



Press Release

MERGER BY INCORPORATION OF SCHEMAQUARANTADUE AND SCHEMA ALFA INTO ATLANTIA APPROVED

Rome, February 15, 2023 – The Board of Directors of Atlantia S.p.A. ("**Atlantia**"), under the chairmanship of Amb. Giampiero Massolo, today approved the trilateral reverse merger by incorporation of Schemaquarantadue S.p.A. ("**Schemaquarantadue**") and of Schema Alfa S.p.A. ("**Schema Alfa**") into Atlantia (the "**Merger Plan**").

The Extraordinary Shareholders' Meetings of Atlantia, Schemaquarantadue and Schema Alfa, waiving the terms set forth in art. 2501-ter, fourth paragraph, and 2501-septies of the Italian Civil Code, have subsequently approved the Merger Plan.

The merger deed is envisaged to be executed by the end of April 2023, at the conclusion of the period set forth in art. 2503 of the Italian Civil Code. The effectiveness of the merger would start from the date of the last registration of the merger deed with the competent Italian Companies' Registers (or from the different date possibly provided for in the merger deed).

Following the completion of the merger: i) Atlantia's nominal share capital will remain unchanged and Schemaquarantadue's shareholders will become direct shareholders of Atlantia, owing stakes equal, in number of shares and percentage of share capital held, to those currently held in Schemaquarantadue, and ii) Atlantia, as the company resulting from the merger, will adopt the new by-laws included in the Merger Plan.

The Merger Plan and the merger resolutions will be registered with the competent Italian Companies' Registers within the deadline provided by the applicable laws.

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