

SCHEMA ALFA S.p.A.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

Voluntary public tender offer launched by Schema Alfa S.p.A. for all the shares in Atlantia S.p.A.

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Press release pursuant to Article 36 of the Regulations adopted by CONSOB with Resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented (the “**Issuers’ Regulation**”)

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UNOFFICIAL TRANSLATION FROM THE ORIGINAL IN ITALIAN

Execution of contractual documentation

Treviso, 14 November 2022 – With reference to the voluntary public tender offer (the “**Offer**”) for the ordinary shares (the “**Shares**”) in Atlantia S.p.A. (“**Atlantia**”) launched by Schema Alfa S.p.A. (the “**Offeror**”), the Offeror hereby informs that, on 13 November 2022:

- (i) Edizione S.p.A. (“**Edizione**”), Sintonia S.p.A. (“**Sintonia**”), Blackstone Infrastructure Associates (LUX) Hogan S.à r.l. (the “**Investor**”), BIP-V Hogan (LUX) SCSp (the “**BIP TopCo1**”), BIP Hogan (LUX) SCSp (the “**BIP TopCo2**” and with the BIP TopCo1, collectively, the “**BIP TopCo**”), Schemaquarantadue S.p.A. (“**HoldCo**”) and the Offeror entered into an amended and restated investment and partnership agreement (the “**Amended and Restated I&PA**”), amending and restating the original investment and partnership agreement entered into by and among them on 14 April 2022 (the “**Original I&PA**”). Terms and conditions of the Amended and Restated I&PA are substantially in line with those already set forth in the Original I&PA and the amendments made are mainly aimed at defining in greater detail, *inter alia*, the completion of the Offer and the obligations and undertakings connected with and consequent to such completion;
- (ii) the Offeror, HoldCo and Fondazione Cassa di Risparmio di Torino (“**Fondazione CRT**”) entered into an amended agreement (the “**Amended CRT Agreement**”) of the commitment of Fondazione CRT to join the Offer and reinvest in HoldCo, entered into by and among them on 14 April 2022 (the “**Original CRT Agreement**”). Terms and conditions of the Amended CRT Agreement are substantially in line with those already set forth in the Original CRT Agreement, and the amendments made are mainly aimed at defining in greater detail the terms of the reinvestment of Fondazione CRT in HoldCo and keeping the terms of the Original CRT Agreement aligned with those set forth in the Amended and Restated I&PA; and
- (iii) Edizione, Sintonia, the Investor, the BIP TopCo and Fondazione CRT entered into the shareholders’ agreement (the “**Shareholders’ Agreement**”) – attached to the Amended and Restated I&PA and substantially in line with the form already attached to the Original I&PA – governing, *inter alia*, the respective relationships of Edizione, Sintonia, the Investor, the BIP TopCo and Fondazione CRT as direct or indirect shareholders of HoldCo, the Offeror, Atlantia, as well as the other entities of the Atlantia Group.

For further information concerning the Original I&PA, please refer to the essential information pursuant to Articles 122 of the Legislative Decree no. 58 dated 24 February 1998 (the “**CFA**”) and 130 of the Issuers’ Regulation, as published in accordance with applicable laws and regulations.

For further information concerning the Amended and Restated I&PA and the Shareholders’ Agreement now executed, please refer to the essential information pursuant to Articles 122 of the CFA and 130-131 of the Issuers’ Regulation, that will be published in accordance with applicable laws and regulations.

For further information concerning the Original CRT Agreement, please refer to the essential information pursuant to Articles 122 of the CFA and 130 of the Issuers’ Regulation, and which have been published in

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accordance with the applicable laws and regulations. For further information concerning the Amended CRT Agreement, please refer to the essential information pursuant to Articles 122 of the CFA and 130-131 of the Issuers' Regulation, which will be published in accordance with the applicable laws and regulations.

For further information:

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This communication does not represent nor does it intend to represent an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of Atlantia will be made in any country in breach of the regulations applicable therein.

The Offer referred to in this communication is launched through the publication of the relevant Offer Document approved by CONSOB. The Offer Document contains the full description of the terms and conditions of the said Offer, including the manner in which it can be accepted.

The publication or dissemination of this communication in countries other than Italy may be subject to restrictions under the applicable law and, therefore, any person subject to the laws of any country other than Italy is required to independently acquire information about any restrictions under applicable laws and regulations and ensure that he, she or it complies with them. Any failure to comply with such restrictions may constitute a violation of the relevant country's applicable law. To the maximum extent permitted under the applicable law, the persons involved in the Offer shall be deemed to be exempted from any liability or adverse effect that may arise from the breach of such restrictions by the relevant persons. This communication has been prepared in accordance with Italian law and the information disclosed herein may be different from that which would have been disclosed if the notice had been prepared under the law of countries other than Italy.

No copy of this communication or of any other documents relating to the Offer shall be, nor may be, sent by post or otherwise forwarded or distributed in any or from any country in which the provisions of local laws and regulations may give rise to civil, criminal or regulatory risks to the extent that information concerning the Offer is transmitted or made available to shareholders of Atlantia in such country or other countries where such conduct would constitute a violation of the laws of such country and any person receiving such documents (including as custodian, fiduciary or trustee) is required not to post or otherwise transmit or distribute them to or from any such country, and any adherence to the Offer resulting from solicitation activities carried out in violation of the above limitations will not be accepted.

The Offer described herein is subject to the laws of Italy. The Offer and any related offer documents (including this document) are subject to disclosure and takeover laws and regulations in Italy that may be different from the United States. To the extent applicable, the Offer is made in compliance with the U.S. tender offer rules, including Regulation 14E under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the "Tier II" exemption in respect of securities of foreign private issuers provided by Rule 14d-1(d) under the Exchange Act. It may be difficult for U.S. holders of Atlantia shares to enforce their rights and any claim arising out of the U.S. federal securities laws, since the Offeror is located in a country other than the U.S. and some or all of the officers and directors may be residents of a country other than the United States. Neither the Securities Exchange Commission nor any securities commission in any state of the United States has (i) approved or disapproved the Offer; (ii) passed upon the merits of fairness of the Offer; or (iii) passed upon the adequacy or accuracy of the disclosure in the Offer Document. Any representation to the contrary is a criminal offense in the United States.