal proceedings, with the aim of obtaining compensation for damages suffered as a result of crimes committed by third parties, who are defendants in the aforementioned proceedings.

The Company is also constituted as a civilly liable party in a criminal proceeding in which an ATM employee is charged with the crime of vehicular manslaughter. The next hearing, scheduled for the expert's examination and the parties' arguments, will be held on 26 March 2026.

The most significant cases within the criminal litigation are outlined below:

- Regarding the complaint filed by ATM concerning the matters related to the ATM Points, for which the aforementioned labour disputes are pending, two criminal trials have arisen following severance. The first concerns the former Manager of the ATM Points, who was convicted at first instance for the crime of embezzlement and sentenced to six years and ten months of imprisonment, and permanently disqualified from holding public office and contracting with the Public Administration. The Court also ordered the mandatory and disproportionate confiscation of assets, condemned the former Manager to compensate ATM for the damage caused (to be quantified in civil proceedings), and to pay the legal costs incurred by the civil party. Finally, the former Manager was ordered to pay ATM a provisional amount (immediately enforceable) of €500,000. The convicted party's lawyers have filed an appeal. Following the appeal by the defendant, the second instance trial is ongoing; the next hearing is scheduled for 21 January 2026. The second trial, involving all other employees implicated, concluded at the hearing on 27 January 2025 with the conviction of all defendants, including an order to pay damages to the civil party ATM, quantified at €11,104.72 and €1,000 for each defendant. The judgment has been appealed, and the appeal hearing date is pending.
- A criminal proceeding is still ongoing concerning emergency braking incidents that have occurred in recent years on the M1 and M2 metro lines, aimed at determining causes and any liabilities. Following the conclusion of preliminary investigations against the executives of Alstom Ferroviaria S.p.A. and Engie Eps Italia S.r.l., the Public Prosecutor ordered further investigative activities, which are still ongoing.
- Following the collapse of a crane onto the metro tracks at Bussero station on 30 August 2022, a criminal proceeding was initiated for the crime of "Collapse of buildings or other wilful disasters," in its negligent form, involving, among others, a former ATM official. The investigations concluded with the issuance of a notice pursuant to Article 415-bis of the Code of Criminal Procedure for some individuals and a request for dismissal for others. Regarding the position of the former ATM employee, the Public Prosecutor issued a request for dismissal. Following negotiations, a settlement agreement was reached with the parties involved, providing for the recognition of the sum of €500,000 plus VAT as compensation to ATM, in exchange for ATM's waiver of its civil party status in the criminal trial and any further action against all parties involved in the matter.

- On 26 September 2025, the first-instance judgment was issued in the so-called Subway case, which is being conducted under ordinary procedure and in which ATM has appeared as a civil party. The Court, sitting as a panel, convicted the defendants for whom ATM was not a civil party, as a settlement agreement had been reached during the preliminary investigation phase. Regarding the remaining charges for which ATM was constituted as a civil party, the Court sentenced one of the defendants to one year and three months of imprisonment, disqualification from contracting with the Public Administration, ordered compensation for damages to ATM to be determined in separate proceedings, and awarded legal costs of €3,592.00 plus accessories.
- Following the fall on 30 June 2024 of an operator performing routine inspection along a service walkway at the funicular connecting Cascina Gobba with San Raffaele Hospital, a criminal proceeding was initiated against the employer's delegate. Specifically, the employee fell due to the sudden collapse of a grating forming part of the walkway, sustaining serious personal injuries. On 6 June 2025, a notice of conclusion of investigations pursuant to Article 415-bis of the Code of Criminal Procedure was served. The defence of the investigated employee submitted a defence memorandum requesting dismissal. Negotiations are also ongoing with the injured employee, who has formally submitted a claim against ATM for damages in exchange for waiving all further claims.
- On 9 February 2024, an operator working on a pit lathe suffered an accident. Specifically, while attempting to retrieve a rag caught in the lathe rollers, the employee grabbed the rag without stopping the machine and became entangled with his right hand. In trying to free himself, he also sustained injuries to his left hand. On 23 May 2024, a notice of conclusion of investigations was served against the employer's delegate for the personal injuries suffered by the worker. There have been no further updates.

To date, no criminal proceedings have been initiated against ATM pursuant to Legislative Decree No. 231/2001 before the Court of Auditors or national or European authorities.

Tax disputes

For several years, ATM S.p.A. has been engaged in litigation against the Italian Revenue Agency concerning tax assessment notices for the tax years 2015, 2016, 2017, 2018, 2019, and 2020. The dispute relates to the tax treatment applied by the company regarding the deductibility for IRES and IRAP purposes of the contribution paid to the ATM Foundation.

The IRES assessments, following the submission of the IPEC and IPEA forms which allowed the use of previous tax losses, amount to approximately €200,000 including penalties, while the IRAP assessments amount to approximately €1,600,000 including penalties, for a total of about €1,800,000, plus statutory interest.

Currently, the litigation is as follows:

- IRES 2015 and 2016 and IRAP 2015 cases: The Company obtained a favourable judgment at first instance and an unfavourable judgment at second instance; therefore, the case is now pending before the Court of Cassation, with appeals notified and filed on 15 April 2024.
- IRAP 2016 case: Pending before the Court of Cassation, after the Company received unfavourable judgments at both merits levels, with an appeal filed on 20 June 2023.
- IRAP 2017 case: Appeal filed at second instance, with the appeal notified on 16 December 2024 and filed on 17 December 2024.
- IRAP 2018 case: The Company received an unfavourable judgment at first instance and has filed an appeal at second instance, with the appeal notified and filed on 19 September 2025.
- IRES 2017, 2018, and 2019 cases: The Revenue Agency accepted the IPEA form for full use of previous tax losses (full offset of the additional assessed income); the Company received unfavourable judgments at first instance and has filed appeals at second instance, with appeals notified and filed respectively on 16 December 2024, 23 September 2025, and 26 September 2025.
- Year 2020: The Revenue Agency sent the preparatory questionnaire for the notification of the related assessment, to which the Company responded on 5 December 2025.

The risk of losing the case in connection with the above-mentioned assessment is currently deemed possible. There are also three active disputes concerning cadastral classification relating to the assignment of a different category by the Revenue Agency – Provincial Office of Milan/Territory, all pending before the Court of Cassation.

For this matter as well, the risk of an adverse outcome is currently considered possible.