



Atlantia

Atlantia S.p.A. • Registered office: Via Antonio Nibby 20, • Rome Share capital: EUR 825,783,990.00 (fully paid-in) • Tax code and Rome Companies' Register number 03731380261

NOTICE OF CALL OF THE ORDINARY GENERAL MEETING

The holders of voting rights are hereby called to attend the Ordinary General Meeting to be held at the Company's registered office in Via Antonio Nibby 20, Rome, on 18 April 2019, at 11:00 a.m., on single call, to resolve on the following

AGENDA

1. Financial statements of Atlantia S.p.A. for the year ended on 31 December 2018. Reports of the Board of Directors, the Board of Statutory Auditors, and the Independent Auditors. Allocation of net profits and distribution of available reserves. Submission of consolidated financial statements for the year ended on 31 December 2018. Related and consequent resolutions.
2. Proposal to supplement the considerations paid for the Independent Auditors' engagement for years 2018-2020. Related and consequent resolutions.
3. Authorisation, in accordance with and for the purposes of articles 2357 *et seq.* Of the Italian Civil Code, 132 of the Legislative Decree no. 58 dated 24 February 1998 (the "Consolidated Finance Act"), and 144-*bis* of the CONSOB Regulation adopted with resolution no. 11971/1999 (as subsequently amended) to purchase and sell treasury shares, subject to the prior revocation of the authorisation granted by the Ordinary General Meeting of 20 April 2018. Related and consequent resolutions.
4. Appointment of the Board of Directors and determination of relevant remuneration:
 - a) Determination of the number of members of the Board of Directors;
 - b) Appointment of Directors for years 2019-2021;
 - c) Appointment of the Chairman of the Board of Directors;
 - d) Determination of the remuneration to be paid to members of the Board of Directors.
5. Resolution on the first section of the Remuneration Report in accordance with article 123-*ter* of the Consolidated Finance Act.

Documentation

The full text of the proposed resolutions, together with the related reports and documents to be submitted to the General Meeting, are available at the Company's registered office, on the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>), and on the authorised storage platform 1Info (www.1Info.it).

The holders of voting rights are entitled to obtain a copy of the above mentioned documentation.

Information regarding the share capital on the date of the notice of call

The Company's share capital consists of 825,783,990 ordinary voting shares with a par value of EUR 1.00 each (excluding treasury shares, which currently amount to 7,819,488).

Right to attend the General Meeting and exercise of voting right

The persons who can intervene and vote at the General Meeting are those who are entitled to vote in accordance with a notice sent to the Company by a person that identifies himself/herself as an "intermediary" in accordance with applicable law. Such notice is issued by the "intermediary" taking as a reference the relevant records as at the close of business on 9 April 2019, *i.e.* the seventh stock exchange trading day preceding the date set for the General Meeting on single call (so called **record date**), in compliance with article 83-*sexies* of the Consolidated Finance Act.

Any deposits in and withdrawals from accounts carried out after the record date will have no effect on a person's right to vote at the General Meeting; therefore, persons who are registered as having title to shares after such record date will have no right to attend or vote at the General Meeting.

Notices by the intermediary must arrive to the Company no later than 15 April 2019, *i.e.* the close of business on the third stock exchange trading day preceding the date set for the General Meeting on single call. The right to attend and vote at the General Meeting, however, will be valid provided that the Company receives such notices by the start of the General Meeting.

Shareholders who still hold share certificates in paper form are required to provide the intermediary these share certificates for their entry into the centralised paperless share certificate system and apply for the issuance of the above mentioned notice.

The Chairman's office will be open two hours prior to the time set for the General Meeting, at the venue of the General Meeting, to verify the attendees' identity and right to attend the General Meeting.

Proxies

All holders of voting rights that are entitled to attend the General Meeting can appoint a representative through a written proxy, subject to the incompatibilities and limitations provided by the applicable laws. To this end, it may be also used the proxy form available for downloading and printing on the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>).

The proxy holder can, instead of providing the original form, fax a copy to +39 (0)6-45417450, or send a scanned copy by certified email to atlantia@pecserviziottitoli.it, stating under his/her own responsibility the conformity

of the copy with the original and the identity of the holder of voting rights. Under the applicable laws, the proxy holder must retain the original of the proxy and any voting instructions eventually received for one year after the end of the General Meeting.

The Appointed Representative pursuant to article 135-*undecies* of the Consolidated Finance Act

Without prejudice to the foregoing, the Company, in accordance with article 135-*undecies* of the Consolidated Finance Act, has also appointed Computershare S.p.A., with registered office in Via Mascheroni 19, Milan, as the Appointed Representative, to whom holders of voting rights may grant – by 16 April 2019 (*i.e.* the close of business on the second stock exchange trading day preceding the date set for the General Meeting on single call) – a proxy providing voting instructions on all or some agenda items.

The proxy must be granted to the Appointed Representative in accordance with the procedures and through the relevant form available on the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>). The proxy is not effective for items for which voting instructions have not been issued. The proxy and voting instructions can be revoked within the same terms and at the same conditions applied to their granting.

Submission of lists of candidates for the office of Director and Chairman of the Board of Directors

In accordance with the applicable laws and regulations and article 20 of the Company's Articles of Association (available on the Company's website at <https://www.atlantia.it/pdf/StatutoENG122013.pdf>), members of the Board of Directors will be elected on the basis of lists submitted by Shareholders, where candidates must be listed and assigned a sequential number.

Only Shareholders who – individually or together with other Shareholders and on the date on which the lists are filed with the Company – represent at least 1% of the share capital may submit lists. The lists submitted by Shareholders must be filed at the registered office, or sent by certified email to atlantia@pecserviziottitoli.it, by 24 March 2019, to be extended to 25 March 2019, which is the first following working day, together with information enabling the persons filing the lists to be identified and the additional documentation required by applicable laws and regulations.

The Company will make the lists available by 28 March 2019 at the registered office, on the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>), and on the authorised storage platform 1Info (www.1Info.it).

The exiting Board of Directors – albeit not intending to exercise the option of submitting its own list of candidates – has nonetheless issued, after a consultation with the Nominations' Committee, its Guidance for Shareholders on the composition and size of the next Board of Directors, in accordance with article 1.6 of the Company's Corporate Governance Code. Such Guidance is available on the Company's website (<https://www.atlantia.it/en/corporate-governance/guidance-re-election-bod>).

Each Shareholder has the right to submit one list only either individually or jointly, and any candidate included in more than one list will be disqualified. No list can contain more than fifteen candidates. Each list must include at least two candidates who meet the independence requirements established by law and by the Company's Corporate Governance Code (published on the Company's website at <http://www.atlantia.it/en/corporate-governance/articles-codes-procedures>), and one of these candidates must be listed in first place on such list.

Moreover, in accordance with article 2.2 of the Company's Corporate Governance Code, it is necessary that the submission of lists comply with the requirement to indicate an adequate number of Independent Directors, so as to ensure that at least a third of the members of the Board of Directors are Independent Directors.

Moreover, please note that the exiting Board of Directors – in its above mentioned Guidance for Shareholders – pointed out that a composition of the new Board of Directors which can be regarded as adequate in relation to the purposes indicated in the Guidance itself implies a presence of independent directors – pursuant to the Consolidated Finance Act and Company's Corporate Governance Code – equal to at least 8 members (out of 15). Lists containing three or more candidates must also indicate at least a third of the candidates belonging to the least represented gender, in application of Law 120 dated 12 July 2011.

Each Shareholder submitting a list must file and/or deliver to the Company's, by 28 March 2019, a certificate issued by intermediaries in accordance with the applicable laws and regulation stating that such Shareholder holds the minimum shareholding

percentage required to submit a list. Whether such minimum shareholding percentage is met is determined with reference to the shares that, on the day on which the lists are filed with the Company, are registered in the name of the Shareholder.

Each list must be accompanied by: (i) exhaustive information regarding the candidates' personal and professional details; (ii) declarations from the individual candidates accepting their candidature and stating, under their own responsibility, that no fact or cause exists that could give rise to their disqualification and incompatibilities, as well as that they meet the requirements provided for under applicable laws and that, where applicable, they meet the independence requirements established by the applicable laws and regulations and/or by article 3.1 of the Company's Corporate Governance Code; and (iii) the identities of the Shareholders who have submitted the lists and their overall shareholding percentage.

In addition, in compliance with the provisions of CONSOB Ruling no. DEM/9017893 dated 26 February 2009, minority lists must be accompanied by a declaration stating the absence of any association, indirect or otherwise, as defined by article 147-*ter*, paragraph 3 of the Consolidated Finance Act and article 144-*quinquies* of the Regulation adopted with the CONSOB Regulation adopted with resolution no. 11971/1999 (as subsequently amended), with Shareholders that hold, either individually or jointly, a controlling or relative majority interest, as defined by the applicable laws; such declaration must also specify any existing relations, where significant, with Shareholders that hold, either individually or jointly, a controlling or relative majority interest, where identifiable, as well as the reasons why these relations are not considered to determine the existence of the above mentioned association, or an indication that no such relation exist. Any list that does not comply with the above requirements will be regarded as not submitted.

Further information on the submission, filing, and publication of lists and the procedures for the appointment of Directors is provided in article 20 of the Articles of Association (available for downloading on the Company's website at <https://www.atlantia.it/pdf/StatutoENG122013.pdf>), in the Report of the Board of Directors (available on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html>), and on the authorised storage platform 1Info (www.1Info.it).

Right to ask questions

All holders of voting rights can submit questions on agenda items also before the General Meeting and up to three days before the General Meeting on single call (*i.e.* on 15 April 2019) – answers will be provided no later than during the General Meeting itself. The Company may provide a collective answer to questions with the same content. The Company is not required, however, to answer questions where the relevant information can be found in the "Questions and Answers" section on the Company's website.

Questions must be sent through the relevant section on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html>, by fax to +39 (0)6-43634260, or by certified email to atlantia@pecserviziottitoli.it.

All persons asking questions must provide details of their identity and evidence of the title to exercise voting rights.

Right to add General Meeting agenda items and to submit new resolution proposals

Shareholders, either individually or jointly, representing one fortieth of the share capital can ask to add items to the agenda by indicating the further matters in their request, or submit resolution proposals regarding matters already on the agenda, within 10 days of the publication of this notice and in accordance with article 126-*bis* of the Consolidated Finance Act. Requests must be submitted in writing, accompanied by evidence of voting rights, by fax to +39 (0)6-43634260 or by certified email to atlantia@pecserviziottitoli.it. No agenda items can be added concerning matters for which the General Meeting is required by law to resolve based on a proposal, project or report, put forward or prepared by the Board of Directors, other than those listed under article 125-*ter*, paragraph 1 of the Consolidated Financial Act.

More information on these rights and their exercise can be obtained from the above mentioned Company's website.

Postal vote

No provision has been made for votes to be cast by post or electronically.

Rome, 8 March 2019

Atlantia S.p.A.
The Chairman
Mr Fabio Cerchiai