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MINUTES OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF

"ATLANTIA SPA"

REPUBLIC OF ITALY

On the third day of December, two thousand and twenty-one

at 11.05 a.m.

at Via Alberto Bergamini 50 in Rome

3 December 2021

As requested by "ATLANTIA SPA" with registered offices at Piazza San Silvestro, Rome, fully paid-up issued capital of €825,783,990.00, Rome Companies' Register Number and Tax Code and VAT Registration Number 03731380261, REA RM-1023691, the undersigned, Salvatore MARICONDA, Notary in Rome, a member of the Board of Notaries for the United Districts of Rome, Velletri and Civitavecchia, proceeded on the above date at 11.00 p.m. to Via Alberto Bergamini n. 50, Rome, to attend and minute the resolutions of the Ordinary and Extraordinary General Meeting of the shareholders of the requesting Company, convened for 11.00 a.m. at that location, in single call, to deliberate and vote on resolutions relating to the following

Agenda:

which I, the Notary, proceed to read:

Ordinary session

1. Authorization to purchase treasury shares. Related and resulting resolutions.

2. Amendments to the General Meeting Regulations. Related and resulting resolutions.

Extraordinary session

1. Cancellation of treasury shares without reducing the share capital and consequent amendment to article 6 of the Articles of Association. Related and resulting resolutions.
2. Proposed amendments of the following provisions of the Articles of Association:
 - A. article 14, to make the General Meeting Regulations and independent document with respect to the Articles of Association and consequent amendment to article 1 of the General Meeting Regulations;
 - B. article 27, to include the principle of the pursuit of sustainable success; and
 - C. articles 31 and 32, to amend the composition of the Board of Statutory Auditors, starting from the next re-election; related and resulting resolutions.

On entering the location of the General Meeting, I noted the presence at the table of the Chairman, Fabio CERCHIAI, born in Florence on 14 February 1944 and domiciled for the purposes of his position in Rome, as above, Chairman of the requesting Company's Board of Directors who, as such, pursuant to article 15 of the Articles of Association, acted as Chairman of the Meeting.

I, the Notary, am certain of the identity of the person, who, as

agreed by the Shareholders, requested me, the Notary, to minute the General Meeting.

Before opening the proceedings, the Chairman welcomed those in attendance:

" Good morning, Ladies and Gentlemen. Due to the ongoing health emergency, and in order to contain the risks connected with such emergency, Atlantia S.p.A. has elected to take advantage of the option granted by the related legislation, which means that Shareholders may only attend the General Meeting through the appointed representative defined in article 135-undecies of the CFA, without the need for Shareholders to be physically present. This is in compliance with the provisions of Law Decree 18/2020 (the "Cura Italia" Decree) converted, with amendments, by art.1, paragraph 1 of Law 27 of 24 April 2020, as amended.

I would like, therefore, to warmly welcome Mr. Enrico MONICELLI, representing Computershare S.p.A., to the General Meeting and, through him, send greetings to all our Shareholders on behalf of the Board of Directors, the Board of Statutory Auditors and the Company's management."

On finishing his introductory greetings, the Chairman declared the meeting open, handing the floor to me, the Notary, in order to state the following for the record:

- this General Meeting had been called for 11.00 a.m. on 3 December 2021, to be held in single call at Via Alberto Bergamini 50 in Rome, in conformity with art. 12 of the Articles of Association.

It was called by notice containing the information required by art. 125-*bis* of Legislative Decree 58 of 24 February 1998 (as amended - the Consolidated Finance Act or "CFA"), with the full text of the notice having been published on the Company's website and on the 1Info storage platform (www.1Info.it) on 3 November 2021, and an extract from such notice having been published in "MF Milano Finanza" on 4 November 2021;

- pursuant to art. 135-*undecies* of the CFA and the above *Cura Italia* Decree, in preparation for the General Meeting, Computershare S.p.A., with registered offices at Via Lorenzo Mascheroni, 19, Milan, was designated Appointed Representative for the Meeting, and on 3 November 2021 the "Proxy form appointing the Appointed Representative in accordance with art. 135-*undecies* of the CFA" and the "Proxy form appointing the Appointed Representative in accordance with art. 135-*novies* of the CFA" were made available to the public on the Company's website at www.atlantia.it (in the section *Investor Relations - General Meetings*);

- within the deadline for publication of the notice of call required by article 125-*bis*, paragraph 2 of the CFA, and, more precisely, 3 November 2021, it was made available on the public throughout the Company's website at www.atlantia.it (in the section *Investor Relations - General Meetings*) and on the 1Info storage platform (www.1Info.it):

i. all information required pursuant to the relevant

provisions of the CFA and the regulations adopted by CONSOB by resolution 11971 of 14 May 1999, as amended (the "Regulations for Issuers"); and

ii. in conformity with article 125-ter of the CFA and considering the way in which the meeting is carried out, the explanatory reports regarding the sole agenda item for the current General Meeting, both in Ordinary and Extraordinary session, giving notice of publication on the Company's website and on the SDIR 1Info;

- in addition to the provisions of art. 126-bis, paragraph 1 of the CFA, with regard to the requests to add agenda items or submit new motions to be deliberated on from Shareholders separately or collectively holding at least 2.5% of the issued capital, Atlantia S.p.A. allowed holders of the right to attend the General Meeting to submit individual proposals regarding agenda items to be presented to the Meeting, in accordance with the terms and conditions described in the notice of call and on the Company's website;

- the Company had not received any requests for other items or motions to be added to the Agenda for the Meeting.

At the invitation of the Chairman, the Appointed Representative stated that 4 (four) Shareholders has designated the representative to serve as proxy with voting instructions by the deadline established by art. 135-undecies of the CFA, and that 1,259 (one thousand, two hundred and ninety two) Shareholders had

designated the representative to serve as proxy with voting instructions pursuant to art. 135-novies of the CFA.

Having retaken the floor, I, the Notary, concluded by stating that, pursuant to art. 127-ter, paragraph 1-bis, of the CFA, and in accordance with the procedures specified in the notice of call, the Shareholders Tommaso Marino and D&C Governance Technologies SRL, respectively by means of certified email sent on 21 and 24 November 2021, had submitted questions, and that, in compliance with the above art. 127-ter, on 30 November 2021, the Company had published answers to the above questions on its website at www.atlantia.it (in the section *Investor Relations - General Meetings*).

The folder containing the pre-Meeting questions is attached to these minutes.

At the invitation of the Chairman, the Appointed Representative stated that the holders of 610,716,160 (six hundred and ten million seven hundred and sixteen thousand one hundred and sixty) ordinary voting shares were represented by the Appointed Representative designated by proxy, accounting for 73,955922% (seventy-three point nine hundred and fifty-five five thousand nine hundred and twenty-two per cent) of the total issued capital of 825,783,990 shares (6,959,693 being treasury shares). These referred to the 1,263 (one thousand, two hundred and sixty three) Shareholders who had designated the Representative to be their proxy.

The Representative informed the Meeting that the proxy forms were received by Computershare SpA, as the Appointed Representative, via the voting platform made available on the Company's website, by email sent to atlantia@pecserviziotitoli.it and by fax to +39-06-45417450, and that, having been correctly submitted, would be filed in the Company's records.

In addition, the Appointed Representative announced that it had no interests in respect of the proposed resolutions to be put to the vote during the General Meeting.

Having retaken the floor, I, the Notary, taking into account the procedures governing the participation of Shareholders in the Meeting and through which voting instructions on item 1) on the agenda for the Ordinary session had been provided to the Appointed Representative, noted that the Meeting was quorate for all the matters to be dealt with.

In accordance with the legislation relating to the processing of personal data, as contained in EU Regulation 679 of 27 April 2016 and Legislative Decree 196 of 30 June 2003, as amended by Legislative Decree 101 of 10 August 2018, the Meeting was advised that Atlantia S.p.A. was the controller of such data and that the personal data of the attendees of the Meeting, through the Appointed Representative, would be collected and processed by the Company solely for the purposes of meeting the mandatory requirements relating to the General Meeting and to be complied with by the Company, in the form and subject to the restrictions

of legislation currently in force having regard to the obligations, processing and purposes of such data. For further information, attendees were referred to the information published on the Company's website, on the "General Meetings" page.

I, the Notary, continued, noting that, for the purposes of participation in the Meeting that day, pursuant to art. 83-sexies, paragraph 2, of the CFA, third-party documentary evidence had been provided to the Company in accordance with statutory requirements, confirming the possession of voting rights based on information to hand at the close of business on 24 November 2021, being the seventh trading day preceding the date fixed for the General Meeting to be held in single call (the "Record Date"). The Chairman thus declared the Meeting, to be held in single call, to be quorate.

The Chairman informed the Meeting that the outcomes of the votes on all the agenda items for the General Meeting would be provided by Computershare S.p.A. as the entity with responsibility for managing the Meeting and that the system for recording votes would produce the necessary documents to attached to the minutes, consisting of:

- lists of the Shareholders represented;
- separate lists for the different votes.

The Chairman then announced that, in addition to himself, the Chief Executive Officer Carlo Bertazzo was present at the location of the General Meeting, and that the following persons were in

attendance via audio/video link:

- Andrea BOITANI
- Riccardo BRUNO
- Cristina DE BENETTI
- Dario FRIGERIO
- Lucia MORSELLI
- Nicola VERDICCHIO

- and that the following members of the Board of Statutory Auditors

were in attendance via audio/video link:

- | | |
|--------------------------|-------------------|
| - Roberto RUGGERO CAPONE | Chairman |
| - Maura CAMPRA | Statutory Auditor |
| - Sonia FERRERO | Statutory Auditor |
| - Lelio FORNABAIO | Statutory Auditor |

The Statutory Auditor Angelo Rocco BONISSONI and the following

Directors were absent with leave:

- Gioia GHEZZI
- Giuseppe GUIZZI,
- Anna Chiara INVERNIZZI
- Carlo MALACARNE
- Valentina MARTINELLI
- Ferdinando NELLI FEROCI
- Licia SONCINI

As noted at the start of the Meeting, Enrico Monicelli, representing Computershare S.p.A., the company designated by Atlantia S.p.A. as the Appointed Representative, was also present

via audio/video link.

The Chairman stated for the record that, based on available information and notifications pursuant to art. 120 of the CFA, the holders of voting shares exceeding 3% (three per cent) of the issued capital, and their percentage shareholdings, were as follows:

- **Edizione S.r.l.**, indirectly holding **31.00 %** (thirty-one per cent) of Atlantia's issued capital through its subsidiary, **Sintonia S.p.A.**, which directly holds this interest;

- **GIC PRIVATE LIMITED**, which holds **8.285%** (eight point two, eight, five per cent) of the issued capital, of which **0.231%** (nought point two, three, one per cent) is held directly and **8.054%** (eight point zero, five, four per cent) held indirectly through InvestCo Italian Holdings S.r.l.;

- **HSBC HOLDINGS Plc**, which holds **5.007%** (five point zero, zero, seven per cent) of the issued capital, including **4.892%** (four point eight, nine, two per cent) held through HSBC BANK Plc and **0.115%** (nought point one, one, five per cent) held through other of its subsidiaries;

- **Fondazione Cassa di Risparmio di Torino**, which holds **4.537%** (four point five, three, seven per cent) of the issued capital.

It was noted that under the exemptions provided for in paragraphs 7 and 8 of art. 119-*bis* of the Regulations for Issuers, asset management companies and licensed parties that have acquired shareholdings, in the due course of business, of over 3% (three

per cent) but less than 5% (five per cent) are not required to comply with the disclosure requirements set out in art. 117 of the Regulations for Issuers. It is, consequently, possible that as a result of such exemptions, the interests of certain Shareholders may not be consistent with the data processed and released from different sources to the extent that such variations in interests were not subject to disclosure by the Shareholder. In addition, Atlantia S.p.A. holds treasury shares representing approximately 0.843% (zero point eight, four, three per cent) of the issued capital, regarding which voting rights are suspended *ex lege*.

The Chairman asked the Appointed Representative whether, in the case of one or more Shareholders, there were any legal defects with respect to voting rights under existing statutory requirements.

The Appointed Representative stated that it was not aware of any such defects.

Prior to opening deliberation of the sole agenda item, the Chairman informed the Meeting that, in accordance with the approach adopted in previous general meetings, he would omit a full reading of the related explanatory report, given that this document had been made available to the public within the deadline required by law.

Moving on to item 1) on the agenda for the Ordinary General Meeting: **"Authorization to purchase treasury shares. Related and**

resulting resolutions", the Chairman invites the CEO to illustrate the proposal made by the Board of Directors to the Shareholders' and its rationale.

The CEO reminds that in the context of the policies for the investment of new financial resources, previously announced to the market on 15 June 2021 (the "Reinvestment Policies"), Atlantia S.p.A. has, among other things, decided to propose a buy-back plan. This will enable the Company to offer shareholders a cash return on their investment, in addition to dividends.

Shareholders have, therefore been called to a General Meeting to discuss and deliberate on a resolution proposal to authorize the Board of Directors to repurchase Atlantia's treasury shares, in accordance with articles 2357 and 2357-ter of the Italian Civil Code and article 132 of Legislative Decree 58 of 24 February 1998, art. 144-bis of the CONSOB Regulations, in accordance with the terms and conditions set out in the relevant report of the Board of Directors (without prejudice of the authorization to sell or otherwise assign and/or use, on one or more occasions and at any time, without any time limits, all or a part of the resulting treasury shares, in accordance with the terms, conditions and procedures set out in the resolution of the General Meeting of shareholders held on 18 April 2019).

The proposed authorisation is designed to enable the Board of Directors to purchase the Company's treasury shares, in accordance with the relevant EU and other legislation and (where

applicable) permitted market practices from time to time in force.

The aim is to provide the Company with a flexible means of remuneration of the shareholders that is extraordinary and additional to the distribution of dividends, in line with the approach set out in the Reinvestment Policies.

On this basis, the resulting treasury shares acquired under the authorisation described in this Report, if approved, will then be cancelled in accordance with the terms and conditions provided for in the Directors' report on item 1) on the agenda of the extraordinary session of today's General Meeting and thus the treasury shares purchase shall have no other purposes than remunerating shareholders.

It is hereby proposed that the General Meeting authorise, for the purposes above mentioned, the buy-back of treasury shares, in one or more tranches, up to a maximum value of €2,000,000,000 and a maximum of 125,000,000 shares, representing approximately 15% of the issued capital (without taking into account the existing holding of treasury shares, equal to 0.843% of the issued capital), and in any event, if lower, within the limit provided by the legislation from time to time in force.

The CEO then refers to the Report of the Board of Directors for the details of the other terms and conditions of the plan, including the steps by which the purchases will be made, the maximum and minimum amounts and the objective criteria on the basis of which the prices will be determined.

The Chairman thanks the CEO and reminds the exemption of effectiveness of the shareholder resolution from the obligation to launch a mandatory takeover offer pursuant to art. 44-bis, paragraph 2 of the Regulations for Issuers.

He requires me, the Notary, to briefly illustrate how the so known "*Whitewash mechanism*" works, pursuant to art. 44-bis, paragraph 2 of the Regulations for Issuers.

I, the Notary, reminds that, in application of the above whitewash mechanism, if shareholders - when called on to vote on the buy-back authorization - were to approve the proposal by the majorities provided for in the above art. 44-bis, par. 2, of the Regulation of Issuers (and, therefore, with the favourable vote of a majority of the attending shareholders other than Sintonia), Sintonia will be exempted from the obligation to launch a mandatory takeover bid, could, therefore, result in an increase in the shareholding of the direct shareholder, Sintonia (and of the indirect shareholder, Edizione) to above the threshold at which the obligation to launch a mandatory takeover bid is triggered (so-called "consolidation takeover bid"). Under art. 106, paragraph 3(b) of the CFA and art. 46 of the Regulations for Issuers, this threshold has been established as 5% of the issued capital represented by voting shares over a period of twelve months from the date of the latest share purchase or sale.

I, the Notary, added that, by reading out the results of the vote, it will be highlighted the above aspects.

The Chairman thanks me for the clarification and thus referred the Meeting to the Board of Directors' explanatory report and, on the assumption that the content and the opinions expressed therein are agreed with those present, invited the General Meeting to adopt the following resolution, which asked me, the Notary, to read in full and that is as follows

"The Annual General Meeting of Atlantia SpA, having noted the proposal submitted by the Board of Directors and in accordance with this proposal, to which reference is hereby made,

Resolves

- 1. to authorise the Board of Directors, in accordance with and for the purpose of Articles 2357 et seq. of the Italian Civil Code and Article 132 of Legislative Decree 58 of 24 February 1998, to purchase, within the next 18 (eighteen) months, including in more than one tranche, and at any time, no more than 125,000,000 treasury ordinary shares without par value (without taking into account the existing holding of treasury shares, equal to 0.843% of the issued capital) and in any event, if lower, within the limit provided by the legislation from time to time in force, up to the maximum amount of €2,000,000,000, in compliance with the applicable Italian and European legislative and regulatory requirements and, where applicable, permitted market practices, from time to time in force, in order to achieve the purposes described in the Board of Directors' report and, therefore, in order to provide the Company with a*

flexible means of remuneration of its shareholders that is extraordinary and additional to the distribution of dividends, in line with the approach set out in the Reinvestment Policies.

2. *to authorise that the purchases described in point 1 above be made as follows:*

a) at a purchase price fixed by the Board of Directors at the time of each transaction, based on the chosen purchase procedure and in compliance with the relevant statutory and regulatory requirements and permitted market practices from time to time in force, where applicable; and in particular:

- (i) in the case of purchases in regulated markets, at a price per share that must not be less than 20% below or more than 20% above the official price of the Company's ordinary shares recorded on the trading day prior to each single purchase, provided that the consideration paid may not be higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is made; and*
- (ii) in the case of purchases via a public tender offer, at a price that must not be less than 20% below or more than 20% above the average of the official prices of the Company's ordinary shares recorded over the five trading days prior to the public*

announcement of the transaction;

b) in accordance with the following procedures, to be decided on at the time of each transaction, in accordance with art. 144-bis of the Regulations for Issuers [letters a) and b)], Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052, and permitted market practices from time to time in force (where applicable) and any subsequent, applicable requirements, in such a way as to ensure the equal treatment of shareholders, as required by art. 132 of the CFA:

(i) via a public tender offer; and

(ii) in regulated markets or multilateral trading systems, in accordance with the operating procedures established in the rules for organising and managing such markets, which do not allow the direct matching of buy orders with predetermined sell orders.

3. *to retain the authority, pursuant to and for the purposes of art. 2357-ter of the Italian Code, to sell or otherwise assign and/or use, on one or more occasions and at any time, without any time limits, all or a part of the resulting treasury shares, in accordance with the terms, conditions and procedures set out in the resolution authorising the use of treasury shares, dated 18 April 2019, which shall continue to apply in full;*

4. *to authorise, in accordance with art. 2357-ter, paragraph 3 of the Italian Civil Code, completion of all the necessary or appropriate accounting entries are carried out following any*

- authorised purchases of treasury shares, in compliance with the legislation in force and the applicable accounting standards;*
- 5.** *to grant the Board of Directors, and anyone delegated by it, the broadest powers necessary to carry out, including through agents acting on its behalf, purchases for the purposes and within the limits described in point 1 above, establishing the purchase procedures and the criteria to set the price per share in compliance with point 2 above and to carry out all activities required for this purpose that are necessary, suitable, instrumental, connected and/or useful for the positive outcome of these transactions and for the authorisation granted under this resolution, including through representatives, reporting to the market and complying with any applicable provisions issued from time to time by the competent authorities;*
- 6.** *to expressly acknowledge that, in application of the so-called whitewash mechanism provided for in art. 44-bis, paragraph 2 of the Regulations for Issuers, effectiveness of this resolution authorising the buy-back of treasury shares, if approved by the majorities provided for under such article, will exempt Sintonia (and its parent, Edizione) from the obligation to launch a mandatory takeover bid if, as a result of buy-backs carried out under the resolution granting the authorisation, the shareholding of Sintonia (and, indirectly, of Edizione) were to exceed the threshold set by art. 106, paragraph 3(b) of the CFA.”*

Having retaken the floor, the Chairman declared voting on the sole item on the agenda to be open.

Computershare S.p.A., as the Appointed Representative, announced the outcome of the vote on item 1) on the agenda of the Ordinary session, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman thus read out the results of the vote:

For 606.388.079

99,291311% of the ordinary shares

Against 3.432.591

0,562060% of the ordinary shares

Abstentions 895.490

0,146629% of the ordinary shares

Not cast 0

0% of the ordinary shares.

The Chairman thus declared the proposal set out in the Board of Directors' Report on item 1) of the Ordinary session on the agenda to have been approved.

For the purposes and to the effects of the provisions of art. 44-bis, paragraph 2 of the Regulation of the Issuers, the Chairman acknowledged that the resolution proposals were approved by the majority of the Shareholders present at the meeting other than Sintonia.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of

art. 135-*undecies* of the CFA.

Moving on to item 2) on the agenda for the Ordinary General Meeting: **“Amendments to the General Meeting Regulations. Related and resulting resolutions”**, the Chairman reminded that the Board of Directors has deemed it appropriate to call an Extraordinary session of the General Meeting on the same date in order, as indicated in the Report to item 2.A) on the agenda of the Extraordinary General Meeting, to separate and detach the current General Meeting Regulations from Atlantia’s Articles of Association and its nature as a “reserved matter” that may only be amended by resolution approved by an Extraordinary General Meeting. As a result, the Regulations will be brought within the purview of the Ordinary General Meeting, as provided for in art. 2364, paragraph 1., n. 6) of the Italian Civil Code.

On this basis (and on the assumption that the Extraordinary General Meeting will approve the above proposal), the Board of Directors has also deemed it appropriate to call an Ordinary General Meeting to resolve on approval of certain amendments to Atlantia’s General Meeting Regulations.

The principal amendments being proposed aim to: a) align a number of provisions with how General Meetings are actually conducted, in the light of the Company’s experience and technological developments that have taken place since the current General Meeting Regulations were adopted, regarding, among other things, the exercise of voting rights; and, b) make further amendments

/changes of a formal nature, also in order to improve the systematic organization of the Regulations' structure and rationalise their content in keeping with the Articles of Association, resulting in the renumbering of certain articles. Hence, the resolution approving the amendments to the General Meeting Resolutions will be under condition precedent that the resolution proposal concerning item 2.A. of the extraordinary session of today's meeting is approved by shareholders and registered with the Companies' Register.

The Chairman thus referred the Meeting to the Board of Directors' explanatory report and, on the assumption that the content and the opinions expressed therein are agreed with those present, invited the General Meeting to adopt the following resolution, which asked me, the Notary, to read in full and that is as follows

"Having taken note of the Board of Directors' proposal, examined the report prepared pursuant to art. 125-ter of Legislative Decree 58 of 24 February 1998 and abiding by the proposal contained therein, the Ordinary General Meeting of Atlantia SpA's shareholders hereby;

Resolves

- 1. to approve the amendments to Atlantia's General Meeting Regulations presented in the Board of Directors' report, which will thus be worded as per the version attached to the report;*
- 2. to provide that the resolution referred to in item 1 above is subject to the approval by the Shareholders of the*

resolution proposal concerning item 2.A, on the agenda of the extraordinary session of today's General Meeting of Atlantia and to the registration of the said resolution with the Companies' Register;

- 3.** *to authorise the Board of Directors and, on its behalf, the Chairman of the Board and the CEO, severally and with the authority to delegate any and all powers, none excluded or excepted, necessary or appropriate in order to implement the foregoing resolutions, as well as to make such amendments, additions or non-substantive deletions to said resolutions as may be necessary, at the request of any competent authority".*

Having retaken the floor, the Chairman declared voting on item 2) on the agenda for the Ordinary session to be open.

Computershare S.p.A., as the Appointed Representative, announced the outcome of the vote on item 2) on the agenda of the Ordinary session, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman thus read out the results of the vote:

For 610.716.160

100% of the ordinary shares

against 0

0% of the ordinary shares

Abstentions 0

0% of the ordinary shares

Not cast 0

0% of the ordinary shares.

The Chairman thus declared the proposal of the Board of Directors contained in item 2) on the agenda for the Ordinary session of the General Meeting unanimously approved.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of art. 135-undecies of the CFA.

Moving on to item 1) on the agenda for the Extraordinary General Meeting: **"Cancellation of treasury shares without reducing the share capital and consequent amendments to article 6 of the Articles of Association. Related and resulting resolutions"**, the Chairman invited the CEO to illustrate the proposal made by the Board of Directors to the Shareholders' and its rationale.

The CEO reminded that the cancellation concerns all or a part of Atlantia's treasury shares possibly purchased and held by the Company under the buy-back authorisation submitted for your approval as item 1 on the agenda of the ordinary session (the "Buy-back Authorisation"). The buy-back regards up to a maximum of 125,000,000 of the Company's shares (equal to approximately 15% of Atlantia's issued capital at the date of this report (the "Report")), without affecting the shares already held at the date of this Report and that the Company may dispose of - on one or more occasions and at any time, without any time limits - under the terms and conditions of the shareholder resolution of 18 April 2019, as deliberated on as item 1 on the agenda of the ordinary

session of today's General Meeting.

The Board of Directors will decide whether to cancel all or a part of the treasury shares purchased in implementation of the Buy-back Authorisation, in keeping with the purposes set out in the relevant Director's report. Such decision will also take into account the considerations described in paragraph 2 of this Report, regarding the possible efficiency exempting the mandatory takeover bid deriving from the approval of the resolution concerning the cancellation of treasury shares.

The CEO highlighted that the Company has applied to the Consob for confirmation of applicability, by extension or analogy, of the cited whitewash mechanism, granted by art. 44-bis, par. 2 Regulation for Issuers, to the cancellation of treasury shares given the identical nature of the reasons for and the purposes of the two transactions (the return of capital to shareholders). Thus, were the Consob to confirm applicability of the above whitewash mechanism to the cancellation of treasury shares, shareholders should note that in the event of approval of the proposal with the majorities provided for in art. 44-bis, par. 2 of the Regulations for Issuers (and, therefore, with the favourable vote of a majority of the attending shareholders other than Sintonia), Sintonia (and, indirectly, Edizione) will be exempted from the obligation to launch a mandatory takeover bid, also in case Sintonia's shareholding exceeds the threshold set by art. 106, paragraph 3(b) of the CFA over a period of twelve

months, as a result of cancellation of treasury shares.

If, however, the CONSOB rules against applicability of the whitewash exemption to the cancellation of treasury shares, or if the resolution authorizing the cancellation were not approved by the majorities provided for in art. 44-bis, paragraph 2 of the Regulations for Issuers, the Board of Directors will determine the number of shares to be cancelled in implementation of the authorization described in this Report taking into account the threshold set by art. 106, paragraph 3(b) of the CFA and art. 46 of the Regulations for Issuers.

In the light of the above, the CEO added that, by reading out the results of the vote, it will be highlighted the above aspects. The Chairman thus referred the Meeting to the Board of Directors' explanatory report for further details concerning the way by which the cancellation and the following amendments of the Articles of Association will take form and, on the assumption that the content and the opinions expressed therein are agreed with those present, invited the General Meeting to adopt the following resolution, which asked me, the Notary, to read in full and that is as follows

"Having taken note of the Board of Directors' proposal, examined the report prepared pursuant to art. 125-ter of Legislative Decree 58 of 24 February 1998 and article 72 of the CONSOB Regulation adopted with resolution 11971 of 14 May 1999, and in accordance with and following the proposal contained therein, the Extraordinary General Meeting of Atlantia SpA's shareholders

hereby;

Resolves

1. to cancel all or a part of Atlantia's ordinary shares possibly purchased in implementation of the authorisation granted by shareholders at the ordinary session of today's General Meeting, up to a maximum of 125,000,000 of Atlantia's ordinary shares, and to grant for this purpose the Board of Directors, with the power to delegate such authority to the Chairman and the Chief Executive Officer, acting jointly or severally, the authority: (i) to determine the number of treasury shares to be cancelled in keeping with the purposes described in the above Board of Directors' report, after taking due account of the CONSOB's response to Atlantia's request for confirmation of the applicability of the whitewash mechanism provided for by art. 44-bis, paragraph 2 of the Regulations for Issuers to this resolution authorising the cancellation of treasury shares (considering that, in the event of approval of such proposal with the majorities provided for in above mentioned article, Sintonia, and indirectly Edizione, will be exempted from the obligation to launch a mandatory takeover bid, should the shareholding of the former exceeds the threshold set by art. 106, paragraph 3(b) of the CFA) and (ii) to proceed, within 24 (twenty-four) months as of the shareholder resolution granting authorisation, with the related cancellation in a single transaction or in several transactions, depending on the procedures to be decided on by the Board of Directors and to carry

out all actions necessary or appropriate for this purpose;

2. to proceed with the above cancellation without recognising any profit or loss and without having any impact on the Company's equity, apart from the amount of issued capital, with a consequent automatic increase in the "accounting par value" of the shares issued by the Company;

3. to proceed with the above cancellation without recognising any profit or loss and without having any impact on the Company's equity, apart from the amount of issued capital, with a consequent automatic increase in the "accounting par value" of the shares issued by the Company;

4. to herewith approve, following the cancellation of treasury shares referred to in the above points 1 and 2, the amendment to art. 6, paragraph 1 of the Articles of Association where it indicates the number of shares into which Atlantia's issued capital is divided, indicating in the same paragraph the number of shares that will effectively exist once the above cancellation has been carried out, and granting for this purpose the Board of Directors, with the power to delegate such authority to the Chairman and the Chief Executive Officer, acting jointly or severally, the authority to amend the above article of association by updating the number of such shares and carrying out all actions necessary or appropriate in this regard;

5. to grant the Board of Directors and, on its behalf, the Chairman of the Board of Directors and the Chief Executive Officer, acting

jointly or severally and the power to delegate such authority, all the appropriate powers: (i) to implement the above resolutions in accordance with the law; (ii) to accept or introduce any changes or additions to the resolutions (without altering the substance of the resolutions adopted) that may be required in order to file them with the Companies' Register or the authorities or necessary and/or appropriate in order to comply with the related legislation and regulations; (iii) to file and register, in accordance with the law, with an explicit and advance declaration of approval and ratification, the resolutions adopted and the text of the Articles of Association updated as per the above".

Having retaken the floor, the Chairman declared voting on item 1) on the agenda for the Extraordinary session to be open.

Computershare S.p.A., as the Appointed Representative, announced the outcome of the vote on item 1) on the agenda of the Extraordinary session, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman thus read out the results of the vote:

For 608.187.561

99,585962% of the ordinary shares

Against 1.633.109

0,267409% of the ordinary shares

Abstentions 895.490

0,146629% of the ordinary shares

Not cast 0

0% of the ordinary shares.

The Chairman thus declared the proposal set out in the Board of Directors' Report on item 1) of the Extraordinary session on the agenda to have been approved by the majority.

For the purposes and to the effects of the provisions of art. 44-bis, paragraph 2 of the Regulation of the Issuers, the Chairman acknowledged that the resolution proposals were approved by the majority of the Shareholders present at the meeting other than Sintonia.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of art. 135-undecies of the CFA.

Moving on to item 2) on the agenda for the Extraordinary General Meeting: **"Proposed amendments of the following provisions of the Articles of Association: A. article 14, to make the General Meeting Regulations an independent document with respect to the Articles of Association and consequent amendment to article 1 of the General Meeting Regulations; B. article 27, to include the principle of the pursuit of sustainable success; and, C. articles 31 and 32, to amend the composition of the Board of Statutory Auditors, starting from the next re-election; related and resulting resolutions.** The Chairman reminded that the amendments to the Article of Association are part of the overall restructuring of Atlantia's organisation, processes and management that has led Atlantia to focus on the core activities

of portfolio management, strategy, risk, talent, partnership, innovation and sustainability with a view to further improve the Company's corporate governance standards.

The proposals that the Board of Directors submitted to the approval of the General Meetings are aimed to:

(i) make the General Meeting Regulations an independent document with respect to the Atlantia's Article of Association and, therefore, a more flexible tool for regulating the Shareholders' Meetings' procedures;

(ii) include the principle of pursuing sustainable success in the long-term period as the objective that guides the actions of the board of directors;

(iii) amend the composition of the Board of Statutory Auditors starting from the next renewal of the control body following the approval of the amendments to the Article of Association.

In consideration of the way in which the Shareholders Meeting is conducted - pursuant to Article 106 of the Decree-Law no. 18 of 17 March 2020, converted with amendments into law by Article 1, paragraph 1, of Law no. 27 of 24 April 2020 and subsequent amendments - in order to simplify the procedure for the issuance of voting instructions, the proposals listed above are voted separately by the Shareholders' Meeting.

Focusing on the proposed amendment to article 14 of the Articles of Association, the Chairman specified that it aims to make the General Meeting Regulations a separate and independent document

with respect to the Articles of Association. The Company's past experience has brought to light the need to make the General Meeting Regulations a more flexible tool to govern specific General Meeting procedures also with the aim to take into account potential changes to legislation and regulations and related practices. The ultimate objective of such amendments is to ensure the efficient conduct of General Meetings and promoting the exercise of shareholders' rights and, above all, voting rights. As a consequence thereof and for the same objectives, the Board proposes to contemporaneously amend the part of the General Meeting Regulations which states that the Regulations form an integral part of the Articles of Association and that, as a result, the related amendments are subject to approval by the Extraordinary General Meeting.

The Chairman thus referred the Meeting to the Board of Directors' explanatory report for further details concerning the reasons for each of the proposed amendments to the Articles of Association and, on the assumption that the content and the opinions expressed therein are agreed with those present, invited the General Meeting to adopt the following resolution, which asked me, the Notary, to read in full and that is as follows:

"Having examined the report of the Board of Directors and the proposal contained therein, the Extraordinary General Meeting of Atlantia S.p.A.'s shareholders hereby

Resolves

1. *to approve the proposal that aims to separate and detach the General Meeting Regulations from the Articles of Association in such a way as to bring the Regulations within the purview of the Ordinary General Meeting, as provided for in art. 2364, paragraph 1, no.6) of the Italian Civil Code.; and, as a result,*
2. *to approve the amendments to article 14 of the Articles of Association and article 1 of the General Meeting Regulations, which will thus be worded as per the text shown in the right-hand columns of the respective tables under letter A of the Board of Directors' report;*
3. *to authorise the Board of Directors and, on its behalf, the Chairman of the Board and the CEO, severally and with the authority to delegate any and all powers, none excluded or excepted, necessary or appropriate in order to implement the foregoing resolutions, as well as to make such amendments, additions or non-substantive deletions to said resolutions as may be necessary, at the request of any competent authority as well as when filing such resolution with the Companies' Register, in their capacity as the Company's representatives."*

Having retaken the floor, the Chairman declared voting on item 2.A) on the agenda for the Extraordinary session to be open. Computershare S.p.A., as the Appointed Representative, announced the outcome of the vote on item 2.A.) on the agenda of the Extraordinary session, after taking into account the proxies and

sub-proxies received by such Appointed Representative.

The Chairman thus read out the results of the vote:

For 610.716.160

100% of the ordinary shares

Against 0

0% of the ordinary shares

Abstentions 0

0% of the ordinary shares

Not cast 0

0% of the ordinary shares.

The Chairman thus declares the proposal of the Board of Directors contained in item 2.A) on the agenda for the Extraordinary session of the General Meeting unanimously approved.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of art. 135-undecies of the CFA.

Having retaken the floor, I, the Notary, declared that, with the approval of the hereby proposal, the resolution relating to item 2) on the agenda for the Ordinary session of the General Meeting will become fully valid and effective once the registration of the former with the Companies' Register has been completed.

The Chairman hence continued exposing the Board of Directors proposals concerning item 2.B) on the agenda for the Extraordinary session of the General Meeting and its reasons.

He represented that the aim of the amendment to art. 27 of the

Articles of Association is to introduce a specific provision to confirm Atlantia's commitment to achieving sustainable success through the creation of shared long-term value for all the Company's shareholders and key stakeholders.

The purpose of the proposal is designed to keep pace with developments in EU legislation applicable to listed companies and the Borsa Italiana SpA's Corporate Governance Code - revised in January 2020 and adopted by the Company - which introduced the principle, already applied in the terms of reference for Atlantia's Board of Directors, under which "*The board of directors shall lead the company by pursuing its sustainable success*" (Principle I).

Such amendment proposal - in line with the radical process of renewal and transformation, based on the values of Development and Sustainability, Continuity and Innovation, Value and Progress, Diversity and Inclusion, Individuality and Community that the Company embarked in the recent months - is designed to further reinforce the central importance of the sustainable success pursued by the Company by including Principle I in the Corporate Governance Code as the objective that guides the action of the Board of Directors

The Chairman thus referred the Meeting to the Board of Directors' explanatory report for further details concerning the reasons for each of the proposed amendments to the Articles of Association and, on the assumption that the content and the opinions expressed

therein are agreed with those present, invited the General Meeting to adopt the following resolution, which asked me, the Notary, to read in full and that is as follows:

"Having examined the report of the Board of Directors and the proposal contained therein, the Extraordinary General Meeting of Atlantia S.p.A.'s shareholders hereby

Resolves

1. to approve the amendment to article 27 of the Articles of Association by adding a new opening statement at the beginning of the article, which will thus be worded as per the text shown in the right-hand column of the table under letter B in the Board of Directors' report;

2. authorise the Board of Directors and, on its behalf, the Chairman of the Board and the CEO, severally and with the authority to delegate any and all powers, none excluded or excepted, necessary or appropriate in order to implement the foregoing resolutions, as well as to make such amendments, additions or non-substantive deletions to said resolutions as may be necessary, at the request of any competent authority as well as when filing such resolution with the Companies' Register, in their capacity as the Company's representatives."

Having retaken the floor, the Chairman declared voting on item 2.B) on the agenda for the Extraordinary session to be open.

Computershare S.p.A., as the Appointed Representative, announced the outcome of the vote on item 2.B) on the agenda of the

Extraordinary session, after taking into account the proxies and sub-proxies received by such Appointed Representative.

For 605.715.654

99,181206% of the ordinary shares

Against 5.000.506

0,818794% of the ordinary shares

Abstentions 0

0% of the ordinary shares

Not cast 0

0% of the ordinary shares.

The Chairman thus declares the proposal of the Board of Directors contained in item 2.B) on the agenda for the Extraordinary session of the General Meeting approved by the majority.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of art. 135-undecies of the CFA.

The Chairman then addressed item 2.C) on the agenda for the Extraordinary session of the General Meeting.

He referred that the proposed amendment to art. 31 of the Articles of Association is to further align the Company's governance system with Atlantia's revised mission.

In this context, the Board of Directors believes that a Board of Statutory Auditors consisting of 3 Standing Auditors and 2 Alternate Auditors is more in keeping with the above mission, without in any way reducing the ability of the Board of Statutory

Auditors to efficiently and effectively carry out its oversight responsibilities.

Such composition of the Board of Statutory Auditors would in any event be adequate to guarantee the degree of independence and professional expertise necessary in order to carry out its functions as evidenced by an analysis concerning the composition of the control bodies of the companies included in the MIB40, to which the Company belongs. This showed that the Board of Statutory Auditors of 75% of the companies consists of 3 Standing Auditors. As a result of the proposed amendment to art. 31 of the Articles of Association, it will also be necessary to amend art. 32 to adjust the mechanism for electing the control body in view of its changed composition. Moreover, as a consequence thereof further adjustment are needed, also in order to simplify the Articles of Association's provisions.

The Chairman thus referred the Meeting to the Board of Directors' explanatory report for further details concerning the reasons for each of the proposed amendments to the Articles of Association and, on the assumption that the content and the opinions expressed therein are agreed with those present, invited the General Meeting to adopt the following resolution, which asked me, the Notary, to read in full and that Is as follows:

"Having examined the report of the Board of Directors and the proposal contained therein, the Extraordinary General Meeting of

Atlantia S.p.A.'s shareholders hereby

Resolves

1. to approve the amendments to articles 31 and 32 of the Articles of Association, which will thus be worded as per the text shown in the right-hand column of the table under letter C in the Board of Directors' Report;
2. to continue to apply articles 31 and 32 in the text in force at the time of this Report to the Board of Statutory Auditors currently in office (until its term of office), and to apply the new articles 31 and 32 (as amended above) as from the beginning of the election procedure for the first renewal of the Board of Statutory Auditors, following the Shareholders Meeting of 3 December 2021;
3. to provide for the contents of the new Articles 31 and 32 (as amended above) to be reported, pending such renewal, in the following transitional provisions of the Articles of Association:

"Transitional provisions (applicable as from the beginning of the election procedure for the first renewal of the Board of Statutory Auditors, following the Shareholders Meeting of 3 December 2021, according to the relevant resolution approved by the Extraordinary General Meeting)

Article 40

The Board of Statutory Auditors shall be elected and their compensation determined at General Meeting.

The Board of Statutory Auditors shall consist of three Standing Auditors and two Alternates.

Statutory Auditors' term of office shall be three accounting periods and shall expire on the date of the General Meeting called to approve the financial statements for the last accounting period of their term of office.

Subject to prior notice to the Chairman of the Board of Directors, the Board of Statutory Auditors may call General Meetings, as well as meetings of the Board of Directors and the Executive Committee.

The authority to call meetings may be exercised individually by each member of the Board of Statutory Auditors, with the exception of the authority to call General Meetings, which may only be exercised by at least two members.

Article 41

The procedure for electing the Board of Statutory Auditors shall normally entail the use of voting lists, and in compliance with the applicable laws concerning the balance between gender quotas.

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, may not be included in voting lists.

At least one 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.

The lists shall indicate the names of one or more candidates, which must not exceed the number of Statutory Auditors to be elected, with each name assigned a sequential number.

Each list shall consist of two sections: one for candidates for the office of Standing Auditor and one for Alternates. Each section must contain the names of one or more candidates.

Lists that, taking into account both sections, contain a number of candidates equal to or higher than three, must comply with the minim legal and regulatory requirements concerning gender quotas from time to time in force.

Only those Shareholders who, singly or jointly with other Shareholders, at the date on which the lists were deposited with the Company, represent at least the percentage shareholding required by the preceding art. 20 for the submission of lists of candidates for the position of Director, are entitled to submit lists.

The minimum percentage shareholding required to qualify for submission of a list will be indicated in the notice of call, which could also indicate any further requirements to be complied with in drawing up the lists, in order to ensure balanced gender quotas pursuant to the applicable laws.

Lists submitted by Shareholders shall be submitted to the registered office at least twenty-five days prior to the date of the General Meeting to be held as a first or one call meeting.

The lists shall be made available to the public, according to the procedures required by the applicable regulations, at least twenty-one days before the date of the General Meeting to be held as a first or one call meeting.

If, at the end of the above term of twenty-five days, only one list has been submitted, or only lists submitted by Shareholders associated with each other - as defined by the CONSOB pursuant to art. 148, section 2 of Legislative Decree 58/1998 - qualifying persons may continue to submit lists, via their deposit at the registered office, up to the latest deadline provided for by the laws and regulations in force.

In this case, the size of shareholding required to qualify for the right to submit lists is reduced by half.

No Shareholder, nor Shareholders belonging to the same group or Shareholders party to a shareholder pact, may submit or vote for more than one list, including via a proxy or a trust company, and any candidate included in more than one list shall be

disqualified.

Each list shall be accompanied by:

- information on the Shareholders who have submitted the lists and their total percentage shareholding, together with certificates attesting to their ownership of the related shares;
- exhaustive information regarding candidates' personal and professional details;
- 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;
- a declaration from Shareholders other than those who singly or jointly hold a controlling or relative majority interest, certifying the absence of any association - as defined by the CONSOB pursuant to art. 148, section 2 of Legislative Decree 58/1998 - with such Shareholders.

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

Any individual having the right to vote may only vote for one list.

Members of the Board of Statutory Auditors shall be elected in the following manner:

- a) *two Standing Auditors and one Alternate to be elected shall be taken in sequential order from the list receiving the majority of votes cast by the holders of shares carrying voting rights and in compliance with the applicable laws concerning gender quotas;*
- b) *one Standing Auditor and one Alternate shall be taken in sequential order from the list receiving the second highest number of votes at the General Meeting and which, in accordance with statutory and regulatory requirements in force, is not either directly or indirectly connected with the Shareholders who submitted or voted for the list receiving the majority of the votes cast.*
- c) *If, following the above procedure, the composition of the Board of Statutory Auditors, in its Standing Auditor, does not comply with law concerning the balance between gender quotas from time to time in force, replacement shall take place, in sequential order, among the candidates to the office of Standing Auditor from the list receiving the highest number of votes at the General Meeting. The Chairman of the Board Statutory Auditors shall be the Standing Auditor elected from the minority list that obtains the highest number of votes.*
- d) *Any Statutory Auditors not appointed using voting lists, shall be appointed by General Meeting resolution approved with the majorities required by law in compliance with the applicable laws concerning the balance between gender quotas.*

e) *In the event that a Statutory Auditor elected by the majority is replaced, the Alternate receiving the majority of votes shall be appointed. In the event that the Statutory Auditor elected by the minority is replaced, the Alternate elected by minority shareholders shall be appointed, or, failing this, the next ranked candidate from the same list or, failing this, the first candidate on the minority list that obtained the second highest number of votes. Replacement must, in any event, take place in compliance with the applicable laws concerning the balance between gender quotas."*

4. *to authorise the Board of Directors and, on its behalf, the Chairman of the Board and the CEO, severally and with the authority to delegate any and all powers, none excluded or excepted, necessary or appropriate in order to implement the foregoing resolutions, as well as to make such amendments, additions or non-substantive deletions to said resolutions as may be necessary, at the request of any competent authority as well as when filing such resolutions with the Companies' Register, in their capacity as the Company's representatives and to provide for the cancellation, substitution and integration of the provisions of the Articles of Association referred above, by publishing, pursuant to the law, on the occasion of the renewal of the Board of Statutory Auditors, following the Shareholders Meeting of 3 December 2021, the text of the Articles of Association updated with the amendments made*

in the light of the foregoing resolutions, according to which the content of Articles 31 and 32 will be replaced by that of the two transitional provisions mentioned above (Articles 40 and 41) that will be deleted thus reducing the number of articles of the Articles of Association to 39".

Having retaken the floor, the Chairman declared voting on item 2.C) on the agenda for the Extraordinary session to be open.

Computershare S.p.A., as the Appointed Representative, announced the outcome of the vote on item 2.C) on the agenda of the Extraordinary session, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman thus read out the results of the vote:

For 608.826.782

99,690629% of the ordinary shares

Against 0

0% of the ordinary shares

Abstentions 1.889.378

0,309371% of the ordinary shares

Not cast 0

0% of the ordinary shares.

The Chairman thus declares the proposal of the Board of Directors contained in item 2.C) on the agenda for the Extraordinary session of the General Meeting approved by the majority.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of

art. 135-undecies of the CFA.

At this point, having completed deliberation of the sole item on the agenda, there being no other business and no one having requested the floor, the Chairman thanked the attendees and declared the Meeting closed at 12.00 a.m..

Annex A to these minutes contains a list of Shareholders attending the Meeting by proxy through the Appointed Representative, showing the number of shares for which proxies were appointed, the names of the Shareholders appointing proxies and any parties holding voting rights in their capacity as creditors with a lien on shares, holders of shares under buy and sell-back arrangements and beneficiaries under nominee shareholding arrangements as well as any directors and statutory auditors in attendance.

Lists of Shareholders, with the relevant number of their shares, who voted in favour, in addition to those with their number of shares who voted against and those with their number of shares who abstained, as well as those who did not cast votes for each of the votes held, are contained in **Annex B** to these minutes.

The following are also attached to these minutes:

- **Annex C** containing the Board of Directors' Report on the sole item on the agenda;
- **Annex D**, containing the document relating to pre-Meeting questions (art. 127-ter of Legislative Decree no. 58/98). The person appearing before me excused me from reading all the

annexes, declaring that he was fully aware of their content. I have read these minutes to the person appearing before me, who, at my request, has stated that they are in conformity with his intentions and who joined me, the Notary, in signing them. Written by my trustee on five foils containing eighteen pages and typewritten until this nineteenth page, with a small amount of text written by hand.

Signed: Fabio CERCHIAI

Salvatore MARICONDA, Notary