

RatingsDirect®

Research Update:

Caisse Nationale des Autoroutes 'AA' Rating Affirmed; Outlook Stable

Primary Credit Analyst:

Ghita Lamriki, Paris +33144206709; ghita.lamriki@spglobal.com

Secondary Contact:

Mehdi Fadli, Paris (33) 1-4420-6706; mehdi.fadli@spglobal.com

Table Of Contents

Overview

Rating Action

Rationale

Outlook

Related Criteria And Research

Ratings List

Research Update:

Caisse Nationale des Autoroutes 'AA' Rating Affirmed; Outlook Stable

Overview

- Caisse Nationale des Autoroutes (CNA), the historical financing fund of French toll-road operators, is in our view a government-related entity with an almost certain likelihood of receiving timely and sufficient extraordinary government support in the event of financial distress.
- We therefore equalize our long-term rating on CNA with that on France.
- We are affirming our 'AA' long-term issuer credit ratings on CNA.
- The stable outlook mirrors that on France.

Rating Action

On Oct. 13, 2017, S&P Global Ratings affirmed its 'AA' long-term rating on Caisse Nationale des Autoroutes (CNA), the historical financing fund of French toll-road operators. The outlook remains stable.

Rationale

We consider CNA to be a government-related entity (GRE). In our view, there is an almost certain likelihood that CNA would receive timely and sufficient extraordinary support from the French government in the event of financial distress. Moreover, we view CNA as a non-severable arm of the government and we do not believe it is subject to transition risk. As a result, we expect the rating and outlook on CNA to move in line with those on France. Furthermore, we consider that the French government's limited level of contingent liabilities does not constrain its capacity and willingness to support CNA in a timely manner in case of financial distress. More generally, we do not consider the government's general propensity to support the GRE sector to be doubtful.

Our opinion of an almost certain likelihood of government support reflects our view that CNA:

- Plays a critical role for France as a non-severable arm of the government. As a state administrative agency ("établissement public à caractère administratif" d'Etat; EPA), CNA was specifically created by the central government for the sole mission of funding the construction and development of the French motorway network. CNA's successful accomplishment of its mission gradually transformed it into a debt amortizing structure. A default of CNA would also jeopardize the government's reputation and that of other GREs, especially those with an EPA status; and
- Has an integral link with its sole owner, the French government, and is subject to close state supervision and control. CNA's status as an EPA makes the French government ultimately responsible for its obligations, including financial debt. CNA cannot go bankrupt, and, if it were dissolved, all assets and liabilities would be transferred to the French state or a state-designated body. Moreover, in

case of need, we understand that the state could intervene swiftly, notably through its debt amortization fund (Caisse de la Dette Publique; CDP).

Created in 1963 for an unlimited duration, CNA's mission was to obtain long-term financial resources from domestic and foreign capital markets, and lend the proceeds to the concessionaires at the same cost and on identical terms. French toll-road operators (TROs), which have been responsible for designing, building, financing, and operating the national highway system in France, were privatized in 2006, and since 2010 can no longer benefit from privileged access to CNA as the central government's specific financing arm for the building and development of the motorway network. Only the two smaller tunnel operators retain such access, but their funding needs are comparatively very low. Consequently, CNA has gradually become a debt-amortization vehicle.

We consider CNA's status as an EPA to be key to the rating. A default of CNA would, in our opinion, be detrimental to the government's reputation and to other GREs with the same EPA status. Law 80-539 of July 16, 1980, ensures that the ultimate responsibility to unpaid creditors resides with the French government, and an EPA may not be subject to bankruptcy proceedings. Furthermore, we believe that, in case of need, the government would be able to intervene in a timely manner, through CDP, which has the mission of preserving the quality of the French government's credit standing. Given that loans granted by CNA are due by TROs 15 days before CNA's own financial commitments, we consider that this delay would be highly sufficient for the central government to intervene if necessary.

The government directly controls CNA's decision-making, approves its budgets and accounts, and sets the limits on its annual borrowings. We consider that there is a robust track record of government supervision and ongoing operational support. In particular, we believe that there are efficient processes to alert the government to any situation in which tight liquidity at the TROs, which provide the bulk of CNA's cash inflows, could affect CNA. Furthermore, covenants protect CNA from major adverse business and financial changes at the TROs. Moreover, the government regulates the concessionaires (tunnel operators and TROs), and the risk of contract cancellation provides a strong incentive for the TROs to honor their debt obligations to CNA.

CNA's debt, which peaked at about €22.3 billion in 2002, stood at €4.5 billion at year-end 2016, and is expected to fall below €2.5 billion by year-end 2018. In August 2016, the French government confirmed CNA's inclusion on a list of GREs that will be prohibited from issuing long-term debt in the financial markets or contracting long-term loans from August 2017, with the exception of long-term loans from the European Investment Bank. In April 2017, CNA issued a €40 million bond in order to fund one of the two tunnel operators ("Autoroutes et Tunnel du Mont Blanc") before the implementation of the prohibition. This prohibition of issuing long-term debt does not affect our view on CNA, as we expect the central government to continue to support CNA through the appropriate legal and financial means.

Outlook

The stable outlook on CNA mirrors that on France. We believe that CNA will retain its critical role for and integral link with the French government. We therefore expect the ratings on CNA to move in line with those on the sovereign.

We consider that the risk that the French government would lift CNA's status as an EPA is very unlikely. Nevertheless, were CNA's status as an EPA to be waived, we could lower the rating, potentially by several notches, if there were no offsetting state guarantee issued or if the central government did not directly take over CNA's debt.

Related Criteria And Research

Related Criteria

- General Criteria: Rating Government-Related Entities: Methodology And Assumptions - March 25, 2015
- General Criteria: Use Of CreditWatch And Outlooks - September 14, 2009

Related Research

- France 'AA/A-1+' Ratings Affirmed; Outlook Stable - October 06, 2017

Ratings List

	Rating	
	To	From
Caisse Nationale des Autoroutes		
Issuer Credit Rating		
Foreign and Local Currency	AA/Stable/--	AA/Stable/--
Senior Unsecured		
Local Currency	AA	AA

Certain terms used in this report, particularly certain adjectives used to express our view on rating relevant factors, have specific meanings ascribed to them in our criteria, and should therefore be read in conjunction with such criteria. Please see Ratings Criteria at www.standardandpoors.com for further information. Complete ratings information is available to subscribers of RatingsDirect at www.capitaliq.com. All ratings affected by this rating action can be found on S&P Global Ratings' public website at www.standardandpoors.com. Use the Ratings search box located in the left column. Alternatively, call one of the following S&P Global Ratings numbers: Client Support Europe (44) 20-7176-7176; London Press Office (44) 20-7176-3605; Paris (33) 1-4420-6708; Frankfurt (49) 69-33-999-225; Stockholm (46) 8-440-5914; or Moscow 7 (495) 783-4009.

Additional Contact:

International Public Finance Ratings Europe; PublicFinanceEurope@spglobal.com

Copyright © 2017 by Standard & Poor's Financial Services LLC. All rights reserved.

No content (including ratings, credit-related analyses and data, valuations, model, software or other application or output therefrom) or any part thereof (Content) may be modified, reverse engineered, reproduced or distributed in any form by any means, or stored in a database or retrieval system, without the prior written permission of Standard & Poor's Financial Services LLC or its affiliates (collectively, S&P). The Content shall not be used for any unlawful or unauthorized purposes. S&P and any third-party providers, as well as their directors, officers, shareholders, employees or agents (collectively S&P Parties) do not guarantee the accuracy, completeness, timeliness or availability of the Content. S&P Parties are not responsible for any errors or omissions (negligent or otherwise), regardless of the cause, for the results obtained from the use of the Content, or for the security or maintenance of any data input by the user. The Content is provided on an "as is" basis. S&P PARTIES DISCLAIM ANY AND ALL EXPRESS OR IMPLIED WARRANTIES, INCLUDING, BUT NOT LIMITED TO, ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE, FREEDOM FROM BUGS, SOFTWARE ERRORS OR DEFECTS, THAT THE CONTENT'S FUNCTIONING WILL BE UNINTERRUPTED, OR THAT THE CONTENT WILL OPERATE WITH ANY SOFTWARE OR HARDWARE CONFIGURATION. In no event shall S&P Parties be liable to any party for any direct, indirect, incidental, exemplary, compensatory, punitive, special or consequential damages, costs, expenses, legal fees, or losses (including, without limitation, lost income or lost profits and opportunity costs or losses caused by negligence) in connection with any use of the Content even if advised of the possibility of such damages.

Credit-related and other analyses, including ratings, and statements in the Content are statements of opinion as of the date they are expressed and not statements of fact. S&P's opinions, analyses, and rating acknowledgment decisions (described below) are not recommendations to purchase, hold, or sell any securities or to make any investment decisions, and do not address the suitability of any security. S&P assumes no obligation to update the Content following publication in any form or format. The Content should not be relied on and is not a substitute for the skill, judgment and experience of the user, its management, employees, advisors and/or clients when making investment and other business decisions. S&P does not act as a fiduciary or an investment advisor except where registered as such. While S&P has obtained information from sources it believes to be reliable, S&P does not perform an audit and undertakes no duty of due diligence or independent verification of any information it receives.

To the extent that regulatory authorities allow a rating agency to acknowledge in one jurisdiction a rating issued in another jurisdiction for certain regulatory purposes, S&P reserves the right to assign, withdraw, or suspend such acknowledgement at any time and in its sole discretion. S&P Parties disclaim any duty whatsoever arising out of the assignment, withdrawal, or suspension of an acknowledgment as well as any liability for any damage alleged to have been suffered on account thereof.

S&P keeps certain activities of its business units separate from each other in order to preserve the independence and objectivity of their respective activities. As a result, certain business units of S&P may have information that is not available to other S&P business units. S&P has established policies and procedures to maintain the confidentiality of certain nonpublic information received in connection with each analytical process.

S&P may receive compensation for its ratings and certain analyses, normally from issuers or underwriters of securities or from obligors. S&P reserves the right to disseminate its opinions and analyses. S&P's public ratings and analyses are made available on its Web sites, www.standardandpoors.com (free of charge), and www.ratingsdirect.com and www.globalcreditportal.com (subscription) and www.spcapitaliq.com (subscription) and may be distributed through other means, including via S&P publications and third-party redistributors. Additional information about our ratings fees is available at www.standardandpoors.com/usratingsfees.

STANDARD & POOR'S, S&P and RATINGSDIRECT are registered trademarks of Standard & Poor's Financial Services LLC.