



Press Release

COMMENCEMENT OF SHARE BUYBACK PROGRAMME: NOTICE PURSUANT TO ART. 144-BIS, PARAGRAPH 3 OF THE REGULATIONS FOR ISSUERS

Rome, 1 December 2016 – With regard to the resolution passed by the Annual General Meeting of shareholders held on 21 April 2016 (“AGM”), Atlantia SpA (the “Company”) announces its intention to commence a share buyback programme (the “Programme”). As required by art. 144-bis, paragraph 3 of the CONSOB Regulation adopted with Resolution 11971/1999 (the “Regulations for Issuers”) and by Delegated Regulation 2016/1052/EU, details of the Buyback Programme are provided below.

Programme objectives: the Programme regards the buyback of the Company’s ordinary shares, in accordance with and for the purposes of the market practices permitted by the CONSOB, pursuant to art. 180, paragraph 1.c) of Legislative Decree 58/1998, in Resolution 16839/2009, in order to increase the liquidity of Atlantia’s shares and, in any event, to acquire a portfolio of ordinary shares to be held in treasury with a view to medium- and long-term investment, including in the form of a long-term shareholding, or, in any event, to take advantage of market opportunities.

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Maximum number of own shares: the Programme regards the buyback of up to 39,258,523 of Atlantia's ordinary shares (currently representing approximately 4.75% of the issued capital) with a par value of €1.00 each and, therefore, within the limits provided for by law (1/5 of the entire issued capital, based on the provisions of art. 2357, paragraph 3 of the Italian Civil Code) and taking into account the treasury shares already held by the Company. As of today's date, the Company holds 2,030,676 treasury shares, equivalent to approximately 0.25% of the issued capital.

Duration of the authority: the AGM of 21 April 2016 established that the authority for the buyback of ordinary shares should have a duration of no more than 18 (eighteen) months from the date of the AGM. As a result, unless the authority is revoked, share buybacks under the Programme may be carried out by the Company until 21 October 2017.

Authority to sell, assign and/or use the treasury shares is not subject to any time limit.

Minimum and maximum price: the unit price payable in order to buy back the shares is to be determined in accordance with the requirements of art. 3, paragraph 2 of Delegated Regulation 2016/1052/EU, or in accordance with the regulations from time to time in force. In any event, buybacks must take place at a price per share that is not less than 20% below and not more than 20% above the official stock exchange price of Atlantia's shares at the close of trading on the day prior to each transaction.

Procedures for buybacks: buybacks of own shares shall take place in accordance with operating procedures capable of ensuring the equal treatment of shareholders, in accordance with the applicable Italian and European statutory and regulatory requirements from time to time in force. In particular and without limitation, in accordance with art. 132 of Legislative Decree 58/1998, art. 144-bis, paragraph 1.b) of the Regulations for Issuers, the Regulations for Markets organised and managed by Borsa Italiana SpA, and the conditions required by the market practices referred to in art. 180, paragraph 1.c) of Legislative Decree 58/1998, as permitted, from time to time, by the CONSOB.

Buybacks will be executed through a financial intermediary, who will act in complete independence and in accordance with operating procedures that do not enable there to be a direct link between offers to buy and prearranged offers to sell.

It should be noted that neither the authority granted by the AGM nor commencement of the Programme should be construed as putting the Company under any obligation to buy back its

shares and that the Programme may, therefore, only be executed in part and its execution revoked at any time and promptly announced to the market.

Finally, in respect of the above Programme, the Company will provide the CONSOB and the market with all the necessary information, in accordance with the procedures and terms established by the statutory and regulatory requirements from time to time in force.