

SCHEMA ALFA S.p.A.

Voluntary public tender offer launched by Schema Alfa S.p.A. on all the shares of Atlantia S.p.A. (the “Offer”)

* * *

Press release pursuant to Article 36 of the Regulation adopted by CONSOB with Resolution No. 11971 of May 14, 1999, as subsequently amended (“**Issuers’ Regulations**”)

* * *

UNOFFICIAL TRANSLATION FROM THE ORIGINAL IN ITALIAN

Granted the authorisation from the Bank of Spain: the prior sector authorisations pursuant to Article 102, par. 4, of the Italian Legislative Decree no. 58 of February 24, 1998, as subsequently amended, have been obtained

Treviso, September 29, 2022 – Schema Alfa S.p.A., as offeror (the “**Offeror**”), hereby announces that the Bank of Spain has issued the authorisation required in relation to the purchase of a qualified indirect participation in Bip & Drive, E.D.E., S.A. (a company indirectly participated by Atlantia S.p.A.) pursuant to Spanish Law no. 21 of July 26, 2011 and Spanish Royal Decree no. 778 of May 4, 2012.

Therefore, considering that the authorisations required to Bank of Italy in relation to the purchase of a qualified indirect participation in Telepass S.p.A. (a company controlled by Atlantia S.p.A.), pursuant to art. 19 and 114-quinquies.3 of Italian Legislative Decree no. 385 of September 1, 1993, as subsequently amended and supplemented, have been already issued (as per the press release disseminated by the Offeror on September 21, 2022), at the date hereof the prior sector authorisations pursuant to Article 102, par. 4, of the Italian Legislative Decree no. 58 of February 24, 1998, as subsequently amended (“**TUF**”), have been obtained.

The offer document, which was filed with CONSOB on May 4, 2022 pursuant to Article 102, par. 3, of the TUF and Article 37-ter of the Issuers’ Regulation (the “**Offer Document**”), will be published once approved by CONSOB by the end of the review period in accordance with article 102, paragraph 4, of the TUF.

Pending the publication of the Offer Document, please refer to the notice issued by the Offeror pursuant to Article 102, par. 1, of the TUF and to Article 37, par. 1, of the Issuers’ Regulation, published on Atlantia’s website (www.atlantia.com) and on Offeror’s website (www.edizione.com), in which the legal grounds, the conditions, the terms and the essential elements of the Offer are indicated.

For further information:

Barabino&Partners

Federico Steiner
f.steiner@barabino.it
 +39 335 4242 78

Ferdinando de Bellis
f.debellis@barabino.it
 + 39 339 1872 266

Fabrizio Grassi
f.grassi@barabino.it
 +39 392 7392 125

Federico Sartor
 +39 335 2982 92

SCHEMA ALFA S.p.A.

* * * * *

THE DISSEMINATION, PUBLICATION OR DISTRIBUTION OF THIS NOTICE IS PROHIBITED IN ANY JURISDICTION IN WHICH IT CONSTITUTES A VIOLATION OF THE RELEVANT APPLICABLE LAW

This communication does not represent nor does it intend to represent an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of Atlantia will be made in any country in breach of the regulations applicable therein.

The Offer referred to in this communication will be launched through the publication of the relevant Offer Document subject to the approval by CONSOB. The Offer Document will contain the full description of the terms and conditions of the said Offer, including the manner in which it can be accepted.

The publication or dissemination of this communication in countries other than Italy may be subject to restrictions under the applicable law and, therefore, any person subject to the laws of any country other than Italy is required to independently acquire information about any restrictions under applicable laws and regulations and ensure that he, she or it complies with them. Any failure to comply with such restrictions may constitute a violation of the relevant country's applicable law. To the maximum extent permitted under the applicable law, the persons involved in the Offer shall be deemed to be exempted from any liability or adverse effect that may arise from the breach of such restrictions by the relevant persons. This communication has been prepared in accordance with Italian law and the information disclosed herein may be different from that which would have been disclosed if the notice had been prepared under the law of countries other than Italy.

No copy of this communication or of any other documents relating to the Offer shall be, nor may be, sent by post or otherwise forwarded or distributed in any or from any country in which the provisions of local laws and regulations may give rise to civil, criminal or regulatory risks to the extent that information concerning the Offer is transmitted or made available to shareholders of Atlantia in such country or other countries where such conduct would constitute a violation of the laws of such country and any person receiving such documents (including as custodian, fiduciary or trustee) is required not to post or otherwise transmit or distribute them to or from any such country, and any adherence to the Offer resulting from solicitation activities carried out in violation of the above limitations will not be accepted.