



Press Release

## ATLANTIA: GENERAL MEETING OF SHAREHOLDERS APPROVES ALL AGENDA ITEMS

- Approval of buy-back plan worth up to €2bn
- Board of Directors authorised to cancel shares resulting from the buy-back plan
- Amendments to Articles of Association, designed to further improve Company's corporate governance standards, and amendments to the General Meeting Regulations approved

Rome, 3 December 2021 – The General Meeting of Atlantia S.p.A.'s shareholders, chaired by Fabio Cerchiai, was held today in ordinary and extraordinary session. In compliance with the legislation introduced in order to contain the spread of Covid-19, shareholders' attendance took place solely through the Appointed Representative.

### [Buy-back plan and authorisation to the cancellation of resulting treasury shares approved](#)

The General Meeting of shareholders approved the buy-back plan, designed to provide a special and additional remuneration to shareholders in addition to the distribution of dividends, with the favourable vote of 99,29 % of the issued capital represented at the General Meeting. The Meeting authorised the Board of Directors to purchase – within the next 18 months – up to 125,000,000 treasury shares with a maximum value of up to approximately €2bn.

Pursuant to the Italian and European legislation and regulations from time to time in force, purchases may take place as follows: i) via a public tender offer; and/or ii) in regulated markets or multilateral trading systems at a price to be fixed by the Board of Directors at the time of each transaction, based on the chosen purchase procedure.

In particular: i) in the case of purchases via a public tender offer, the consideration must not be less than 20% below or more than 20% above the average official price of the Company's

Investor Relations  
e-mail: [investor.relations@atlantia.com](mailto:investor.relations@atlantia.com)

Media Relations  
e-mail: [media.relations@atlantia.com](mailto:media.relations@atlantia.com)

[www.atlantia.com](http://www.atlantia.com)

ordinary shares recorded over the five trading days prior to the related announcement; and ii) in the case of purchases in regulated markets, the consideration per share must not be less than 20% below or more than 20% above the official price of the Company's ordinary shares recorded on the trading day prior to each single purchase.

It should also be noted that the resolution granting the authority was approved by the majorities indicated in paragraph 2 of art. 44-*bis* of the Regulations for Issuers N. 11971/1999, and subsequent amendments.

Consistent with the purposes of the buy-back plan, the extraordinary session of the General Meeting also approved the cancellation of all or a part of the ordinary shares that Atlantia may purchase under the above buy-back plan.

The above is without prejudice for the treasury shares currently held by the Company (totalling 6,959,693), under the authorisation granted by the Annual General Meeting of 18 April 2019.

This resolution was approved by the favourable vote of 99,58 % of the issued capital represented at the General Meeting.

The General Meeting thus authorised the Board of Directors, approving the resulting amendment to art. 6 of the Articles of Association:

- i) to determine the number of treasury shares to be cancelled in keeping with the purposes described in the Board of Directors' Report, taking into due account the response that will be given by CONSOB provided that the resolution has been approved by the majorities provided for by art. 44-*bis* of the Regulations for Issuers;
- ii) to proceed, within 24 months of today, with the related cancellation in a single transaction or in several transactions, depending on the procedures to be decided on by the Board of Directors, and to carry out all actions necessary or appropriate for this purpose.

The cancellation of the shares will not result in a reduction of the issued capital, given that the Company's shares are without par value.

### [Amendments to Articles of Association designed to further improve Company's corporate governance standards approved](#)

In keeping with the ongoing process of improving the Company's corporate governance system, the extraordinary session of the General Meeting has also approved a number of amendments to the Articles of Association, regarding:

- (i) article 27, to insert the pursuit of sustainable long-term success among the guiding principles to be applied by the Board of Directors (with the favourable vote of 99,18% of the issued capital represented at the General Meeting with a single shareholder voting against the resolution and no abstention);
- (ii) articles 31 and 32, to amend the composition of the Board of Statutory Auditors with effect from the date of the Board's next re-election, reducing the number of standing Auditors to three from the current five, in line with the changes to Atlantia's organisational structure as a strategic investment holding company (with the favourable vote of 99,69% of the issued capital represented at the General Meeting with no shareholders voting against the resolution and the abstention of a single shareholders); and
- (iii) article 14, to make the General Meeting Regulations a separate document with respect to the Articles of Association and thus more flexible in the way they govern specific General Meeting procedures, with the resulting amendment to art. 1 of the Regulations (with the favourable vote of 100 % of the issued capital represented at the General Meeting);

In this regard, the ordinary session of the General Meeting has also approved a number of amendments to the General Meeting Regulations with the aim of bringing them into line with how General Meetings are actually conducted in the light of the Company's experience (with the favourable vote of 100% of the issued capital represented at the General Meeting).

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The summary of shareholder resolutions, the Articles of Association showing the approved amendments and the minutes of the General Meeting will be made available to the public within the terms and according to the procedures required by the relevant laws.