



Comunicato Stampa

ATLANTIA, ACS AND HOCHTIEF HAVE EXECUTED AN INVESTMENT AGREEMENT AND OTHER ANCILLARY AGREEMENTS

Rome, 23 March 2018 – Following on press releases published on 14 Marzo 2018 by Atlantia S.p.A (“Atlantia”), ACS, Actividades de Construcción y Servicios, S.A. (“ACS”) and Hochtief AG (“Hochtief”) regarding the binding term sheet reached by the Parties to carry out a joint investment in Abertis Infraestructuras, S.A. (“Abertis”), today the parties in compliance with the term sheet have executed an investment agreement and agreed on the terms of a shareholders agreement and other ancillary agreements.

Consequently Hochtief has today filed a request to the CNMV to modify its Takeover Offer in order to remove all the conditions thereof (with the exception of the Minimum Condition for Acceptance of the takeover offer for 50% of the share capital plus one share, which will remain unchanged).

The consideration offered in the modified takeover will be entirely in cash and will consist of a cash price of €18.36 per share (adjusted, where appropriate, for future dividends that Abertis could distribute) for the entire share capital of Abertis. On the other hand, Atlantia will withdraw from its Takeover Offer over the shares of Abertis immediately before the approval by the CNMV of Hochtief’s modified offer, in accordance with the provisions of the Spanish Law on public takeovers (Article 45.1 of Royal Decree 1066/2007).

The content of the agreements reached by the parties and the aforementioned modification of the Hochtief Takeover Offer are included in a supplement to the Prospectus, which has been submitted to the CNMV for approval.

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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**").*

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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 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 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.