

TERMS OF REFERENCE

SUSTAINABILITY COMMITTEE OF ATLANTIA S.P.A.

(in force until the delisting of Atlantia S.p.A.'s shares)

Introduction

These Terms of Reference govern the composition, duties, and rules of functioning of the Sustainability Committee set up within the Board of Directors of Atlantia S.p.A. ("**Atlantia**" or the "**Company**").

Art. 1

Composition and appointment

The Sustainability Committee of Atlantia (hereafter the "**Committee**") shall be established, pursuant to art. 12 of the Terms of Reference of the Board of Directors of the Company, by resolution of the Board of Directors, which shall appoint its members under the recommendations of the Corporate Governance Code of Listed Companies to which the Company adheres.

The Committee shall be comprised of at least 3 non-executive directors, the majority of whom shall be independent.

The Committee shall elect the Chair of the Committee among its members having the requirements of independence.

The term of office of the Committee shall coincide with that of the Board of Directors, whose early termination, for any reason, shall lead to the immediate termination of the Committee.

The Committee shall, upon the proposal of the Chair, appoint a Secretary, also chosen among non-members, who shall support the Committee in carrying out its duties and shall draft the minutes of meetings.

Art. 2

Duties

The Committee shall be in charge of supporting the Board of Directors through proposals and suggestions in terms of sustainability to promote the progressive integration of environmental, social, and governance factors into the company's activities aimed at generating medium and long-term sustainable value for shareholders and other stakeholders.

The Committee, in supporting the Board of Directors:

1. shall examine the Company's business plan in advance, also carrying out an analysis of the issues relevant to long-term value generation, in coordination with the Control, Risks and Corporate Governance Committee;
2. shall prepare proposals for the integration of environmental, social, and corporate governance aspects (the latter to be intended in terms of sustainability), including climate change-related issues, into the overall business strategy to prepare guidelines to subsidiaries, in coordination with the Control and Risk Committee;
3. shall examine, evaluate and prepare proposals to the Board of Directors on the Group's environmental and social strategy, including climate change strategies, annual targets, and targets to be achieved, taking into account potential projects on these issues and monitoring their implementation over time;
4. shall deliver its opinion on the sustainability plan aimed at ensuring medium and long-term value generation for all stakeholders, in line with the principles of sustainable development;

5. shall monitor, in coordination with the Control and Risk Committee, the risks and opportunities related to climate change as well as all initiatives undertaken in this area;
6. shall express opinions on the annual and multiannual sustainability objectives to be achieved, on the initiatives and programs promoted by the Company to achieve them, on the integration of sustainability in business processes and shall periodically monitor its progress;
7. shall monitors the Company's placement on financial markets in terms of sustainability, with particular reference to the Company's placement in the main sustainability indices;
8. shall support the dissemination of the culture of sustainability among employees, shareholders, and, more generally, stakeholders;
9. shall monitor national and international sustainability initiatives and the Company's participation in them, as well as regulatory evolution and best practices in this area, to consolidate the company's reputation in terms of sustainability;
10. shall preliminarily examine stakeholder engagement policies;
11. shall carry out any additional tasks assigned by the Board of Directors.

Insofar as it is competent, the Committee shall provide the Control, Risks and Corporate Governance Committee with its assessments of the suitability of periodic, financial, and non-financial information, to properly represent the business model, the Company's strategies, the impact of its activity, and the performance achieved by verifying its consistency with the objectives set out in the sustainability plan.

Art. 3

Convening, procedure, and drafting of minutes of the meetings

The Committee shall meet whenever the Chair deems it appropriate or upon request of one of its members. Where deemed advisable, the Committee may, to better plan its activities, draft an annual calendar of its meetings.

The convening notice, indicating the place, day, and time of the meeting and the agenda to be dealt with, shall be sent by e-mail or other tools guaranteeing the proof of receipt, upon indication of the Chair, typically at least 3 days before the meeting or, in case of urgency, at least twenty-four hours in advance.

Before sending the convening notice, it shall be submitted by the Secretary of the Committee to the Secretary of the Board of Directors - if these roles are covered by different individuals – to ensure coordination provided for in art.10.2 of the Terms of Reference of the Board of Directors.

The meetings of the Committee may also be held via audio/videoconference, provided that all participants can be identified, and this identification is recorded in the related minutes and are allowed to follow the discussion and to take the floor during the debate.

The documentation supporting the meetings shall be provided, through the section dedicated to the Committee of the digital platform provided to each Director, well in advance and in any case before the start of the Committee meeting.

The Meetings of the Committee shall typically be attended by the Chair of the Board of Statutory Auditors (or other Statutory Auditor appointed by him/her) and by the Chief Sustainability Officer.

The meetings may also be attended by other Statutory Auditors and, upon invitation of the Chair of the Committee, by the Chair of the Board of Directors, the Chief Executive Officer, the managers of the Company and possibly by managers of group companies, as well as by external advisors to provide the appropriate insights on the items on the agenda.

The validity of meetings of the Committee requires the presence of the majority of the members in office and the decisions of the Committee shall be made by an absolute majority of those present. In the event of an equal number of votes, the vote of the Chair of the Committee (or of the person chairing the meeting, in the event of his/her absence or non-availability) shall prevail.

The Secretary shall draft the minutes of the meetings. The draft minutes shall be submitted to the Chair of the Committee and to the other members for their comments and the minutes shall be approved at the next meeting of the Committee, where possible. The minutes, filed in the appropriate book, shall be signed by the Chair of the meeting and the Secretary and shall be kept by the latter.

Art. 4

Powers, tools, and information flows

The Committee shall have access to the information and business functions necessary for carrying out its tasks and to be supported by the company functions or external advisors in compliance with the terms set forth by the Board, which shall provide the Committee with the financial resources necessary to perform its tasks.

The Chair of the Committee, or in his/her absence, the oldest member, shall report to the Board of Directors on the work carried out at the earliest meeting.

To promote the dissemination of information within the company and to allow an increasingly efficient system of internal controls, the Committee may hold, where deemed appropriate concerning the issues to be dealt with, its meetings jointly with the other Committees within the Board of Directors and with the Board of Statutory Auditors.

Art. 5

Amendments to the Terms of Reference

These Terms of Reference shall be adopted by resolution of the Board of Directors. The Committee shall periodically assess the adequacy of these Terms of Reference and submit any proposals for amendments or additions to the Board of Directors.