



Press Release

ATLANTIA: BOD APPROVES THE MUTUAL TERMINATION AGREEMENT OF EXISTING RELATIONSHIPS BETWEEN THE COMPANY AND THE CEO

CEO CARLO BERTAZZO TO LEAD THE COMPANY UNTIL 31 DECEMBER 2022

Rome, 4 August 2022 - Today's meeting of the Board of Directors of Atlantia SpA (the "Company"), chaired by Amb. Giampiero Massolo, has acknowledged the willingness of Atlantia's CEO and managing director, Carlo Bertazzo, to no longer lead the Company, after the planned delisting of Atlantia from the Italian stock exchange, as part of a mutual termination agreement. After the conclusion of the voluntary tender offer on all Atlantia's shares - announced last April by Edizione and the Blackstone Infrastructure Partners - and once the potential delisting and change in Atlantia shareholder's structure are completed, a new growth and business development phase will begin.

The Company welcomes Mr Bertazzo's willingness to remain in his role until December 31, 2022 so to fully ensure corporate business operation until delisting. In any case the Company is entitled to terminate in advance the relationship with Mr. Bertazzo.

"Carlo Bertazzo led Atlantia through a series of major, complex challenges. He was able to leverage at all times on his expertise, capabilities and leadership, even under the most difficult circumstances, and to deliver stability and growth, developing a new vision of mobility and launching a subsequent transformation process of the Group. I express my heartfelt thanks to him on behalf of the Board of Directors, the Board of Statutory Auditors and all employees," stated the Chairman, Amb. Giampiero Massolo.

In consideration of the termination of the employment relationship and role of director, the mutual agreement approved today by the Board of Directors provides for a severance package (subject to the potential application of malus and clawback provisions) amounting to €3,015,386, to be paid in 2 tranches of equal amount within, respectively, 30 days and 6 months from the date of termination.

Mr Bertazzo will also receive termination benefits and retain any vested rights under the short and long-term incentive schemes, as detailed in the Company's Remuneration Report.

As part of the agreement, Mr Bertazzo is also bound by non-compete and non-solicitation provisions, with respect to the Company and the other Group companies for a period of 18 months from the date of termination, in return for payment of a gross amount of €1,500,000, to be paid monthly in 18 instalments of equal amount following the date of termination. Such payment is subject to penalties in the event of a breach.

Under the same agreement Mr Bertazzo will also receive a gross amount of €35,500 in return for the waiver of any further demands or claims on the Company and any other Group company, connected with or resulting from the former employment relationship or directorship or any positions held in other Group companies.

The above payments have been determined in accordance and consistently with the Remuneration Policy published by the Company. Mr Bertazzo is not member of any of Atlantia's Board committees and holds 12,329 shares in Atlantia.

The agreement, being a related party transaction of lesser significance, has been evaluated by the Nominations, Remuneration and Human Capital Committee, the Committee of Independent Directors with responsibility for Related Party Transactions and the Board of Statutory Auditors, which have issued a reasoned opinion in favour of conclusion of the agreement, under the relevant procedure adopted by the Company.

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With regard to the procedure for identifying a replacement for Carlo Bertazzo, the succession plan described in paragraph 7.3 of the 2021 Corporate Governance Report (published in the “Governance” section of the Company’s website) will apply.