

SCHEMA ALFA S.p.A.

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

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

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UNOFFICIAL TRANSLATION FROM THE ORIGINAL IN ITALIAN

Provisional results of the Offer following the Reopening of Terms

95% Squeeze-Out Threshold Reached

Treviso, 25 November 2022 – With reference to the voluntary public tender offer (the “**Offer**”) for the ordinary shares (the “**Shares**”) in Atlantia S.p.A. (“**Atlantia**” or the “**Issuer**”) launched by Schema Alfa S.p.A. (the “**Offeror**”), the following is hereby announced.

Provisional results of the Offer following the Reopening of Terms

The terms used with a capital letter in this press release, unless otherwise defined, have the meanings ascribed to them in the offer document relating to the Offer, approved by Consob by way of resolution no. 22464 of 3 October 2022 and published on 7 October 2022 (the “**Offer Document**”).

On the basis of the provisional results following the Reopening of Terms communicated by Intesa Sanpaolo S.p.A., as Intermediary Appointed to Coordinate the Collection of Tenders, a total of no. 64,240,417 Shares, equal to 7.779% of the Issuer’s share capital, were tendered to the Offer during the Reopening of Terms, that ended today.

Please note that, during the Reopening of Terms, the Offeror and the Persons Acting in Concert with the Offeror have not, either directly or indirectly, carried out any purchase of Shares outside of the Offer.

Please also note that, on the Payment Date following the Acceptance Period, taking into account the Shares tendered during the Acceptance Period and the Sintonia Shareholding (equal to 33.10% of Atlantia’s share capital) held by HoldCo as a Person Acting in Concert with the Offeror, the Offeror held a total of no. 721,357,930 Shares, representing 87.354% of Atlantia’s share capital.

Accordingly, taking into account the Shares tendered to the Offer during the Acceptance Period, the Sintonia Shareholding, the Shares tendered to the Offer during the Reopening of Terms and no. 6,598,210 Treasury Shares, on the Payment Date following the Reopening of Terms (*i.e.*, 2 December 2022) the Offeror will hold, should the above provisional results following the Reopening of the Terms be confirmed, a total of no. 792,196,557 Shares, representing 95.933% of Atlantia’s share capital, that would enable the Offeror to achieve the Delisting.

The final results of the Offer following the Reopening of Terms will be announced by means of a specific press release pursuant to Article 41, paragraph 6, of the Issuers’ Regulation (the “**Notice on the Final Results of the Offer following the Reopening of Terms**”), that will be issued by the Offeror within the Trading Day preceding the Payment Date following the Reopening of Terms (*i.e.*, within 1 December 2022).

Obligations following the Reopening of Terms and Delisting

On the Payment Date following the Reopening of Terms (*i.e.*, 2 December 2022):

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a) the Offeror will purchase all the Shares tendered to the Offer during the Reopening of Terms. The payment of the Consideration for each Issuer's Share tendered to the Offer during the Reopening of Terms will take place in consideration of the simultaneous transfer of the ownership of such Shares to the Offeror; and

b) as already declared by the Offeror in the Offer Document, the legal requirements for the fulfilment of the Purchase Obligation under Article 108, paragraph 1, of the TUF and for the exercise of the Right to Purchase under Article 111, paragraph 1, of the TUF in relation to the remaining no. 33,587,433 Shares (other than the Treasury Shares), representing 4.067% of the Issuer's share capital will occur.

The Press Release on the Final Results of the Offer following the Reopening of Terms will also provide information on the terms and conditions under which the Offeror will exercise the Right to Purchase under Article 111, paragraph 1, of the TUF – the “squeeze-out” procedure.

For more information:

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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 is launched through the publication of the relevant Offer Document approved by CONSOB. The Offer Document contains 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.

The Offer described herein is subject to the laws of Italy. The Offer and any related offer documents (including this document) are subject to disclosure and takeover laws and regulations in Italy that may be different from the United States. To the extent applicable, the Offer is made in compliance with the U.S. tender offer rules, including Regulation 14E under the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the “Tier II” exemption in respect of securities of foreign private issuers provided by Rule 14d-1(d) under the Exchange Act. It may be difficult for U.S. holders of Atlantia shares to enforce their rights and any claim arising out of the U.S. federal securities laws, since

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the Offeror is located in a country other than the U.S. and some or all of the officers and directors may be residents of a country other than the United States. Neither the Securities Exchange Commission nor any securities commission in any state of the United States has (i) approved or disapproved the Offer; (ii) passed upon the merits of fairness of the Offer; or (iii) passed upon the adequacy or accuracy of the disclosure in the Offer Document. Any representation to the contrary is a criminal offense in the United States.