



Press Release

## **ABERTIS: ATLANTIA FILES AUTHORIZATION APPLICATIONS TO SPANISH MINISTERS**

Rome, 21 December 2017 – On 9 October 2017, the Council of CNMV (the National Securities Market Commission in Spain) authorised in the take-over bid (the “Offer”) filed by Atlantia over 100% of the share capital of Abertis Infraestructuras, S.A. (“Abertis”) and stated that “*its terms and conditions where in compliance with the applicable regulations and considered sufficient the content of the prospectus filed once included the last updates and information on 5 October 2017*”.

On 7 December 2017 both the Public Works and Transport’ and the Energy, Tourism and Digital Strategy’ Ministries (“the Ministries”) sent, individually, a statement to CNMV whereby they requested the withdrawal of the authorisation to the offer approved by the National Securities Market Commission on 9 October 2017. Both Ministries argued in their respective statement that Atlantia had not filed any application for the authorisation of the offer with the abovementioned Ministries in relation to the highway concessionary Companies, directly or indirectly, controlled by Abertis as well as the stake that Abertis currently holds in “HISPASAT, S.A.” (hereinafter, “Hispasat”).

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Taking into consideration the manifest importance that the Ministries have given to the filing of the abovementioned authorisation applications by the offerors, and while reiterating its legal position as set out in the prospectus dated 4 October, Atlantia has opted to file the respective authorisation applications before the Ministries based on the interests of the market, of Abertis and of its shareholders, and as an expression of Atlantia's respect for Spanish Institutions and in support of any effort to avoid delays in the tender offer procedure involving Abertis.

Atlantia would like to reiterate its deep trust in the proper functioning of Spanish institutions and their neutral, efficient and objective assessment of the regulatory authorisation applications by all of the offerors, considering that it is an intra-EU transaction.

Notwithstanding the above, Atlantia expressly reserves its legal rights to seek protection of its legitimate interests and respectfully declares that the filing of the abovementioned authorisation applications does not alter or undermine its legal position in this respect.

## **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**").*

## **NOTICE TO US SHAREHOLDERS**

*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.*