



# Atlantia

Atlantia S.p.A. • registered office Via A. Nibby, 20, 00161 ROME • Executive and administrative office Piazza A. Diaz 2, 20123 MILAN • Issued capital: € 825,783,990.00, fully paid-up • Tax code, VAT number and Rome Companies' Register no. 03731380261 • REA no. 1023691 • [atlantia@pec.atlantia.it](mailto:atlantia@pec.atlantia.it) [www.atlantia.it](http://www.atlantia.it) • Tel. 02.78.62.50.40

## NOTICE OF CALL TO ORDINARY AND EXTRAORDINARY GENERAL MEETING

The holders of voting rights are hereby called to attend the Ordinary and Extraordinary General Meeting to be held in single call at the Company's offices at Via Alberto Bergamini 50, Rome at 15:00 on **28 April 2021**, in order to deliberate on the following

### AGENDA

#### Ordinary meeting

##### 1. 2020 Financial Statements

- Approval of Atlantia S.p.A.'s financial statements for the year ended on 31 December 2020 accompanied by the reports of the board of Statutory Auditors and of the Independent Auditor. Presentation of the Annual Integrated Report and the consolidated financial statements for the year ended on 31 December 2020. Related and resulting resolutions.
- Allocation of the financial year result. Related and resulting resolutions.

##### 2. Appointment and determination of the remuneration of the Board of Statutory Auditors and of its Chairman for the three financial year period 2021 -2023

- Appointment of the Board of Statutory Auditors and of its Chairman for the financial years 2021-2022-2023. Related and resulting resolutions.
- Determination of the remuneration to be paid to the Chairman of the Board of Statutory Auditors and the Standing Auditors. Related and resulting resolutions.

##### 3. Appointment of a member of the Board of Directors. Related and resulting resolutions.

##### 4. Approval of an incentive plan concerning Atlantia SpA's shares named "Stock Grant Plan 2021-2023". Related and resulting resolutions.

##### 5. Report on the Remuneration Policy for 2021 and remuneration paid in 2020, prepared pursuant to art. 123-ter of Legislative Decree 58 of 24 February 1998:

- Approval of the first section of the report - remuneration policy for 2021 (binding resolution).
- Non-binding resolution on the second section of the report - remuneration paid in 2020.

#### Extraordinary Meeting

##### 1. Proposal to amend some provisions of the Articles of Association: Related and resulting resolutions:

- Article 8, to include a provision on identification of shareholders;
- Article 20, concerning the election of the Board of Directors;
- Article 23, concerning the meetings of the Board of Directors; and
- Articles 26 and 28, to include provisions on Board Committees.

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#### 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 offices at Via Alberto Bergamini n. 50, Rome, 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 upon previous appointment to be requested via email at [atlantia@pecserviziottoli.it](mailto:atlantia@pecserviziottoli.it).

#### 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 no par value (excluding treasury shares, which currently total 6.959.693).

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

In order to minimize the risks entailed by the ongoing Covid-19 medical crisis, Atlantia S.p.A. has decided to

avail itself of the possibility - pursuant to Article 106 of Italian Decree Law 18/20 converted into Law by Art. 1 of Law 24 April 2020 No. 27 and subsequent amendments and additions - to provide that participation by shareholders in the General Meeting shall be exclusively via the Appointed Representative pursuant to article 135-undecies of Legislative Decree 58 of 24 February 1998 (the "Consolidated Financial Act" or "CFA") - i.e. Computershare SpA (the "Appointed Representative") - according to the procedure described herein.

In compliance with art. 106, paragraph 2 of the CFA, 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/or the Notary and the Appointed Representative, in addition to any other persons so authorised by the Chairman of the Board of Directors, may only 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 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 **19 April 2021**, 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 **23 April 2021**, 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 Lorenzo Mascheroni 19, Milan.

The proxy form appointing the Appointed Representative

must include voting instructions on all or certain items on the agenda and on the eventual agenda items added by Shareholders in accordance with article 126-bis of the CFA and is effective solely with respect to proposals 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 26 April 2021**). In this regard, to aid with the submission of proxy forms and voting instructions, the section of the Company's website containing information on this 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 (**27 April 2021**). The appointment may be made by completing the relevant form available on the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>) following the instructions shown there.

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).

#### Submission of the lists of candidates for the offices of Standing Auditor and Alternate Auditor for the appointment of the Auditors and the Chairman of the Board of Statutory Auditors for the financial years 2021-2022-2023.

Pursuant to the applicable laws and regulations and Article 32 of the Articles of Association, appointment of the members of the Board of Statutory Auditors shall take place on the basis of lists submitted by Shareholders which shall contain the name of one or more candidates, not exceeding the number of Statutory Auditors to be appointed (five Standing Auditors and two Alternate Auditors) with each name assigned a sequential number and in compliance with the applicable provisions of laws concerning the gender balance.

Only Shareholders who, singly or jointly with other Shareholders, at the date on which the lists were deposited with the Company, represent at least 1% of the share issued capital may submit a list.

No Shareholder, nor Shareholders belonging to the same group or Shareholders party to a shareholder agreement concerning the shares of the Company, may submit or

vote for more than one list, including via a proxy or a trust company ("società fiduciaria"), and any candidate included in more than one list shall be disqualified.

Each list must consist of two sections: one for candidates for the office of Standing Auditor and one for Alternate Auditors, and both sections must contain the names of one or more candidates.

As provided for by Article 32 of the Articles of Association, lists that, taking into account both sections, contain a number of candidates equal to or higher than three must indicate at least two fifths of the candidates belonging to the least represented gender (the number of candidates is rounded up to the higher number, save for the lists composed by three candidates for which the number of candidates is rounded down to the lower number). Where the number of candidates for Alternate Auditor is equal to or higher than two, they must be of two different genders.

Individuals who hold a number of posts as director or standing auditor equal to or above the maximum established by the applicable regulations, or do not meet the requirements for integrity, professionalism and independence required by the applicable regulations, cannot hold the office of Auditor.

- At least two Standing Auditors and one Alternate shall be selected from among individuals listed in the register of auditors, who have been engaged in the statutory audit of accounts for a period of not less than three years. Statutory Auditors not meeting such requirement shall be selected from amongst those persons with at least three years wide-ranging experience in: a) the management and control of or administrative duties in joint-stock companies having issued capital of at least two million euros; or, b) professional activities or university instruction in legal, business and finance subjects; or, c) managerial functions at government or public sector entities engaged in lending, finance or insurance.

Each list shall be accompanied by: (i) information on the identity of the Shareholders who have submitted the lists and their total percentage shareholding, together with certificates attesting to their ownership of the related shares; (ii) exhaustive information regarding candidates' personal and professional details; (iii) declarations from the individual candidates accepting their candidature and a personal warranty that there is no fact or deed which could give rise to their disqualification and that they meet the legal requirements for holding such office, including compliance with the limit on the total number of positions held, as established by the laws and regulations in force, and indicating any positions as director or statutory auditor held at other joint-stock companies; and (iv) a declaration from the Shareholders other than those who hold, alone or together with other Shareholders, a controlling or relative majority interest, certifying that no affiliation relationships, , also indirect, exist - as defined by CONSOB under Article 144-*quinques* of the regulation adopted with CONSOB Resolution 11971 of 14 May 1999 - with these Shareholders. When filing such declaration, Shareholders are invited to take into account the recommendation expressed by CONSOB in its Ruling DEM/9017893 of 26 February 2009 (available at [www.consob.it](http://www.consob.it)).

Lists proposed by the Shareholders must be submitted at the Company's office in Rome, Via Alberto Bergamini n. 50 or sent via certified email at [atlantia@pecserviziottitoli.it](mailto:atlantia@pecserviziottitoli.it) by **3 April 2021**, i.e. at least twentyfive days before the date of the General Meeting on single call. Shareholders must also submit both information enabling the identification of the Shareholders submitting the lists and the additional documentation required by the laws and regulations in force.

The Company will make the lists available to the public at the Company's offices at Via Alberto Bergamini 50, 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)) by **7 April 2021**, i.e. at least twentyone days before the date on which the General Meeting has been called on single call.

Ownership of the minimum percentage of the Company's share capital required to submit lists is established on the basis of shares recorded as being in the shareholders' possession at the date on which the lists are filed with the Company. Certification proving ownership of the minimum number of shares to submit lists may also be produced after the list itself has been deposited, provided it is by the term set for publication of the lists by the Company (i.e. by **7 April 2021**), by means of notification to be issued by an intermediary authorized to do so under the regulations in force.

Any lists not in compliance with the above shall be deemed to have not been submitted.

If by **3 April 2021** only one list of candidates for the office of Statutory Auditor is submitted or lists are only proposed by Shareholders who are affiliated with each other, the Company shall communicate this without delay, and the persons with the right to propose lists can submit additional lists by submitting them to the Company's office in Rome, via Alberto Bergamini n. 50 or by certified email to [atlantia@pecserviziottitoli.it](mailto:atlantia@pecserviziottitoli.it) until the third days following such date, i.e. **6 April 2021**. In this case, the size of shareholding required to qualify for the right to submit lists is reduced by half.

Under Article 32 of the Articles of Association, and in compliance with the applicable gender balance legislation in force, three Standing Auditors and one Alternate to be elected shall be taken from the list receiving the majority of votes, while the remaining two Standing Auditors shall be taken from the other lists on the basis of quotients assigned to candidates. The remaining Alternate Auditor shall be drawn from the minority list which receives the highest number of votes. Further information concerning the proposal, submission, and publication of the lists, and concerning the methods of appointing the Statutory Auditors, is contained under Article 32 of the Articles of Association and in the Board of Directors' explanatory report, which are available on the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>).

#### **Appointment of a member of the Board of Directors. Related and resulting resolutions**

Following the resignation of a member of the Board of Directors, one Director needs to be appointed to supplement the number of members of the Board of Directors and bring it to 15 according to the relevant resolution of the General Meeting held on 18 April 2019. As this is merely finalised at supplementing the Board of Directors, the list voting system will not apply and the General Meeting will resolve on the matter in accordance with the majority required by the bylaws, by guaranteeing compliance with the independence and gender balance requirements provided by the Articles of Association and the applicable laws and regulations. Provided that Shareholders can exclusively take part in the General Meeting through the Appointed Representative, the appointment proposals shall be submitted by the Shareholders by **13 April 2021** via certified e-mail to [atlantia@pecserviziottitoli.it](mailto:atlantia@pecserviziottitoli.it) or fax to +39-06-45417450.

With a view to allowing those entitled to vote to provide the Appointed Representative with relevant voting instructions in line with the terms defined in this notice of call of the General Meeting, thus allowing them to exercise their rights in an informed manner, appointment proposals being submitted after the above deadline will not be taken into account.

**Without prejudice for the above, the Shareholders are invited to submit the appointment proposals as soon as possible and preferably within the deadline established for the submission of the lists of candidates for the office of member of the Board of Statutory Auditor (3 April 2021), provided that all appointment proposals received by 13 April 2021 will be accepted.**

Appointment proposals shall be accompanied by (i) exhaustive information regarding candidates' personal and professional details; (ii) declarations of the individual candidates accepting their candidature and a certification, under personal responsibility, 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 the Corporate Governance Code of Listed Companies.

The right to formulate applications shall be confirmed through adequate documents attesting the proposer's right to vote at the record date (**19 April 2021**), subject to the condition that the proposal will be exclusively voted in case a proxy to attend the General Meeting will be granted to the Appointed Representative in line with the terms of the notice of call.

The Company will promptly, and anyway within **14 April 2021**, publish the appointment proposals on the corporate website at <https://www.atlantia.it/en/investors/general-meetings> as well as on the 1Info database platform ([www.1Info.it](http://www.1Info.it)).

Further information concerning the submission of appointment proposals and the relevant publication is contained in the Board of Directors' explanatory report, which is available on the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>).

**For the event that no appointment proposals are submitted by the deadline set forth in this notice of**

**call or none of the submitted proposals is approved with the majorities provided for by the law, it is proposed to reduce to fourteen the number of Directors.**

Further information concerning the possible reduction of the number of the member of the Board of Directors is contained in the Board of Directors' explanatory report, which is available on the Company's website following the link indicated above.

#### **Right to ask questions**

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

Questions must be received by no later than the record date, **being 19 April 2021 (by midnight)**.

Only questions strictly relating to the items on the agenda 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 Friday 25 April 2021** 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 resolution proposals**

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 resolutions regarding items 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@pecserviziottitoli.it](mailto:atlantia@pecserviziottitoli.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 resolution proposals prior 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 proposals 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 **13 April 2021**. Applications should be sent by certified e-mail to [atlantia@pecserviziottitoli.it](mailto:atlantia@pecserviziottitoli.it) or by fax to +39-06-45417450. These proposed resolutions will be published on the Company's website by **17 April 2021**, 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 proposals. 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 resolutions with respect to agenda items, the completeness of such resolutions, their compliance with the applicable law and the right of applicants to submit such proposals.

#### **Postal votes**

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

Rome, 19 March 2021

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