Atlantia

24 September 2020

DISPOSAL OF INVESTMENT IN ASPI

A dual track process

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Atlantia

Executive Summary

- On 24 September 2020 Atlantia Board of Directors approved a dual track process for separating the company and Autostrade per l'Italia ("ASPI")

1. Sale of ASPI entire 88% stake via a competitive auction

2. Spin-off of ASPI from Atlantia Group
    - ✓ Spin-off into a newco, Autostrade Concessioni e Costruzioni ("ACC"), of a 55% stake in ASPI and contribution of the remaining 33% stake held by Atlantia in exchange for a participation in ACC to be sold to third parties
    - ✓ Atlantia shareholders to receive one new share of ACC per each Atlantia share
    - ✓ Transaction would create a new listed group focused on motorway operations and construction, domestic market and defensive risk/reward profile
    - ✓ EGM called to approve the plan on 30 October 2020(1)

- Transaction to allow both Atlantia and ASPI to better pursue their own strategies, leveraging on their respective strengths

(1) Resolution is passed with at least 2/3 of the represented capital voting in favor

Rationale

- Atlantia and ASPI to focus on different businesses, geographies and risk/reward profiles
  - ✓ Unique asset features
  - ✓ Different risk/reward profiles

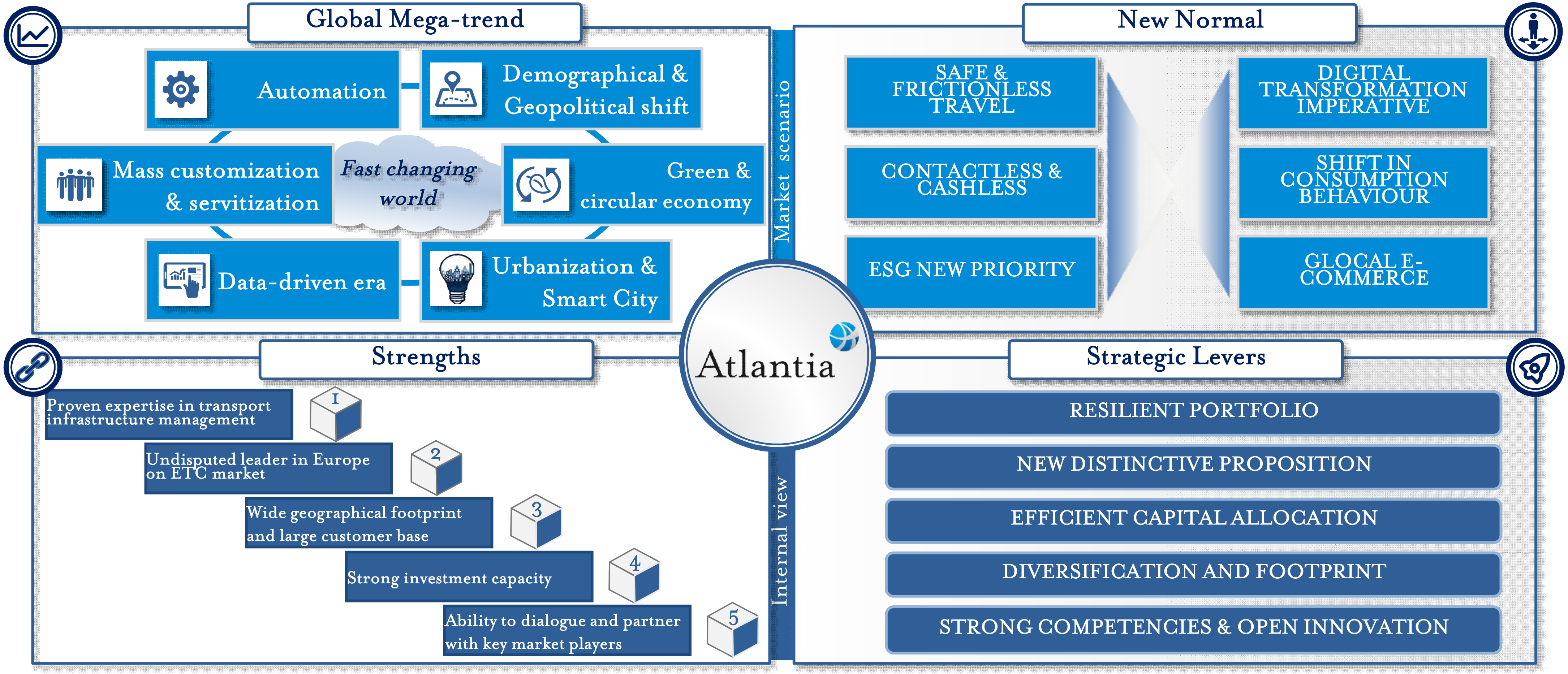
- Dual track procedure will guarantee a fully transparent market transaction
  - ✓ Process to sell controlling stake in ASPI open to private or state-owned entities
  - ✓ Equal treatment of all investors involved

- Approval of settlement agreement with the Italian Government (condition to proceed) setting a clear regulatory framework for a market transaction

- Net proceeds from the transaction to allow Atlantia to reduce its debt and / or pursue new investments

- Transaction to allow Atlantia to focus on:
  - ✓ An internationally diversified investment portfolio
  - ✓ New business opportunities in the "people-on-the-move" industry

Atlantia Value Creation Drivers



Global Mega-trend

- Automation
- Demographical & Geopolitical shift
- Mass customization & servitization
- *Fast changing world*
- Green & circular economy
- Data-driven era
- Urbanization & Smart City

Market scenario

New Normal

- SAFE & FRICTIONLESS TRAVEL
- CONTACTLESS & CASHLESS
- ESG NEW PRIORITY
- DIGITAL TRANSFORMATION IMPERATIVE
- SHIFT IN CONSUMPTION BEHAVIOUR
- GLOCAL E-COMMERCE

Atlantia

Strengths

1. Proven expertise in transport infrastructure management
2. Undisputed leader in Europe on ETC market
3. Wide geographical footprint and large customer base
4. Strong investment capacity
5. Ability to dialogue and partner with key market players

Internal view

Strategic Levers

- RESILIENT PORTFOLIO
- NEW DISTINCTIVE PROPOSITION
- EFFICIENT CAPITAL ALLOCATION
- DIVERSIFICATION AND FOOTPRINT
- STRONG COMPETENCIES & OPEN INNOVATION

- From a pure infra player to a global service provider for “people-on-the-move” in a fast-changing environment

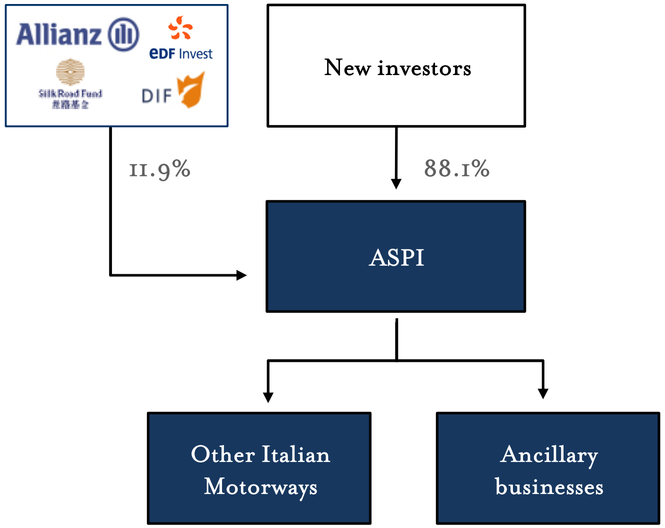
Sale of a 88% Stake in ASPI

Transaction features

- Transaction to envisage an all cash sale of the 88.1% stake in ASPI share capital
- Targeted investors: infrastructure funds, pension funds, insurance companies, SWFs, financial institutions
- Atlantia not to provide reps and warranties in line with the spin-off alternative

Effectiveness of the transaction subject to certain condition precedents (see slide 10)

Final structure



Spin-off Overview

Main steps of the transaction

(Contextual steps at the effective date of the spin-off)

A Proportional spin-off of a 55% stake in ASPI into ACC (out of the total 88.1% held by Atlantia)

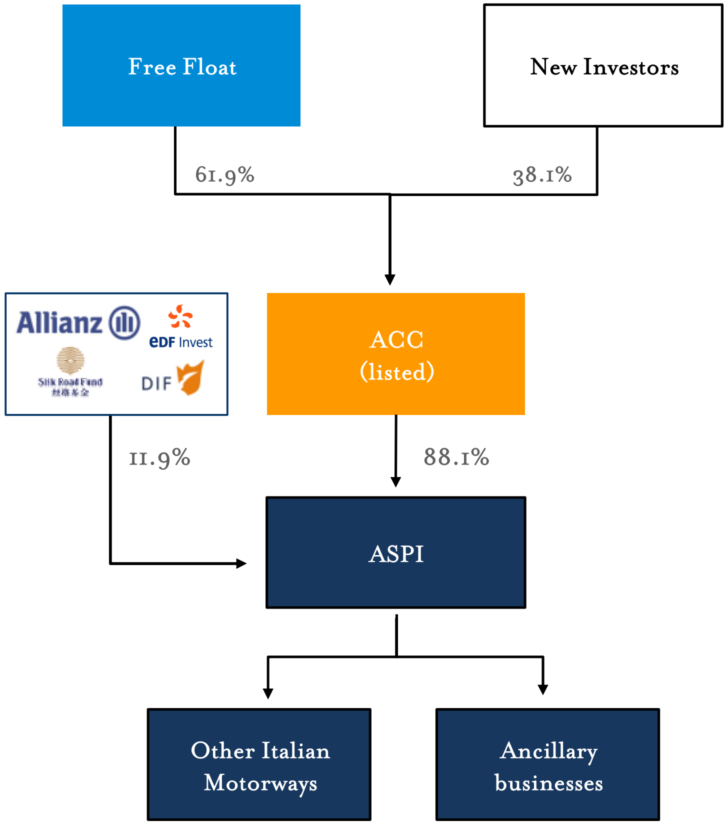
B Contribution in kind by Atlantia of its remaining 33% stake in ASPI into ACC in exchange for a ca. 38% stake in ACC, with this interest also to be sold – again as part of a competitive process – to third-party investors

C Admission to listing of ACC shares concurrent to the spin-off/contribution

- ACC bylaws to provide a slate voting system for the appointment of the BoD, in line with the one envisaged by the bylaws of Atlantia

Effectiveness of the transaction subject to certain condition precedents (see slide 10)

Final structure



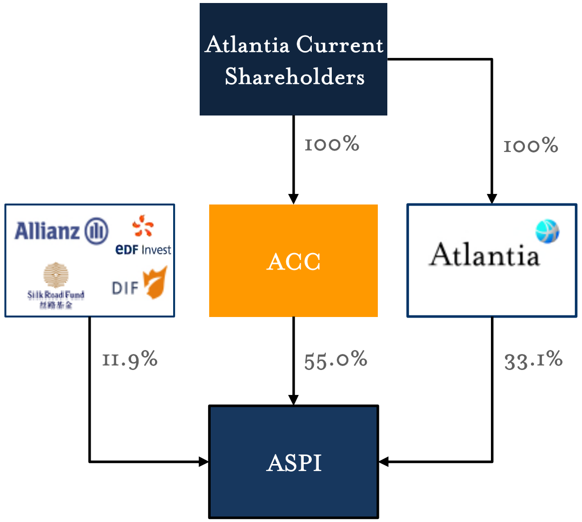
Atlantia can avoid to finalize the spin-off transaction in the event of a direct sale of the entire stake in ASPI
(In such event, a new EGM is to be called to revoke spin-off project)

Main Steps of the Transaction (1/2)

A

De-merger Plan

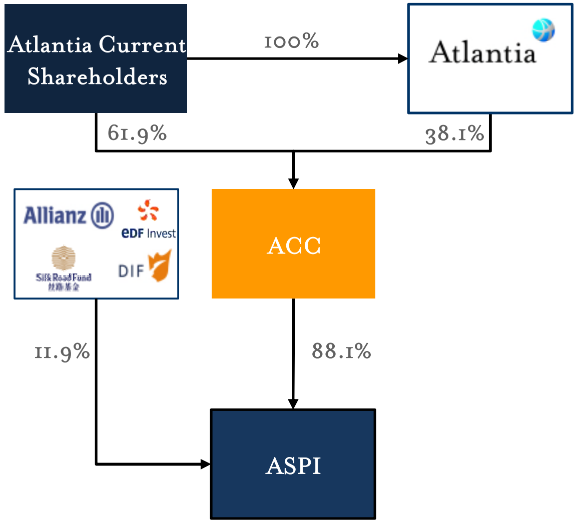
- On 24 September, the Board of Directors of Atlantia proposed for the approval of the EGM the partial proportional spin-off of Atlantia with transfer to ACC of a 55.0% stake in ASPI (out of the total 88.1% held by Atlantia)



B

Contribution of ASPI's 33% stake into ACC

- Contribution in kind by Atlantia of its remaining 33.1% stake in ASPI into ACC
  - Upon spin-off and contribution, Atlantia receives a 38.1% stake in ACC
  - Contribution made at the date of the spin-off effectiveness
- Atlantia intends to sell in full its 38.1% stake ACC (in one or more tranches) to third party investors



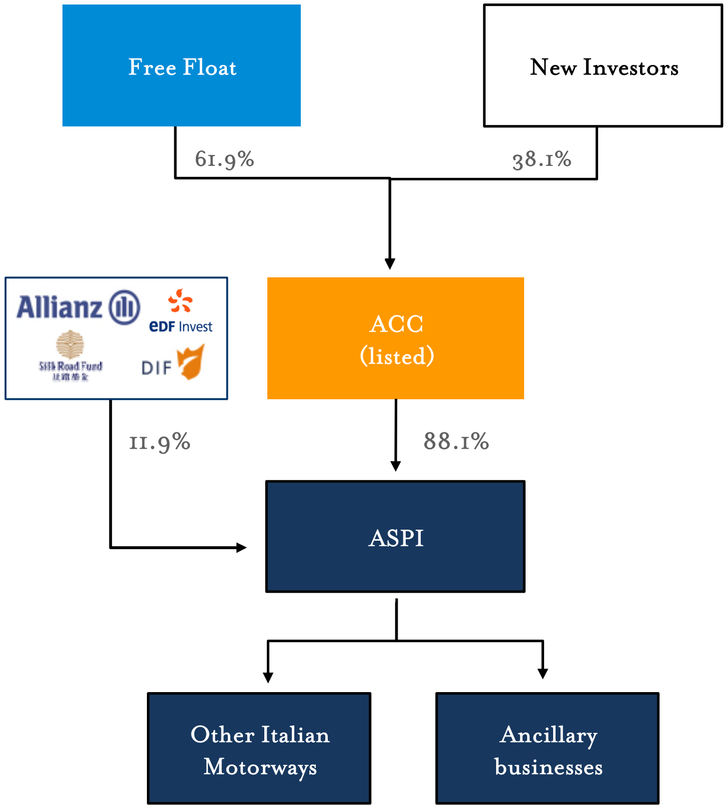
Main Steps of the Transaction (2/2)

C

Listing of ACC

- Effectiveness of the spin-off and contribution after the fulfilment of the Condition Precedents (see slide 10 for details)
- No financial debt in ACC at the effective date
  - Except for the debt to be raised to cover the exercise by ASPI minority shareholders of the tag along right (as per the company's ASPI by-laws)
- Admission to listing of ACC shares concurrent to the spin-off and contribution

Final structure



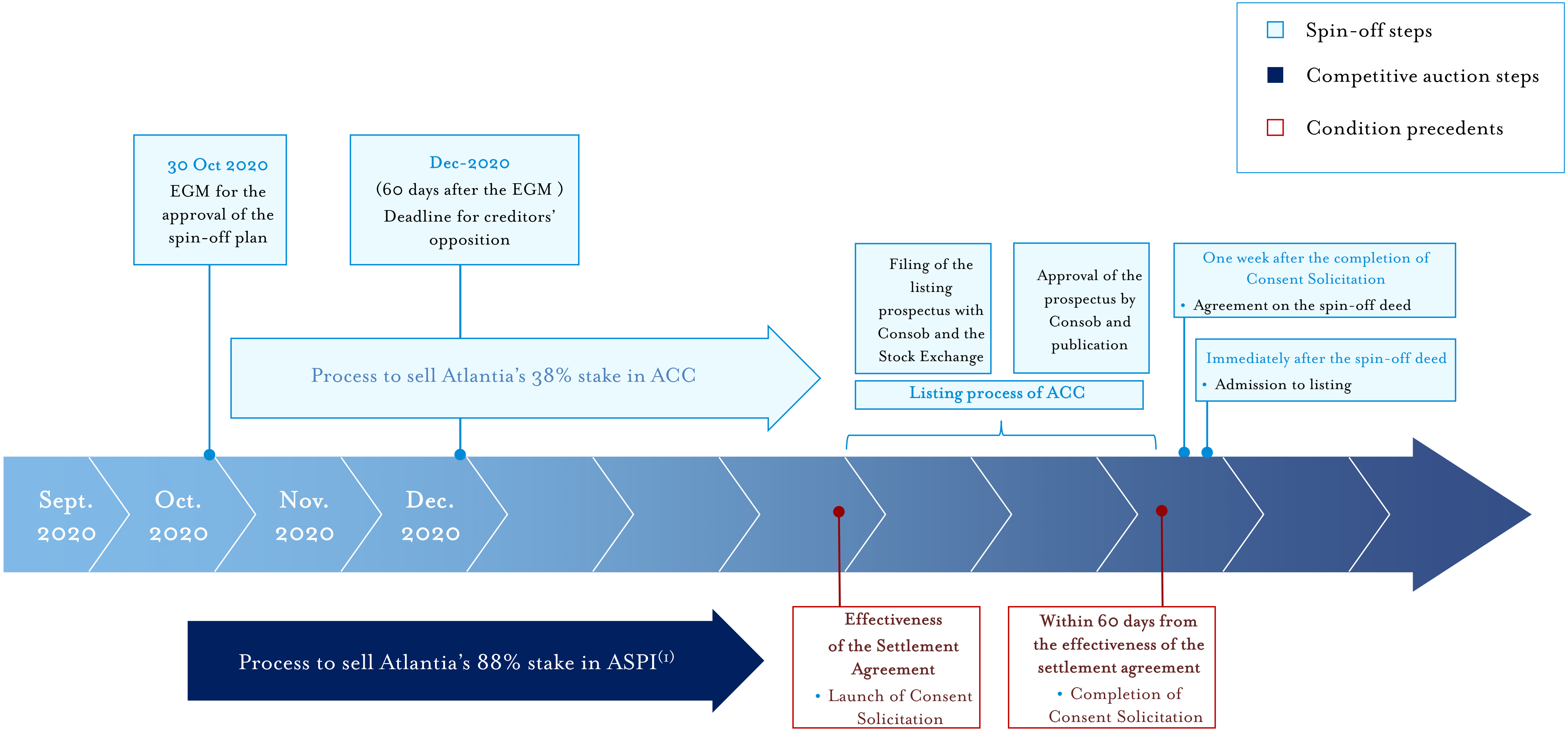
Condition Precedents

- The effectiveness of the transaction is subject, inter alia, to:
  - Effectiveness of the settlement agreement bringing to an end the dispute over allegations of serious breaches of ASPI's concession arrangement, of the related Addendum and the related Financial Plan;
  - Clearance from the Grantor in accordance with ASPI's Single Concession Arrangement;
  - The receipt of waivers of contractual remedies or of consent from the holders of bonds issued by Atlantia and ASPI and/or from counterparties in any outstanding related contract
  - The consent solicitation and the release of guarantees currently issued by Atlantia on part of ASPI's debt
  - Full repayment by ASPI of any outstanding shareholder loan granted to it by Atlantia.

- In addition the spin-off is subject to:
  - Approval of the prospectus by Consob
  - Borsa Italiana clearance

- In addition the direct sale of the 88% in ASPI as well as the sale of 38% in ACC is subject to:
  - The non-exercise of Golden Power rights by the Prime Minister of Italy
  - Clearance from the Antitrust Authority and other relevant authorities

Indicative Timetable(1)



- ☐ Spin-off steps
- ■ Competitive auction steps
- ☐ Condition precedents

30 Oct 2020
EGM for the approval of the spin-off plan

Dec-2020
(60 days after the EGM)
Deadline for creditors' opposition

Process to sell Atlantia's 38% stake in ACC

Filing of the listing prospectus with Consob and the Stock Exchange

Approval of the prospectus by Consob and publication

Listing process of ACC

One week after the completion of Consent Solicitation
- Agreement on the spin-off deed

Immediately after the spin-off deed
- Admission to listing

Process to sell Atlantia's 88% stake in ASPI(1)

Effectiveness of the Settlement Agreement
- Launch of Consent Solicitation

Within 60 days from the effectiveness of the settlement agreement
- Completion of Consent Solicitation

(1) Illustrative timing subject to condition precedents as detailed in slide 10

Atlantia

ASPI Key Investment Highlights

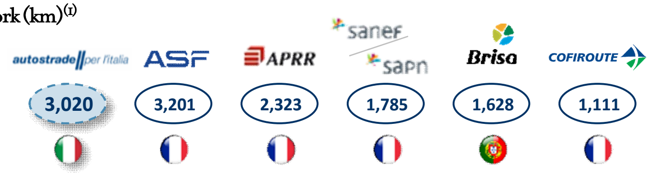
Key features

Key facts

Unique asset

- One of the largest toll-road concessions in Europe
  - **€4.1bn** revenues 2019A
  - **~46.8k** average daily traffic in 2019A (# vehicles)
  - **7,000+** employees across 6 concessions in total

Network (km)(1)



Core Italian infrastructure

- **Largest toll-road asset in Italy, covering 50%+ of the Italian motorway system** and comprising the main **North-South** route (A1 Milan-Naples)
- **Strategic importance** of the Italian motorway system

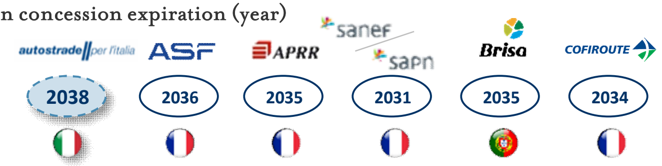
Strategic infrastructure asset

- 15 regions and 60 provinces served
- 6 different toll highway concessionaires

Defined regulatory framework, ahead of closing

- **Regulatory clarity** (effective ahead of closing of the transaction)
- **Long term concession**, with high visibility for the next 18 years (until 2038)
- **Highly scrutinised asset** base underpinned by a **clear investment plan** towards becoming best-in-class infrastructure asset in Europe

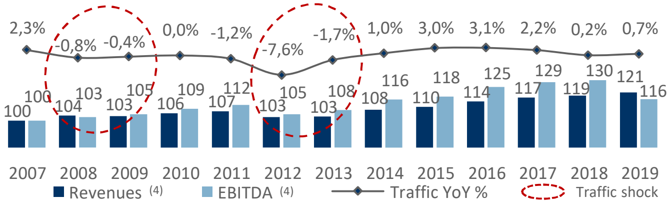
Main concession expiration (year)



Defensive cash flow business, with proven ability to recover from traffic shocks

- **Solid and visible cash flow generation** expected in the mid / long-term, allowing for **commensurate returns to shareholders** post closing of the transaction
- **Mature asset underpinned by defensive** EBITDA margin / **profitability**
  - Dispute settlements almost entirely provisioned in the company accounts, with EBITDA expected to normalize and return to historical levels
- Proven ability to quickly recover from traffic downturns

Traffic growth (%) rebased Revenues and EBITDA 2007A-19A



New management, enacting a full transformation plan

- **New management team**
- **Full transformation plan ongoing**
- Integrated business model (design, construction, operation and technology) to drive future mobility

- Launched deep assessment and renovation of the network
- 500+ interventions on main bridges and viaducts
- 130+ works on overpasses

Source: Company information, IHS Note: Network length includes also subsidiaries / other concessions; traffic including ASPI concession only
(1) Revenues and EBITDA rebased to 100 in FY2007; EBITDA adjustments incl. impact from collapse of Polcevera bridge

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New Regulatory Framework

A

Proposed Settlement

- On 11 July 2020 ASPI proposed a new comprehensive settlement to solve disputes raised after Genoa incident
  - €3.4bn total settlement amount
  - Mutual and definitive withdrawal of all the pending litigations between Grantor and Concessionaire
  - Mutually agreed interpretation of art. 35 of Law Decree 162/2019 (so called "Milleproroghe")

B

New Economic and Financial Plan ("EFP")

- On 14 Sept. 2020 ASPI submitted a new update of the Economic and Financial Plan ("EFP") as per Law Decree 162/2019 (so called "Milleproroghe")
- EFP drafted on the basis of the guidelines set by Autorità di Regolazione dei Trasporti ("ART"), as reasonably applied in view of best market standards and taking into account the interactions with relevant Ministries

- The proposal of settlement and the updated EPF are waiting for their finalization and formal approval by MIT and MEF following which the relative authorization process required by the law will commence (indicatively 6 months)

ASPI Proposed Settlement Agreement

Ⓐ Proposed Settlement Amount

		Amount	Planned cash-out
Tariff Discounts	- Tariff discounts for customers of the whole network and/or Genoa region citizens	€1.5bn	of which ~ €1.0bn 2021-2025
Additional works	- Additional works included in ASPI new regulatory EFP - Amount not remunerated in tariffs	€1.2bn	2020-2025
Genoa Community Support	- Reconstruction of the new Genoa bridge - Indemnification to victims and enterprises - Other compensatory measures to the Genoa community	€0.7bn	by 2021

Total settlement amount⁽¹⁾ ▶ €3.4bn

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(1) Fully provisioned in ASPI accounts

B New Economic and Financial Plan

The ART Model

- The ART model envisages regulatory periods of five years and a price cap formula to set tariffs based on three different tariff components(1)

1. **Operational charge** (“*Componente tariffaria di gestione*”) to remunerate operating costs and capital charges of non-revertible assets
2. **Construction charge** (“*Componente tariffaria di costruzione*”) to remunerate capital charges of revertible assets, including goodwill
3. **Additional charge** (“*Componente tariffaria per oneri integrativi*”) related to recovery of the revenue losses incurred in the period March–June 2020 due to Covid-19(2)

ASPI’s new EFP translates ART model into a **1.75%** p.a. linear tariff increase over the 2021 – 2038 period(3)

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(1) For the implementation of the EFP 2018 represents the “Base Year” and 2019 represents the “Bridge Year”. 2020 - 2024 represents the first 5-year regulatory period.
(2) Impacts of potential future pandemic waves to be compensated time by time as for all the other Italian concessionaires.
(3) Net of additional works (€1.2bn) not remunerated into tariffs. Excludes tariff discounts (€1.5bn).

B New Economic and Financial Plan

1 Operational charge

- The operational charge tariff component remunerates operating costs and capital charges of non-revertible assets which are not returned to the grantor at the end of the concession

Step 1 Costs at the Base Year	• Costs at the Base Year include • **Operating costs:** labor costs, materials, third-party services, and other charges plus average maintenance costs of the last 5 years measured on the utilization of the renewal fund. These costs are reduced by the extra-margins from ancillary services (e.g. service areas) • **Capital charges:** depreciations and remuneration of non-reversible assets (calculated based on a WACC nominal pre-tax set by ART at 7.09% for the first 5-year regulatory period)
Step 2 Costs at the Bridge Year	• Costs at the Base Year are then rolled forward to the Bridge Year applying the planned inflation rate of the Italian Government minus a concession-specific productivity factor (“X”) determined by ART and fixed for the 5 year regulatory period
Step 3 Calculation of operational charge	• Cost in the Bridge Year are then divided by the average traffic volumes of the five years regulatory period to obtain the operational charge

- After the first regulatory period, the operational charge is re-calculated every 5 years starting from the costs accounted in the Base Year of the new regulatory period

B New Economic and Financial Plan

2 Construction charge

- The construction charge tariff component remunerates capital charges of revertible assets (depreciation and remuneration), including goodwill, which are financially depreciated to the end of concession:

Step 1

- Costs are calculated in each year and mainly include depreciation of goodwill, depreciation and remuneration of reversible assets. They mainly depends on the expected capex plan of the company
  - such costs are calculated with reference to two clusters of assets "RAB ante" and "RAB post"
  - the remuneration of "RAB ante" is equal to a fixed IRR, and for "RAB post" is equal to the WACC set by ART every 5 years

Further details in the next slide

Step 2

- Costs are then divided by the traffic volumes of the same year to obtain the construction charge

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- Financial adjustments ("poste figurative") may be applied to the construction charge in order to smooth tariff increases during the years of the concession
  - The application of lower tariff increases generates a credit for the related loss of income to be included into the RAB, remunerated at the regulated rate⁽¹⁾ and fully amortized by the end of the life of the concession
  - The use of adjustments is neutral from a financial standpoint

(1) "Blended" rate of IRR and WACC, as described in the following chart

B New Economic and Financial Plan

2 Construction Charge: RAB “ante” and RAB “post” (1/2)

- The ART model introduces a distinction between existing assets and investments already agreed-upon (“RAB ante”) and new investments (“RAB post”)

“RAB ante”

- Remuneration of existing assets and investments already agreed-upon (“RAB ante”) benefits of a safeguard clause:
  - The remuneration of the “RAB ante” is equal to the implied internal rate of return (IRR) of the present Concession Agreement signed by ASPI in 2007 (“Convenzione Unica”)
  - IRR is calculated on the basis of:
    - Closing RAB 2019 (outflow)
    - Operating cash flows of the Concession Agreement (inflows)
- The resulting IRR is fixed for the entire life of the concession

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“RAB post”

- Remuneration of new investments is equal to the WACC as calculated by ART at each five years regulatory period:
  - Cost of equity is based on market data and the Capital Asset Pricing Model (CAPM)
  - Cost of debt and gearing are determined by ART on sector’s average
- For the first regulatory period the WACC is equal to 7.09% (nominal pre-tax), to be reset every 5 years

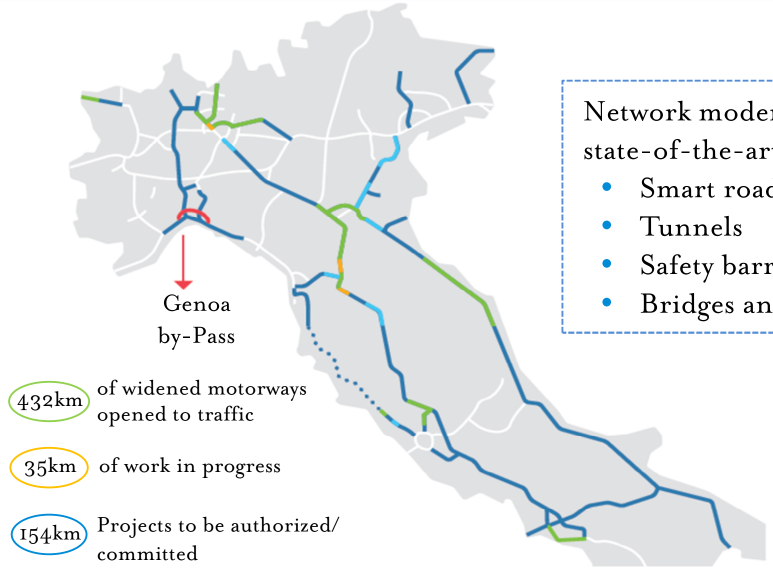
B New Economic and Financial Plan

2 Construction Charge: RAB "ante" and RAB "post" (2/2)

- The EFP envisages €13.2bn of new investments, representing a transformational plan in terms of operating excellence, quality standards and new engineering best practices
  - Capex currently under completion will be remunerated according to the IRR set by the safeguard clause.
  - New capex will be included in "RAB post" and remunerated at WACC set by ART (i.e. 7.09%)(1)
- The plan includes €2.7bn of network modernization investments. Upon request of the Grantor, ASPI is also available to add up €1.3bn of additional modernization investments in the next release of the EFP to be carried out in 2025

Capex Plan

(€bn)	Executed (at 31.12.2019)	Residual by 2038
1997 Plan	6.5	1.0
2002 Plan	3.9	4.6
2007 Plan (incl. Noise Reduction)	0.3	3.0
Other capex	2.6	1.9
Network modernization		2.7
Total	13.3	**13.2**
Network modern. (optional)		**1.3**
Total		**14.5**



Network modernization up to state-of-the-art standards:
- Smart roads
- Tunnels
- Safety barriers
- Bridges and viaducts

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(1) With the exception of €1.2bn not remunerated in tariffs, as per the proposed settlement agreement with the Government

ASPI Proposed Settlement Agreement

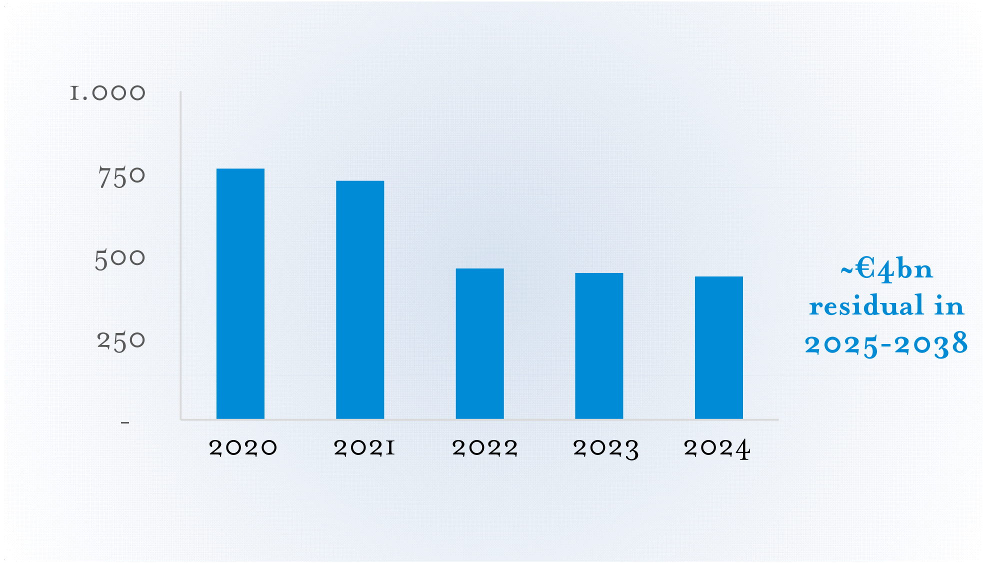
B The Economic and Financial Plan

Maintenance and capex plan

Maintenance Plan

€m

€7bn in 2020-2038

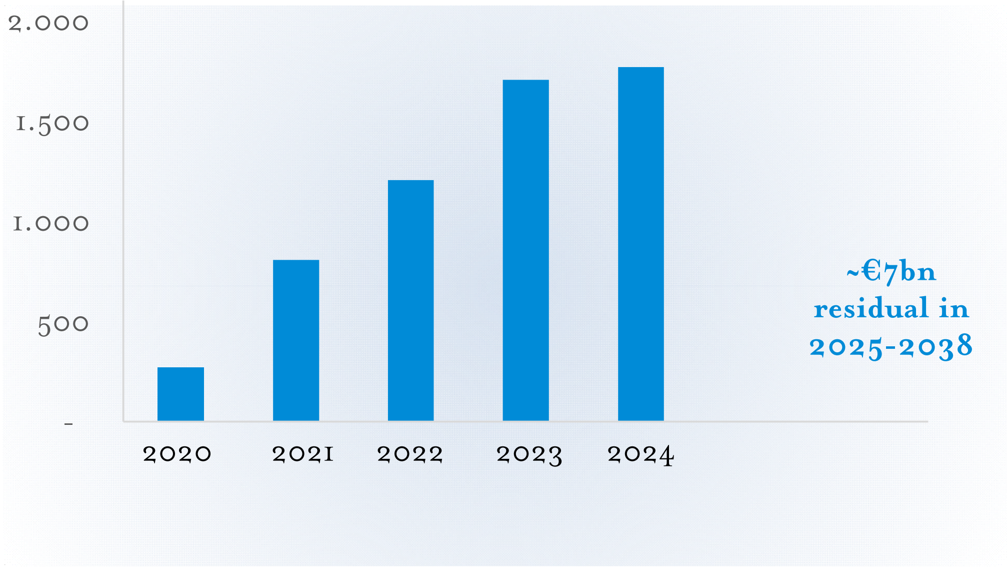


- €1.2bn of extraordinary maintenance mainly related to the enhancement of qualitative standards on bridges, viaducts, pavements and galleries

Capex Plan(1)

€m

€13bn in 2020-2038



- Capex related to works under completion will be remunerated according to the IRR set by the safeguard clause
- Capex related to new investments will be remunerated according to the WACC (7.09% for the first regulatory period)

(1) Tentative profile, excludes capitalized personnel costs

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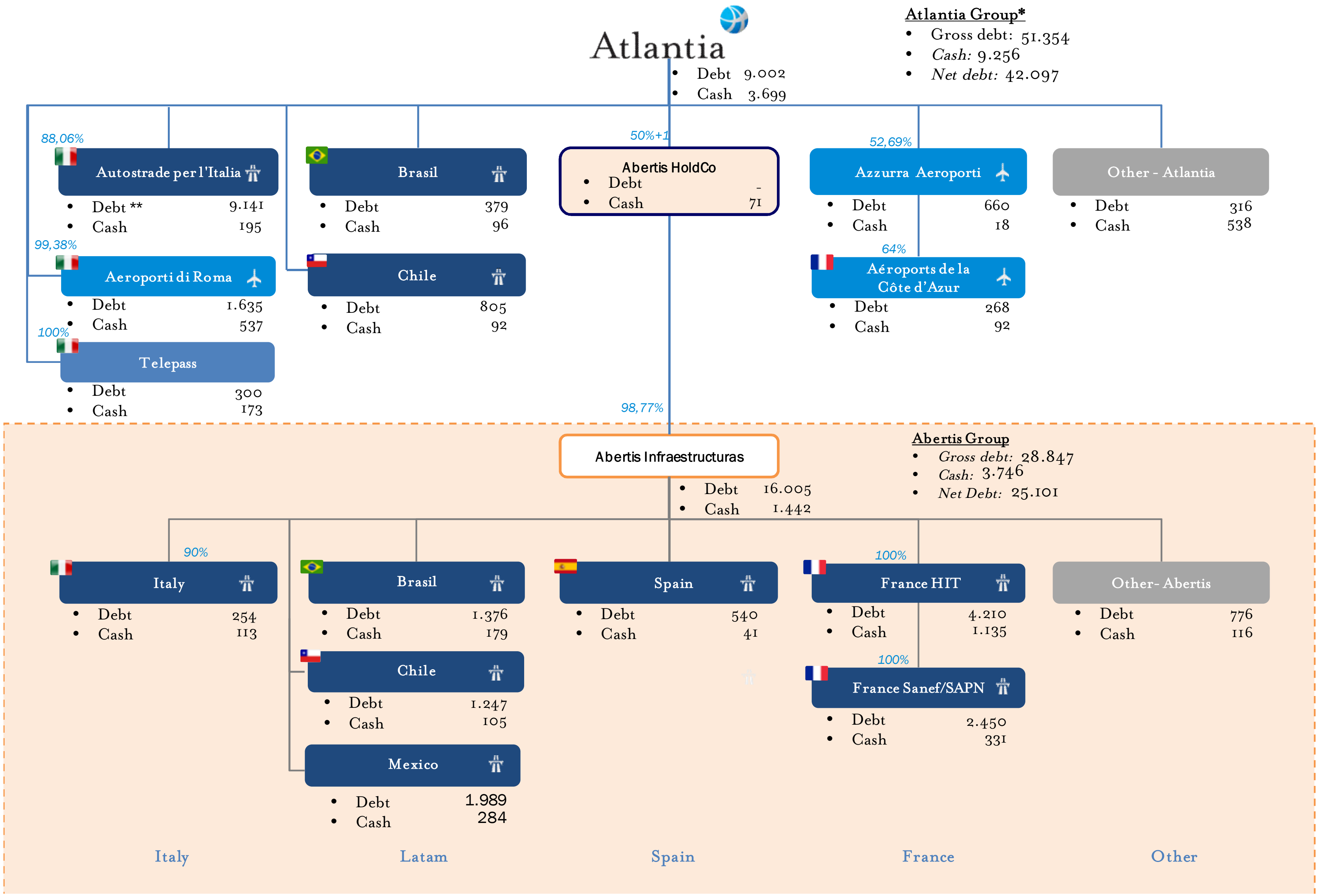
Atlantia

Group Debt Structure Pro-forma as of 30.06.2020(*)

(€m)



Atlantia
- Debt 9.002
- Cash 3.699

Atlantia Group*
- Gross debt: 51.354
- *Cash:* 9.256
- *Net debt:* 42.097

88,06% **Autostrade per l'Italia**
- Debt ** 9.141
- Cash 195

99,38% **Aeroporti di Roma**
- Debt 1.635
- Cash 537

100% **Telepass**
- Debt 300
- Cash 173

Brasil
- Debt 379
- Cash 96

Chile
- Debt 805
- Cash 92

50%+1 **Abertis HoldCo**
- Debt -
- Cash 71

52,69% **Azzurra Aeroporti**
- Debt 660
- Cash 18

64% **Aéroports de la Côte d'Azur**
- Debt 268
- Cash 92

Other - Atlantia
- Debt 316
- Cash 538

98,77% **Abertis Infraestructuras**
- Debt 16.005
- Cash 1.442

Abertis Group
- *Gross debt:* 28.847
- *Cash:* 3.746
- *Net Debt:* 25.101

90% **Italy**
- Debt 254
- Cash 113

Brasil
- Debt 1.376
- Cash 179

Chile
- Debt 1.247
- Cash 105

Mexico
- Debt 1.989
- Cash 284

Spain
- Debt 540
- Cash 41

100% **France HIT**
- Debt 4.210
- Cash 1.135

100% **France Sanef/SAPN**
- Debt 2.450
- Cash 331

Other- Abertis
- Debt 776
- Cash 116

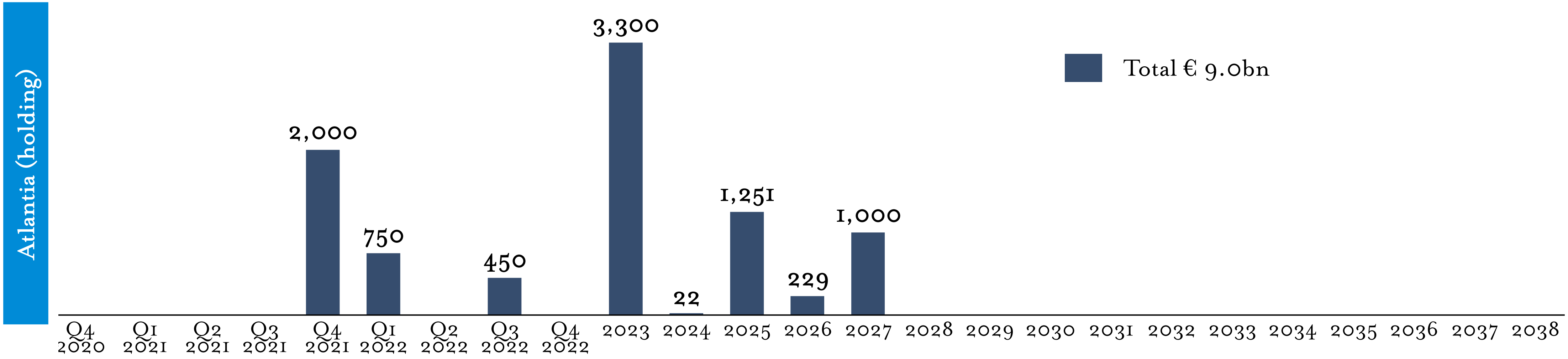
Italy | Latam | Spain | France | Other

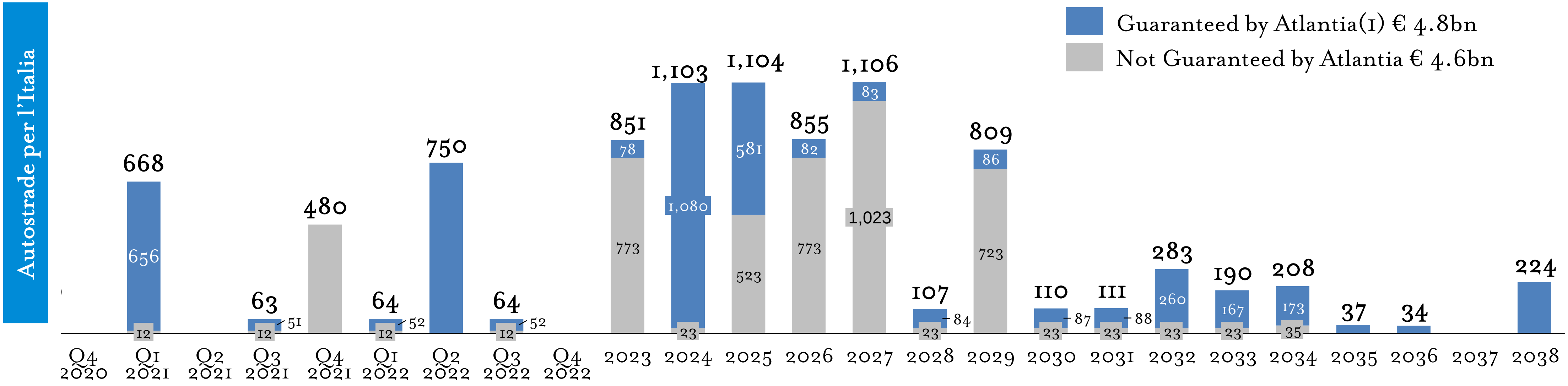
* Gross Debt includes bank debt and Debt Capital Market notionals (excluding hedging amounts)
Pro-forma figures as of 30.6.2020 including the effects of recent transactions (a) €650m repayment by Azzurra (holding of Nice Airport) (b) €660m new bond issuance by Azzurra on 30.7.2020 (c) ASPI's draw down of €350m from Atlantia's credit support support (d) €600m new bond issuance by HIT on 9.9.2020

** Does not includes €350m drawn down out of the total €900m of Atlantia holding financial support (intercompany debt). €4.8bn debt is guaranteed by Atlantia (excluding the make whole amounts).

Debt Maturity Schedule

(€m)





(1) The downgrade of the credit ratings to sub-investment grade suffered by ASPI, could trigger, as a potential effect, the request from the EIB and the CDP of the early repayment of loans granted to ASPI totaling c.€2.1bn (including the make-whole amount) of which €1.8bn guaranteed by Atlantia.

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