

Press Release

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS), ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA OR IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS DOCUMENT.

Final results of Mundys S.p.A. liability management exercise

Rome, 23 January 2024 – Mundys S.p.A. (the **Company**) announces the final results of the invitation to holders of its €750,000,000 1.625 per cent. due 3 February 2025 (ISIN: XS1558491855) (the **Notes**) issued by the Company (formerly Atlantia S.p.A.), to tender their Notes for purchase by the Company for cash up to a Maximum Acceptance Amount equal to €150,000,000 in principal amount of Notes (the **Offer**).

The Offer was launched on 15 January 2024 and was made on the terms and subject to the conditions set out in the tender offer memorandum dated 15 January 2024, including satisfaction (or waiver) of the New Financing Condition (the **Tender Offer Memorandum**). Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

Further to pricing in respect of the Offer which took place at or around 12.00 p.m. (CET) today, the Company has determined that the Final Acceptance Amount is equal to €150,007,000 and that, subject to the satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date, it will accept Notes tendered to the Offer subject to a Pro-Ration Factor equal to 39.4286%, subject to certain adjustments, as described in the Tender Offer Memorandum. A summary of the final results is set out below:

Description of the Notes	ISIN / Common Code	Final Acceptance Amount	Interpolated Mid-Swap Rate	Purchase Spread	Purchase Yield	Purchase Price	Pro-Ration Factor
€750,000,000 1.625 per cent. Due 3 February 2025	XS1558491855 / 155849185	€150,007,000	3.598%	10 bps	3.698%	97.952%	39.4286%

The Settlement Date for the Offer is expected to be 25 January 2024.

The Company's €750,000,000 4.750 per cent. Fixed Rate Sustainability-Linked Notes due 24 January 2029 (the **New Notes**) are expected to be issued on 24 January 2024.

On the Settlement Date, subject to satisfaction or waiver of the New Financing Condition, the Company will pay the Purchase Price and the Accrued Interest Payment to Noteholders who have validly tendered their Notes for purchase in respect of the Notes accepted for purchase pursuant to the Offer. All Notes acquired by the Company upon completion of the Offer will be cancelled. The aggregate nominal amount of Notes that will remain outstanding after the Settlement Date will be equal to €599,993,000.

BNP Paribas and Crédit Agricole Corporate and Investment Bank are acting as Global Coordinators and Dealer Managers and UniCredit Bank GmbH as Dealer Manager of the Offer.

Kroll Issuer Services Limited is acting as Tender Agent of the Offer.

TENDER AGENT

Kroll Issuer Services Limited

The Shard

32 London Bridge Street

London SE1 9SG

United Kingdom

Tel: +44 20 7704 0880

Attention: Alessandro Zorza

Email: mundys@is.kroll.com

Offer Website: <https://deals.is.kroll.com/mundys>

GLOBAL COORDINATORS AND DEALER MANAGERS

BNP Paribas

16, boulevard des Italiens

75009 Paris

France

Telephone: +33 1 55 77 78 94

Attention: Liability Management Group

Email: liability.management@bnpparibas.com

Crédit Agricole Corporate and Investment Bank

12, Place des Etats-Unis

CS 70052-92547

Montrouge Cedex

France

Telephone: +44 207 214 5553

Attention: Liability Management

Email: liability.management@ca-cib.com

DEALER MANAGER

UniCredit Bank GmbH

Arabellastrasse 12

D-81925 Munich

Germany

Attention: DCM Italy; Liability Management

Email: agdccorig.uc@unicredit.eu; liability.management@unicredit.de

Tel: +39 02 8862 0581 / +49 89 378 3318825

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire any securities is being made pursuant to this announcement. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. If you are in any doubt as to the contents of this announcement or the Tender Offer Memorandum or the action you should take, you are recommended to seek your own financial and legal advice, including as to any tax consequences, immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser.
