



Rome, December 22, 2016

**Komisja Nadzoru Finansowego
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**Stalexport Autostrady S.A.
ul. Plaskowa 20
41-404 Mysłowice, Poland
Fax: +48 32 76 27 556**

NOTIFICATION

**of the sale and purchase of a qualified number of the shares in Stalexport Autostrady S.A.
within the Atlantia SpA capital group**

Dear Sirs,

Acting on behalf of **Atlantia S.p.A.**, a company organized under the laws of the Republic of Italy, having its registered office in Rome, Italy, entered into the register of companies under entry number 03731380261 (*address*: Via Antonio Nibby 20, Rome, Italy), ("**Atlantia**"), we notify that Atlantia purchased from its wholly owned subsidiary, **Autostrade per l'Italia S.p.A.**, a company established and existing under the laws of Italy, having its registered office in Rome, Italy, entered into the register of companies under entry number 07516911000 (*address*: Via Alberto Bergamini 50, Rome, Italy) ("**Autostrade**"), a qualified amount of the shares in Stalexport Autostrady S.A. with its registered office in Katowice ("**Stalexport**"). As a result of such transaction Atlantia ceased to be an indirect shareholder of Stalexport and became directly a dominant shareholder in Stalexport having acquired the following shares:

- A) 61,823,463 dematerialized shares of Stalexport representing 25.00% of all shares in Stalexport as well as representing the same number and percentage of votes in the total number of Stalexport's votes ("**Dematerialized Shares**"),
- B) 89,500,000 ordinary bearer shares series G of Stalexport representing 36.20% of all shares in Stalexport as well as representing the same number and percentage of votes in the total number of Stalexport's votes ("**Non-dematerialized Shares**").



I herein also inform you that:

- 1) Purchase of the Dematerialized Shares was effected outside the regulated market (*w drodze transakcji pozarynkowej - OTC*) with intermediation of the brokerage house on December 21, 2016;
- 2) Purchase of the Non-dematerialized Shares was effected by way of intermediation of the brokerage house on December 21, 2016;
- 3) Before December 21, 2016, Atlantia indirectly, through Autostrade being its subsidiary, held 151,323,463 shares in Stalexport, representing 61.20% of all shares in Stalexport as well as representing the same number of shares and percentage of votes in the total number of Stalexport's votes;
- 4) Before December 21, 2016, Autostrade directly held 61.20% shares in Stalexport, representing 151,323,463 of all shares in Stalexport as well as representing the same number of shares and percentage of votes in the total number of Stalexport's votes;
- 5) After the settlement of the transaction referred to in items A) and B) of this notification Autostrade ceased to be a shareholder of Stalexport;
- 6) After the settlement of the transactions referred to in items A) and B) of this notification Atlantia became a direct shareholder of Stalexport holding 151,323,463 shares in Stalexport, representing 61.20% of all shares in Stalexport as well as representing the same number of shares and percentage of votes in the total number of Stalexport's votes;
- 7) After the settlement of the transactions referred to in items A) and B) of this notification Atlantia ceased to be an indirect shareholder of Stalexport;
- 8) Neither Atlantia's subsidiaries nor any other Atlantia's affiliated entity holds any share in Stalexport, and as a result of the transactions referred to in items A) and B) above, they neither increased nor reduced their share in the share capital of Stalexport or the number of votes at the general meeting of Stalexport;
- 9) There are no persons referred to in Article 87 sec. 1 point 3 letter c of the Act of 29 July 2005 on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies;
- 10) Atlantia does not hold any financial instruments referred to in Article 69 sec. 4 points 7 and 8 of the Act of 29 July 2005 on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies.

Atlantia
Società per Azioni
General Counsel
(*Michelangelo Damasco*)

A handwritten signature in black ink, appearing to read "Michelangelo Damasco", is written over the printed name.