

**ATLANTIA S.P.A. BOARD OF DIRECTORS' REPORT CONCERNING ITEM 3. ON THE AGENDA OF THE ORDINARY GENERAL MEETING TO BE HELD ON 21 APRIL 2016, ON SINGLE CALL: "DETERMINATION OF THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS, ELECTION OF THE DIRECTORS TO SERVE FOR THE YEARS 2016-2017-2018, AND ELECTION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS, INCLUDING FEES PAYABLE FOR THE MEMBERSHIP OF BOARD COMMITTEES".**

Dear Shareholders

Today's Annual General Meeting marks the expiry of the term of office of the Board of Directors for the financial years 2013-2014-2015.

Under Articles 19 and 22 of the Articles of Association, the Board of Directors consists of no less than seven and no more than fifteen members elected by the General Meeting which, before appointing the Directors, determines the number of members of the Board of Directors and also has the right to elect the Chairman. The Directors' term of office will not exceed three accounting periods and will expire on the date of the General Meeting called to approve the financial statements for the last accounting period of their term of office. Directors can be re-elected.

**1. Submission of slates of candidates for the office of Director and Chairman of the Board of Directors**

In accordance with the laws and regulations in force and Article 20 of the Articles of Association, the election of the members of the Board of Directors will take place on the basis of slates submitted by Shareholders, in which candidates must be assigned a sequential number.

Only Shareholders who, individually or jointly with other Shareholders and on the date the slates are filed with the Company, represent at least 0.5% of the issued capital may submit a slate. The slates submitted by Shareholders must be filed with the registered office, or sent by certified electronic email to [atlantia@pecserviziottoli.it](mailto:atlantia@pecserviziottoli.it), by 27 March 2016, to be extended to 29 March 2016, which is the first following working day, together with information enabling the persons filing the slates to be identified and the additional documentation required by the laws and regulations in force.

The Company will make the slates available for inspection by 31 March 2016 at the registered office, on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html> and on the storage platform called 1Info ([www.1Info.it](http://www.1Info.it)).

The outgoing Board of Directors does not intend to exercise the option of submitting its own slate of candidates for election to the Board of Directors.

Each Shareholder has the right to submit one slate only either individually or jointly with other Shareholders, and any candidate included in more than one slate will be disqualified. No slate may contain more than fifteen candidates. Each slate 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.html>), and one of these candidates must be listed in first place on the slate.

More specifically, given that in Article 2.2 of the Company's Corporate Governance Code the Company has implemented the independent directors' principle provided under the Corporate Governance Code for listed companies, each slate must comply with the requirement to include an adequate number of

independent Directors, to ensure that at least a third of the members of the Board of Directors are independent. Slates containing three or more candidates must also ensure that at least a third of the candidates belong to the least represented gender, in application of Law 120 of 12 July 2011.

Each Shareholder submitting a slate must file and/or deliver to the Company's by 31 March 2016 a certificate issued by intermediaries in accordance with the law and regulations in force, attesting that the Shareholder holds the minimum percentage shareholding required to submit a slate. Whether the minimum percentage shareholding requirement is met is determined with reference to the shares that, on the day the slates are filed with the Company, are listed as registered in the name of the Shareholder who submitted the slate.

Each slate must be accompanied by: (i) exhaustive information regarding the candidates' personal and professional details; (ii) declarations from the individual candidates accepting their candidature and providing a personal warranty that no fact or deed exists that could give rise to their disqualification and that they meet the legal requirements for holding the office, and that, where applicable, they meet the independence requirements established by the laws and regulations in force and/or by Article 3.1 of Atlantia's Corporate Governance Code (published on the Company's website at <http://www.atlantia.it/en/corporate-governance/articles-codes-procedures.html>); and (iii) the identities of the Shareholders who have submitted the slates and their total percentage shareholding.

In addition, in compliance with the provisions of CONSOB Ruling DEM/9017893 of 26 February 2009, minority slates must be accompanied by a declaration certifying the absence of any association, indirect or otherwise, as defined by Article 147-ter, paragraph 3 of the CFA and Article 144-quinquies of the Regulations adopted with CONSOB Resolution 11971 of 14 May 1999, with Shareholders that hold, either individually or jointly, a controlling or relative majority interest, as defined by the regulations in force. The 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, and the reasons these relations are not considered to determine the existence of the above association, or an indication that no such relations exist.

Any slate that do not comply with the above requirements will be considered to have not been submitted.

## **2. Election of the members of the Board of Directors**

Under Article 20 of the Articles of Association, and in accordance with the laws and regulations in force with regard to the balance between gender quotas, members of the Board of Directors are to be elected in the following manner:

- a) slates that do not obtain a percentage of votes that corresponds to at least half of the percentage required to submit slates will not be taken into account for the purposes of allocating the Directors to be elected;
- b) four fifths of the Directors to be elected will be taken in sequential order from the slate receiving the majority of votes cast by the holders of shares carrying voting rights, and in compliance with the applicable laws concerning gender quotas. Any fractions will be rounded down to the nearest whole number;
- c) the other Directors will be taken from other slates that are not in any way connected, even indirectly, with the shareholders who submitted or voted for the slate that obtained the most votes. For this purpose, the votes cast for other slates will be subsequently divided by one, two, three up to

the number of Directors to be elected. The resulting quotients will be allocated to the candidates on each slate who will then be ranked in decreasing order by the total quotients allocated to them. The candidates elected will be those with the highest quotients, provided that the required balance between gender quotas is complied with; and

d) if the outcome of the vote and above procedures is that the legislation concerning the balance between gender quotas was not complied with, the candidates who appear to be elected from the various slates will be placed in one single decreasing ranking list, based on the quotients calculated in accordance with the procedure described in letter c). The candidate in that ranking list who is from the most represented gender and has the lowest quotient in the ranking will be replaced by the first of the candidates from the least represented gender who was not elected and belongs to the same slate. If there are no other candidates in this slate, the General Meeting will approve this replacement with the majority required by law.

If the replacement of the candidate from the most represented gender with the lowest quotient in the ranking does not, however, enable the minimum quota required by the legislation in force to be reached, the above replacement process will also be applied to the candidate from the most represented gender with the penultimate quotient, and so on starting from the lowest-ranked candidate.

If any candidates have equal quotients, the candidate on the slate from which no Director has already been elected or with the lowest number of Directors elected will be elected, provided that the applicable laws concerning the balance between gender quotas are complied with. In the event of a tied vote between slates, and, therefore, equal quotients, the General Meeting will hold a new election and the candidate who receives the majority of votes will be elected.

If only one slate is submitted, or if no slates are submitted, or if, for any reason, it is not possible to appoint one or more Directors in accordance with Article 20, the General Meeting will decide with the majority required by law, ensuring in any event that the necessary number of Directors meets the independence requirements established by law and that the applicable laws concerning the balance between gender quotas are complied with.

### **3. Proposal to the Annual General Meeting of Shareholders**

We invite you to resolve as follows:

- a) to determine the number of Directors, which must be no less than seven and no more than fifteen;
- b) to elect the Board of Directors for three financial years, and whose term of office will therefore expire with the annual general meeting called to approve the financial statements for the year ending on 31 December 2018;
- c) to elect the new Board of Directors; and
- d) to elect the Chairman of the Board of Directors.

We also invite you to determine the remuneration to be paid to Directors, including the fees payable for the membership of Board Committees.

Rome, 9 March 2016

**Atlantia S.p.A.**  
For the Board of Directors  
The Chairman  
Dott. Fabio Cerchiai