



Press Release

## SHAREHOLDERS GENERAL MEETING OF 28 APRIL 2021

- Atlantia SpA's financial statements for 2020 approved
- New Board of Statutory Auditors and its Chairman elected for the period 2021-2023
- Election of a member of the Board of Directors
- First section of Report on the Remuneration Policy for 2021 and Remuneration Paid in 2020 approved, vote in favour on the second section
- The General Meeting approved an incentive plan based on Atlantia SpA's ordinary shares named "Stock Grant Plan 2021-2023", with focus also on creation of sustainable value
- Amendments to Articles of Association to further improve Atlantia's corporate governance standards approved

Rome, 28 April 2021 – The General 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 through the Appointed Representative.

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## Ordinary session

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Approval of Atlantia SpA's financial statements for the year ended 31 December 2020, accompanied by the reports of the Board of Statutory Auditors and of the Independent Auditor. Presentation of the Integrated Annual Report and the consolidated financial statements for the year ended 31 December 2020 and proposal to cover the loss for the year.

The General Meeting approved - with the favourable vote of 99.7% of the issued capital represented - Atlantia SpA's financial statements for the year ended 31 December 2020 and the Board of Directors' proposal to cover the loss for the year of €29,153,456 by using the distributable "Retained earnings" reserve.

The General Meeting also examined the Atlantia Group's consolidated financial statements. The results for 2020 reflect the impact of Covid-19 on traffic registered by the Group's operators, and reflect the undertakings included in the settlement defined by Autostrade per l'Italia and the Government and now awaiting formal approval. The related expenditure commitments amount to €3.4bn and include €700m in additional costs with respect to 2019.

The Group's revenue, amounting to €8.3bn, is down €3.3bn (29%) compared with 2019, whilst EBITDA of €3.7bn is down €2.0bn (35%) compared with 2019.

2020 closed with a loss for the year attributable to owners of the parent of €1.2bn compared with a net profit of 136m in 2019.

Equity attributable to owners of the parent amounts to €6.2bn and total net debt amounts to €39.2bn (€36.8bn as at 31 December 2019). The Group has cash reserves of €8.4bn and €8.7bn in available credit facilities, a €5.2bn improvement on 31 December 2019.

The General Meeting then acknowledged the non-financial statement for 2020, prepared in compliance with the provisions of Legislative Decree 254/2016 and which is included in the Integrated Annual Report for 2020.

2020, year marked by the pandemic, saw the Group make a major, ongoing financial and organisational commitment to combatting the health emergency, guaranteeing the safety of our employees and safe mobility services for passengers and road users.

Group companies financed a range of initiatives to support their communities, consisting of the donation of equipment and protective devices and help to ensure the continuity of educational programmes and digital learning of several schools.

Despite the significant impact of the Covid-19 pandemic on our operating and financial performance, the Group maintained the size of the workforce. The Group employed approximately 31,000 people as at 31 December 2020, with 96% on permanent contracts, in line with 2019.

The management teams at Atlantia and its subsidiaries underwent significant changes during the last year with, among other things, the creation of new roles at the principal companies to take responsibility for managing aspects that will play an innovative role in implementing the Group's strategy. At the same time, subsidiaries have been given greater autonomy and independence, with the Parent Company tasked with providing strategic leadership and managing its investment portfolio. The reorganisation has, as a consequence, resulted in stronger governance arrangements at our subsidiaries. The Integrated Annual Report for 2020 is available on the Company's website at <https://www.atlantia.it/en/investors/general-meetings>.

### **Election of the Board of Statutory Auditors and its Chairman for the three financial years between 2021 and 2023 and determination of the related remuneration**

The General Meeting also elected the new Board of Statutory Auditors for the financial years between 2021 and 2023, whose members are as follows: Lelio Fornabaio, Maura Campra, Angelo Rocco Bonisconi (elected from the slate submitted by the shareholder, Sintonia SpA, which obtained the favourable vote of 93.19% of the issued capital represented), Roberto Ruggero Capone and Sonia Ferrero (elected from the slate submitted by a group of asset management companies and other institutional investors, which obtained the favourable vote of 4.83% of the issued capital represented).

The General Meeting also elected Mario Civetta (elected from the slate submitted by the shareholder, Sintonia SpA) and Francesco Fallacara (elected from the slate submitted by a group of asset management companies and other institutional investors) to serve as alternate Statutory Auditors.

Roberto Ruggero Capone has been elected as Chairman of the Board of Statutory Auditors – in accordance with the provision of the Article of Associations – as being the candidate heading the slate submitted by minority shareholders.

The newly appointed Board of Statutory Auditors will remain in office until approval of the financial statements for the year ended 31 December 2023.

The slates from which the members of the new Board of Statutory Auditors were elected, together with their professional profiles, are available on the Company's website at <https://www.atlantia.it/en/investors/general-meetings>.

The gross annual remuneration of the Chairman of the Board of Statutory Auditors has been set at €90,000 and the gross annual remuneration of each standing Auditor at €70,000, plus the reimbursement of any expenses incurred in attending meetings, in accordance with the relevant Company policies.

### **Election of a member of the Board of Directors**

The General Meeting elected Nicola Verdicchio to serve as a member of the Company's Board of Directors until the date of approval of the financial statements for the year ended 31 December 2021. Mr Verdicchio was nominated by the shareholder, Sintonia SpA and obtained the favourable vote of 62.50% of the issued capital represented. The General Meeting set the new Director's remuneration at the same level as for members of the Board of Directors elected by the General Meeting of 18 April 2019, being €80,000 per year to be paid on a pro-rata basis.

The CV of the elected Director is available on the Company's website (<http://www.atlantia.it/en/corporate-governance/board-of-directors>).

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

### **Approval of an incentive plan based on Atlantia SpA's shares named "Stock Grant Plan 2021-23" with focus also on creation of sustainable value**

The General Meeting approved the "Stock Grant Plan 2021-2023" (the "Plan") concerning the award of Atlantia's ordinary shares (the "Shares") free of charge by using the treasury shares held by the Company. The Plan links management incentives to the creation of sustainable value and to the achievement of objectives relating to shareholder returns and to improvements in the Group's ESG performance. The Plan obtained the favourable vote of 99.6% of the issued capital represented.

The Plan terms and condition and the procedures for implementation of the Plan will be submitted for approval by the Company's Board of Directors, after consultation with the Nominations, Remuneration and Human Capital Committee and the Board of Statutory Auditors within the scope of their responsibilities.

### **Report on the Remuneration Policy for 2021 and Remuneration Paid in 2020, prepared pursuant to art. 123-ter of Legislative Decree 58 of 24 February 1998**

The General Meeting approved the first section of Atlantia SpA's "Report on the Remuneration Policy for 2021 and on Remuneration Paid in 2020" with the favourable vote of 98.36% of the issued capital represented and voted in favour of the second section with the favourable vote of 73.73% of the issued capital represented at the General Meeting.

### Amendments to the Article of Associations

The extraordinary session of the General Meeting approved with the favourable vote of more than 99% of the issued capital represented a number of amendments to the Article of Associations, as proposed by the Board of Directors with the aim of further improving the corporate governance standards of the Company. The amendments regard:

- (i) the inclusion of a provision regarding the identification of shareholders and the criteria for allocating the related costs should the request be made by shareholders (art. 8 of the Articles of Association);
- (ii) the procedures for submitting the slates used during re-election of the Board of Directors (art. 20 of the Articles of Association);
- (iii) the rules governing Board of Directors' meetings where there is full attendance (art. 23 of the Articles of Association);
- (iv) the inclusion of a provision regarding the establishment of Board committees and the remuneration of committee members (articles 26 and 28 of the Articles of Association).

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