



**ATLANTIA SpA**

Registered office: Via Antonio Nibby, 20, Rome

Issued capital: €571,711,557.00 (fully paid-in)

Tax code and Rome Companies' Register no. 03731380261

**NOTICE OF CALL TO ORDINARY  
AND EXTRAORDINARY GENERAL MEETING**

Shareholders are hereby called to attend the Ordinary and Extraordinary General Meeting to be held at the Company's registered office at Via Antonio Nibby, 20 in Rome at 11.00am on 9 April 2010, in first call, and, if necessary, in second call on 14 April 2010 at the same time and place, in order to pass resolutions on the following

**AGENDA**

**Ordinary session:**

1. Financial statements for the year ended 31 December 2009. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Appropriation of profit for the year. Presentation of the consolidated financial statements for the year ended 31 December 2009. Related and resulting resolutions.
2. Authority, pursuant 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 and subsequent amendments, to purchase and sell treasury shares, subject to prior revocation of the unused portion of the authority granted by the General Meeting of 23 April 2009. Related and resulting resolutions.
3. Determination of the number of members of the Board of Directors, of their term of office and election of Directors and of the Chairman of the Board of Directors. Determination of Directors' fees, including the remuneration to be paid to members of the board committees set up under the Corporate Governance Code.

**Extraordinary session:**

1. Free increase of capital, pursuant to article 2442 of the Italian Civil Code, for a nominal amount of Euro 28.585.578,00, by issuance of no. 28.585.578 ordinary shares having the same features

of existing ordinary shares, to be performed by allocation of available reserves. Subsequent amendment of art. 6 of the Articles of Association. Related and resulting resolutions.

### **Documentation**

Documentation relating to items on the Agenda will be made available to the general public at the Company's registered office and at the offices of Borsa Italiana SpA, and, where requested, at the offices of the CONSOB, within the legally required term. Shareholders may obtain a copy of this documentation.

The above documentation will also be available on the Company's website at [www.atlantia.it](http://www.atlantia.it).

### **Attendance of the Meeting**

In order to take part in the General Meeting, shareholders must provide proof of their voting rights by obtaining the relevant certificate from an authorised financial intermediary within the legally required term. Shareholders may, through their intermediary, withdraw the above certification, thereby renouncing their right to attend the Meeting.

Shareholders who hold shares that have yet to be dematerialised must first submit their shares to an intermediary, in order to register them with the centralised administration system in dematerialised form and request the issue of the above certificate.

The Chairman's office shall be open, at the location at which the Meeting is to be held, two hours prior to the start of the Meeting in order to check identities and invitations to attend.

In order to facilitate the verification of any proxies, persons attending the Meeting as the proxy of a shareholder or other person in the possession of an invitation must send copies of the relevant documentation, showing proof of their appointment as a proxy, to the registered office, by post or fax, at least two days prior to the date of the General Meeting to be held in first call.

### **Submission of lists of candidates for election as a Director**

In accordance with the laws and regulations in force and art. 20 of the Articles of Association, the election of members of the Board of Directors shall be carried out on the basis of lists to be submitted by Members, containing sequentially numbered candidates.

Only those Members who singly or jointly with other Members represent at least 1% of the issued capital may submit lists.

The lists of candidates for the position of Director shall be deposited at the Company's registered office at least fifteen days before the date of the General Meeting to be held in first call. The Company shall promptly make the lists available to the public at the offices of Borsa Italiana and on its website. The outgoing Board of Directors does not intend to exercise its right to submit its own list of candidates for election to the Board of Directors.

Each Member has the right, singly or jointly with other Members, to submit one list only, and any candidate included in more than one list shall be disqualified. No list may contain more than fifteen candidates. Each list must include at least two candidates who meet the independence requirements

established by law and the Company's Corporate Governance Code (published on the Company's website), and one of these must be entered in first place on the list.

All Members proposing lists must submit and/or send a certificate issued by the intermediaries, in accordance with the laws and regulations in force, to the registered office at least two working days before the date of the relevant General Meeting to be held in first call, attesting to their rights as a Member.

Each list shall be accompanied by: (i) exhaustive information regarding candidates' personal and professional details; (ii) declarations of the individual candidates accepting their candidature and providing a personal warranty that there is no fact or deed that could give rise to their disqualification and that they meet the legal requirements for holding such office, and that, where applicable, they meet the independence requirements established by the legislation and regulations in force, and by art. 3.1 of Atlantia's Corporate Governance Code (published on the Company's website); an indication of the identities of the Members who have submitted the lists and their total percentage interest.

Any lists not in compliance with the above requirements shall be deemed to have not been submitted. Moreover, in compliance with the provisions of CONSOB Ruling DEM/9017893 of 26 February 2009, "minority lists" must be accompanied by a declaration attesting to the absence of any association, including those of an indirect nature, as defined by art. 147-ter, paragraph 3 of the Legislative Decree 58 of 24 February 1998 and art. 144-quinques of the Regulation adopted with CONSOB Resolution 11971 of 14 May 1999, with shareholders that hold, either singly or jointly, a controlling or relative majority interest, where identifiable based on reports of significant interests as defined by art. 120 of Legislative Decree 58 of 24 February 1998, or on published announcements of shareholder agreements pursuant to art. 122 of the same Decree.

The declaration must also specify any existing relations, where significant, with Members that hold, either singly or jointly, a controlling or relative majority interest, where identifiable, and the reasons for which these relations are not considered as determining the existence of the above association. Alternatively, the declaration must indicate the absence of any such relations.

In particular, the declaration must at least include the relations, where significant, listed in the above CONSOB Ruling (available at [www.consob.it](http://www.consob.it)).

The full texts of Atlantia SpA's Articles of Association and Corporate Governance Code are available at [www.atlantia.it](http://www.atlantia.it).

Rome, Italy

5 March 2010

Atlantia SpA  
The Chairman  
Prof. Gian Maria Gros-Pietro