



Press Release

AGM 29 APRIL 2022

- AGM approves Atlantia SpA's financial statements for 2021 with the favourable vote of 99.75%
- Distribution of dividend for 2021 of €0.74 per share approved with the favourable vote of 98.78%
- New Board of Directors elected for the three-year period 2022-2024. 99.57% favourable votes for the appointment of the Chairman
- Share incentive scheme for employees in 2022-2027 period approved with the favourable vote of 99.32%
- AGM approves first section with the favourable vote of 98.43% and expressed a favourable opinion on second section with the favourable vote of 98.08% on the Report on the Remuneration Policy for 2022 and Remuneration Paid in 2021
- AGM expresses favourable non-binding vote on Atlantia SpA's Climate Action Plan with the favourable vote of 98.22%

Rome, 29 April 2022 – The Annual General Meeting of Atlantia SpA's shareholders (AGM), chaired by Fabio Cerchiai, was held today. Shareholders were only permitted to attend the AGM through the Appointed Representative, as specified in the Notice of Call. 77,11% of the issued capital was represented at the AGM.

The results of shareholder votes on the five agenda items are as follows.

- 1.1) Financial statements of Atlantia S.p.A. as of 31 December 2021 accompanied by the Reports of the Board of Statutory Auditors and of the Auditor of the Accounts. Presentation of the Annual Integrated Report and of the consolidated financial statements as of 31 December 2021

Investor Relations
 e-mail: investor_relations@atlantia.com

Media Relations
 e-mail: media_relations@atlantia.com

www.atlantia.com

The AGM, with the favourable vote of 99.75% of the issued capital represented at the AGM, approved Atlantia SpA's financial statements for the year ended 31 December 2021, which closed with a profit for the year of €1,169,471,170.

The AGM also examined the Atlantia Group's consolidated financial statements.

2021 was a year of radical transformation for Atlantia, marked by strategic decisions and a major review of the Group's businesses and medium- to long-term objectives. This process has laid the foundations for the birth of a new Atlantia in terms of values, approach to doing business and organisation, with a strong focus on sustainable mobility and technological innovation in the infrastructure field, together with its core businesses (motorways, airports and mobility services).

Group revenue, totalling €6.4bn, is up €1.1bn (up 22% compared with 2020), whilst EBITDA of €4.0bn is up €1.0bn (up 31% compared with 2020).

2021 closed with profit attributable to owners of the parent of €0.6bn.

Equity attributable to owners of the parent amounts to €8.1bn and net debt to €35.3bn as at 31 December 2021 (€39.3bn as at 31 December 2020).

The AGM then acknowledged the consolidated non-financial statement for 2021, prepared in compliance with the provisions of Legislative Decree 254/2016 and included in the Integrated Annual Report for 2021.

The Group's social and environmental performance made progress in line with the targets set for 2023.

- **Planet** - Direct CO2 emissions were down 14% (down 24% vs 2019), in line with the goal of achieving net zero by 2040 set in the Climate Action Plan (CAP) for all Group companies.
- **People** - The Group employs a growing number of women who now account for 39% (up 1%) of total workforce of 20 thousand and 29% of management (up 2%); training is up 40% per capita with over 600 thousand hours provided (an average of 30 hours per employee).
- **Prosperity** - The economic value created for the benefit of stakeholders is up 19% to €7.4bn, in line with the performance of the total return for shareholders (a TSR of 18.6% in 2021).

1.2) Appropriation of profit for 2021 and payment of the dividend

The AGM, with the favourable vote of 98.78% of the issued capital represented at the AGM, approved the appropriation of profit for the year, totalling €1,169,471,170, as follows: i) to pay a dividend of €0.74 per share, making an estimated total payout of €605,929,980, and ii) to take the remaining share of profit for the year, estimated to be €563,541,190, to retained earnings.

The dividend of €0.74 per share will be payable, before any withholdings required by law, from 25 May 2022, and with an ex-dividend date for coupon no. 34 of 23 May 2022 and a record date of 24 May 2022.

The Integrated Annual Report for 2021 is available on the Company's website in the section <https://www.atlantia.com/en/investors/results>.

2) Election of the Board of Directors and its Chair for the three-year period 2022-2024 and determination of the related remuneration

The AGM determined that the Board of Directors should have 15 members, establishing that the new Board should remain in office for 3 financial years until the date of approval of the financial statements for the year ended 31 December 2024.

The members of the new Board of Directors elected by today's AGM are as follows: Maurizio Basile, Carlo Bertazzo¹, Christian Coco, Anna Chiara Invernizzi, Maria Leddi², Andrea Mangoni, Valentina Martinelli, Giampiero Massolo, Gaia Mazzalveri, Jean Mouton³, Elisabetta Ripa, Nicola Verdicchio (elected from the slate submitted by the shareholder, Sintonia SpA, which holds a 33.1% of the issued capital, having obtained the favourable vote of 61.73% of the issued capital represented at the AGM), Dario Frigerio, Giuseppe Guizzi, Licia Soncini (elected from the slate submitted by a group of asset management companies and other institutional investors holding approximately 1.228% of the issued capital, having obtained the favourable vote of 37.79% of the issued capital represented at the AGM).

The AGM then also elected Mr Giampiero Massolo as Chairman of the Board of Directors, with the favourable vote of 99,57% of the issued capital represented at the AGM.

The Directors, Maurizio Basile, Anna Chiara Invernizzi, Maria Leddi, Andrea Mangoni, Giampiero Massolo, Gaia Mazzalveri, Jean Mouton, Elisabetta Ripa, Nicola Verdicchio, Dario Frigerio, Giuseppe Guizzi and Licia Soncini declared that they meet the independence requirements contained in the combined provisions of art.147-ter, paragraph 4, and art. 148, paragraph 3 of the CFA and Recommendation 7 in Borsa Italiana SpA's Corporate Governance Code, as implemented and supplemented by art. 5 of the Board of Directors' Terms of Reference.

The slates from which the members of the new Board of Directors were elected, together with their professional profiles, are available on the Company's website in the section <https://www.atlantia.com/en/governance/general-meeting>.

The AGM also set the gross annual remuneration for each member of the Board of Directors at €80,000.00, plus the reimbursement of any expenses incurred in relation to their office.

3) Employee share Ownership Scheme 2022-2027

The AGM approved, with the favourable vote of 99.32% of the issued capital represented at the AGM, an employees share ownership scheme based on Atlantia SpA's ordinary shares, to be known as the "The 2022-2027 Employee Share Ownership Plan". The Plan will be implemented through the use of up to 100,000 treasury shares already held by the Company. A detailed description of the Plan is provided in the information document prepared in accordance with art. 114-bis of the Consolidated Finance Act and art. 84-bis of the CONSOB's Regulations for Issuers, available on the Company's website. The related terms, conditions and procedures for implementing the Plan are governed by the regulation approved by the Company's Board of Directors, following favourable opinions from the Nominations, Remuneration and Human Capital Committee and the Board of Statutory Auditors.

4) Report on the Remuneration Policy for 2022 and Remuneration Paid in 2021, prepared pursuant to art. 123-ter of Legislative Decree 58/1998

The AGM approved the first section of Atlantia SpA's "Report on the Remuneration Policy for 2022 and on Remuneration Paid in 2021" with the favourable vote of 98.43% of the issued capital represented at the AGM and voted in favour of the second section with the favourable vote of 98.08% of the issued capital represented at the AGM.

5) Say on Climate

After a shareholder consultation unprecedented in the Italian market, the AGM voted in favour of Atlantia's Climate Action Plan ("CAP"), with the favourable vote of 98,22% of the issued capital represented at the AGM.

The Climate Action Plan gives shape to the Company's long-term strategy for the energy transition for transport and the mobility ecosystem. This sets out a pathway to reducing direct emissions over the short, medium and long term and targets a 50% reduction in net direct emissions by 2030 (vs 2019) and the achievement of net zero by 2040,

¹ At the date of his election, the Director Carlo Bertazzo holds 12,329 of the Company's ordinary shares.

² At the date of her election, the Director Maria Leddi holds 1,111 of the Company's ordinary shares.

³ At the date of his election, the Director, Jean Mouton, holds 2,500 of the Company's ordinary shares.

10 years ahead of the target set in the Paris Agreement. These science-based targets are designed to limit the rise in the earth's temperature to within 1.5 °C and have been subject to the validation process of Science Based Target initiative.

The Company wishes to thank the Chairman Fabio Cerchiai and all the members of the outgoing Board of Directors for their significant contribution to both the Company's response to the challenges faced and the results achieved over their three-year term of office.

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