



# Atlantia

Atlantia S.p.A. • Registered office: Via Antonio Nibby, 20, Rome • Issued capital: 825,783,990.00 (fully paid-in) • Tax code and Rome Companies' Register no. 03731380261

## NOTICE OF CALL TO THE ANNUAL GENERAL MEETING

The holders of voting rights are hereby called to attend the Annual General Meeting to be held in single call at the Company's offices at Via Alberto Bergamini 50, Rome at 10.00 a.m. on 29 May 2020, in order to deliberate on the following

### AGENDA

1. Atlantia SpA's financial statements for the year ended 31 December 2019. The reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditor. Appropriation of profit for the year. Presentation of consolidated financial statements for the year ended 31 December 2019. Related and resulting resolutions.
2. Engagement of the Independent Auditor for the financial years 2021-2029. Related and resulting resolutions.
3. Election of two members of the Board of Directors. Related and resulting resolutions.
4. Proposal for revocation of the General Meeting's resolution of 18 April 2019 limited to the authorisation to purchase treasury shares, without prejudice to the authorisation to sell treasury shares therein contained. Related and consequent resolutions.
5. Proposal for a Free Share Scheme for Employees for the year 2020. Related and Resulting resolutions.
6. Report on the Remuneration Policy for 2020 and Remuneration paid in 2019, prepared pursuant to art. 123-ter of Legislative Decree 58 of 24 February 1998:
  - 6.1 First section: Report on the Remuneration Policy for 2020 (binding resolution);
  - 6.2 Second section: Report on Remuneration paid in 2019 (non-binding resolution).

#### Documentation

The full text of the proposed resolutions, together with the related reports and documents to be submitted to the General Meeting will be made available for inspection, within the time limit established by law, at the Company's registered office and on the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>) and on the authorised 1Info storage platform ([www.1Info.it](http://www.1Info.it)).

The holders of voting rights may obtain a copy of the above documentation.

#### Information regarding the issued capital on the date of call to the General Meeting

The Company's issued capital consists of 825,783,990 ordinary voting shares with a par value of €1.00 each (excluding treasury shares, which currently total 7,772,693).

#### COVID-19 emergency - Conduct of the General Meeting pursuant to Law Decree 18 of 17 March 2020

In compliance with art. 106, paragraph 4.2 of Law Decree 18 of 17 March 2020, containing "Measures to strengthen the National Health Service and provide financial support for households, workers and businesses affected by the COVID-19 epidemic", shareholders may only attend the General Meeting through the appointed representative designated in accordance with art. 135-undecies of Legislative Decree 58 of 24 February 1998 (the "CFA") - i.e. Computershare SpA (the "Appointed Representative") - according to the procedure described herein.

In compliance with art. 106, paragraph 2 of the above mentioned decree, unless otherwise stated above, in accordance with the legislation introduced to combat the COVID-19 epidemic, attendance at the General Meeting by corporate officers, the Company Secretary and the Appointed Representative, in addition to any other persons so authorised by the Chairman of the Board of Directors, may also take place via forms of video or telephone conferencing. This must be done in such a way as to guarantee the Chairman's ability to identify attendees in accordance with the procedures to be defined by the Chairman and notified to each of the above persons, in compliance with the legislation applicable to such cases, without in any event it being necessary for the Chairman, the Secretary or a Notary to be present at the same location.

#### Right to attend General Meetings and the exercise of voting rights

The right to attend and vote at General Meetings, solely through the Appointed Representative, is reserved for those persons holding voting rights, as notified to the Company by an "intermediary" so authorised in accordance with the applicable laws. Such notification must be issued on the basis of the relevant records at the close of business on 20 May 2020, being the seventh stock exchange trading day preceding the date set for the General Meeting in single call (the "record date"), in compliance with articles 83-sexies of the CFA.

Any deposits in and withdrawals from custody accounts subsequent to the record date shall be without effect

to a person's right to vote at the General Meeting. Persons who are, consequently, registered as having title to shares only subsequent to the record date shall have no right to attend or vote at the General Meeting and, therefore, may not appoint the Appointed Representative as their proxy.

The above notifications from intermediaries must be received by the Company no later than 26 May 2020, i.e. the end of the third stock exchange trading day preceding the date set for the General Meeting in single call. The right to attend and vote at the General Meeting, again solely through the Appointed Representative, shall in any event remain valid to the extent that the relevant notification is received by the Company no later than the opening of the General Meeting. Shareholders still in the possession of share certificates in scrip form are required to provide the intermediary with the share certificates for entry into the centralised scripless share certificate system and apply for the issuance of the above notification.

#### Representation at the Meeting - Proxies to the Appointed Representative

Pursuant to art. 106, paragraph 4 of Law Decree 18 of 17 March 2020, attendance at the General Meeting may only take place by appointing the Appointed Representative designated by the Company as proxy, in accordance with art. 135-undecies of the CFA and art. 14 of the Articles of Association. The Appointed Representative designated by the Company is Computershare SpA, with registered office in Via Mascheroni 19, Milan.

The proxy form appointing the Appointed Representative must include voting instructions on any and all agenda items and is effective solely with respect to motions for which voting instructions have been given.

Proxy forms must be received by the end of the second stock exchange trading day preceding the date set for the General Meeting (i.e. 12 midnight on 27 May 2020). In this regard, to aid in the submission of proxy forms and voting instructions, the section of the Company's website containing information on this Annual General Meeting (<http://www.atlantia.it/en/investors/general-meetings.html>) includes a form prepared, with the related guidance, by Computershare SpA that can be completed and submitted online. Alternatively, the form may be downloaded from the same website and submitted, within the above deadline, to Computershare SpA by certified e-mail to [atlantia@pecserviziottoli.it](mailto:atlantia@pecserviziottoli.it) or by fax to +39-06-45417450, according to the procedures indicated on the Company's website and in the specific "Instructions for completion and submission" on the above form.

Appointment of a proxy and voting instructions may be revoked in accordance with the same terms and conditions applied to their submission.

In addition, pursuant to Law Decree 18/2020, anyone not intending to attend the General Meeting in the above manner, may appoint the Appointed Representative to act as their proxy and/or sub-proxy pursuant to art. 135-novies of the CFA. The related form, accompanied by the related voting instructions in writing, must be submitted to Computershare SpA by certified e-mail to [atlantia@pecserviziottoli.it](mailto:atlantia@pecserviziottoli.it) or by fax to +39-06-45417450, no later than 12.00 noon on the day preceding the date set for the General Meeting (28 May 2020). The appointment may be made by completing the relevant form available on the Company's website (<http://www.atlantia.it/it/investor-relations/assemblee.html>), following the instructions shown.

Appointment of a proxy and voting instructions may be revoked in accordance with the same terms and conditions applied to their submission.

Submission of the above proxy forms pursuant to articles 135-novies and 135-undecies of the CFA is free of charge for shareholders, except for any expenses incurred in submitting or mailing the forms.

Shareholders can obtain information or clarification from Computershare SpA by calling +39-06-45417401 (lines are open Monday to Friday from 9.00am to 1.00pm and from 2.00pm to 6.00pm).

#### Right to ask questions

Pursuant to art. 127-ter of the CFA, the holders of voting rights may submit questions on agenda items either before the General Meeting, using the specific section of the Company's website (<http://www.atlantia.it/it/investor-relations/assemblee.html>), by certified e-mail to [atlantia@pecserviziottoli.it](mailto:atlantia@pecserviziottoli.it) or by fax to +39-06-45417450.

Questions must be received by no later than the record date, being 20 May 2020 (by midnight).

Only questions strictly relating to agenda items will be accepted. Persons asking questions must provide their personal details (name and surname or company name, place and date of birth and tax code) and appropriate proof of their title to exercise voting rights, issued by the relevant intermediary.

If the asker of the question has requested their intermediary to provide proof of their right to attend the General Meeting, it will be sufficient to accompany the question with the details of this notification from the intermediary.

Questions received before the General Meeting will be replied to by 27 May 2020 at the latest, with replies posted on the Company's website.

The Company may provide a collective answer to questions on the same subject. No reply is, however, required to questions where the answer can be found in the "Questions and Answers" page on the Company's website.

#### Right to add General Meeting agenda items and to submit new motions

Shareholders, separately or collectively, representing one fortieth of the issued capital may, within 10 days of publication of this notice, and in accordance with article 126-bis of the CFA, apply for the addition of agenda items indicating the subject matter in the application, or propose motions regarding matters already on the agenda. Applications must be made in writing, accompanied by proof of the right to vote, and sent by fax to +39-06-45417450 or to the certified e-mail to [atlantia@pecserviziottoli.it](mailto:atlantia@pecserviziottoli.it).

No agenda items may be added with respect to matters for which the General Meeting is required by law to deliberate based on a recommendation, proposal or report from the Directors, other than those referred to in art. 125-ter, paragraph 1 of the CFA.

More information on these rights and their exercise is available on the Company's website.

#### Right to individually submit proposed motions to the General Meeting

In addition to the above, in consideration of the fact that attendance at the General Meeting may only take place through the Appointed Representative, any holders of the right to attend the General Meeting who intend to submit motions regarding agenda items - pursuant to the penultimate sub-paragraph of paragraph 1 of art. 126-bis of the CFA - are invited to do so in advance, and no later than 14 May 2020. Applications should be sent by certified e-mail to [atlantia@pecserviziottoli.it](mailto:atlantia@pecserviziottoli.it) or by fax to +39-06-45417450. These proposed motions will be published on the Company's website by 19 May 2020, to enable the holders of voting rights to express an informed opinion, taking into account such new proposals, and to allow the Appointed Representative to gather any voting instructions regarding such motions. Applicants must provide appropriate proof of their right to attend the General Meeting and of the proxy issued to the Appointed Representative in order to attend the General Meeting.

For the purposes of the related publication, and with regard to the conduct of the General Meeting, the Company reserves the right to assess the pertinence of proposed motions with respect to agenda items, the completeness of such motions, their compliance with the applicable law and the right of applicants to submit such proposals.

In the case of proposed motions on agenda items representing an alternative to those proposed by the Board of Directors, the motion proposed by the Board will be the first to be put to the vote (unless it is withdrawn) and, only if this proposal is rejected, will the motion proposed by shareholders be put to the vote. These proposals, including when there is no proposal from the Board, will be put to the General Meeting starting from the proposal submitted by shareholders representing a majority of the issued capital. Only if this proposal is rejected will the proposal submitted by shareholders representing the next largest interest in the Company be put to the vote.

#### Postal votes

Provision has not been made for votes to be cast by mail or electronically.

Rome, 29 April 2020

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