

SCHEMA ALFA S.p.A.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

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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Notice 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’ Regulations**”)

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UNOFFICIAL TRANSLATION FROM THE ORIGINAL IN ITALIAN

Schema Alfa has executed the Sell Out and Squeeze Out procedure to acquire 100% of Atlantia Atlantia is now delisted from the Euronext Milan Stock Exchange and is wholly-owned by Edizione, Blackstone Infrastructure Partners and Fondazione CRT

Treviso, 9 December 2022 – With reference to the voluntary public tender offer (the “**Offer**”) for the ordinary shares (the “**Shares**”) of Atlantia S.p.A. (“**Atlantia**” or the “**Issuer**”) launched by Schema Alfa S.p.A. (the “**Offeror**”), the following information is hereby announced.

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**”).

Further to the press release dated 28 November 2022, the Offeror announces that today has notified the Issuer – pursuant to Article 111, paragraph 3, of the TUF – that the total purchase consideration of the Joint Procedure, equal to Euro 772,510,959 (the “**Purchase Consideration**”), has been deposited and is available in a specific bank account with Intesa Sanpaolo S.p.A., opened in the name of the Offeror and escrowed for the payment of the consideration for the Joint Procedure (the “**Escrow Account**”).

The Purchase Consideration, deposited in the Escrow Account, is allocated - exclusively, unconditionally and irrevocably - to the payment of consideration for the 33,587,433 Shares still outstanding, equal to 4.067% of Atlantia’s share capital (the “**Residual Shares**”), in accordance with the irrevocable instructions issued by the Offeror to Intesa Sanpaolo S.p.A. In this regard, the price for each Residual Share is equal to the Offer Price (*i.e.* Euro 23.00 per Share), in accordance with Article 108, paragraph 3, and Article 111, paragraph 2, of the TUF.

The transfer of ownership of the Residual Shares to the Offeror – with the consequent enrolment in the shareholders’ ledger by the Issuer, in accordance with the provisions of Article 111, paragraph 3, of the TUF – will be effective as of today’s date.

The holders of the Residual Shares are entitled to obtain payment of the consideration for the Joint Procedure directly from their respective intermediaries. The obligation to pay the consideration for the Joint Procedure shall be deemed to be discharged when the relevant amounts are transferred to the depository intermediaries from which the Residual Shares subject to the Joint Procedure originate.

Atlantia’s shareholders bear the sole responsibility for the risk that depository intermediaries may fail to transfer the amounts to the beneficiaries or delay their transfer.

The holders of any Residual Shares which have not been dematerialized must request the payment of the consideration for the Joint Procedure upon presentation of the original share certificates duly registered in their name at the Issuer’s registered office in Rome, Piazza di San Silvestro no. 8.

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Once the five-year statute of limitation under Article 2949 of the Italian Civil Code has expired, and without prejudice to the provisions of Articles 2941 *et seq.* of the Italian Civil Code, the right of the holders of the Residual Shares to obtain payment of the consideration for the Joint Procedure will be extinguished by state of limitation and the Offeror will have the right to obtain the restitution of the portion of the Purchase Consideration which has not been collected from the entitled parties.

Finally, by resolution No. 8904 of 29 November 2022, Borsa Italiana S.p.A. ordered the delisting of the ordinary shares of Atlantia from Euronext Milan effective as of today's date.

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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 Schema Alfa S.p.A. 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.