

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 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

The threshold of 90% of Atlantia S.p.A.’s share capital for the purposes of the Delisting has been reached**Friday 25 November 2022, last day of Reopening of Terms**

Treviso, 24 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**” or “**Schema Alfa**”), the following is hereby announced.

The 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**”).

The Offeror hereby announces that, during the Reopening of Terms that commenced on 21 November 2022, at the conclusion of trading on 23 November 2022, an additional no. 21,541,392 Shares (representing 2.609% of Atlantia’s share capital) have been tendered to the Offer. The Reopening of Terms will end at 5:30 p.m. (Italian time) on 25 November 2022.

Therefore, as of today’s date, together with (i) no. 721,357,930 Shares (representing 87.354% of Atlantia’s share capital) held by the Offeror (taking into account also the Sintonia’s Shares held by HoldCo as Person Acting in Concert with the Offeror), and (ii) no. 6,802,125 Treasury Shares (equal to 0.824% of the Issuer’s share capital), at the settlement of Reopening of Terms, Schema Alfa will hold more than 90% of Atlantia’s total share capital. Therefore, Schema Alfa will be able to achieve the simplified Delisting pursuant to Article 108, paragraph 2, of the TUF.

Schema Alfa hereby reaffirms that the Offer is aimed at achieving the Delisting, which it intends to implement as soon as possible in the following weeks.

Following Delisting, any remaining Atlantia shareholders will come to hold shares that are not traded on any regulated market. Such shareholders may consequentially encounter difficulties in liquidating the investment in the future.

Please refer to the Offer Document for a full explanation of the Offer.

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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.