



# Atlantia

Registered office: Piazza di San Silvestro no. 8, Rome  
Share capital: EUR 825,783,990.00 (fully paid-in) - Tax code and Rome Companies' Register number 03731380261

## NOTICE OF CALL OF THE ORDINARY GENERAL MEETING

The holders of voting rights are hereby called to attend the Ordinary General Meeting to be held at the Company's registered office in Piazza di San Silvestro no.8, Rome, on 29 April 2022 at 10:00 a.m., on single call, in order to resolve on the following

### AGENDA

#### 1. 2021 Financial Statements

A. Approval of the financial statements of Atlantia S.p.A. as of 31 December 2021 accompanied by the Reports of the Board of Statutory Auditors and of the Auditor of the Accounts. Presentation of the Annual Integrated Report and of the consolidated financial statements as of 31 December 2021. Related and consequent resolutions.

B. Allocation of the net profits concerning 2021 financial year and dividend distribution. Related and consequent resolutions.

#### 2. Appointment of the Board of Directors and determination of remunerations; Related and consequent resolutions:

- A. Determination of the number of the members of the Board of Directors;
- B. Determination of the term of the office of the Board of Directors;
- C. Appointment of the Directors;
- D. Appointment of the Chair of the Board of Directors;
- E. Determination of the remuneration of the members of the Board of Directors.

#### 3. Proposal to approve an employee share ownership scheme relating to Atlantia S.p.A.'s ordinary shares, called "The 2022-2027 employee share ownership plan". Related and consequent resolutions.

#### 4. Report on the Remuneration Policy for 2022 and on the Remuneration paid in 2021 pursuant to article 123-ter of Italian Legislative Decree no. 58 of 24 February 1998:

A. Approval of the first section of the Report – Remuneration Policy for 2022 (binding resolution).

B. Non-binding resolution on the second section of the Report – Information on the remunerations paid in 2021.

#### 5. Request to the shareholders to cast an advisory vote on Climate Transition Plan.

#### Documentation

The full text of the proposed resolutions, together with the related reports and documents to be submitted to the General Meeting, are available within the time limit established by the Law at the Company's registered office in Rome, Piazza di San Silvestro no. 8, on the Company's website (<https://www.atlantia.com/en/governance/general-meeting>), and on the authorised storage platform 1Info ([www.1info.it](http://www.1info.it)).

The holders of voting rights are entitled to obtain a copy of the above-mentioned documentation upon previous appointment to be requested at the e-mail address [atlantia@pecserviziottoli.it](mailto:atlantia@pecserviziottoli.it).

#### Information regarding the share capital as of the date of the notice of call

The Company's share capital consists of no. 825,783,990 ordinary voting shares with no par value (excluding treasury shares, which currently amount to 6,959,693).

#### COVID-19 emergency - Conduct of the General Meeting

In order to minimize the risks connected to the attendance in person, also in light of the uncertain development of the pandemic, Atlantia S.p.A. decided to avail of the faculty – pursuant to Article 106 of Italian Decree Law 18 of March 17,

2020 (converted into Law by Italian Law 24 April 2020 No. 27) as lastly extended by article 3, paragraph 1 of Italian Decree Law no. 228 of December 30, 2021 (converted into law by Italian Law no. 15 of 25 February 2022), - to provide that the attendance to the General Meeting by the shareholders occurs exclusively via the appointed representative pursuant to article 135-undecies of Legislative Decree 58 of 24 February 1998 (the ("CFA") - i.e., Computershare S.p.A (hereinafter the "Appointed Representative") - according to the below. In compliance with art. 106, paragraph 2 of the Decree Law 18/20, without prejudice for the provisions stated above, attendance at the General Meeting by corporate officers, the Company Secretary and/or the Notary and the Appointed Representative as well as by any other persons so authorised by the Chairman of the Board of Directors, may take place - in compliance with the measures to face up to the Covid-19 pandemic provided by the applicable law - only by teleconference systems. Such systems shall ensure the identification of the abovementioned 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 the Notary to be physically in attendance at the same location.

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

The right to attend and vote at General Meeting, **exclusively through the Appointed Representative**, is reserved to those persons holding voting rights as confirmed and 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 April 2022**, being the seventh stock exchange trading day before the scheduled date of the General Meeting on single call (the "record date"), in compliance with articles 83-sexies of the CFA.

Any deposit in and withdrawal from custody accounts after the record date shall not affect the entitlement to exercise the voting rights at the General Meeting. Accordingly, persons who are registered as owners of the shares only after the record date shall have no right to attend or vote at the General Meeting and, therefore, may not issue a proxy to the Appointed Representative. The above notifications from intermediaries must be received by the Company within **26 April 2022**, i.e., the end of the third stock exchange trading day before the scheduled date of the General Meeting on single call. The right to attend and vote at the General Meeting, again exclusively through the Appointed Representative, shall not be affected to the extent the relevant notification is received by the Company before the start of the General Meeting. Shareholders still in the possession of share certificates in scrip form are required to provide an intermediary with the same share certificates in order to 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 S.p.A., 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 agenda items added by shareholders, if any, 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 before the scheduled date of the General Meeting (i.e. **27 April 2022 by midnight**).

In this regard, to facilitate the submission of proxy forms and voting instructions, the section of the Company's website containing information on this General Meeting (<https://www.atlantia.com/en/governance/general-meeting>) contains a form prepared by Computershare S.p.A. that can be completed and submitted also online by means of a guided procedure. Alternatively, the form may be downloaded from the same website and submitted, within the above deadline, to Computershare S.p.A. by certified e-mail to [atlantia@pecserviziottoli.it](mailto:atlantia@pecserviziottoli.it) or by fax to +39-06-45417450, according to the procedures set out on the Company's website and on the specific "Instructions for filling up and submission" of 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 its proxy and/or sub-proxy pursuant to art. 135-novies of the CFA. Such proxy and/or sub-proxy form, accompanied by the related voting instructions in writing, must be submitted to Computershare S.p.A. 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 April 2022**). The appointment may be made by filling up the relevant form available on the Company's website (<https://www.atlantia.com/en/governance/general-meeting>) following the instructions indicated therein.

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 any necessary information or clarification from Computershare S.p.A. by calling +39-06-45417401 (lines are open Monday to Friday from 9.00 am to 1.00 pm and from 2.00 pm to 6.00 pm).

## Appointment of the Board of Directors

Pursuant to the laws and regulations in force and Article 20 of the Company's articles of association (available on the website <https://www.atlantia.com/en/governance/documents-and-procedures>, the "Articles of Association"), the appointment of the members of the Board of Directors will take place based on the lists submitted by the Shareholders where candidates will be listed with a sequential number.

Only Shareholders who, individually or jointly with other Shareholders, on the date the lists are filed with the Company, represent at least 1% of the issued corporate capital may submit a list (by virtue of the combined provisions of Consob director resolution no. 60 of 28 January 2022, and article 20 of the Articles of Association). The lists submitted by the Shareholders must be filed with the registered office or sent by certified electronic email to [atlantia@pecserviziolti.it](mailto:atlantia@pecserviziolti.it) at the latest on **4 April 2022**, together with information enabling the persons filing the lists to be identified and the additional documentation required by the laws and regulations in force.

The Company will make the lists available to the public at the latest on 8 April 2022 at the registered office, on the Company's website at <https://www.atlantia.com/en/governance/> general-meeting and on the storage platform called 1Info ([www.1Info.it](http://www.1Info.it)).

Within the same deadline of **8 April 2022** each Shareholder must file with and/or deliver to the Company 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 lists. The ownership of such shareholding shall be determined with reference to the shares registered in favor of the Shareholder on the day the lists are filed with the Company.

Please note that the outgoing Board of Directors – in compliance with the provisions of Borsa Italiana Corporate Governance Code adopted by the Company (the "Code"), with the favorable opinion of the Nomination, Remuneration and Human Capital Committee, approved its Guidelines to the Shareholders on the qualitative and quantitative composition of the new Board of Directors deemed optimal (the "Guidelines").

The Board invites the Shareholders, in the drafting of their list, to take into account the indication provided in the abovementioned Guidelines attached to the Board of Directors Report on Item 2 on the Agenda and already published on 20 January 2022 in the governance section of the Company's website (<https://www.atlantia.com/en/governance>).

Each Shareholder has the right to submit one list only, either individually or jointly with other Shareholders, and any candidate included in more than one list will be disqualified. No lists may contain more than fifteen candidates.

Furthermore, pursuant to article 20 of the Articles of Association, each list must include candidates meeting the independence requirements provided by law. In such regard, please note that in the Guidelines the outgoing Board of Directors highlighted the importance to guarantee the presence of an adequate number of independent Directors (at least half of the Board, as provided by the Code for Large Companies and by art. 5 of the Board Term of Reference, available on the Company's website in the governance section). Lists containing three or more candidates must also ensure that at least two fifths of the candidates belong to the least represented gender, in compliance with article 20 of the Articles of Association (the number of candidates belonging to the least represented gender is rounded up, except for lists containing three candidates whereby such number is rounded down).

Each list 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 (also for the purposes of the enrollment of the controlled company Telepass S.p.A. in the register of the electronic money institution), and that, where applicable, they meet the independence requirements established by the laws and regulations

in force; (iii) the identity of the Shareholders that submitted the lists and the their combined equity interests.

Any list that does not comply with the above requirements will be considered as not submitted. In addition to the above, the Shareholders which submit their list of candidates are invited to provide the necessary information concerning any capacity of the candidates to be qualified as independent based on Recommendation no. 7 of the Code as implemented and integrated by article 5 of the Board term of Reference.

The Board, in compliance with Recommendation 23 of the Code, also invites the Shareholders which submit a list containing at least a number of candidates equal to half of the members of the new Board to provide adequate information in the documentation submitted together with the list concerning the compliance of the list with the Guidelines.

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

Lastly, also taking into account the conduct of the General Meeting, Shareholders – are invited to submit any resolution proposal functional to the renewal of the Board, which are integrative and/or alternative to the Board ones, well in advance, ideally together with the submittance of the lists.

Further information on the deposit and publication of the lists and on the modalities of appointment of the Directors are provided under art. 20 of the Articles of Association and in the Board of Directors Report on Item 2 of the Agenda, available on the website (<https://www.atlantia.com/en/governance/general-meeting>) and on the storage platform called 1Info ([www.1Info.it](http://www.1Info.it)).

## Right to ask questions

Pursuant to article 127-ter of the CFA, holders of voting rights can submit questions on Agenda items before the General Meeting by using the appropriate section of the company website <https://www.atlantia.com/en/governance/general-meeting> or by certified email to [atlantia@pecserviziolti.it](mailto:atlantia@pecserviziolti.it) or by fax to +39-06-45417450. Questions must be received before the record date, i.e., **20 April 2022 (before midnight)**.

Only questions 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 Shareholders requested their intermediary to provide the Company with the notification concerning their right to attend the General Meeting, it will be sufficient to include in the request the details of this notification from the intermediary.

Questions received before the General Meeting will be replied to by **26 April 2022** 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 items on the Agenda of the General Meeting and to submit new resolution proposals

Shareholders, separately or collectively, representing one fortieth of the issued capital, **within 10 days from the publication of this notice**, and in accordance with article 126-bis of the CFA, may supplement the items on the Agenda, by way of

submitting a request indicating the further items proposed 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 by certified e-mail to [atlantia@pecserviziolti.it](mailto:atlantia@pecserviziolti.it).

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

Supplements to the Agenda and submission of further resolution proposals on item on the Agenda will be disclosed at least fifteen days before the date scheduled for the General Meeting, in the same modalities provided by law for the notice of call.

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 holder of the right to attend the General Meeting who intends 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 **14 April 2022**. Applications shall be sent by certified e-mail to [atlantia@pecserviziolti.it](mailto:atlantia@pecserviziolti.it) or by fax to +39-06-45417450. Such resolution proposals will be published on the Company's website by **18 April 2022**, to enable the holders of voting rights to express an informed opinion, considering 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 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 such proposed resolutions with respect to Agenda items, their completeness and compliance with the applicable law as well as the right of applicants to submit such proposals.

## Postal votes

No procedures concerning votes casted by mail or electronically are provided.

Rome, 15 March 2022

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