

## 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 of the shares of Atlantia S.p.A. (the “Offer”)**

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Press release pursuant to Article 36 of the Regulation adopted by CONSOB with Resolution No. 11971 of May 14, 1999, as subsequently amended (“**Issuers’ Regulations**”)

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UNOFFICIAL TRANSLATION FROM THE ORIGINAL IN ITALIAN

### **The offer document has been approved by CONSOB: the acceptance period will start on 10 October 2022 and will end on 11 November 2022 (first and last day included)**

Treviso, 3 October 2022 – Schema Alfa S.p.A., as offeror (the “**Offeror**”), hereby announces that CONSOB, by resolution No. 22464 of 3 October 2022, has approved, pursuant to Article 102, paragraph 4, of the Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented (“**TUF**”), the offer document (the “**Offer Document**”) related to the voluntary tender offer pursuant to Articles 102 and 106, par. 4, of the TUF (the “**Offer**”) launched by the Offeror for all of the ordinary shares (the “**Shares**”) of Atlantia S.p.A. (“**Atlantia**” or the “**Issuer**”).

The Offer is launched for all of the Shares, i.e. for the maximum number of 552,442,990 Shares, representing 66.90% of the Shares issued by Atlantia, including the treasury shares, other than the 273,341,000 Shares held by Sintonia S.p.A., representing the 33.10% of the Shares issued by Atlantia.

Pursuant to Article 40, par. 2, of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented (the “**Issuers’ Regulation**”), the acceptance period to the Offer (the “**Acceptance Period**”), agreed with Borsa Italiana, will start at 8:30 (Italian time) on 10 October 2022 and will end at 17:30 (Italian time) on 11 November 2022 (first and last day included), and will therefore consist of 25 trading days (unless extended). Thus, 11 November 2022 will be the last day to accept the Offer, unless the Acceptance Period is extended, and without prejudice to the possible Reopening of the Terms (as defined below).

On the fifth trading day following the end of the Acceptance Period, *i.e.* - unless extension of the Acceptance Period - on 18 November 2022 (the “**Payment Date**”), subject to the terms and conditions indicated in the Offer Document, the Offeror will pay to each validly accepting shareholder a consideration amounting to Euro 23.00, fully paid in cash, for each share tendered to the Offer (the “**Price**”).

If legal grounds are met, pursuant to Article 40-*bis*, par. 1, letter a), of the Issuers’ Regulation, the Acceptance Period will be reopened for five consecutive trading days (the “**Reopening of the Terms**”) starting from the trading day following the Payment Date and, therefore (unless the Acceptance Period is extended) for the trading sessions of 21, 22, 23, 24 and 25 November 2022 from 8:30 to 17:30 (Italian time). The payment date related to the shares tendered in the Offer during the Reopening of the Terms, if any, will be on 2 December 2022 (unless extended).

The publication and availability of the Offer Document will be disclosed in a separate notice to be issued pursuant to Article 38, paragraph 2, of the Issuers’ Regulation.

Pending the publication of the Offer Document, please refer to the notice issued by the Offeror pursuant to Article 102, par. 1, of the TUF and to Article 37, par. 1, of the Issuers’ Regulation, published on Atlantia’s website ([www.atlantia.com](http://www.atlantia.com)) and on Offeror’s website ([www.edizione.com](http://www.edizione.com)), in which the legal grounds, the

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conditions, the terms and the essential elements of the Offer are indicated. The Offeror is advised by Goldman Sachs Bank Europe SE, Succursale Italia, Mediobanca - Banca di Credito Finanziario S.p.A., Bank of America Europe DAC, Milan Branch, J.P. Morgan Securities plc, UBS AG London Branch and UniCredit S.p.A. as financial advisors, by Gatti Pavesi Bianchi Ludovici, Legance – Avvocati Associati and Simpson Thacher & Bartlett LLP, as legal advisors. Citigroup Global Markets Europe AG and Santander Corporate & Investment Banking have acted as financial advisors to Edizione S.p.A.

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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 will be launched through the publication of the relevant Offer Document subject to the approval by CONSOB. The Offer Document will contain 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.*