



Comunicato Stampa

ATLANTIA RITIRA L'OPA SU ABERTIS

Roma, 12 aprile 2018 – Atlantia comunica la decisione di ritirare l'Offerta pubblica di acquisto e/o scambio volontaria ("OPA") sulla totalità delle azioni ordinarie emesse da Abertis Infraestructuras S.A. ("Abertis"), approvata dalla *Comisión Nacional del Mercado de Valores* ("CNMV") in data 9 ottobre del 2017, in esecuzione degli accordi raggiunti con "Hochtief Aktiengesellschaft" ("Hochtief") e ACS, Actividades de Construcción y Servicios, S.A. ("ACS") in data 23 marzo 2018 aventi ad oggetto un'operazione di investimento congiunto in Abertis.

In base agli accordi menzionati, la rinuncia di Atlantia deriva, tra gli altri elementi, dall'intervento di Atlantia come terzo che agisce in concerto nell'OPA sulle azioni di Abertis formulata da Hochtief, come modificata nei termini definiti dalla normativa spagnola sulle OPA (articolo 31 del RD 1066/2007) e presentata alla CNMV il 23 marzo 2018.

In conseguenza di quanto sopra e in conformità con quanto disposto dalla normativa spagnola sull'OPA, tutte le adesioni all'Offerta di Atlantia finora ricevute risultano inefficaci con effetto da oggi, restando a carico di Atlantia le spese connesse alle adesioni pervenute.

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IMPORTANT INFORMATION

*This document does not and will not constitute an offer of the Atlantia Special Shares or an offer to sell or a solicitation of an offer to buy the Atlantia Special Shares in any jurisdiction where such offer or solicitation may be unlawful (the "**Restricted Jurisdictions**").*

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This Tender Offer does not constitute an offer of the Atlantia Special Shares to any person with a registered address, or who is resident or located, in the United States or any other Restricted Jurisdiction. The Atlantia Special Shares have not been, and will not be, registered under the US Securities Act or any state securities laws in the United States or under the relevant laws of any other Restricted Jurisdiction or of any state, province or territory of any other Restricted Jurisdiction and may not be offered, sold, resold, taken up, transferred, delivered or distributed, directly or indirectly, into, in or within the United States or any other Restricted Jurisdiction except pursuant to an applicable exemption from, or in a transaction not subject to, applicable registration or qualification requirements. None of the securities referred to in this document have been approved or disapproved by the SEC, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the fairness or merits of such securities or upon the adequacy or accuracy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

Resales of the Atlantia Special Shares may only be made (i) outside the US in offshore transactions to non-US Persons as defined in, and in reliance on Regulation S under the Securities Act or (ii) within the United States pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Atlantia, S.p.A. will require the provision of a letter by investors resident or located in the United States and any transferees resident or located in the United States containing representations as to their status under the US Securities Act and will refuse to issue or transfer Atlantia Special Shares to such investors that do not meet the foregoing requirements. Subject to certain exceptions, any applications for the Atlantia Special Shares will be treated as invalid if it appears to have been executed or effected in, postmarked or otherwise dispatched in or from the United States, or if it appears to have been sent by a person who cannot make the representations and warranties required in a letter referenced to above.

The Atlantia Special Shares comprise shares of an Italian company and the Tender Offer and this document are subject to procedural and disclosure requirements that are different from those of the United States. Any financial statements or other financial information included in this document may have been prepared in accordance with non-US accounting standards that may not be comparable to the financial statements of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. It may be difficult for holders of Atlantia Special Shares located in the United States to enforce their rights and any claims they may have arising under the US federal securities laws in connection with the Tender Offer since Atlantia, S.p.A. is located in a country other than the United States and some or all of its officers and directors may be residents of countries other than the United States. Holders of Atlantia Special Shares located in the United States may not be able to sue Atlantia, S.p.A. or its directors or officers in a non-US court for violations of US securities laws. Furthermore, it may be difficult to compel Atlantia, S.p.A. and its respective affiliates to subject themselves to the jurisdiction or judgment of a US court.