



Press Release

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APPROVES PLAN FOR PARTIAL, PROPORTIONAL DEMERGER OF ATLANTIA

- EGM attended by 72.2% of the share capital
- Spin-off plan approved with the favourable vote of 99.7% of the share capital present at the EGM

Rome, 15 January 2021 – An Extraordinary General Meeting of Atlantia SpA's shareholders ("EGM"), chaired by Fabio Cerchiai, was held today. 72.2% of the share capital attended the EGM exclusively through the Appointed Representative, in compliance to the legislation introduced to combat COVID-19.

With the vote in favour of 99.7% of the share capital represented, the EGM approved the plan for the partial, proportional demerger of Atlantia SpA in favour of the wholly owned beneficiary company, Autostrade Concessioni e Costruzioni SpA (the "Beneficiary").

The Beneficiary will receive assets consisting of a 33.06% interest in Autostrade per l'Italia SpA ("ASPI"), with the allocation to Atlantia's shareholders of the full amount of the Beneficiary's capital increase servicing the demerger.

The transaction also involves Atlantia's transfer in kind to the Beneficiary of the remaining 55% interest in ASPI and the listing of the Beneficiary's shares on the *Mercato Telematico Azionario* ("MTA") organised and managed by Borsa Italiana SpA.

As a result, the EGM also approved a reduction of €250,000,000 in Atlantia's issued capital for the purposes of the demerger, resulting in the amendment, with effect from the effective date of the demerger, of art. 6 of the Articles of Association. At the effective date of the demerger, Atlantia's issued capital will, therefore, amount to €575,783,990, divided into 825,783,990 no-par ordinary shares.

You are reminded that effectiveness of the demerger, and thus of the entire transaction of which it is a part, is subject to the conditions precedent set out in art. 7 of the demerger plan. Fulfilment of the above conditions will be promptly announced to the market as appropriate.

In the meantime, should, prior to the date of effectiveness of the demerger, but no later than 31 July 2021, Atlantia receive an offer for its entire 88% stake in ASPI from CDP and/or other investors, Atlantia's Board of Directors will assess whether or not such offer meets the Company's interests, it will call a new EGM of shareholders, at which it will propose revocation of the earlier resolution approving the Demerger.

For further information on the demerger, reference should be made to the documentation made available to the public on the Company's website at <https://www.atlantia.it/en/investors/general-meetings> and on the IInfo storage platform and to the press releases published by the Company on 14 December 2020.

Autostrade Concessioni e Costruzioni SpA, also held a Extraordinary General Meeting today, at which the demerger plan was approved.

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