



Atlantia

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

EXTRACT FROM THE NOTICE OF CALL TO THE ORDINARY GENERAL MEETING

(pursuant to art. 125-bis, paragraph 1, Legislative Decree 58/1998)

The holders of voting rights are hereby called to attend the Ordinary General Meeting to be held at the Company's registered office at Via Antonio Nibby, 20 in Rome at 11.00am on 15 April 2014, in first call, and, if necessary, in second call on 16 April 2014 at the same time and place, in order to deliberate on the following

AGENDA

1. Financial statements for the year ended 31 December 2013. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Appropriation of profit for the year. Presentation of consolidated financial statements for the year ended 31 December 2013. Related and resulting resolutions.
2. Authority, pursuant and for the purposes of articles 2357 et seq. of the Italian Civil Code, article 132 of Legislative Decree 58 of 24 February 1998 and article 144-bis of the CONSOB Regulation adopted with Resolution 11971/1999, as amended, to purchase and sell treasury shares, subject to prior revocation of all or part of the unused portion of the authority granted by the General Meeting of 30 April 2013. Related and resulting resolutions.
3. Resolution on the first section of the Remuneration Report pursuant to art. 123-ter of Legislative Decree 58 of 24 February 1998.
4. Changes to the 2011 Share Option Plan and the MBO Share Grant Plan approved on 20 April 2011, as amended on 30 April 2013. Related and resulting resolutions.
5. Approval of a long-term share-based incentive plan for employees and executive directors of the Company and its direct and indirect subsidiaries. Related and resulting resolutions.

Information regarding the issued capital and information on the procedures and deadlines for:

- attendance at General Meetings and the exercise of voting rights (in this regard, please note that the record date is 4 April 2014);
 - the appointment of proxies, including through the Company's Appointed Representative (please note that the Appointed Representative is Computer-share SpA);
 - exercise of the right to add agenda items and submit new motions regarding matters already on the agenda;
 - exercise of the right to ask questions before the General Meeting regarding matters on the agenda (until three days prior to the date of the General Meeting held in first call);
 - the availability of the Directors' Reports, the full texts of resolutions and other documents concerning agenda items;
- is provided in the full notice of call, the text of which – together with documentation regarding the General Meeting – is available on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html>, to which reference should be made.

Rome, 14 March 2014

Atlantia SpA
The Chairman
(Fabio Cerchiai)