

Press Release

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AUTOSTRADE PER L'ITALIA LAUNCHES CONSENT SOLICITATION FOR THE HOLDERS OF THE OUTSTANDING BONDS GUARANTEED BY ATLANTIA

Rome, 20 October 2021 – Following the signature, on 14 October 2021, of the Settlement Agreement with the Ministry of Infrastructure and Sustainable Mobility (the “MIMS”), bringing to an end the dispute with the Grantor over alleged serious breaches of the Company’s concession arrangement that arose after the collapse of the Morandi bridge, Autostrade per l’Italia SpA (“ASPI” or the “Company”) has today launched a consent solicitation exercise to obtain consent from the holders of outstanding bonds guaranteed by Atlantia.

The transaction aims to obtain consent from noteholders for:

- (i) the release of the guarantee provided by Atlantia for each series of the bonds listed below;
- (ii) modifications to the change of control clause applicable to the bonds maturing in 2022, 2024 and 2025.

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For this purpose, the Company has convened extraordinary meetings of the holders of the following bonds, with the value of the securities outstanding amounting to approximately €2.63bn (the “Bonds”). The meetings are to be held in first call on 22 November 2021.

ISIN code	Maturity date	Currency	Type	Nominal value	Coupon
XS0193942124	9 June 2022	GBP	Bond	500,000,000	6.250%
XS0193945655	9 June 2024	Eur	Bond	1,000,000,000	5.875%
XS0542534192	16 September 2025	Eur	Bond	500,000,000	4.375%
XS0761524205	2 April 2032 (*)	Eur	ZCB	135,000,000	ZCB
XS0789521480	9 June 2032 (*)	Eur	Bond	35,000,000	4.800%
XS0928529899	9 June 2033 (*)	Eur	Bond	75,000,000	3.75%
XS1024746353	9 June 2038 (*)	Eur	Bond	75,000,000	3.625%
XS1075052024	10 June 2034 (*)	Eur	Bond	125,000,000	3.240%
XS0468468854	10 December 2038 (*)	JPY	Bond	20,000,000,000	2.730%

* *Private placement*

The proposed resolutions are described in the respective notices of meeting and in the documentation made available at the Company’s registered office, on its website (<https://www.autostrade.it/en/investor-relations/consent-solicitation>) and on the 1Info storage platform (www. www.1info.it). The notices of meeting have also been published on the websites of Euronext Dublin (<https://live.euronext.com/>) and the Luxemburg Stock Exchange (www.bourse.lu), depending on where the Bonds are listed. The notices have also been issued to holders of the Bonds via the central securities depositories managed by Euroclear Bank SA/NV and Clearstream Banking SA.

On completion of the consent solicitation, an additional condition precedent for the sale of Atlantia SpA’s entire stake in ASPI to the Consortium consisting of CDP Equity, The Blackstone Group International Partners and Macquarie European Infrastructure Fund 6 SCSp, under the share purchase agreement dated 11 June 2021, will have been fulfilled.

Further information on the terms and conditions of the consent solicitation, including payment of the related early consent fee to noteholders who will vote in favour of the proposals at the

meetings, is provided in the Consent Solicitation Memorandum and in the further documentation on the transaction published on the Company's website (<https://www.autostrade.it/en/investor-relations/consent-solicitation>)

This announcement does not constitute or form part of any offer to sell or a solicitation of an offer to buy any securities in the US or any other jurisdiction. The distribution of this announcement and/or of the consent solicitation memorandum may be restricted by applicable laws and regulations. Persons who are physically located in those jurisdictions in which this announcement and/or the consent solicitation memorandum is circulated, published or distributed must inform themselves about and observe any such restrictions.

The consent solicitation memorandum is intended exclusively for noteholders located or resident outside the United States and are not U.S. persons, unless exemptions apply, and to which the consent solicitation can be lawfully addressed and who can lawfully participate in the consent solicitation.

The consent solicitation is not aimed at any Restricted Owner (as defined in the consent solicitation memorandum) nor to any noteholder whose participation in consent solicitation would violate the laws or regulations of its jurisdiction of residence or domicile or whose participation in consent solicitation is excluded under the consent solicitation memorandum.