



Comunicato Stampa

ABERTIS: ATLANTIA INOLTRA RICHIESTE DI AUTORIZZAZIONE AI MINISTERI SPAGNOLI

Roma, 21 dicembre 2017 – La Commissione Nazionale Spagnola del Mercato dei Valori (CNMV) in data 9 ottobre 2017 ha autorizzato l'offerta pubblica di acquisto e/o scambio volontaria sulla totalità delle azioni emesse da “Abertis Infraestructuras S.A.” (“**Abertis**”) lanciata da Atlantia (l’“Offerta”), ritenendone i termini *“conformi alla normativa vigente e considerando il contenuto del Prospetto dell'Offerta adeguato dopo le ultime informazioni inserite il 5 ottobre 2017”*.

In data 7 dicembre 2017, il Ministero dello Sviluppo e il Ministero dell'Energia, del Turismo e dell'Agenda Digitale del Governo spagnolo (“i Ministeri”) hanno presentato due istanze alla Commissione Nazionale Spagnola del Mercato dei Valori (CNMV) in virtù delle quali richiedono la revoca o l'annullamento dell'autorizzazione dell'Offerta rilasciata da tale Commissione in data 9 ottobre 2017. Dette istanze si basano sull'assenza di una richiesta di autorizzazione da parte di Atlantia ai suddetti Ministeri in relazione alle concessionarie autostradali spagnole controllate, direttamente o indirettamente da Abertis e alla partecipazione di Abertis in Hispasat SA (di seguito “Hispasat”).

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Data la rilevanza che i suddetti Ministeri hanno attribuito alla presentazione di tali richieste di autorizzazione da parte degli offerenti, pur reiterando la propria posizione giuridica manifestata nel Prospetto Informativo con data 4 ottobre, Atlantia ha presentato, nell'interesse del mercato, della stessa Abertis e dei suoi azionisti, le suddette richieste di autorizzazione, in segno di rispetto per le Autorità spagnole e di massima disponibilità affinché il procedimento di offerta non sia rallentato.

Atlantia desidera reiterare la sua piena fiducia nel buon operato delle Istituzioni spagnole e nella loro valutazione neutrale, efficiente ed oggettiva delle richieste di autorizzazioni, trattandosi altresì di un'operazione comunitaria.

Nondimeno, Atlantia si riserva ogni diritto ed azione per la tutela dei propri legittimi interessi e manifesta, rispettosamente, che le richieste di autorizzazione non modificano la propria posizione giuridica già espressa in merito.

IMPORTANT INFORMATION

*This document does not and will not constitute an offer of the Atlantia Special Shares or an offer to sell or a solicitation of an offer to buy the Atlantia Special Shares in any jurisdiction where such offer or solicitation may be unlawful (the "**Restricted Jurisdictions**").*

NOTICE TO US SHAREHOLDERS

This Tender Offer does not constitute an offer of the Atlantia Special Shares to any person with a registered address, or who is resident or located, in the United States or any other Restricted Jurisdiction. The Atlantia Special Shares have not been, and will not be, registered under the US Securities Act or any state securities laws in the United States or under the relevant laws of any other Restricted Jurisdiction or of any state, province or territory of any other Restricted Jurisdiction and may not be offered, sold, resold, taken up, transferred, delivered or distributed, directly or indirectly, into, in or within the United States or any other Restricted Jurisdiction except pursuant to an applicable exemption from, or in a transaction not subject to, applicable registration or qualification requirements. None of the securities referred to in this document have been approved or disapproved by the SEC, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the fairness or merits of such securities or upon the adequacy or accuracy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

Resales of the Atlantia Special Shares may only be made (i) outside the US in offshore transactions to non-US Persons as defined in, and in reliance on Regulation S under the Securities Act or (ii) within the United States pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Atlantia, S.p.A. will require the provision of a letter by investors resident or located in the United States and any transferees resident or located in the United States containing representations as to their status under the US Securities Act and will refuse to issue or transfer Atlantia Special Shares to such investors that do not meet the foregoing requirements. Subject to certain exceptions, any applications for the Atlantia Special Shares will be treated as invalid if it appears to be have been executed or effected in, postmarked or otherwise dispatched in or from the United States, or if it appears to have been sent by a person who cannot make the representations and warranties required a in a letter referenced to above.

The Atlantia Special Shares comprise shares of an Italian company and the Tender Offer and this document are subject to procedural and disclosure requirements that are different from those of the United States. Any financial statements or other financial information included in this document may have been prepared in accordance with non-US accounting standards that may not be comparable to the financial statements of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. It may be difficult for holders of Atlantia Special Shares located in the United States to enforce their rights and any claims they may have arising under the US federal securities laws in connection with the Tender Offer since Atlantia, S.p.A. is located in a country other than the United States and some or all of its officers and directors may be residents of countries other than the United States. Holders of Atlantia Special Shares located in the United States may not be able to sue Atlantia, S.p.A. or its directors or officers in a non-US court for violations of US securities laws. Furthermore, it may be difficult to compel Atlantia, S.p.A. and its respective affiliates to subject themselves to the jurisdiction or judgment of a US court.