



Press Release

ATLANTIA: SHAREHOLDERS' MEETING ON 16 JANUARY 2023

Milan, January 16, 2023 – The General Meeting of Atlantia S.p.A. (“**Atlantia**”) held today under the chairmanship of Amb. Giampiero Massolo, initiated the activities necessary for the implementation of Atlantia’s post-delisting governance structure.

The General Meeting was attended by Atlantia’s two shareholders, Schemaquarantadue S.p.A. (“**HoldCo**”) and Schema Alfa S.p.A. (“**BidCo**”, a wholly owned subsidiary of HoldCo), which together hold 100% of Atlantia’s share capital. The General Meeting resolved to:

- adopt Atlantia’s new by-laws, containing provisions which reflect, among others, the status of non-listed company;
- appoint, until the approval of the financial statements for the 2025 fiscal year, the new Board of Directors, consisting of 11 members (Alessandro Benetton, Ermanno Boffa, Mattia Brentari, Christian Coco, Maurizio Irrera, Jonathan Kelly, Enrico Laghi, Giampiero Massolo, Andrea Pezzangora, Scott Schultz, Andrea Valeri), confirming Giampiero Massolo as Chairman and appointing Alessandro Benetton as Vice Chairman;
- appoint as new Board of Statutory Auditors Riccardo Michelutti - as Chairman - Benedetta Navarra and Graziano Visentin, for the same term established for the Board of Directors.

Pending the appointment of the new Chief Executive Officer, the Board of Directors, held following the Shareholders' Meeting, confirmed the assignment of interim CEO duties to Atlantia’s Chairman, Giampiero Massolo. The Board further confirmed Tiziano Ceccarani as Atlantia’s Chief Financial Officer, and – with the favorable opinion of the Board of Statutory Auditors – appointed him also as Manager responsible for financial reporting pursuant to article 154-bis of Legislative Decree no. 58 dated 24 February 1998.

Additionally, pursuant to art. 2358, paragraph 2, of the Italian Civil Code, a subsequent extraordinary General Meeting today also authorized an intercompany loan financing whereby HoldCo will borrow up to €8.225 billion from Atlantia. This intercompany loan will allow HoldCo to immediately repay its outstanding €8.225 billion bridge loan, which was drawn in November 2022 to finance a portion of the consideration for the voluntary public tender offer undertaken by HoldCo through BidCo. The intercompany financing transaction – whose economic terms were subject to evaluation by the independent financial advisor Equita, in the context of the Board of Directors’ report pursuant to art. 2358, paragraphs 3 and 5, of the Italian Civil Code – was executed on market terms, and will reduce the group’s overall financial costs.

Atlantia envisages that the intercompany loan will be extinguished pursuant to Article 1253 of the Italian Civil Code, as a result of a trilateral merger expected to be executed during the first half of 2023. The trilateral merger will result in the incorporation of HoldCo and BidCo into Atlantia.

The relevant resolutions mentioned above will be registered with the Rome Trade Register, within the terms provided by the applicable laws.

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