

GENERAL MEETING REGULATIONS

(Approved by the Shareholders' General Meeting held on 3 December 2021)

Tax Code, VAT Registration No. and Rome Companies' Register No.
03731380261
Rome Chamber of Commerce No. 1023691
Registered Office
Piazza San Silvestro n. 8
Rome

GENERAL MEETING REGULATIONS

Article 1

Scope of the Regulations

1 – In implementation of the provisions in the Articles of Association, these Regulations (the “**Regulations**”) shall govern the conduct of Ordinary and Extraordinary General Meetings and, where compatible, meetings of the bondholders of Atlantia SpA (the “**Company**”).

2 - These Regulations may be amended by Ordinary General Meeting with the majorities required by law. The Board of Directors shall be responsible for adapting the provisions of the Regulations that are incompatible with new mandatory rules.

Article 2

Participation in General Meetings

1 – The holders of shares carrying voting rights are authorised to participate in and exercise their voting rights at General Meetings, provided that they have provided appropriate notification to the Company via the intermediaries within the deadline and according to the procedures provided for in the laws and regulations in force.

2 – Senior management, other executives and employees of the Company may also attend General Meetings, as may other persons whose presence is deemed by the Chair of the Board of Directors to be of relevance to the meeting.

3 – Professional practitioners, consultants, experts, financial analysts and qualified journalists, with accreditation to attend a specific General Meeting, may also attend General Meetings as simple observers (that is, without the right to speak or vote). Applications for accreditation must be received by the Company at least two days prior to the relevant Meeting.

Article 3

Chair of the General Meeting

1 – In accordance with the Articles of Association, the General Meeting shall be chaired by the Chair of the Board of Directors or, in his absence or indisposition, by the person designated to act as his replacement in accordance with the Articles of Association. Failing this, the general Meeting shall elect a Chair (the “**Chair of the General Meeting**”).

2 – The Chair of the General Meeting shall have sole responsibility for ensuring the correct and orderly conduct of all stages of the meetings and for ensuring that all attendees are able to exercise their rights and meet their obligations.

3 – The Chair of the General Meeting shall establish a specific office (the “**Office of the Chair**”) tasked with assisting the Chair in verifying entitlement to attend and to vote, and with specific meeting procedures.

4 – The Chair of the General Meeting shall be assisted by a Secretary, who may or may not be a shareholder, elected by the General Meeting on the recommendation of the Chair of the General Meeting. The Chair of the General Meeting may appoint a Notary to record the minutes, even when not required to do so by law, in which case they may waive the assistance of the Secretary.

The Secretary and the Notary may be assisted by persons of trust in recording the minutes.

5 – The Chair of the General Meeting may be assisted by auxiliary personnel and/or specially appointed individuals, to be provided with special identity badges, to ensure the orderly conduct of General Meetings.

Article 4

Verification of rights to participate in General Meetings

1 – The Office of the Chair shall open two hours before the time fixed for the General Meeting, or at another time to be indicated in the notice of call, in order to verify the identities of attendees and their entitlement to attend.

2 – In order to facilitate the verification of any relevant powers of representation, those individuals participating in General Meetings as legal representatives or proxies of shareholders, and all other persons with a right to attend, may submit copies of the relevant documentation two days prior to the scheduled date of the General Meeting. This should be done using the certified email address indicated in the notice of call.

Article 5

Admittance

1 – Admittance to General Meetings shall be subject to verification of the identities of attendees and their right to attend. Shareholders and all those persons listed in article 2 above shall be issued with a badge on admittance to the venue for the General Meeting, and this must be worn throughout the duration of the Meeting. Persons entitled to attend may be provided with electronic devices if necessary for the purpose of voting.

2 – Any persons who, for any reason, have to exit the venue for the General Meeting shall be required to notify the Office of the Chair.

3 – Unless otherwise indicated by the Chair of the General Meeting, audio and video recordings of the meetings shall be made and broadcast/shown at locations connected by a closed-circuit system. This shall also be done in order to enable the preparation of responses during the General Meeting. The related recordings may be used by the Notary or the Secretary in order to prepare the minutes, in compliance with the data protection legislation from time to time in force.

4 – Without prejudice to the above provisions and unless otherwise decided by the Chair of the General Meeting, no recording or photographic equipment or similar devices may be brought into the venue for the General Meeting. Likewise, the use of mobile or similar devices is also not allowed.

Article 6

General Meeting proceedings and the opening of meetings

1 – The Chair of the General Meeting shall announce the number of entitled persons and shares represented and the share of the issued capital they represent. They shall make all the other announcements required by law and ascertain that the General Meeting is properly held.

Having ascertained that the General Meeting is properly held, the Chair of the General Meeting shall declare the Meeting open.

2 – In the event that a quorum has not been achieved, the Chair of the General Meeting shall, not before one hour from the time fixed for the Meeting, notify attendees and adjourn the meeting to the date of the meeting to be held in second call, if any.

3 – In order to determine whether the meeting is quorate or not, the number of shares without voting rights in accordance with the law and the Articles of Association shall be taken into account.

Article 7

Discussion

1 – Having ascertained that the General Meeting is properly held, the Chair of the General Meeting and, at his invitation, the Directors, Statutory Auditors and senior management shall present the agenda items.

2 – In opening the discussion of agenda items, the Chair of the General Meeting, provided that the General Meeting offers no objection, may follow a different order with respect to the order in the notice of call. The Chair may also propose that certain or all agenda items should be discussed together, if this is deemed advisable in order to improve the conduct of meeting, without prejudice to the requirement that each agenda item must be put to a separate vote.

Unless the Chair of the General Meeting decides it to be necessary or a specific request is received, and approved by the General Meeting, there shall be no need for a reading of the documents relating to agenda items previously published in accordance with the law in a specific section of the Company's website.

3 – The Chair of the General Meeting shall preside over discussions, ensuring their propriety and that rights to participate in such discussions are respected and that order is maintained.

The Chair of the General Meeting shall for this purpose, when opening the meetings, taking into account the subject and importance of individual agenda items, and the number of persons who have requested to speak, fix the maximum time allowed for each intervention, which shall normally not exceed fifteen minutes.

The Chair of the General Meeting may invite speakers who exceed such time limit or who stray from the agenda items under discussion to conclude their interventions, prevent clear abuses, including by denying them the right to speak further, and, in the most serious cases, order the removal of participants for the duration of the discussions.

Any such person ordered to be removed may appeal to the General Meeting, which shall decide based on a majority of the issued capital represented at the General Meeting.

4 – Requests to take the floor to comment on specific agenda items may be made to the Office of the Chair from the time the Meeting is declared open until such time as the Chair of the General Meeting opens discussion on each agenda item. The Chair of the General Meeting shall normally give the floor in the order in which the relevant requests were submitted.

Each holder of shares carrying voting rights shall be entitled to speak once on each agenda item.

5 – Members of the Board of Directors, Statutory Auditors and senior management may speak, when the Chair of the General Meeting deems such intervention to be of use in relation to the matters under discussion.

6 – The Chair of the General Meeting or, at his request, Directors, Statutory Auditors and senior management respond to comments, normally at the end of all discussion of a specific agenda item.

7 – In order to enable the Chair of the General Meeting and, at his request, the other persons referred to above, to provide more detailed responses to comments made by persons entitled to attend, the latter, prior to the opening of the General Meeting, may provide the Board of Directors with written notes with information on those agenda items for which they intend to request to speak

8 – The Chair of the General Meeting shall declare discussions closed following such responses. Comments on responses shall not be permitted.

9 – Only the announcement of voting intentions shall be permitted following the closure of discussion and these must be made within a maximum of three minutes.

10 – Questions from Shareholders received before the General Meeting, in accordance with the procedures and timing indicated in the notice of call, may be responded to in the course of the meetings – in the form of a sheet to be distributed to attendees – when the relevant responses have not already been published on the Company's website.

Article 8

Suspension and adjournment of General Meetings

1 – All meetings shall normally take place in a single session. Where deemed advisable, the Chair of the General Meeting may, provided that the General Meeting offers no objection, suspend meeting for a period of no more than two hours. This may also be done in order to provide time to prepare responses to questions from attendees.

2 – Without prejudice to art. 2374 of the Italian Civil Code, the General Meeting may, by resolution approved by a majority of the issued capital represented, adjourn meetings whenever deemed advisable, establishing a place, date and time for the continuation of meetings. The length of the adjournment must be consistent with the reason for it and in any event must be no more than thirty days.

Article 9

Voting

1 – The Chair of the General Meeting may, as necessary, order voting to be held for each agenda item following the closure of discussion of each item or of several items, or following discussion of all agenda items. The Chair of the General Meeting shall also decide on the order in which motions on individual agenda items are put to a vote, in any event giving precedence to motions put forward by the Board of Directors.

Where no motions have been proposed by the Board, those put forward by shareholders shall be put to a vote, starting with motions put forward by shareholders representing a majority of the issued capital. Only if the motion put to the vote is rejected shall the subsequent motion, submitted by the next largest shareholder, be put to a vote.

2 – The Chair of the General Meeting shall, prior to voting, readmit those persons to the Meeting who were removed during discussions in accordance with article 7 above.

3 – Voting at General Meetings shall be by open ballot. Prior to the vote, the Chair of the General Meeting shall determine the manner in which votes are to be cast and how votes are to be recorded and counted, which may involve the use of information systems. Persons entitled to attend may be provided with electronic devices for this purpose.

4 – Any votes cast in a manner other than the one indicated by the Chair of the General Meeting shall be disregarded.

5 – Once voting has been completed, the votes shall be counted. Once this process has been completed, the Chair of the General Meeting shall announce the results to the General Meeting, if necessary with the assistance of the Secretary or Notary.

6 – Attendees intending to leave the General Meeting prior to voting may, if so entitled, appoint a proxy, including during the meeting, by issuing a written authority, which shall be subject to verification and recorded by the Office of the Chair.

7 – Once all agenda items have been discussed and the related votes completed, the Chair of the General Meeting shall declare the General Meeting closed.

Article 10

Final provisions

1 – In the event of any matters not provided for in these Regulations, the law and the Articles of Association shall apply.