

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

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Press release pursuant to Article 38, paragraph 2, of the Regulation adopted by CONSOB with Resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented (the “**Issuers’ Regulation**”)

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UNOFFICIAL TRANSLATION FROM THE ORIGINAL IN ITALIAN

**Publication of the Offer Document: the acceptance period will begin on 10 October 2022 and will end on 11 November 2022 (inclusive)**

**Morrow Sodali and Georgeson have been appointed as global information agents in connection with the Offer**

Treviso, 7 October 2022 – Schema Alfa S.p.A. as offeror (the “**Offeror**”) hereby announces that, pursuant to Article 38, paragraph 2, of the Issuers’ Regulation, the offer document has been published today (the “**Offer Document**”) relating to the voluntary tender offer pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the “**TUF**”), launched by the Offeror (the “**Offer**”) for the ordinary shares (the “**Shares**”) of Atlantia S.p.A. (“**Atlantia**” or the “**Issuer**”).

The Issuer’s notice, prepared in accordance with Article 103, paragraph 3, of the TUF and Article 39 of the Issuers’ Regulation, approved by the Issuer’s board of directors on 5 October 2022, with the relevant annexes and including the opinion of the Issuer’s independent directors, adopted in accordance with Article 39-*bis* of the Issuers’ Regulation, is attached to the Offer Document.

To assist certain readers, a courtesy English translation of the Offer Document will be published, it being understood that the Italian version of the Offer Document is the only official and binding document, and shall prevail in any case over the English version.

#### Acceptance period

Please note that the period for accepting the Offer (the “**Acceptance Period**”), agreed with Borsa Italiana, will start at 8:30 a.m. (Italian time) on 10 October 2022 and will end at 5:30 p.m. (Italian time) on 11 November 2022 and therefore will be equal to 25 trading days (unless extended). Therefore, 11 November 2022 will be the last day to accept the Offer, unless the Acceptance Period is extended 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.* on 18 November 2022 - unless the Acceptance Period is extended - (the “**Payment Date**”), subject to the terms and conditions set out in the Offer Document, the Offeror will pay to each shareholder who has validly tendered its Shares to the Offer consideration equal to Euro 23.00, fully paid in cash for each Share tendered to the Offer.

If the legal requirements are met, pursuant to Article 40-*bis*, paragraph 1, letter a), of the Issuers’ Regulation, the acceptance period will be reopened for five trading days (the “**Reopening of Terms**”) starting from the trading day following the Payment Date, and therefore (unless the Acceptance Period is extended) on 21, 22, 23, 24 and 25 November 2022, from 8:30 a.m. (Italian time) to 5:30 p.m. (Italian time). The payment date relating to the Shares tendered to the Offer during the possible Reopening of Terms will be 2 December 2022 (unless the Acceptance Period is extended).

#### Global information agent

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The Offeror also informs that, in order to provide information relating to the Offer to all shareholders of the Issuer, Morrow Sodali and Georgeson have been appointed as global information agents (the “**Global Information Agents**”).

To this end, the following information channels have been set up by Morrow Sodali: dedicated email account: opa.atlantia@investor.morrowsodali.com; toll-free numbers for retail shareholders: 800 126 341 (for callers from landlines from Italy) and 800 880 865 (for callers from landlines from Spain); hotlines for institutional shareholders: +39 06 85870096 (Italy) and +34 910 607 385 (Spain) and WhatsApp number: +39 340 4029760.

These phone numbers will be active for the entire duration of the Acceptance Period from Monday to Friday from 9 a.m. to 6 p.m. (*Central European Time*).

The Global Information Agent’s reference website is [www.morrowsodali-transactions.com](http://www.morrowsodali-transactions.com).

In addition, a dedicated e-mail account has been set up by Georgeson: opa-atlantia@georgeson.com and for institutional shareholders the hotline +39 06 42171825. This telephone number will be active for the entire duration of the Acceptance Period, from Monday to Friday, from 9:00 a.m. to 6:00 p.m. (*Central European Time*).

The Global Information Agent’s reference website is [www.georgeson.com](http://www.georgeson.com).

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The Offer Document, to which reference should be made for the description of terms and conditions of the Offer, is made available to the public for consultation at the:

- registered office of the Offeror in Treviso, Piazza del Duomo no. 19;
- offices of Intesa Sanpaolo S.p.A. - IMI Corporate & Investment Banking Division, as the intermediary appointed to coordinate the collection of tenders to the Offer, in Milan, Largo Mattioli no. 3 and the registered offices of the intermediaries in charge of collecting tenders.

The Offer Document is also made available on the websites of (i) the Issuer, [www.atlantia.com](http://www.atlantia.com); (ii) the Offeror, [www.edizione.com](http://www.edizione.com); (iii) [www.opaatlantia.it](http://www.opaatlantia.it); and (iv) the Global Information Agents, [www.morrowsodali-transactions.com](http://www.morrowsodali-transactions.com) and [www.georgeson.com](http://www.georgeson.com).

### **For further information:**

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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 is launched through the publication of the relevant Offer Document approved by CONSOB. The Offer Document contains the full description of the terms and conditions of the said Offer, including the manner in which it can be accepted.*

## **SCHEMA ALFA S.p.A.**

*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. Neither the Securities Exchange Commission nor any securities commission in any state of the United States has (i) approved or disapproved the Offer; (ii) passed upon the merits of fairness of the Offer; or (iii) passed upon the adequacy or accuracy of the disclosure in the Offer Document. Any representation to the contrary is a criminal offense in the United States.*