



# Atlantia

Registered office: Via Antonio Nibby, 20, Rome - Share capital: EUR 825,783,990.00 (fully paid-in) - Tax code and Rome Companies' Register no. 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 Via Antonio Nibby, 20 in Rome at 11:00 a.m. on 23 April 2015 on first call and, if necessary, on second call on 24 April 2015 at the same time and place, to resolve on the following

### AGENDA

1. Financial statements for the year ended 31 December 2014. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Appropriation of profit for the year. Submission of consolidated financial statements for the year ended 31 December 2014. Related and consequent resolutions.
2. Proposal to supplement the considerations paid for the audit engagement for the financial years 2014 - 2020. Related and consequent resolutions.
3. Authorisation, in accordance with 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 subsequently amended, to purchase and sell treasury shares, subject to prior revocation of all or part of the unused portion of the authorisation granted by the General Meeting of 16 April 2014. Related and consequent resolutions.
4. Appointment of a member of the Board of Directors. Related and consequent resolutions.
5. Appointment of the Statutory Auditors and the Chairman of the Board of Statutory Auditors for the financial years 2015, 2016 and 2017. Determination of the remuneration to be paid to the Chairman of the Board of Statutory Auditors and the Standing Auditors. Related and consequent resolutions.
6. Resolution on the first section of the Remuneration Report in accordance with Article 123-ter of Legislative Decree 58 of 24 February 1998.

#### 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 at the Company's registered office and on the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>), and in the other forms provided by CONSOB regulations, within the terms required by the laws and regulations in force.

The holders of voting rights are entitled to obtain a copy of the above documentation.

#### Information regarding the share capital on the date of call of the General Meeting

The Company's share capital consists of 825,783,990.00 ordinary voting shares with a par value of EUR 1.00 each (excluding treasury shares, which currently total 2,854,664).

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

The only persons who can attend and vote at General Meetings are those that are entitled to vote in accordance with a notification sent to the Company by a person that identifies itself as an "intermediary" in accordance with applicable laws. The notification is issued by the "intermediary" in accordance with records at the close of business on 14 April 2015, i.e. the seventh stock exchange trading day preceding the date set for the General Meeting on first call (the "Record Date"), in compliance with Article 83-*sexies* of Legislative Decree 58 of 24 February 1998 (the "Consolidated Finance Act", or "CFA").

Any deposits in and withdrawals from accounts subsequent to the Record Date will have no effect on a person's right to vote at General Meetings. Therefore, persons who are registered as having title to shares only subsequent to the Record Date will have no right to attend or vote at the General Meeting.

Notifications by the intermediary must arrive no later than 20 April 2015, i.e. the close of business on the third stock exchange trading day preceding the date set for the General Meeting on first call. The right to attend and vote at General Meeting, however, will be valid provided that the Company receives the relevant notice no later than the start of the General Meeting of each call. Shareholders who still hold share certificates in paper form are required to provide the intermediary these share certificates for entry into the centralised paperless share certificate system and apply for the issuance of the above notification. The Chairman's office will be open two hours prior to the time set for the General Meeting, at the venue of the General Meeting, to verify the attendees' identity and right to attend.

#### Proxies

All holders of rights to vote that are entitled to attend the General Meeting can appoint a representative through a written proxy, subject to the limitations provided by the laws in force. To do so, these holders of rights can use the proxy form available for download and printing from the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>).

Proxy holders so appointed can, instead of providing the original form, fax a copy to +39 06 45417450, send an electronic version by certified email to [atlantia@pecserviziotitoli.it](mailto:atlantia@pecserviziotitoli.it) or upload the form to the appropriate section of the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>), attesting under their own responsibility to the conformity of the copy with the original and to the identity of the holder of the right. Under the laws in force, proxy holders must retain the original of the form and any voting instructions received for one year after the end of General Meeting.

#### The Appointed Representative within the meaning of Article 135-*undecies* of the Consolidated Finance Act

Without prejudice to the foregoing, the Company, in accordance with Article 135-*undecies* of the CFA, has appointed Computershare S.p.A. with registered office in Via Mascheroni 19, Milan as the Appointed Representative. Persons with voting rights can grant a proxy providing voting instructions to the Appointed Representative on all or some agenda items by 21 April 2015 with regard to the General Meeting on first call, or by 22 April 2015 with regard to the General Meeting on second call, i.e. the close of business on the second stock exchange trading day preceding the date set for the General Meeting on first or second call. The proxy must be granted to the Appointed Representative according to the procedures and using the relevant form available on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html>.

The proxy is not effective for items for which voting instructions have not been issued.

The proxy and voting instructions can be revoked within the same terms and at the same conditions applied to their granting.

#### Proposal 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 2015, 2016 and 2017.

Under the laws and regulations in force and Article 32 of the Articles of Association, the members of the Board of Statutory Auditors will be appointed based on the lists proposed by the Shareholders. Lists must 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) and in compliance with the applicable provisions laws concerning the gender balance. Each candidate is to be assigned a sequential number.

Only Shareholders who, alone or together with other Shareholders, at the time the lists were proposed to the Company, represent at least 0.5% of the share capital will be entitled to propose lists of candidates. Lists proposed by the Shareholders, together with both information enabling the persons submitting the lists to be identified and additional documentation required by the laws and regulations in force, must be submitted by 29 March 2015, to be understood as extended to 30 March 2015, as this is the first subsequent working day, at the Company's registered office or by certified email to [atlantia@pecserviziotitoli.it](mailto:atlantia@pecserviziotitoli.it). The Company will make the lists available to the public by 2 April 2015 at its registered office, at Borsa Italiana S.p.A., and on the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>).

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

Under Law 120 of 12 July 2011, lists that contain, taking into account both sections, three or more candidates must include at least one fifth of the candidates belonging to the underrepresented gender (rounding up, if applicable, to the higher unit).

When there are two or more candidates for the office of Alternate Auditor, they must be of different genders.

Individuals who hold the maximum number, or more than the maximum number, of offices of director or standing auditor permitted under the applicable laws, or who do not meet the integrity, professionalism and independence requirements under the applicable laws, cannot hold the office of Auditor.

At least two Standing Auditors and one Alternate Auditor will 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 no less than three years. Statutory Auditors who do not meet this requirement will be selected from among individuals with at least three years' overall experience in: a) the management and control of, or the performance of administrative duties in, limited liability companies with a share capital of at least EUR 2 million; b) professional activities or university teaching in law, business and finance; or c) managerial functions at government or public sector entities in the credit, finance or insurance sector.

No Shareholder, Shareholders belonging to the same group, or Shareholders party to a shareholders' agreement can propose or vote for more than one list, including through a proxy holder or a trust company ("società fiduciaria"), and any candidate included in more than one list will be disqualified.

Each list must be accompanied by: (i) information on the identity of the Shareholders who have proposed the lists and the total percentage of their shareholding, together with certificates confirming their title to the related shares; (ii) exhaustive information regarding the candidates' personal and professional characteristics; (iii) declarations from the individual candidates accepting their candidature, certifying under their own responsibility that there is no fact or deed which could give rise to their disqualification, and declaring that they

meet the legal requirements for holding the office and comply 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 limited liability 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 exists - as defined by CONSOB under Article 144-*quinquies* of the regulation adopted with CONSOB Resolution 11971 of 14 May 1999 - with these Shareholders. In making this declaration, the Shareholders are invited to take into account the provisions of CONSOB Ruling DEM/9017893 of 26 February 2009 (available at [www.consob.it](http://www.consob.it)).

Each Shareholder who proposes lists must submit and/or deliver to the Company, by 2 April 2015, a certification issued by intermediaries in accordance with the current legislation and regulations in force, providing evidence of the title to the minimum shareholding required to qualify for the right to submit lists. Any list that does not comply with the above requirements will be considered not to have been submitted.

If by 30 March 2015 only one list of candidates for the office of 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 entitled will be able to propose lists by submitting them to the registered office or by certified email to [atlantia@pecserviziotitoli.it](mailto:atlantia@pecserviziotitoli.it), by 2 April 2015. In this case, the minimum shareholding required to qualify for the right to propose lists will be halved.

Under Article 32 of the Articles of Association, and in compliance with the laws on the gender balance in force, three Standing Auditors and one Alternate Auditor will be taken from the majority list, the remaining two Standing Auditors will be taken from the other lists based on quotients attributed to the candidates, and the remaining Alternate Auditor will be taken from the minority list that obtains the highest number of votes. The Chairman of the Board of Statutory Auditors will be the first candidate on the minority list that obtains 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 in 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>).

#### Right to ask questions

All holders of voting rights can submit questions on agenda items also prior to the General Meeting and up to three days prior to the General Meeting held on first call; answers will be provided no later than during the General Meeting. The Company can provide a collective answer to questions on the same subject. The Company is not required, however, to respond to questions which can be found in the "Questions and Answers" section on the Company's website.

Questions must be sent to the Company through the relevant section on the Company's website <http://www.atlantia.it/en/investors/general-meetings.html>, by fax to +39 06 43632339, or by email to the certified email address [atlantia@pecserviziotitoli.it](mailto:atlantia@pecserviziotitoli.it).

All persons asking questions must provide details of their identity.

#### Right to add General Meeting agenda items and to submit new resolution proposals

Shareholders, whether separately or collectively, representing one fortieth of the share capital can ask to add items to the agenda by indicating the subject matter in their request, or submit resolution proposals regarding matters already on the agenda, within ten days of the publication of this notice in accordance with Article 126-*bis* of the Consolidated Finance Act. Applications must be submitted in writing accompanied by evidence of voting rights, by fax to +39 06 43632339 or by email to the certified email address [atlantia@pecserviziotitoli.it](mailto:atlantia@pecserviziotitoli.it).

No agenda items can be added concerning matters for which the General Meeting is required by law to deliberate, based on a proposal, project or report put forward or prepared by the Board of Directors, other than those listed under Article 125-ter, paragraph 1 of the Consolidated Financial Act.

More information on these rights and their exercise can be obtained from the Company's website mentioned above.

#### Postal votes

No provision has been made for votes to be cast by post or electronically. The full texts of the Articles of Association and Atlantia S.p.A.'s Corporate Governance Code are available at [www.atlantia.it](http://www.atlantia.it).

Rome, 14 March 2015

Atlantia SpA  
The Chairman  
Dott. Fabio Cerchiai