



Registered office: Via Antonio Nibby 20, Rome - Share capital: EUR 825,783,990.00 (fully paid-in) -Tax code and Rome Companies' Register n° 03731380261

EXTRACT FROM THE NOTICE OF CALL OF THE ORDINARY GENERAL MEETING

(in accordance with Article 125-bis, paragraph 1 of Legislative Decree 58 of 24 February 1998)

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 at 11:00 a.m. on 21 April 2017 on single call, to resolve on the following

AGENDA

1. Financial statements for the year ended 31 December 2016. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Appropriation of profit for the year. Submission of consolidated financial statements for the year ended 31 December 2016. Related and consequent resolutions.
2. Authorisation, in accordance with and for the purposes of Articles 2357 et seq. of the Italian Civil Code, Article 132 of Legislative Decree 58 of 24 February 1998 and Article 144-*bis* of the CONSOB Regulation adopted with Resolution 11971/1999, as subsequently amended, to purchase and sell treasury shares, subject to the prior revocation of all or part of the unused portion of the authorisation granted by the General Meeting of 21 April 2016. Related and consequent resolutions.
3. Approval of long-term incentive plans based on financial instruments in favour of employees and executive directors of the Company and the companies directly or indirectly con-

- trolled by the Company. Related and consequent resolutions.
4. Appointment of a member of the Board of Directors. Related and consequent resolutions.
 5. Resolution on the first section of the Remuneration Report in accordance with Article 123-*ter* of Legislative Decree 58 of 24 February 1998.
- Information regarding the share capital and information on the procedures and deadlines for:
- attendance at General Meetings and the exercise of voting rights (in this regard please note that the record date is 10 April 2017)
 - attendance and voting at General Meetings by proxy holders, including through the Company's Appointed Representative (please note that the Appointed Representative is Computershare S.p.A.)
 - exercise of the right to add items to the agenda and submit new resolution proposals regarding matters already on the agenda

- exercise of the right to ask questions before the General Meeting regarding matters on the agenda (up to three days before the General Meeting held on single call)
- availability of the Directors' Reports, the full texts of resolutions and other documents concerning agenda items is provided in the complete call of notice, the text of which - together with documentation regarding the General Meeting - is made available, according to the terms and procedures provided under the laws in force, on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html>, to which reference should be made.

Rome, 21 March 2017

Atlantia S.p.A.
Il Presidente
Dott. Fabio Cerchiai