



Press Release

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ATLANTIA, SALE OF STAKE IN AUTOSTRADA PER L'ITALIA: CONSENT SOLICITATION FROM HOLDERS OF ASPI'S BONDS GUARANTEED BY ATLANTIA

Rome, 20 October 2021. Atlantia announces that Autostrade per l'Italia ("ASPI") has launched a consent solicitation exercise to obtain consent from the holders of bonds issued by ASPI and guaranteed by Atlantia for a change of control to the Consortium consisting of CDP Equity, The Blackstone Group International Partners and Macquarie European Infrastructure Fund 6 SCSp (the "Consortium") and release of the guarantees provided by Atlantia (the "waiver and/or consent"). The exercise is expected to close on 22 November, day on which the bondholders' meetings are called.

The receipt of waivers and consents in relation to the above bonds, listed in the press release issued by ASPI (<https://www.autostrade.it/it/investor-relations/consent-solicitation>), constitutes one of the conditions precedent included in the share purchase agreement (the "SPA") for the sale of Atlantia's entire stake in ASPI, signed by Atlantia and the Consortium on 11 June 2021.

The conditions precedent fulfilled so far are: clearance from the Government under the so-called Golden Power provision, the receipt of waivers from Atlantia's lender banks and confirmation, from the CONSOB, that the transaction does not oblige ASPI to launch a public tender offer for Autostrade Meridionali.

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Again with regard to the conditions precedent, it should be noted that, on 14 October, the Settlement Agreement was signed by ASPI and the Ministry of Infrastructure and Sustainable Mobility (the “MIMS”). Effectiveness of the Agreement is, among other things, subject to the decree approving the Agreement being filed with the Italian Court of Auditors.

At this point, closure of the sale remains subject to fulfilment of the following further conditions precedent:

- (a) effectiveness of the Settlement Agreement, the Addendum and the Financial Plan agreed by ASPI and the MIMS;
- (b) continuing validity and effectiveness of the concessions held by ASPI and other ASPI group companies;
- (c) Antitrust clearance;
- (d) receipt of the necessary change of control consents from the MIMS;
- (e) the absence of any measures, introduced by the authorities, that may prevent execution of the transaction in accordance with the terms set out in the SPA or that, in any case, may have a negative impact on the transaction, ASPI and/or its subsidiaries and/or the purchaser.

The final deadline for fulfilment of the conditions precedent (the “Long Stop Date”) is 31 March 2022, unless otherwise extended until 30 June 2022 by agreement between the purchaser and the seller.

This announcement does not constitute or form part of any offer to sell or a solicitation of an offer to buy any securities in the US or any other jurisdiction. The distribution of this announcement and/or of the consent solicitation memorandum may be restricted by applicable laws and regulations. Persons who are physically located in those jurisdictions in which this announcement and/or the consent solicitation memorandum is circulated, published or distributed must inform themselves about and observe any such restrictions.

The consent solicitation memorandum is intended exclusively for noteholders located or resident outside the United States and are not U.S. persons, unless exemptions apply, and to which the consent solicitation can be lawfully addressed and who can lawfully participate in the consent solicitation.

The consent solicitation is not aimed at any Restricted Owner (as defined in the consent solicitation memorandum) nor to any noteholder whose participation in consent solicitation would violate the laws or regulations of its jurisdiction of residence or domicile or whose participation in consent solicitation excluded under the consent solicitation memorandum.