

From: Società di Progetto Brebemi S.p.A. (the "Company")

To: Citicorp Trustee Company Limited (the "Note Trustee" in its capacity as Creditor Representative of the Noteholders)
Citigroup Centre, Canada Square
Canary Wharf
London E14 5LB
United Kingdom
Attention of: Agency & Trust – Security Agent

Citibank Europe plc, UK Branch (the "Facility Agent" in its capacity as Creditor Representative of the Senior Secured Lenders and Performance Bond Lenders)
25 Canada Square, Canary Wharf
London E14 5LB
United Kingdom
Attention of: Loans Agency

Brescia, 13 July 2022

Dear Sirs, Madams,

reference is made to:

- (i) the Common Terms Agreement dated 15 October 2019 between, *inter alios*, the Company, the Security Agent, the Note Trustee and the Facility Agent (the "CTA");
- (ii) the Security Trust and Intercreditor Deed dated 15 October 2019 between, *inter alios*, the Company, the Security Agent, the Note Trustee and the Facility Agent (the "STID");
- (iii) the Master Definitions Agreement dated 15 October 2019 between, *inter alios*, the Company, the Security Agent, the Note Trustee and the Facility Agent (the "MDA");
- (iv) the Senior Secured Loan Facilities Agreement dated 15 October 2019 between, *inter alios*, the Company, the Initial Senior Secured Lenders, the Security Agent and the Facility Agent (the "Facilities Agreement"); and
- (v) the Note Trust Deed dated 22 October 2019 between, *inter alios*, the Company, the Security Agent and the Note Trustee, as subsequently supplemented (the "Trust Deed").

Capitalised terms used in this notice and not defined herein have the meanings given to them in the CTA, STID, MDA, Facilities Agreement and Trust Deed, as the case may be.

This is a notice for the purposes of, and pursuant to Clause 5.8 letter (a) limb (vi) (*Information: miscellaneous*) of the CTA, which requires the Company to inform the Information Recipients of, *inter alia*, any amendment made to the Company's constitutional documents.

Pursuant to Clause 5.8 letter (a) limb (vi) (*Information: miscellaneous*) of the CTA, the Company hereby informs the Information Recipients that the following amendments were made to its By-laws:

- former Article 3 (now Article 1, paragraph 3) of its By-laws, comprised in section "Company

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di Autostrade Lombarde SpA

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name, registered office and duration of the company" of such By-laws, as detailed below;

- former Article 6.5 (now Article 3, paragraph 8) of its By-laws, comprised in section "*Provisions on share capital and shareholders*" of such By-laws, as detailed below;
- former Article 6.9 (now Article 3, paragraph 12) of its By-laws, comprised in section "*Provisions on share capital and shareholders*" of such By-laws, as detailed below;
- former Article 8.2 (now Article 4, paragraph 2) of its By-laws, comprised in section "*Provisions on the ordinary and extraordinary shareholders' meeting*" of such By-laws, as detailed below;
- former Article 10.1 (now Article 4, paragraph 6) of its By-laws, comprised in section "*Provisions on the ordinary and extraordinary shareholders' meeting*" of such By-laws, as detailed below;
- former Article 10.2 (now Article 4, paragraphs 7, 8, 9 and 10) of its By-laws, comprised in section "*Provisions on the ordinary and extraordinary shareholders' meeting*" of such By-laws, as detailed below;
- former Article 11.1 (now Article 4, paragraph 11) of its By-laws, comprised in section "*Provisions on the ordinary and extraordinary shareholders' meeting*" of such By-laws, as detailed below;
- former Article 12.1 (now Article 5, paragraph 1) of its By-laws, comprised in section "*Provisions on management of the company*" of such By-laws, as detailed below;
- former Article 13 (now Article 5, paragraphs 10 and 11) of its By-laws, comprised in section "*Provisions on management of the company*" of such By-laws, as detailed below;
- former Article 14.3 (now Article 5, paragraph 13) of its By-laws, comprised in section "*Provisions on management of the company*" of such By-laws, as detailed below;
- former Article 14.4 (now Article 5, paragraph 14) of its By-laws, comprised in section "*Provisions on management of the company*" of such By-laws, as detailed below;
- former Article 16.2 (now Article 5, paragraph 18) of its By-laws, comprised in section "*Provisions on management of the company*" of such By-laws, as detailed below;
- former Article 16.3 (now Article 5, paragraph 19 (i) and (ii)) of its By-laws, comprised in section "*Provisions on management of the company*" of such By-laws, as detailed below;
- former Articles 19.1 and 19.2 (now Article 5, paragraph 22) of its By-laws, comprised in section "*Provisions on management of the company*" of such By-laws, as detailed below;
- former Article 24.1 (now Article 6, paragraph 6) of its By-laws, comprised in section "*Executive Committee*" of such By-laws, as detailed below;
- former Article 24.3 (now Article 6, paragraph 9 (i)) of its By-laws, comprised in section "*Executive Committee*" of such By-laws, as detailed below;
- former Articles 26.1, 26.2, 26.3 and 26.4 (now Article 6, paragraph 12) of its By-laws, comprised in section "*Executive Committee*" of such By-laws, as detailed below;
- former Articles 28.2 and 28.3 (now Article 8, paragraphs 2 and 3) of its By-laws, comprised in section "*Legal representation and corporate signature*" of such By-laws, as detailed below;
- former Article 30 (now Article 9, paragraphs 2 and 3) of its By-laws, comprised in section "*Financial statements and profit distribution*" of such By-laws, as detailed below;
- former Article 31.3 (now Article 10, paragraphs 3, 4 and 5) of its By-laws, comprised in section "*Board of statutory auditors*" of such By-laws, as detailed below; and

- former Article 32.1 (now Article 11, paragraph 1) of its By-laws, comprised in section "Dissolution and general provisions" of such By-laws, as detailed below, the "Amendments".

In addition to the Amendments, the By-laws have been supplemented with certain changes that are merely formal in nature and therefore such minor changes have not been expressly mentioned in this notice.

(i) Amendment of former Article 3 (now Article 1, paragraph 3) of the Company's By-laws.

Former Article 3 (now Article 1, paragraph 3) of the Company's By-laws provides that:

"3) The duration of the company is set until 31 December two thousand and fifty (31.12.2050) and may be extended one or more times by resolution of the Extraordinary Shareholders' Meeting."

(ii) Amendment of former Article 6.5 (now Article 3, paragraph 8) of the Company's By-laws.

Former Article 6.5 (now Article 3, paragraph 8) of the Company's By-laws provides that:

"8) Each shareholder who intends to exercise his/her pre-emption right shall notify the Shareholder and at the same time notify the Chairman of the Board of directors thereof, in the same manner as indicated above, and in any case within ninety (90) days from the date of receipt of the notice sent by the Chairman of the Board of directors pursuant to paragraph 7 above."

(iii) Amendment of former Article 6.9 (now Article 3, paragraph 12) of the Company's By-laws.

Former Article 6.9 (now Article 3, paragraph 12) of the Company's By-laws provides that:

"12) In addition to the circumstances set forth in paragraph 11) above, in the case of a transfer between cooperative companies (società cooperative), the limitations on the transfer of shares set forth in this Article shall not apply in the event that the transferee and the transferor are associated with each other in a consortium."

(iv) Amendment of former Article 8.2 (now Article 4, paragraph 2) of the Company's By-laws.

Former Article 8.2 (now Article 4, paragraph 2) of the Company's By-laws provides that:

"2) The Ordinary Shareholders' Meeting shall be convened at least once a year, within one hundred and twenty days from the end of the financial year. The notice of call may be sent by the Chairman of the Board of directors or another director designated by the Board at the same time as the resolution to convene the Shareholders' Meeting."

(v) Amendment of former Article 10.1 (now Article 4, paragraph 6) of the Company's By-laws.

Former Article 10.1 (now Article 4, paragraph 6) of the Company's By-laws provides that:

"6) The Shareholders' Meeting is chaired by the person indicated by the majority of the shareholders present at the meeting. If the shareholders do not designate any person, the Shareholders' Meeting shall be chaired by the Chairman of the Board of directors or, if he/she is not present or unable to attend, by the Deputy Chairman or, if he/she is not present or unable to attend, by the Managing Director, where appointed".





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(vi) Amendment of former Article 10.2 (now Article 4, paragraphs 7, 8, 9 and 10) of the Company's By-laws.

Former Article 10.2 (now Article 4, paragraphs 7, 8, 9 and 10) of the Company's By-laws provides that:

"7) It is the Chairman's responsibility to verify that the meeting has been validly convened and the powers of representation of those who are present, as well as to carry out the activities referred to in Article 2371 of the Italian Civil Code..

8) Ordinary and Extraordinary Shareholders' Meetings may be held via audio or video conference, where provided for in the notice of call, in compliance with the following conditions:

(i) the Chairman of the Shareholders' Meeting, also through his/her office, is allowed to ascertain the identity and legitimacy of those present at the meeting, manage the conduct of the meeting, and determine and announce the voting results;

(ii) the person recording the minutes is allowed to adequately acknowledge the events of the meeting being recorded;

(iii) those present at the meeting are allowed to intervene in the debate and vote simultaneously on the items on the agenda;

(iv) the procedures for such communication are indicated in the notice of call (except in the case of a general meeting).

9) The notice of call may be sent by the Chairman of the Board of directors or by any other director.

10) The Chairman of the Shareholders' meeting shall appoint a secretary if the minutes are not taken by a notary public."

(vii) Amendment of former Article 11.1 (now Article 4, paragraph 11) of the Company's By-laws.

Former Article 11.1 (now Article 4, paragraph 11) of the Company's By-laws provides that:

"11) Upon request of those who are entitled to vote, the minutes of the meeting summarise the statements pertaining to the agenda. The minutes are the only evidence of corporate resolutions and of the statements of those entitled to vote."

(viii) Amendment of former Article 12.1 (now Article 5, paragraph 1) of the Company's By-laws.

Former Article 12.1 (now Article 5, paragraph 1) of the Company's By-laws provides that:

"1) The company is managed by a Board of Directors composed of a number of members varying from five (5) to nine (9) appointed by the Shareholders' Meeting."

(ix) Amendment of former Article 13 (now Article 5, paragraphs 10 and 11) of the Company's By-laws.

Former Article 13 (now Article 5, paragraphs 10 and 11) of the Company's By-laws provides that:

"10) If the Shareholders' Meeting has not done so at the time of appointment, the Board of Directors appoints a Chairman from among its members and may also appoint a Deputy Chairman to replace the Chairman, in the event that he/she is not present or unable to attend. Meetings of the Board are convened by the Chairman, by written notice, fax or e-mail, addressed to the directors and auditors at their domiciles, at least three (3) days before the scheduled date.

11) To this end, directors are required to provide their contact details (fax, e-mail, certified e-mail or whatever). This notice shall also be sent for information, within the terms set forth above, to the General



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Manager, who shall participate as guest in the Board of Directors' meetings."

(x) Amendment of former Article 14.3 (now Article 5, paragraph 13) of the Company's By-laws.

Former Article 14.3 (now Article 5, paragraph 13) of the Company's By-laws provides that:

"13) The Board of directors is convened at least three times a year, or whenever two (2) directors or the Board of Statutory Auditors request so, within five (5) days following the request."

(xi) Amendment of former Article 14.4 (now Article 5, paragraph 14) of the Company's By-laws.

Former Article 14.4 (now Article 5, paragraph 14) of the Company's By-laws provides that:

"14) In the event the Chairman is not present or unable to attend, or if the Chairman fails to convene the meeting required under paragraph 13) above within the terms, the meeting may be convened by the Deputy Chairman or the Managing Director, where appointed, or by any director."

(xii) Amendment of former Article 16.2 (now Article 5, paragraph 18) of the Company's By-laws.

Former Article 16.2 (now Article 5, paragraph 18) of the Company's By-laws provides that:

"18) If the aforementioned procedure is not specified in the notice of call, the meeting shall in any case be considered regularly convened if it is ascertained that all the directors in office and all the members of the Board of Statutory Auditors are present. In such case, those entitled to attend board meetings may intervene remotely, in different locations, using audio-visual and/or telephone connection systems."

(xiii) Amendment of former Article 16.3 (now Article 5, paragraph 19 (i) and (ii)) of the Company's By-laws.

Former Article 16.3 (now Article 5, paragraph 19 (i) and (ii)) of the Company's By-laws provides that:

"19) If the meetings of the Board of Directors are held via videoconference or audio-conference, the following conditions must be ensured:

- (i) the identification of all participants at each connection location;*
- (ii) the possibility for each of the attendees at the meeting to intervene, to speak and express their opinion, to view, receive and forward deeds and documents in general (also by fax or e-mail), while ensuring simultaneous review, decision-making and voting capacities."*

(xiv) Amendment of former Articles 19.1 and 19.2 (now Article 5, paragraph 22) of the Company's By-laws.

Former Articles 19.1 and 19.2 (now Article 5, paragraph 22) of the Company's By-laws provides that:

"22) The Chairman, the Vice-Chairman, the Managing Director, the General Manager and the Executive Committee, as well as eventually also individual directors, may be granted by the Board of Directors all those powers that may be delegated by law or by the by-laws."

(xv) Amendment of former Article 24.1 (now Article 6, paragraph 6) of the Company's By-laws.

Former Article 24.1 (now Article 6, paragraph 6) of the Company's By-laws provides that:

"6) Meetings of the Executive Committee are chaired by the Chairman appointed by the Board of Directors at the same time as the appointment of the Committee. In the event that he/she is not present or unable to attend, any member of the Executive Committee may chair the meeting."

(xvi) Amendment of former Article 24.3 (now Article 6, paragraph 9 (i)) of the Company's By-laws.

Former Article 24.3 (now Article 6, paragraph 9 (i)) of the Company's By-laws provides that:

"9) A meeting (of the Executive Committee) may be called by any member of the Committee:

(i) if the Chairman of the Committee is not present or unable to attend; if the request to convene a meeting is made by at least two (2) members of the Committee and the Chairman of the Committee fails to do so, for whatever reason, within three (3) days of the request being made."

(xvii) Amendment of former Articles 26.1, 26.2, 26.3 and 26.4 (now Article 6, paragraph 12) of the Company's By-laws.

Former Articles 26.1, 26.2, 26.3 and 26.4 (now Article 6, paragraph 12) of the Company's By-laws provides that:

"12) Meetings of the Executive Committee may be held by videoconference and/or audio-conference, in the same manner and under the same terms and conditions as those applicable to meetings of the Board of Directors."

(xviii) Amendment of former Articles 28.2 and 28.3 (now Article 8, paragraphs 2 and 3) of the Company's By-laws.

Former Articles 28.2 and 28.3 (now Article 8, paragraphs 2 and 3) of the Company's By-laws provides that:

"2) The executive directors, as well as the Chief Executive Officer and the General Manager, where appointed, are also entitled to represent the company in court and sign on its behalf, within the limits of the powers conferred by the Board.

3) Each of the aforementioned legal representatives may appoint attorneys for certain transactions and acts or categories of acts, within the limits of the powers conferred upon them."

(xix) Amendment of former Article 30 (now Article 9, paragraphs 2 and 3) of the Company's By-laws.

Former Article 30 (now Article 9, paragraphs 2 and 3) of the Company's By-laws provides that:

"2) The net profits resulting from the annual financial statements, after deduction of five per cent allocated as ordinary reserve, until the latter has reached one-fifth of the share capital, shall be distributed to the shareholders in proportion to their shares, or, in whole or in part, allocated to reserves, without prejudice, however, to any other resolution of the shareholders' meeting and without prejudice to the equity rights of the participatory financial instruments (strumenti finanziari partecipativi) issued.

3) Unclaimed dividends shall be deemed to be expired within five years from the date on which they become payable."

(xx) Amendment of former Article 31.3 (now Article 10, paragraphs 3, 4 and 5) of the Company's By-laws.

Former Article 31.3 (now Article 10, paragraphs 3, 4 and 5) of the Company's By-laws provides that:

"3) The functioning of the Board of statutory auditors is governed by the provisions of the Italian Civil Code and other special laws.





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4) *The statutory auditing of the financial statements is assigned to an independent auditor or to an auditing firm enrolled in the Register established at the Ministry of Justice.*

5) *Meetings of the Board of Statutory Auditors may be held via videoconference and/or audio-conference, in accordance with the same procedures and under the same terms and conditions laid down for the Board of directors' meetings."*

(xxi) Amendment of former Article 32.1 (now Article 11, paragraph 1) of the Company's By-laws.

Former Article 32.1 (now Article 11, paragraph 1) of the Company's By-laws provides that:

"1) If, at any time and for any reason, the company is dissolved, the Shareholders' Meeting shall determine the procedures for the liquidation and appoint one or more liquidators, specifying their powers and eventual remuneration."

Please note that the quoted excerpts consist of courtesy translations of the Company's By-laws.

The aforementioned Amendments are merely of an administrative nature and do not have any Material Adverse Effect, as such, they can be effected without the consent of the Qualifying Secured Creditors.

LEGAL REPRESENTATIVE