



COMISIÓN NACIONAL DEL MERCADO DE VALORES

"ATLANTIA, S.P.A." (en adelante, "**Atlantia**" o la "**Sociedad**"), en cumplimiento de lo establecido en el artículo 228 del texto refundido de la Ley del Mercado de Valores, aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre, comunica el siguiente:

HECHO RELEVANTE

En relación con la oferta pública voluntaria de adquisición de las acciones de "ABERTIS INFRAESTRUCTURAS, S.A." formulada por Atlantia y admitida a trámite por la Comisión Nacional del Mercado de Valores el pasado día 3 de julio de 2017 (en adelante, la "**Oferta**"), la Sociedad informa de que con esta fecha se ha celebrado la Junta General extraordinaria y ordinaria de accionistas de Atlantia, habiendo resultado aprobadas conforme a las mayorías establecidas por la legislación italiana, entre otras, las propuestas de acuerdo correspondientes al aumento del capital social de la Sociedad mediante la emisión de las acciones especiales de Atlantia objeto de la contraprestación en acciones de la Oferta, la modificación de los Estatutos Sociales de Atlantia, habiendo quedado cumplida consecuentemente una de las condiciones a las que, entre otras, está sometida la Oferta. Además, se ha aprobado el establecimiento de un plan de incentivos vinculado a las acciones de Atlantia a favor del personal clave de la Sociedad y su Grupo.

Se adjunta a la presente comunicación una copia de la nota de prensa difundida en esta misma fecha por la Sociedad relativa al resultado de la citada Junta General extraordinaria y ordinaria de accionistas.

En Roma, a 2 de agosto de 2017

Atentamente,

ATLANTIA, S.P.A.



Press Release

EXTRAORDINARY AND ORDINARY GENERAL MEETING OF SHAREHOLDERS

- **Capital increase to service the voluntary public tender offer for Abertis's shares and amendments to the articles of association approved**
- **Long-term incentive plan for limited number of core people involved in the process of integrating the Company with Abertis approved**

Rome, 2 August 2017 – A General Meeting of Atlantia SpA's shareholders, meeting in extraordinary and ordinary session and chaired by Fabio Cerchiai, was held today.

Capital increase to service the voluntary public tender offer, in cash and shares, for Abertis's shares

The General Meeting of Atlantia's shareholders, meeting in extraordinary session, resolved:

- to approve the capital increase for consideration, amounting to up to €3,794,537,700, inclusive of a share premium of €3,634,227,700, through the issue of up to 160,310,000 special shares at an issue price per share of €23.67 (of which €1.00 allocated to the issued capital and €22.67 to the share premium reserve), to service the voluntary public tender offer, in cash and shares, for Abertis Infraestructuras SA's shares. The capital increase will

Investor Relations

e-mail: investor.relations@atlantia.it

Media Relations

e-mail: media.relations@atlantia.it

www.atlantia.it

be carried out on the payment date (or payment dates) of the above offer (and otherwise by 30 April 2018) via the exchange of 1 ordinary Abertis shares for every 0.697 new Special Atlantia Shares subscribed. The Special Atlantia Shares will rank *pari passu* with the existing ordinary shares, save for the following:

- they will not be listed they will have a lock-up period until 15 February 2019, on expiration of which they will be automatically converted into ordinary shares on the basis of a 1:1 conversion ratio;
- they will grant the right to elect up to three directors; as a result, Atlantia's Board of Directors will increase in size from 15 to up to 18 members;
- to approve the proposed amendments to the articles of association in relation to issue of the Special Shares and concerning the rules governing such shares; the proposed increase in the number of members of the Board of Directors; the proposed change to mechanism to elect the Directors by slate vote, to take effect upon conversion of the Special Shares into ordinary shares; the proposed change to the manner in which meetings of the Board of Directors are called;
- to provide that the resolution approving the Capital Increase and application of the above amendments to the articles of association shall be subject to completion of the public tender offer for Abertis Infraestructuras SA's shares in accordance with the applicable Spanish law.

Long-term incentive plan

The General Meeting of Atlantia's shareholders, meeting in ordinary session, thus resolved to approve, for the intents and purposes of article 114-bis of the Consolidated Finance Act, adoption of a supplementary phantom stock option plan for a limited number of core people involved in the process of building and creating value at the new Group that will be formed through the Company's integration with Abertis.

A summary of shareholder resolutions and the minutes of the extraordinary and ordinary sessions of the General Meeting will be made available to the public within the terms and according to the procedures required by the relevant laws.