

Press release

MUNDYS INFORMS ABOUT A LIABILITY MANAGEMENT EXERCISE IN RELATION TO A SERIES OF OUTSTANDING NOTES (ISIN CODE XS1558491855) INFORMATION ABOUT THE SECOND ISSUANCE OF SUSTAINABILITY- LINKED NOTES

Rome, 15 July 2024 – Mundys S.p.A. (“**Mundys**” or the “**Company**”) informs about its invitation to the holders (“**Noteholders**”) of its €750,000,000 1.625 per cent. Notes due 3 February 2025 (ISIN: XS1558491855) issued by the Company (formerly Atlantia S.p.A.), whose outstanding principal amount is equal to €599,993,000, (the “**Notes**”) to tender any and all Notes for purchase by the Company for cash (the “**Offer**”) on the terms and subject to the conditions set out in the tender offer memorandum dated 15 July 2024 (the “**Tender Offer Memorandum**”) prepared in connection with the Offer, and subject to the offer and distribution restrictions set out in the Tender Offer Memorandum. Capitalised terms used herein but not defined have the meaning given to them in the Tender Offer Memorandum.

In addition, the Company informs about its intention to issue new euro-denominated fixed rate sustainability-linked notes (the “**New Notes**”), subject to market conditions. Should they be issued, the New Notes will be the second sustainability-linked bond of the Company and will be linked to the achievement of sustainability performance targets. Failure to achieve such targets will result in the payment of a “premium” on the New Notes.

Whether the Company will purchase any Notes validly tendered in the Offer is conditional, without limitation, on the successful completion (in the sole and absolute determination of the Company, including the right to waive such condition) of the issuance of the New Notes.

The Offer is being made as part of the Company’s pro-active management of its liabilities. The terms and conditions and the expected timeline of the Offer, including offer and distribution restrictions, are described in the Tender Offer Memorandum made available to the holders of the Notes. Noteholders who are eligible to participate in the Offer are advised to carefully read the terms and conditions outlined in the Tender Offer Memorandum. Announcements in connection with the Offer will be made, to the extent provided in the Tender Offer Memorandum, in accordance with applicable law and by an announcement on the website of the Irish Stock Exchange plc trading as Euronext Dublin (<https://live.euronext.com/>) and/or by the delivery of notices to the clearing systems for communication to direct participants. Copies of all such announcements and notices will also be available from the Tender Agent (as defined below). Noteholders who wish to participate in the Offer should consider intermediaries’ timeline for the delivery of tender

Mundys S.p.A.

Sede Legale Piazza di San Silvestro n. 8, 00187 ROMA; Uffici direzionali e amministrativi Piazza A. Diaz 2, 20123 MILANO.
Capitale Sociale € 825.783.990,00 i.v., Codice Fiscale, P. IVA e iscrizione al Registro delle Imprese di Roma n. 03731380261 Iscrizione al R.E.A. n. 1023691.
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instructions which will be shorter than the deadline described in the Tender Offer Memorandum.

In relation to the Offer, the Company has appointed Barclays Bank Ireland PLC and BofA Securities Europe SA to act as dealer managers (the “**Dealers Managers**”) and Kroll Issuer Services Limited as tender agent (the “**Tender Agent**”).

In connection with the issuance of the New Notes, the Company has appointed, among others, Deutsche Bank, J.P. Morgan, Société Générale and UniCredit acting as Global Coordinators and Active Bookrunners, Crédit Agricole Corporate and Investment Bank, Intesa Sanpaolo, Mediobanca – Banca di Credito Finanziario and SMBC as Active Bookrunners and Banca Akros, Barclays, BNP Paribas, BofA Securities, BPER Corporate & Investment Banking and RBC Capital Markets as Other Bookrunners.

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DISCLAIMER

Neither this press release nor the Tender Offer Memorandum constitutes an offer or an invitation to participate in the Offer in the United States or in any other jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable securities laws and regulations. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by laws and regulations. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by each of the Company, the Dealer Managers and the Tender Agent to inform themselves about and to observe any such restrictions. See “Offer and Distribution Restrictions” of the Tender Offer Memorandum. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid.

*This press release does not constitute an offer to sell securities in the United States of America. The securities mentioned herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) or under any other securities laws of any state of the United States of America and may not therefore be offered or sold, directly or indirectly, into the United States of America or to U.S. persons, except following their registration under the Securities Act or pursuant to an applicable exemption.*

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*In any Member State of the European Economic Area (“**EEA**”) and the United Kingdom (“**UK**”), this announcement is only directed at and may only be communicated to persons who are “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 or Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”).*

MiFID II professionals/ECPs-only / No PRIIPs KID – Manufacturer target market (MIFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) pursuant to Regulation (EU) 1286/2014 has been prepared as the Offer is not addressed to retail investors in the EEA.

UK MiFIR professionals/ECPs-only / No UK PRIIPs KID – UK Manufacturer target market (UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No UK PRIIPs key information document (KID) pursuant to the PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA has been prepared as the offer is not addressed to retail investors in the UK.

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