

# SCHEMAQUARANTATRE S.p.A.

Voluntary public tender offer launched by Schemaquarantatre S.p.A. on all the shares of Atlantia S.p.A. (the "Offer")

\* \* \*

Press release pursuant to art. 36 of the Regulation adopted by CONSOB with Resolution No. 11971 of May 14, 1999, as subsequently amended ("Issuers' Regulations")

\* \* \*

UNOFFICIAL TRANSLATION FROM THE ORIGINAL IN ITALIAN

## **Fondazione CRT adheres with its entire stake, equal to 4.54%, to the Offer and will reinvest in Schemaquarantadue the proceeds from the sale of a 3% stake**

Treviso, April 22, 2022: In accordance with the existing agreement among the parties, today, Schemaquarantadue S.p.A. ("HoldCo") and Schemaquarantatre S.p.A. (the "Offeror") have received notice from Fondazione Cassa di Risparmio di Torino of its increased commitment to adhere to the Offer, which now includes its entire stake, equal to 4.54% of Atlantia S.p.A. ("Atlantia") share capital <sup>(1)</sup>.

Fondazione CRT has also increased its commitment to reinvest in HoldCo - which holds the Offeror's entire share capital - a portion of the consideration it will receive from the sale of Atlantia shares in the Offer, undertaking, overall, to invest in HoldCo the proceeds from the sale of Atlantia shares equal to 3% of its capital.

For further information on Fondazione CRT's commitment to adhere to the Offer, reference should be made to the information already provided by the Offeror in the notice issued pursuant to art. 102 of Italian Legislative Decree No. 58/1998 and in the key information pursuant to art. 130 of Issuers' Regulation, available on the websites of Atlantia ([www.atlantia.com](http://www.atlantia.com)) and of the Offeror ([www.edizione.com](http://www.edizione.com)).

### **For further information:**

#### **Barabino&Partners**

Federico Steiner  
[f.steiner@barabino.it](mailto:f.steiner@barabino.it)  
+39 335 4242 78

Federico Sartor  
+39 335 2982 92

Ferdinando de Bellis  
[f.debellis@barabino.it](mailto:f.debellis@barabino.it)  
+ 39 339 1872 266

Fabrizio Grassi  
[f.grassi@barabino.it](mailto:f.grassi@barabino.it)  
+39 392 7392 125

\* \* \* \* \*

THE DISSEMINATION, PUBLICATION OR DISTRIBUTION OF THIS NOTICE IS PROHIBITED IN ANY JURISDICTION IN WHICH IT CONSTITUTES A VIOLATION OF THE RELEVANT APPLICABLE LAW

---

<sup>1</sup> The number of Atlantia shares tendered to the Offer by Fondazione CRT could be reduced by approximately 0.15% of the share capital, if third party call options on Atlantia shares, granted by Fondazione CRT before the launch of the Offer, were exercised.

## **SCHEMAQUARANTATRE S.p.A.**

*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 will be launched through the publication of the relevant Offer document subject to the approval of CONSOB. The Offer document will contain 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 might 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 might 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, trustee or trustee) is required not to post or otherwise transmit or distribute them to or from any such country.*