

# 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. (the “Offer”)**

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Press release pursuant to Article 41, par. 6, 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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### **Final results of the Offer after the Reopening of Terms**

#### **Procedures and terms for exercising the Squeeze Out Right and for fulfilling the Purchase Obligation under Article 108, paragraph 1, of the TUF**

#### **Suspension of listing of Atlantia Shares from Wednesday, 7 December**

#### **Revocation of listing of Atlantia Shares effective as of Friday, 9 December 2022**

Treviso, 28 November 2022 – With reference to the voluntary public tender offer (the “**Offer**”) for the ordinary shares (the “**Shares**”) in Atlantia S.p.A. (“**Atlantia**” or the “**Issuer**”) launched by Schema Alfa S.p.A. (the “**Offeror**”), the following is hereby announced.

#### *Final results of the Offer following the Reopening of Terms*

Terms used with a capital letter in this press release, unless otherwise defined, have the meanings ascribed to them in the offer document relating to the Offer, approved by Consob by way of resolution no. 22464 of 3 October 2022 and published on 7 October 2022 (the “**Offer Document**”).

On the basis of the final results of Reopening of Terms communicated by Intesa Sanpaolo S.p.A., as Intermediary Appointed to Coordinate the Collection of Tenders, no. 64,240,417 Shares, equal to 7.779% of the Issuer’s share capital, were tendered to the Offer during the Reopening of Terms, which ended on 25 November 2022.

The total number of Shares tendered to the Offer during the Reopening of Terms corresponds to the provisional results following the Reopening of Terms communicated by the Offeror on 25 November 2022.

During the Reopening of Terms, the Offeror and the Persons Acting in Concert with the Offeror did not, either directly or indirectly, purchase Shares outside of the Offer.

Accordingly, taking account of the Shares tendered to the Offer during the Acceptance Period, the Sintonia Shareholding (equal to 33.10% of Atlantia’s share capital) held by HoldCo as Person Acting in Concert with the Offeror, the Shares tendered to the Offer during the Reopening of Terms and no. 6,598,210 Treasury Shares, the Offeror will hold a total of no. 792,196,557 Shares, representing 95.933% of Atlantia’s share capital, on the Payment Date following the Reopening of Terms (*i.e.* Friday, 2 December 2022), enabling the Offeror to proceed with the Delisting.

Therefore, on Friday, 2 December 2022, the Offeror will pay to each person who has tendered to the Offer during the Reopening of Terms, the Price (*i.e.* Euro 23.00 per Share), against the simultaneous transfer of the ownership title, in favour of the Offeror, of all the Shares tendered to the Offer during the Reopening of Terms.

*Procedures and terms for exercising the Squeeze Out Right and for fulfilling the Purchase Obligation pursuant to Art. 108, paragraph 1, of the TUF*

## SCHEMA ALFA S.p.A.

In consideration of the final results of the Offer, the legal requirements for the exercise of the Squeeze Out Right – which the Offeror has declared, in Section A., Paragraph A.10 of the Offer Document, the intention to exercise it – and for the fulfilment of the Purchase Obligation under Article 108, paragraph 1, of the TUF in relation to the remaining no. 33,587,433 Shares, equal to 4.067% of the share capital of the Issuer (the “**Residual Shares**”).

Therefore, by exercising the Squeeze Out Right, the Offeror will also fulfil the Purchase Obligation under Article 108, paragraph 1, of the TUF, thus giving rise to a single procedure, agreed upon with Consob and Borsa Italiana, concerning all the Residual Shares (the “**Joint Procedure**”).

For the purposes of the Joint Procedure, the Squeeze Out Right and the Purchase Obligation under Article 108, paragraph 1, of the TUF will be fulfilled by the Offeror paying a consideration for each Residual Share equal to the Offer Price (*i.e.* Euro 23.00 per Share), in accordance with the provisions of Articles 108, paragraph 3, and 111, paragraph 2, of the TUF.

Taking into account the number of Residual Shares, the purchase consideration of the Joint Procedure is Euro 772,510,959 (the “**Purchase Consideration**”).

The Purchase Consideration will be deposited by the Offeror with Intesa Sanpaolo S.p.A. (the “**Bank**”) in a bank account in the name of the Offeror and restricted to the payment of the Purchase Consideration.

The Joint Procedure will become effective on Friday, 9 December 2022, when the Offeror will confirm to the Issuer that the sums for the payment of the Purchase Consideration have been deposited with the Bank and are available.

On that day, the transfer of ownership of the Residual Shares to the Offeror will become effective, with the consequent entry in the shareholders’ register by the Issuer, in accordance with the provisions of Article 111, paragraph 3, of the TUF.

Please note that the Squeeze Out Right is exercised in respect of all the Residual Shares and therefore – irrespective of the request for payment of the consideration for the Joint Procedure referred to above – as on which the deposit of the Purchase Consideration with the Bank is communicated to the Issuer, the transfer of ownership of the Residual Shares to the Offeror will be effective, with consequent entry in the shareholders’ register by the Issuer pursuant to Article 111, paragraph 3, of the TUF.

The holders of the Residual Shares are entitled to obtain payment of the consideration for the Joint Procedure directly from their respective intermediaries. The obligation to pay the consideration for the Joint Procedure shall be deemed to have been fulfilled when the relevant amounts are transferred to the Depository Intermediaries from which the Residual Shares subject to the Joint Procedure originate.

Shareholders bear the sole responsibility for the risk that the Depository Intermediaries may fail to transfer the amounts to the beneficiaries or delay their transfer.

Please note that – once the five-year prescription period under article 2949 of the Civil Code has expired and without prejudice to the provisions of articles 2941 *et seq.* of the Civil Code – the right of the holders of the Residual Shares to obtain payment of the consideration of the Joint Procedure shall be extinguished by prescription and the Offeror will be entitled to obtain the refund of the portion of the Purchase Consideration not been collected from the beneficiaries.

### Delisting of the Shares of Atlantia

In accordance with the provisions of article 2.5.1, paragraph 6, of the Stock Exchange Regulations, Borsa Italiana will order that the Issuer’s shares are suspended from listing on Euronext Milan on Wednesday, 7 December and Thursday, 8 December 2022, and revoked from listing as of Friday, 9 December 2022.

### **For more 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.*