



Press Release

ORDINARY AND EXTRAORDINARY GENERAL MEETING OF 30 OCTOBER 2020

- Election of a Board Director
- Revocation of the resolution taken by the Extraordinary General Meeting of 8 August 2013 regarding the issue of a capital increase to service the contingent value rights.
- Approved amendments to the following Articles of Association 6, 20, 23 and 32

Rome, 30 October 2020 – The ordinary and the extraordinary meeting of Atlantia SpA's shareholders, chaired by Fabio Cerchiai, was held today. In view of the legislation introduced to combat COVID-19, shareholders were only permitted to attend the meeting through the Appointed Representative.

[Election of a Board Director](#)

The General Meeting of Shareholders confirmed Ms. Lucia Morselli as Director until approval of the financial statements for the financial year ended 31 December 2021. The Board of Directors co-opted Ms. Lucia Morselli during the meetings held on 24 September 2020 with resolution approved by the Board of Statutory Auditors, and

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granted her the same remuneration approved by the General Meeting of 18 April 2019 for the other Board members.

It should be noted that, Ms. Morselli meets the requirements, including those of independence, that the legal and regulatory provisions in force, as well as the Bylaws and Atlantia S.p.A.'s Corporate Governance Code, prescribe for the position of Director of the Company her curriculum vitae is available on (www.atlantia.it/en/corporate-governance/consiglio-di-amministrazione).

Based on the information available to the Company, Lucia Morselli does not hold shares in Atlantia SpA.

[Revocation of the resolution by which the Extraordinary General Meeting of 8 August 2013 to service the contingent value rights.](#)

The Extraordinary General Meeting of Atlantia's shareholders approved the revocation of the resolution taken by the EGM held on 8 August 2013 (point 3) regarding the issue of a capital increase to service irrevocably the Contingent Value Rights, amounting to up to a total par value of €18,445,815 issuing of up to 18,445,815 Conversion Shares with a par value of €1.00 each, and so to entirely free up the non-distributable equity reserve (the "Statutory Reserve"). The Reserve was established with the same EGM resolution of 8 August 2013 as non-distributable equity reserve of an amount equal to the par value of the maximum number of Conversion Shares to be issued.

The Company will then set a deposit for the maximum amount theoretically due to the holders of the Contingent Value Rights currently in circulation, calculated on the basis of the officially quoted price of Atlantia's shares at the date on which the deposit is made, bearing in mind the dividend adjustment paid by Atlantia at the Date of Allotment of the Contingent Value Rights. Atlantia will increase or reduce the amount deposited based on the officially quoted price of Atlantia's shares and taking into account any changes in the meantime occurring in the value of the dividend adjustment, providing appropriate disclosure at the time of approval of its periodic financial reporting.

Accordingly, the restriction will be lifted from the Statutory Reserve and the relevant amount will be transferred to the "Extraordinary Reserve", which is included in the Company's distributable reserves.

All the other provisions of the Terms and Conditions of the Contingent Value Rights regulation will remain unchanged, including the procedure for determining the amount to be paid to the holders of the Contingent Value Rights.

Approved amendments to the following Articles of Association 6, 20, 23 and 32

The Extraordinary General Meeting of Atlantia's shareholders approved amendments to the following Articles of Association 6, 20, 23 and 32 thus envisaging : (i) the elimination of the reference to the par value per share from the Articles of Association; (ii) the amendment of the provisions of the Articles of Association on gender quotas in the management and oversight bodies of listed companies; (iii) the amendment of the provisions of the Articles of Association on the procedure for calling Board of Directors' meetings.

As communicated to the market on 28 October 2020, Atlantia's Board of Directors has decided to withdraw item 3 on the agenda for the Extraordinary General Meeting. The item 3: Approval of the proposed partial, proportional demerger of Atlantia SpA in favour of a wholly owned subsidiary, Autostrade Concessioni e Costruzioni SpA will be proposed to a new EGM to be held no later than 15 January 2021.

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A summary of shareholder resolutions and the minutes of the Shareholders' Meeting will be made available to the public within the terms and according to the procedures required by the relevant laws.