

Press Release

CONSENT SOLICITATION: BONDHOLDERS' MEETINGS APPROVE PROPOSED MODIFICATIONS TO TERMS AND CONDITIONS

Rome, 22 November 2021 – As part of the consent solicitation exercise announced on 20 October 2021, the meetings of the holders of the following bonds (the “Bonds”) issued by Autostrade per l’Italia (“ASPI”) were held today.

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 separate meetings of holders of the series of Bonds have approved the proposed modifications to the terms and conditions of the Bonds described in the Consent Solicitation Memorandum dated 20 October 2021, a copy of which is available on ASPI’s website at

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<https://www.autostrade.it/en/investor-relations/consent-solicitation>. The modifications are aimed primarily at:

- (i) releasing the guarantee provided by Atlantia for each of the above series of Bonds;
- (ii) amending the change of control clause applicable to the bonds maturing in 2022, 2024 and 2025.

The modifications approved by today's bondholders' meetings will be effective upon the completion of the disposal 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 (the "**Consortium**"), under the terms of the share purchase agreement dated 11 June 2021.

The Bondholders' meeting approvals, together with the consents in respect of other borrowings, for the most part already obtained, constitute one of the conditions precedent in the above agreement.

The Company will, in any event, pay an "Early Participation Fee" to qualifying bondholders in accordance with the Consent Solicitation Memorandum and the terms and conditions set out therein.

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 excluded under the consent solicitation memorandum.