



Press Release

ATLANTIA CALLS ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FOR 3 DECEMBER 2021

The General Meeting will be asked to deliberate on: 1) Buy-back Plan – 2) introduction of the principle of sustainable success as one of the guiding principles for Directors, 3) the reduction in the number of members of the Board of Statutory Auditors starting from the next re-election.

Milan, 28 October 2021 - Today's meeting of the Board of Directors of Atlantia SpA, chaired by Fabio Cerchiai, has decided to call a General Meeting of the Company's shareholders, to be held in ordinary and extraordinary session on 3 December 2021. The agenda for the Meeting is as follows:

Ordinary session

- 1) Authorisation to purchase treasury shares. Related and resulting resolutions.
- 2) Amendments to the General Meeting Regulations. Related and resulting resolutions.

Extraordinary session

- 3) Cancellation of treasury shares without reducing the share capital and consequent amendment to art. 6 of the Articles of Association. Related and resulting resolutions.
- 4) Proposed amendment of the following Articles of Association:
 - A. Art. 14, to make the General Meeting Regulations an independent document with respect to the Articles of Association and consequent amendment to art. 1 of the General Meeting Regulations;
 - B. Art. 27, to include the principle of the pursuit of sustainable success; and
 - C. Articles 31 and 32, to amend the composition of the Board of Statutory Auditors starting from the date of the Board's next renewal;

resulting and related resolutions.

With regard to agenda item I for both the ordinary and extraordinary sessions, the General Meeting of shareholders will be asked to authorise a Buy-back Plan for the purposes previously announced to the market on 15 June 2021 in relation to the policies for the investment of new financial resources.

The Buy-back Plan will involve the purchase of up to a maximum of 125,000,000 treasury shares, representing approximately 15% of the share capital, with up to a maximum value of approximately €2bn.

Authorisation to buy back the shares is being requested for the maximum period permitted by law (18 months from the date of the shareholder resolution).

In keeping with the purposes of the Buy-back Plan, the General Meeting will also be held in extraordinary session to deliberate on the proposed cancellation of the treasury shares purchased under the above authorisation, without reducing the share capital.

The above proposals regard two distinct, but related, authorisations. The first regards the buy-back of shares, whilst the second regards cancellation of the same number of repurchased shares.

The Board of Directors' proposal envisages that purchases will take place as follows:

- a) via a public tender offer;
- b) in regulated markets or multilateral trading systems.

In addition, a) in the case of purchases via a public tender offer, under the proposal the consideration payable must not be less than 20% below or more than 20% above the average official price of the Company's ordinary shares recorded over the five trading days prior to the related public announcement, and b) in the case of purchases in regulated markets, under the proposal the price per share payable, without prejudice to the applicable statutory requirements, must not be less than 20% below or more than 20% above the official price of the Company's ordinary shares recorded on the trading day prior to each single purchase.

Atlantia currently holds 6,959,693 treasury shares, equal to approximately 0.843% of the share capital. These shares will not be cancelled.

The extraordinary session of the General Meeting will also be asked to deliberate on a number of amendments to the Articles of Association. These are being proposed in order to further improve the Company's corporate governance standards. In particular, in order to reinforce the Board of Directors' commitment to creating long-term value for all shareholders and stakeholders, the Board of Directors has decided to propose that the

General Meeting introduce the principle of the pursuit of sustainable success into the Articles of Association as one of the guiding principles for Directors. The proposed amendment – forming part of the wider process of renewal and transformation, based on the values of Development and Sustainability, Continuity and Innovation, Value and Progress, Diversity and Inclusion, Individuality and Community, embarked on by the Company in recent months – is designed to embed sustainability within the Company’s governance system.

The further amendments being proposed regard changes to the General Meeting Regulations and to the composition of the Board of Statutory Auditors. The latter proposal, in line with the changes to Atlantia’s organisational structure as a strategic investment holding company, reduces the number of standing auditors to 3, with effect from the next re-election.

In accordance with the related statutory requirements, the notice of call and documentation relating to agenda items will be published within the deadline and in the manner required by law. Notice of publication will be given in a specific press release.

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