Project Goldrake

Teaser

May 2026

MEDIOBANCA

SAC

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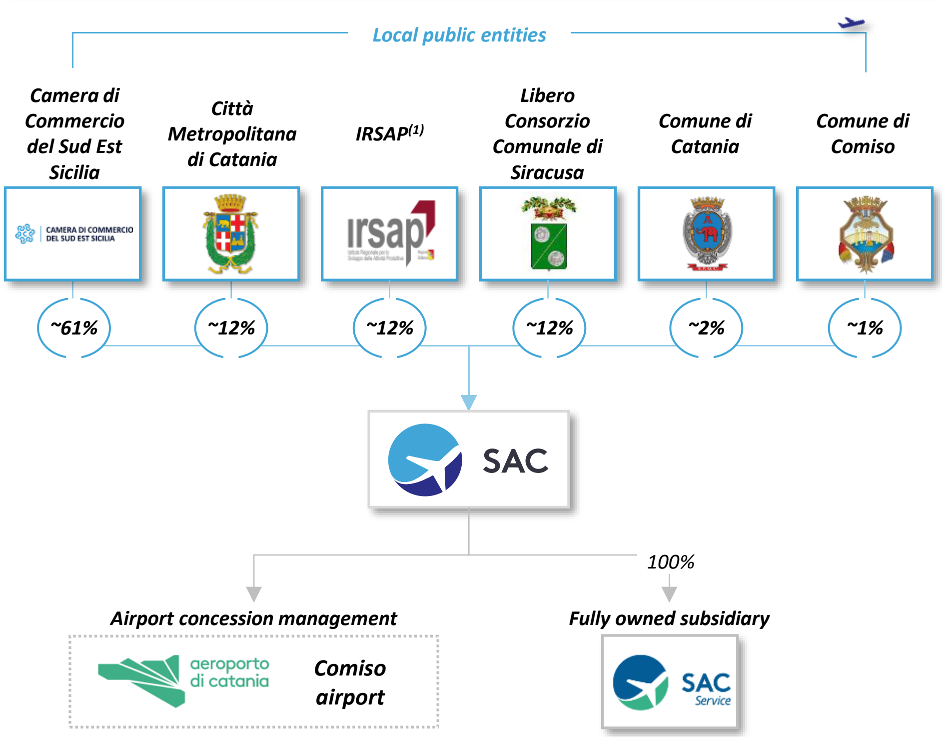
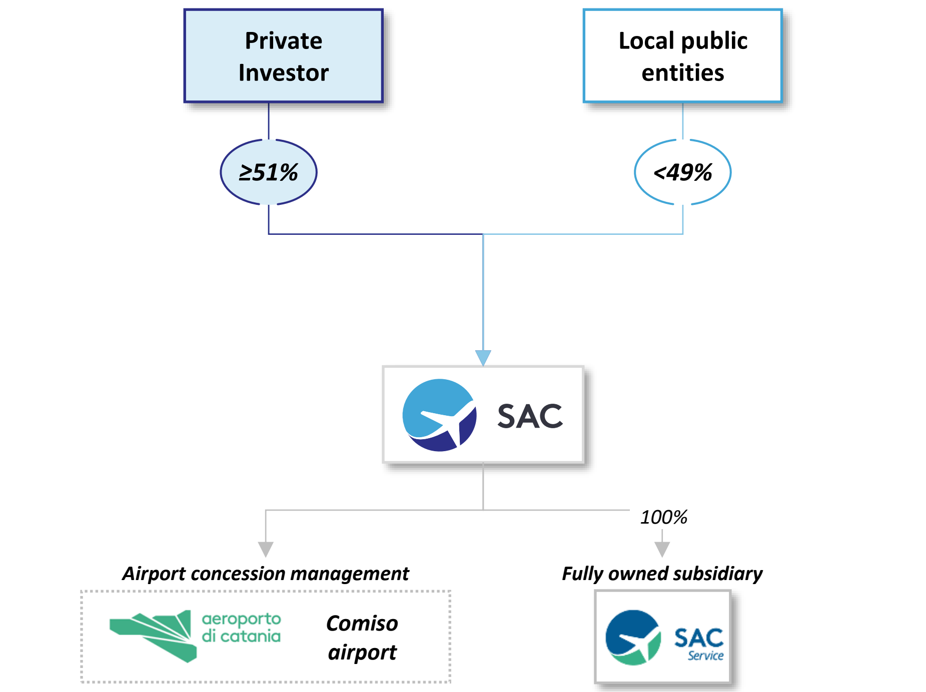
The Proposed Transaction - Overview

Pre-transaction structure



- **SAC** is currently **fully controlled** by **local public entities**, with a majority stake owned by Camera di Commercio del Sud Est Sicilia (~61%)
- The **remaining stake** is spread among **other public entities**

Post-transaction structure



- **The existing shareholders have launched a public tender procedure** for the sale of a **majority stake** in **SAC** to a private investor (the "**Private Investor**")
- The **Proposed Transaction aims** at:
  - **Maximizing the Company's value** for the **shareholders**
  - **Developing** the **Company's mission** as **strategic airport** for the Sicilian region
  - **Ensuring the attractiveness** of the **area** as well as the **economic** and **tourism development**

(1) Istituto Regionale Per Lo Sviluppo delle Attività Produttive
Note: SAC also holds a 0.4% stake in GAL Etna
Source: Public information

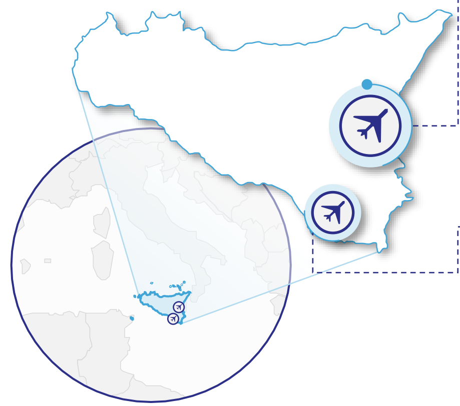
SAC Today

2 Airports managed	12.5m # of pax[1] 2025A	#5th Largest Italian airport	#1st Route in Italy CTA - FCO	>€110m Revenue 2025A	~€21m EBITDA[2] 2025A (~19% margin)

SAC description

- **SAC** is the **leading airport operator** in the **heart of the Mediterranean Sea**, **strategically positioned** at the **crossroads of major connections serving Sicily**. The Company manages approximately **two-thirds of the island's air traffic**, encompassing the **region's most economically developed** and **densely populated areas**
- SAC operates the **Catania airport** ("**CTA**") and **Comiso airport** ("**CIY**") which was **acquired in 2019** and subsequently **merged into SAC** in **2022**. **CTA** operates under a **national concession agreement** with **ENAC expiring** in **2049**, while **CIY** operates the airport under an **agreement** with the **municipality of Comiso expiring** in **2052**
- In **2025**, CTA recorded **a new all-time high passenger traffic**, with **12.4m passengers** and **81.0k movements** consolidating as the **5th largest airport in the Italian market**, handling **~5% of the yearly traffic**
- **CTA's passenger base** is currently **weighted towards domestic traffic**, with the **Catania-Rome Fiumicino** route ranking as **Italy's busiest in 2025** with ~1.9m pax. At the same time, **international traffic continues to expand**, driven by **increasing tourism** and the **development of new international routes** also showcasing further growth potential
- **SAC** holds an **undisputed leadership position in Sicily** and **Southern Italy**, with clear potential to evolve into **one of the most attractive leisure airport destinations** in the **Mediterranean Sea**. Its **proximity to the city center** and the **key infrastructure junctions of the region**, among which the port and the A19 highway, **offer a unique opportunity for intermodal connectivity** supporting future infrastructure and traffic development
- **SAC fully owns SAC Service,** which performs **several operational services** on behalf of SAC including **security**, **assistance service** for passengers with **reduced mobility** (PRM), and **parking management**
- The Company benefits from a **highly experienced locally rooted management team**, with **deep operational knowledge** and a **proven track record** of **sustained growth**

Airports overview



Catania airport

Concession End ***2049***

Pax 2025A ***12.4m***

Comiso airport

Concession end ***2052***

Pax 2025A ***0.1m***

Comiso airport

Top Management

Domenico Torrisi	Maurizio Maglia	Giancarlo Guarrera	Antonio Palumbo	Rosario Dibennardo
CEO	CFO & CCO	Engineering Ex. Director & Acc. Manager CTA	Head of Terminal Operation & IT Manager CTA	Aviation Director & Accountable Manager CIY

(1) Inclusive of Comiso passengers; (2) Including Comiso's negative EBITDA contribution (~€4.5m)
Source: Company information, public information

Key Investment Highlights

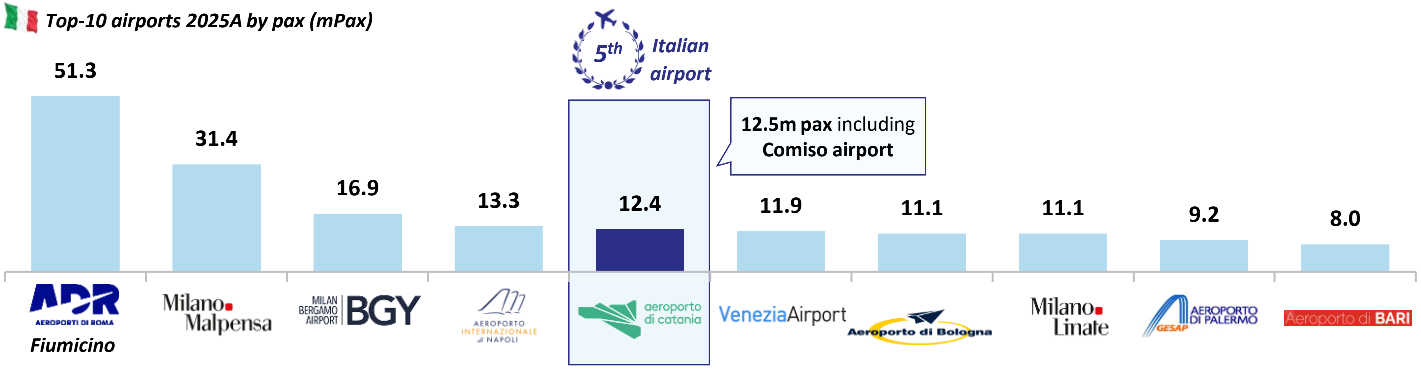
1	**Top-5 Italian airport**	• 5th Italian airport, **critical gateway to Sicily** with **no real competitors** in the **catchment area** • Unique catchment area **covering the most economically developed** and **densely populated locations of Sicily** and **reaching 2/3 of the island** thanks to **favorable connections** • **Huge tourist attraction potential**
2	**Favorable sector tailwinds in an attractive market**	• Airport sector benefitting from **attractive growth prospects** • **European traffic** has **rebounded strongly post Covid 19** with **~100% recovery 2024 vs. 2019** • **Italy** is the **4th largest market in Europe** in terms of passengers' seats, historically **outperforming European average traffic growth** and **showing faster than average recovery from Covid-19**
3	**"Natural" and resilient traffic flows**	• **Sustained historical passengers' growth** consistently **outperforming country GDP growth** as well as Italian competitors • **Strong** and **resilient portion of traffic composed by visitors, family and relatives** ("**VFR**") **travel** • **Balanced** and **diversified portfolio of LCCs** and **flagship carriers** • **Key routes destination**: i) **Catania** - **Roma Fiumicino** (**"FCO"**) 1st route in Italy and ii) **Catania - Milan Malpensa** • Ability to **quickly react to traffic shocks** proven by **fast traffic recovery after all recent major market disruptions**
4	**Ambitious capex plan to outline airport development and the next phase of growth**	• **Expansion of existing infrastructure** to provide **high visibility on the next phase of growth** and make **Catania the new "Mediterranean Hub"** • **Strong traffic growth perspectives** driven by robust catalysts and with untapped potential mainly related to incoming leisure traffic flows • **Potential for further development of aviation and non-aviation revenues** in light of capex plan
5	**Sound and robust regulatory regime**	• **New regulatory regime** in line with precedent framework confirming **support from the national regulator** and **attractiveness of the sector** • **Long-term concession agreements** • **RAB-based** and **inflation-linked scheme**, providing a **stable** and **visible cash-flow profile** and **protection over traffic risk** • **Dual-till regime** capturing all the **upside in the non-aviation business**
6	**Benefit from local management team**	• **Highly qualified**, **experienced** and **local management team** with **strong roots and knowledge of the assets** and their operating environment • **Strong commitment towards achievement of ESG/sustainability targets** in line and ahead of main EU players

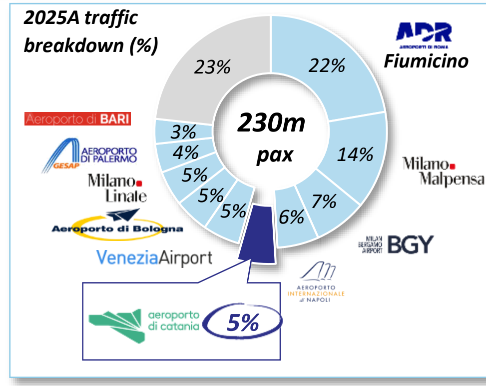
Source: Company information, public information

Top-5 Italian airport – Unique catchment area

One of the main Italian airport handling more than 12m of passengers representing 5% of Italian total traffic

Top-10 airports 2025A by pax (mPax)

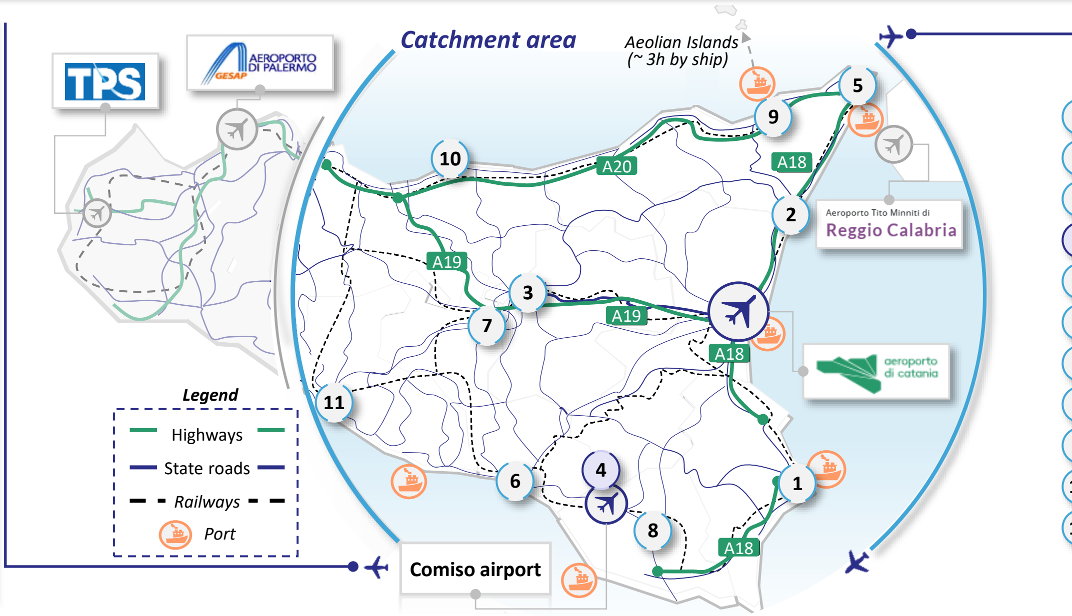




Key gateway to Sicily, with no real competitors in its catchment area which covers 2/3 of the island, the most economically developed and densely populated of Sicily

Key economic indicators of the area

Catchment area[1]	SAC	TPS
Population[2] (#k)	2,762	2,013
GDP 2024 (€bn)	~65	~47
GDP Recovery 2024/2019 (%)	~+26%	~+25%
# of companies[2] (#k)	220	154
Employed people[2] (#k)	892	598



Average travel distances

	Main connections			
1	Siracusa	~65km	~0.50h	~1.00h
2	Taormina	~70km	~1.00h	~1.45h
3	Enna	~80km	~1.10h	~1.30h
4	**Comiso**	**~90km**	**~1.15h**	**~1.30h**
5	Messina	~110km	~1.20h	~2.30h
6	Gela	~100km	~1.30h	~1.30h
7	Caltanissetta	~110km	~1.30h	~2.30h
8	Ragusa	~100km	~1.40h	~1.45h
9	Milazzo	~150km	~1.45h	~3.00h
10	Cefalù	~180km	~2.15h	~4.00h
11	Agrigento	~160km	~2.30h	~4.00h

~3m inhabitants live within 2 hours by car from the airport

(1) SAC catchment area includes the provinces of Catania, Messina, Syracuse, Ragusa, Caltanissetta, and Enna and for Palermo and Trapani airports the provinces of Palermo, Trapani and Agrigento; (2) Latest available information
Source: Assaeroporti, ISTAT, public information

1

Top-5 Italian airport – Touristic attractions

Huge touristic attractions within Catania catchment area attracting over 7m tourists per year…

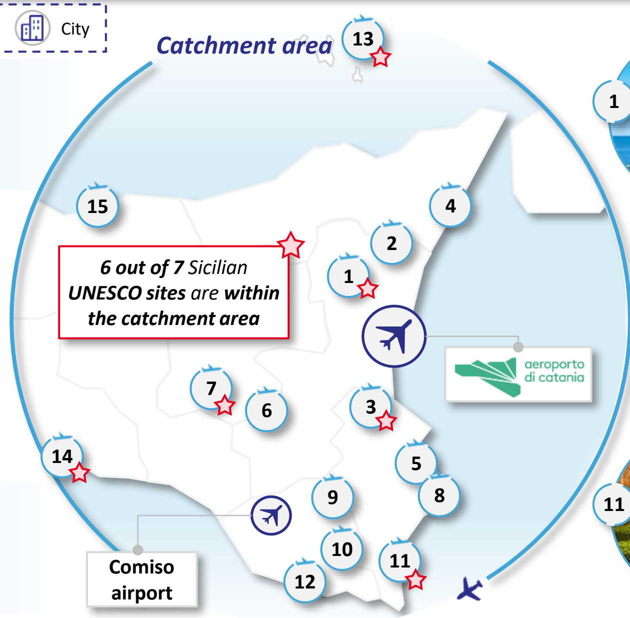
Legend: Seaside, Site, City

+3% tourist stays in 2025
Continued rise in Sicily's tourism pull

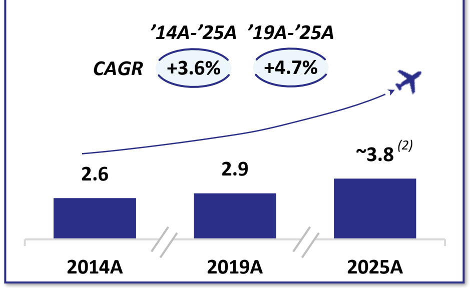
+6% foreign stays in 2025
Sustained growth in Sicily international appeal

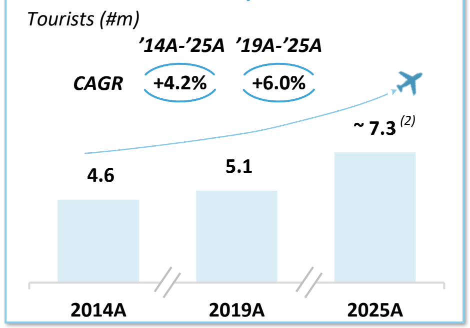
€135m in tourism grants[(1)]
Sicily Regional Funding 2025 - 2027

2nd destination in Europe
for tourism appeal in 2025



…with a tourism base in the growing in line with the regional average…

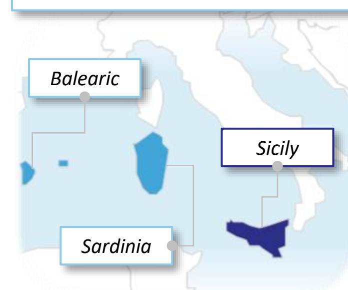




… and a lot of untapped potential compared with Mediterranean destinations

Key touristic data[(3)]	Sicily	Sardinia	Balearic
Tourists per year (#m)	7.3	5.1	19.1
#k of accommodations	~195	~235	~450
Average length of stay (days)	3.1	4.3	6.2
Surface (k km²)	25.8	24.1	5.0

Main Mediterranean destinations



(1) Non-repayable grants allocated under the FSC 2021-2027 Program, aiming at supporting investments of SMEs to improve the regional accommodation offer; (2) Assuming c. 3% growth for Sicily and all its provinces in 2025; (3) Latest available information
Source: ISTAT, Regione Siciliana website, Federazione Regionale della Sardegna, Institut d'Estadistica de les illes Balears, public information

Favorable sector tailwinds in an attractive market

Population growth, LCCs expansion and solid fundamentals...

World GDP	World trade	World population	Middle class[1]	LCCs development	Tourism growth
+2.5% CAGR 2024-44	**+2.6%** CAGR 2024-44	**+1.2bn** People by 2044	**+1.5bn** People by 2044	**~40%** Capacity by 2042	**+2.3%** CAGR 2019-50

...drive sustained air traffic demand growth

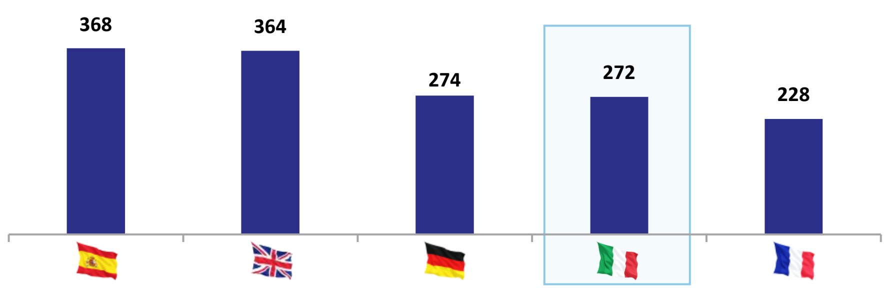
Global air traffic demand growth estimates

IATA	Airports Council International	Airbus	Boeing
+3.8% p.a. Pax 2023-43	**+3.4% p.a.** Pax 2024-44	**+3.6% p.a.** Pax 2025-44	**+4.2% p.a.** RPK 2024-44

Italy stands out as one of Europe's most attractive markets which also delivered top class post-Covid recovery

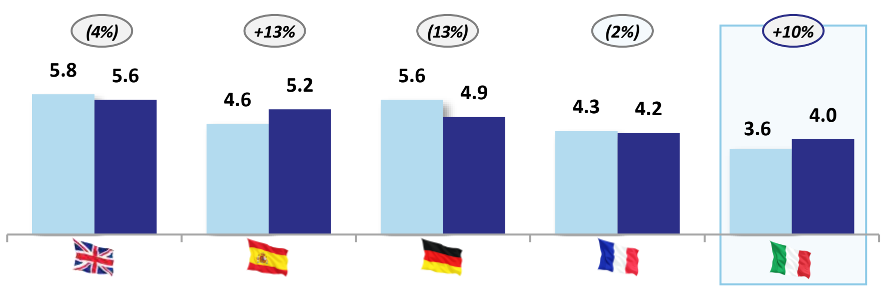
#4 largest European aviation market

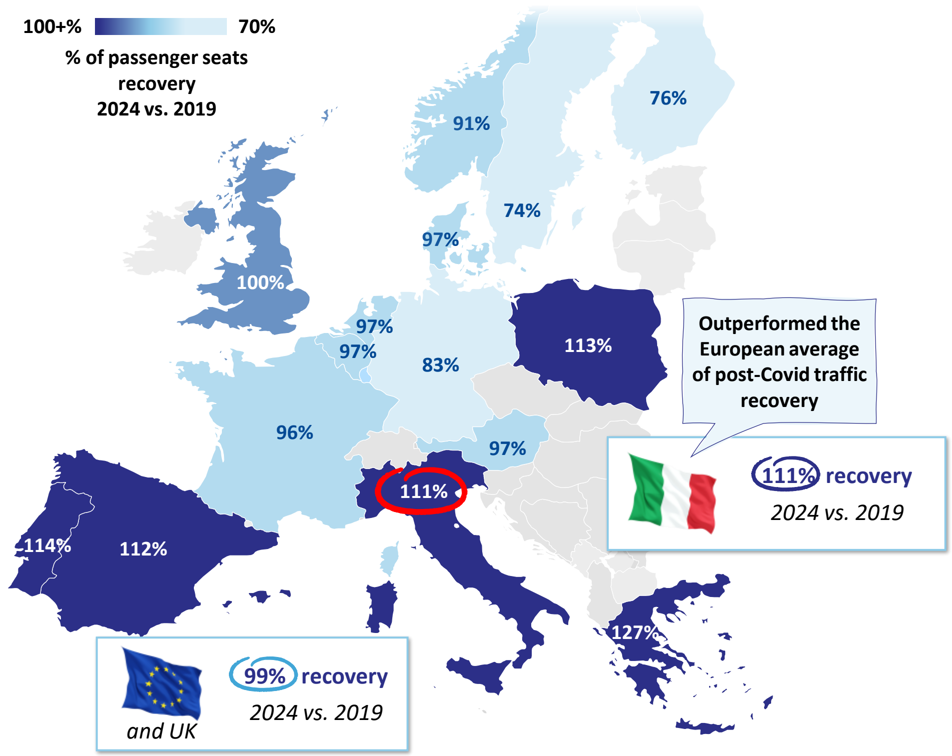
Top-5 European countries for aviation market (#m passengers' seats, 2025)



Top-5 European countries with highest number of daily flights

Top-5 European countries in terms of average daily flights (#k, 2019-2025)





(1) Households with yearly income between $20,000 and $150,000 at PPP in constant 2015 prices

Source: Eurostat, Eurocontrol, Statista, ACI, IATA Global Outlook for Air Transport, Airbus GMF, Boeing CMO, World Tourism Organization, public information

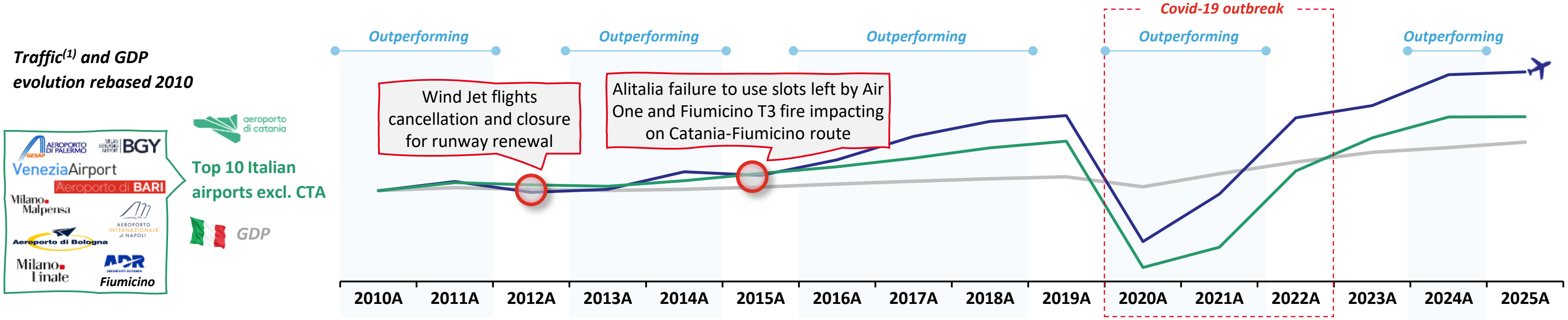
"Natural" and resilient traffic flows – Traffic evolution

Traffic growth historical outperformance respect to GDP growth as well as Italian competitors

YoY growth rate (%)

	2010A	2011A	2012A	2013A	2014A	2015A	2016A	2017A	2018A	2019A	2020A	2021A	2022A	2023A	2024A	2025A
aeroporto di catania	6.7%	7.5%	(8.3%)	2.6%	14.4%	(2.6%)	11.4%	15.3%	8.7%	3.0%	(64.2%)	67.6%	65.0%	6.3%	15.0%	0.2%
Top 10 Italian airports excl. CTA	*5.8%*	*6.6%*	*(1.7%)*	*(1.2%)*	*4.5%*	*5.6%*	*4.7%*	*6.0%*	*6.6%*	*4.2%*	*(74.1%)*	*45.9%*	*118.1%*	*23.5%*	*12.0%*	*4.5%*
GDP	*2.1%*	*2.4%*	*(1.5%)*	*(0.7%)*	*0.9%*	*1.7%*	*2.5%*	*2.3%*	*1.9%*	*1.5%*	*(7.4%)*	*10.3%*	*8.4%*	*6.7%*	*2.9%*	*3.0%*

Traffic(1) and GDP evolution rebased 2010

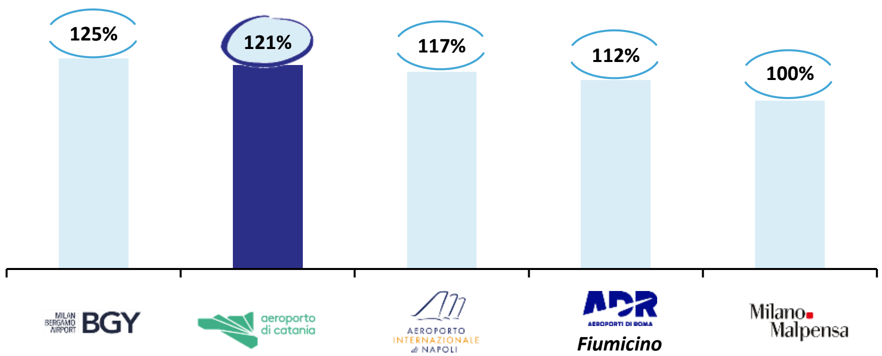


CAGR 2010A – 2025A

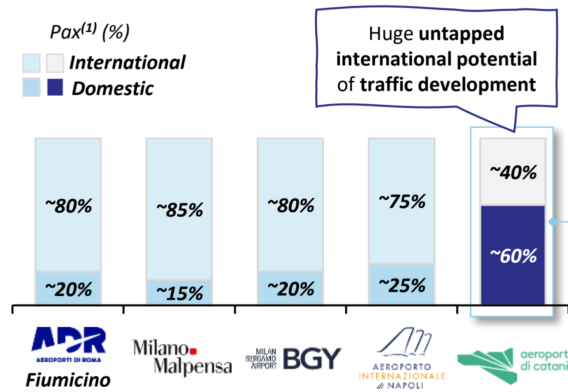
- aeroporto di catania: 4.6%
- Top 10 Italian airports excl. CTA: 3.5%
- GDP: 2.2%

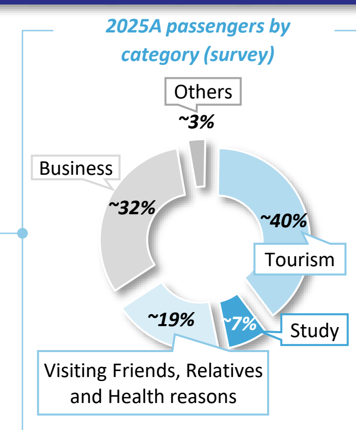
Top-5 Italian airports - traffic recovery after pandemic

Traffic recovery 2024A vs. 2019A (Total traffic(1) mPax and %)



Domestic traffic vs Italian airports and Catania passengers by category





(1) Excluding indirect transits, general aviation & other
Source: Assaeroporti, Company information, public information

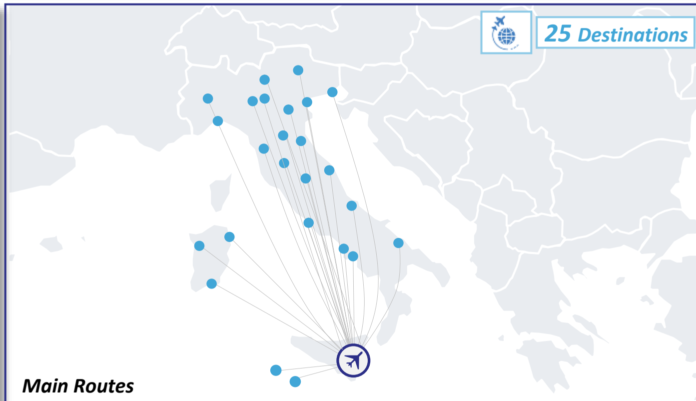
"Natural" and resilient traffic flows – Destinations and Airlines

3

Destinations from Catania Airport	Traffic evolution (mPax)	Top Airlines	FSC/LCC traffic breakdown

Domestic

25 Destinations



Main Routes

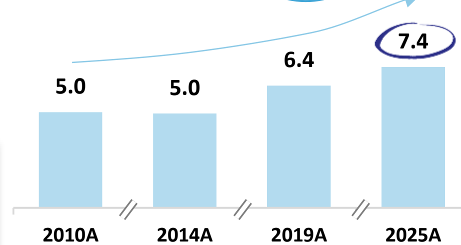
1st	2nd	3rd	4th	5th
Rome Fiumicino	Milan Malpensa	Bologna Marconi	Milan Linate	Venice Marco Polo

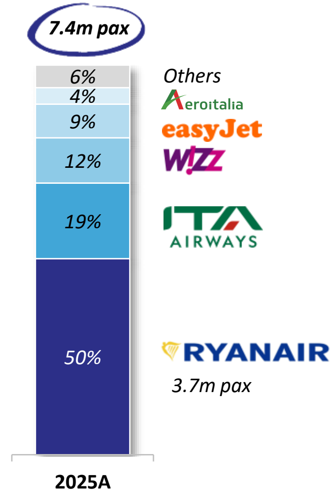
2025A highlights

#2 Airport in Italy for **domestic pax**

~60% of total pax

CAGR '10A-'25A +2.6%



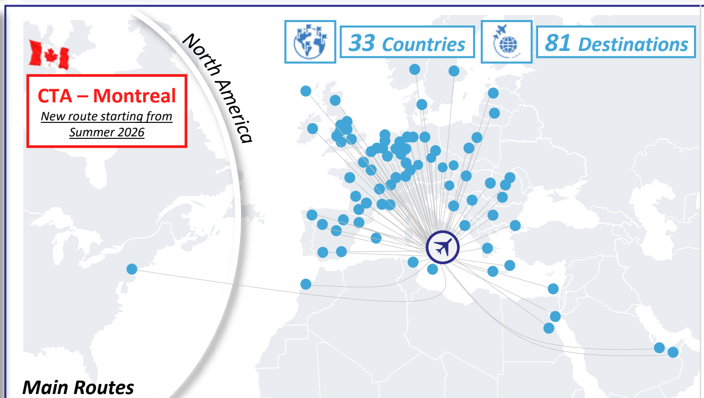


International

33 Countries

81 Destinations

CTA – Montreal
New route starting from Summer 2026



Main Routes

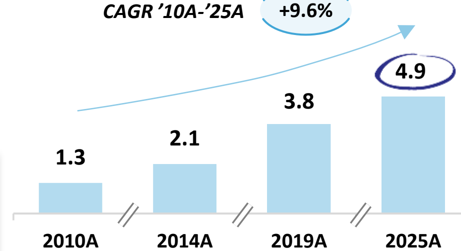
1st	2nd	3rd	4th	5th
Malta Luqa	Munich	London Gatwick	Bucharest Otopeni Int.	Budapest Ferihegy

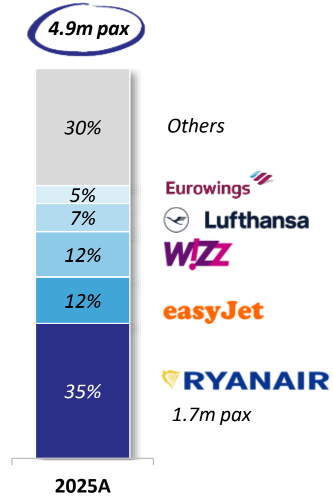
2025A highlights

#8 Airport in Italy for **international pax**

~40% of total pax

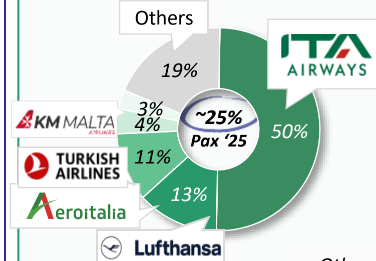
CAGR '10A-'25A +9.6%





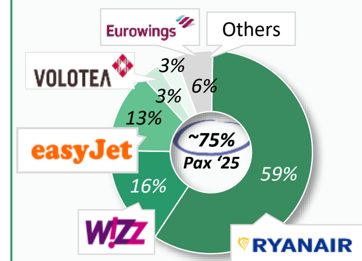
FSC/LCC traffic breakdown

Full-Service Carriers



Others: Air France, British Airways, Brussels Airlines, AirArabia, Israir, Iberia, Swiss, flydubai, KLM, Austrian

Low-cost Carriers

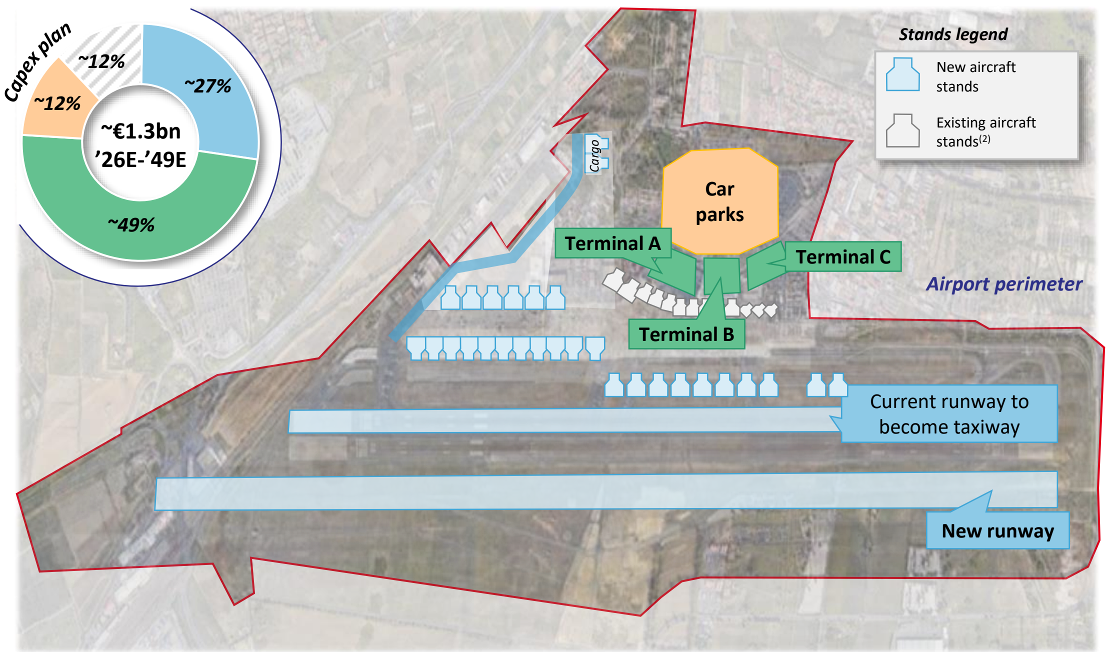


Others: transavia, vueling, norwegian, Aer Lingus, Jet2.com, smartwings

Note: Traffic figures above are related to CTA only and exclude indirect transits, general aviation & other
Source: Assaeroporti, Company information, public information

Ambitious Capex plan to outline airport development and the next growth phase

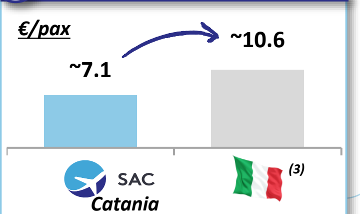
Masterplan



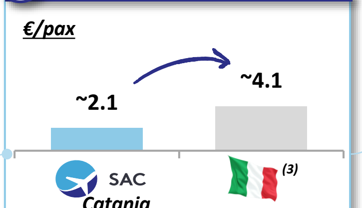
Key interventions

Airfield	• **Construction of new** (Code C) **stands** and a **52-meter-wide taxi lane** • **New parallel** and **southern runway** of at least **3km** (vs. **2.4km current**)
Terminals	• **Development** and **expansions** of **Terminal A** (Extra Schengen Area and Gates 7-16) • **Phased construction** of **2 new terminals** (**Terminal B** and **C**) along Terminal A
Surface access	• **New parking** to better serve **public transportation connections** and sustain traffic growth • **Development** of **parking slots** across all parking areas to align capacity
Others	• **New administrative offices** for **SAC** with new rooms and new SAC Service offices • **Repositioning** of the **fuel supply zone** to the north of the new cargo area

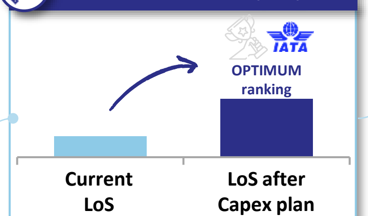
Aviation Tariff[1]



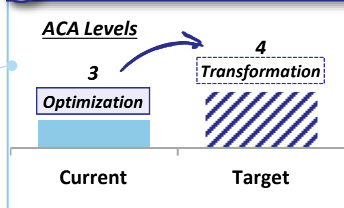
Non-avio revenues



Level of Service (LoS)



ACA Certification



*Significant room for both **operational** and **environmental growth***

(1) 2024 figures and related to gross aviation revenues, (2) In the configuration of the Masterplan some of the existing aircraft stands will be substituted with new aircraft stands; (3) 2024 figures. Italian average includes Bologna, Naples, Palermo and Venice airports

Note: the amount related to the investment plan do not include maintenance capex

Source: Company information, public information

5

Sound and robust regulatory regime

A stable framework[1] affirming regulatory support and sector attractiveness

Stable regulatory regime

2014

Tariff model update

First release of the ART tariff model: based on **a Dual-till system, applies to all Italian airports**[2] (decree n.64/2014)

2017

Tariff model update

ART revises the existing tariff model (decree n.92/2017) with minor adjustments to the previous model

2020

Through the decree n.136/2020, ART further **amends** the **regulatory model** introducing a new Hybrid-till system[3]

2021

Airport operators allowed to either calculate airport charges following **decree n.92/2017** or to **freeze existing tariff levels** until the next regulatory review

2023

Tariff model update

Decree n.38/2023: ART approved the **new tariff model,** based on the same **cost-orientation** and **dual-till principles** of the previous models

Relevant parties in the Italian landscape

Regulators

ENAC: Italian Civil Aviation Authority in charge of the **technical regulation**

ART (Autorità di Regolazione dei Trasporti): Transport Regulation Authority in charge of the **tariff regulation**

Operators

- **Airport operation** under a **40-year concession agreement**
- **Development of the infrastructure** based on an **agreed Masterplan**
- **Payment of concession fees to ENAC** on the base of **traffic data**

Airlines

Airport charges of the **regulatory period agreed** in **consultation** with airlines and **yearly adjusted** to reflect **actual investments** and new **inflation projections for Opex**

Key principles of the tariff framework

Dual-till model

- **Regulation limited to aviation revenues,** allowing airport operators to **retain margins from non-aviation activities,** provided that transparency criteria set by ART are fulfilled

Cost orientation

- **Airport charges are set ex ante** at the beginning of each regulatory period and yearly monitored
- **Aviation revenues** enable to recover **allowed operating costs, RAB depreciation** and **return on investments**

RAB-based mechanism

- **RAB-based price cap** set for **4 years for CTA,** with **ART-determined WACC set at the beginning for the whole** period
- A **1.0% incremental WACC** applied to investments in safety, innovation, service quality and sustainability

Opex projections

- **Operating cost defined in the Base Year (t-2)** and **indexed** during the period **by inflation, traffic elasticity factor** and **airport specific efficiency factor**
- Yearly **update of the planned inflation,** based on the latest MEF[4] projections

Traffic risks protection

- **Traffic tolerance thresholds (+/- y%)** are set through **user consultation** upon proposal by the airport
- **Revenue shortfalls or excesses** beyond these thresholds are **adjusted in the following 4-year regulatory period**

Capex program

- **Existing long-term Masterplans** approved by the **Ministry of Infrastructure and Transport ("MIT")**
- **Capex plan** (within the regulatory period) **approved by ENAC and yearly adjusted to account for actual values**

(1) Applicable for CTA only; (2) With exception of airport systems – Rome, Milan, Venice – included within ART's competence from 2019; (3) The entry into force, although initially envisaged for July 1st, 2021, never occurred; (4) Ministero dell'Economia e delle Finanze ("MEF")
Source: Public information

Benefit from local management team

A highly experienced management team providing sector expertise and local know-how…

Domenico Torrisi
CEO

- **25+ years of experience** in the sector
- 2016 – present: **SAC CEO**

Other experience
- 2021 – present: **Deputy Chairman** in **Assaeroporti**
- 2015 – present: **Director** in **UniCredit** (Sicilian branch)
- 2012 - 2017: **Councilor** for **Infrastructure** and **mobility** of **Sicily**

Maurizio Maglia
CFO & CCO

- **25+ years of experience** in the sector
- 2023 – present: **SAC CCO**
- 1999 – present: **SAC CFO**

Other experience
- 1996 - 1999: **Controller** in **Elmec**
- 1992 - 1996: **Auditor** in **KPMG**

Giancarlo Guarrera
Engineering Ex. Director & Acc. Manager CTA

- **25+ years of experience** in the sector
- 2022 – present: **Accountable Manager CTA**
- 2021 – present: **SAC Engineering Executive Director**

Other experience
- 2018 - 2021: **Director** of **Infrastructure** services in **Bologna Airport**

Antonio Palumbo
Head of Terminal Operation & IT Man. CTA

- **20+ years of experience** in the sector
- 2014 - present: **Head of Terminal Operations** (Post Holder Terminal)
- 2005 – present: **IT Manager**

Other experience
- 2011 - 2014: **Head of Airport Maintenance IT Manager**

Rosario Dibennardo
Aviation Director & Acc. Manager CIY

- **20+ years of experience** in the sector
- 2023 – present: **SAC Aviation Director**
- 2022 – present: **Accountable Manager CIY**

Other experience
- 2019 - 2022: **CEO CIY**

…showing strong commitment towards achievement of ESG/sustainability targets

Emissions control
SAC is currently accredited at **Level 3** of ACI's **Airport Carbon Accreditation**

Environmental focus
The airport implemented of **a Plastic-Free** policy through **7 drinking water dispensers** to be installed across terminals

Development Goals
SAC participated in the **United Nations Global Compact**—the world's **largest** corporate sustainability initiative—committing SAC to align **business strategies** and **operations** to actively support the **Sustainable Development Goals**

Water management
The airport added a **special powder** containing enzymes and microbes to **airport wastewater** and **waste-storage** facilities, naturally **reducing odors**, and making **waste treatment cleaner** and **more sustainable**

Noise reduction
SAC actively **assesses** and **monitors noise levels**, implementing targeted measures to **reduce sound pollution** both within the airport premises and in the surrounding urban areas

Noise monitoring
The airport is strengthening its **noise monitoring strategy** through the installation of **a fixed monitoring station**, enabling more accurate assessment of acoustic impact on **surrounding areas**

Night-time efficiency
SAC promotes a **rational traffic management strategy** by concentrating flights during the daytime (06:00–20:00) and evening (20:00–22:00), and progressively reducing night-time operations

Source: Company information, public information