



Press Release

## **Press release in accordance with art. 84-bis, para. 5, point a), of the Issuers' Regulation no. II97I of 14 May 1999 ("Issuers' Regulation") in relation to the 2021-2023 Stock Grant Plan**

Rome, 24 November 2022 - Atlantia S.p.A. ("**Atlantia**" or the "**Company**") wishes to announce that, in accordance with the 2021-2023 Stock Grant Plan ("**Plan**") approved by the shareholders' meeting held on 28 April 2021, 56 Plan beneficiaries were granted 361,483 Atlantia shares, i.e., 0.04% of the share capital, of which 11,271 as 'additional rights' under the Plan, which were calculated based on a final value consistent with the price offered, i.e., EUR 23.00, in the public tender offer ("**Offer**") submitted by Schema Alfa S.p.A. ("**Offeror**") on 14 April 2022. The beneficiaries were selected at the Board of Directors' meetings held on 13 May 2021 (regarding the first cycle of the Plan) and 22 April 2022 (regarding the second cycle of the Plan), at the proposal of the Appointments, Remuneration and Human Resources Committee.

This follows: i) Atlantia's announcement on 4 August concerning the Board of Directors' resolution to accelerate the Plan's first and second cycles by granting the beneficiaries the right to convert the granted rights into shares as a result of the Offer. This without prejudice to the termination agreements Atlantia entered into with some beneficiaries upon fulfilment of the 'threshold condition', i.e., the Offeror acquiring at least 90% of Atlantia's share capital, which is in turn a condition for delisting Atlantia shares and thus accelerating the Plan and ii) the exceeding the 90% threshold of Atlantia's share capital announced today by the Offeror pursuant to art. 36 of Issuers Regulation. The press release is available on Atlantia's website, [www.atlantia.com](http://www.atlantia.com), *media section*.

The number of shares granted to beneficiaries was proportional to the level of achievement of the target for each performance indicator under the Plan and adjusted pro rata based on the portion of the performance period elapsed on 31 December 2022 (whereas for beneficiaries whose employment ended before the date the shares were granted, generally until the termination date of their employment or directorship, without prejudice to any different conditions negotiated under the abovementioned termination agreements).

The shares were granted out of own shares held as treasury stock and are not subject to any restrictions.

Under the acceleration resolution, the benefit from the acceleration of the rights is subject to the permanence of the employment. Bad leavers in the 12 months after the effective date of Atlantia's delisting must return 50% of the shares granted as a result of the acceleration (bad leavers who no longer hold the shares must pay a cash amount corresponding to 50% of the shares' normal value for tax purposes, but in any case not exceeding the amount received for the transfer of the shares net of taxes paid).

For further details, see the Issuers' Regulation, Annex 3A, Schedule 7, Table 1 (provided below) and – for the Plan's T&C – the Plan's Information Document drafted in accordance with Art. 84-bis of the Issuers' Regulation, available on Atlantia's website at [www.atlantia.com](http://www.atlantia.com), *section Governance/General Meeting/ 28/04/2021*.

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Annex  
Issuers' Regulation 11971/1999, Annex 3A, Schedule 7, Table 1

<b>SCHEDULE 1</b>								
Financial instruments other than stock options								
<b>Section 1</b>								
Instruments relating to plans, in force, approved on the basis of previous shareholders' resolutions								
Name and surname or category	Office*	Shareholder resolution's date	Category of financial instruments	Number of financial instruments	Board resolution's date of granting **	Purchase price of the financial instruments (if any)	Market price at granting date ***	Vesting period
Carlo Bertazzo	Chief Executive Officer and Managing Director	28/04/2021	Actions related to the 1st cycle of the "Stock Grant Plan 2021-2023".	73,284	04/08/2022	N/A	22,77	01.01.2021 - 31-12-2023
		28/04/2021	Actions related to the 2nd cycle of the "Stock Grant Plan 2021-2023".	64,663	04/08/2022	N/A	22,77	01.01.2022 - 31-12-2024
Fabio Cerchiai	Head of the Board of Directors	28/04/2021	Actions related to the 1st cycle of the "Stock Grant Plan 2021-2023".	15,842	04/08/2022	N/A	22,77	01.01.2021 - 31-12-2023
Executives with Strategic Responsibilities ('DIRS')	4	28/04/2021	Actions related to the 1st cycle of the "Stock Grant Plan 2021-2023".	45,239	04/08/2022	N/A	22,77	01.01.2021 - 31-12-2023
	4	28/04/2021	Actions related to the 2nd cycle of the "Stock Grant Plan 2021-2023".	20,363	04/08/2022	N/A	22,77	01.01.2022 - 31-12-2024
Other executives	27	28/04/2021	Actions related to the 1st cycle of the "Stock Grant Plan 2021-2023".	87,406	04/08/2022	N/A	22,77	01.01.2021 - 31-12-2023
Other executives	39	28/04/2021	Actions related to the 2nd cycle of the "Stock Grant Plan 2021-2023".	50,701	04/08/2022	N/A	22,77	01.01.2022 - 31-12-2024
Other executives	11	28/04/2021	Actions related to the 2nd cycle of the "Stock Grant Plan 2021-2023".	3,985	04/08/2022	N/A	22,77	01.01.2022 - 31-12-2024

(\*) On the date of granting of the rights related to the Plan

(\*\*) Date of the acceleration resolution

(\*\*\*) Official price on the date of the acceleration resolution