

## **ATLANTIA S.p.A.**

Registered office: Via Antonio Nibby, 20, Rome

Issued capital: € 630,311,992.00 (fully paid-in)

Tax code and Rome Companies' Register no. 03731380261

### **NOTICE OF CALL TO ORDINARY AND EXTRAORDINARY GENERAL MEETING**

The holders of voting rights are hereby called to attend the Ordinary and Extraordinary General Meeting to be held at the Company's registered office at Via Antonio Nibby, 20 in Rome at 11.00am on 23 April 2012, in first call, and, if necessary, in second call on 24 April 2012 at the same time and place, in order to pass resolutions on the following

#### **AGENDA**

##### **Ordinary session:**

1. Financial statements for the year ended 31 December 2011. 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 2011. 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 and subsequent amendments, 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 20 April 2011. Related and resulting resolutions.
3. Engagement of Independent Auditors for the financial years 2012-2020. Related and resulting resolutions.
4. Election of a member of the Board of Directors. Resulting resolutions.
5. Election of the Statutory Auditors and the Chairman of the Board of Statutory Auditors for the financial years 2012-2013-2014. Determination of the remuneration to be paid to the Chairman of the Board of Statutory Auditors and the standing Auditors.

6. Resolution on the first section of the Remuneration Report pursuant to art. 123-*ter* of Legislative Decree 58 of 24 February 1998.

**Extraordinary session:**

1. Bonus issue, pursuant to article 2442 of the Italian Civil Code, with a par value of €31,515,600.00, via the issue of 31,515,600 new ordinary shares, ranking equally in all respects with the existing issued ordinary shares, within the limits represented by distributable reserves. This will require the amendment of art. 6 of the Articles of Association. Related and resulting resolutions.

**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 to the public at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website ([www.atlantia.it/en/corporate-governance/assembly.html](http://www.atlantia.it/en/corporate-governance/assembly.html)), and in the other forms provided for by CONSOB regulations, within the terms required by laws and regulations in force.

The holders of voting rights may obtain a copy of the above documentation.

**Information regarding the issued capital on the date of call to the General Meeting**

The Company's issued capital consists of 630,311,992 ordinary voting shares with a par value of €1.00 each (excluding treasury shares, which currently total 12,652,968).

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

Only those persons may attend and vote at General Meeting who have been notified as having voting rights to the Company by an "intermediary" so authorised in accordance with applicable legislation; such notification having been issued in accordance with records at the close of business on 12 April 2012, being the seventh stock exchange trading day preceding the date set for the General Meeting in first call (the "Record Date"), in conformity with articles 83-*sexies* of Legislative Decree 58 of 24 February 1998 (the "**Consolidated Financial Act**", or "CFA").

Any deposits in and withdrawals from custody accounts subsequent to the Record Date shall be without effect to a person's right to vote at General Meeting. Persons who are, consequently, registered as having title to shares only subsequent to the Record Date shall have no right to attend or vote at the General Meeting.

Such notification by the intermediary must arrive no later than 18 April 2012, being the close of business of the third stock exchange trading day preceding the date set for the General Meeting in first call. The right to attend and vote at General Meeting, however, shall be valid to the extent that the relevant notice is received by the Company no later than the opening of the General Meeting, regardless of call.

Shareholders still in the possession of share certificates in scrip form are required to provide the intermediary with the share certificates for entry into the centralised scripless share certificate system and apply for the issuance of the above notification.

The Office of the Chairman will be open two hours prior to the time set for the General Meeting in order to identify attendees and verify their right to attend.

### **Representation at the Meeting**

All holders of rights to vote at and attend the General Meeting may appoint a representative through the issuance of a written proxy, subject to any legal and regulatory limitations. A Proxy Form that can be downloaded from the Company's website, [www.atlantia.it/it/corporate-governance/assemblee.html](http://www.atlantia.it/it/corporate-governance/assemblee.html), and printed out may also be used.

Proxies so appointed may, instead of providing the original form, fax a copy to +39-06-45417450 or send an electronic version of the form to the certified e-mail address [atlantia@pecserviziotitoli.it](mailto:atlantia@pecserviziotitoli.it) or upload the form to the relevant page of the Company's website [www.atlantia.it/corporate-governance/assemblee.html](http://www.atlantia.it/corporate-governance/assemblee.html), attesting and accepting personal liability for the conformity of the copy with the original and the identity of the proxy giver. Proxies are under a statutory obligation to retain the original of the form and

any voting instructions received for one year from the close of the business at the General Meeting.

**The Appointed Representative (pursuant to art. 135-*undecies*, Consolidated Financial Act )**

Notwithstanding the above, the Company, pursuant to article 135-*undecies* of the Consolidated Finance Act, has appointed Servizio Titoli S.p.A., with registered office at Via Mascheroni 19, Milan, as the Appointed Representative, to which persons with voting rights may provide a proxy with voting instructions on any and all agenda items by 19 April 2012, being the close of business on the second stock exchange trading day preceding the date set for the General Meeting in first call.

The proxy to the representative appointed by the Company must be provided by using the relevant proxy form available from the Company's website at [www.atlantia.it/corporate-governance/assemblee.html](http://www.atlantia.it/corporate-governance/assemblee.html).

The proxy is without effect with respect to motions for which voting instructions have not been issued.

Such proxy and voting instructions shall be irrevocable and must arrive no later than 19 April 2012, being the close of business of the second stock exchange trading day preceding the date set for the General Meeting in first call.

**Submission of lists of candidates for the office of Standing or Alternate Auditor for election of the members and Chairman of the Board of Statutory Auditors for the financial years 2012-2013-2014**

Pursuant to laws and regulations in force, and art. 32 of the Articles of Association, election of the members of the Board of Statutory Auditors shall take place on the basis of lists submitted by Shareholders, indicate the names of one or more candidates, which must not exceed the number of Statutory Auditors to be elected (five Standing Auditors and two

Alternates), with each name assigned a sequential number.

Only those Shareholders who, alone or together with other Shareholders, at the date on which the lists were deposited with the Company, represent at least 1% of the issued capital may submit a list. The lists submitted by Shareholders must be deposited at the registered office, or send them to the certified e-mail address [atlantia@pecserviziotitoli.it](mailto:atlantia@pecserviziotitoli.it), by 29 March 2012, together with information enabling identification of the persons depositing the lists and the further documentation required by the laws and regulations in force. The Company will make the lists available to the public by 2 April 2012 at the registered office, at Borsa Italiana SpA and on the Company's website.

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

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 two 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 overall experience in:

- a) the management and control of or administrative duties in joint-stock companies having issued capital of at least €2 million, 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.

No Shareholder, nor Shareholders belonging to the same group or Shareholders party to a shareholder agreement, 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 must be accompanied by: (i) information on the identity of the Shareholders who have submitted the lists and their total percentage shareholding, together with certificates attesting to their ownership of the related shares; (ii) exhaustive information regarding candidates' personal and professional details; (iii) 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; (iv) a declaration from Shareholders other than those who alone or together with other Shareholders hold a controlling or relative majority interest, certifying the absence of any association - as defined by the CONSOB pursuant to art. 144-quinques of the Regulations adopted with CONSOB Resolution 11971 of 14 May 1999 – with such Shareholders; in compliance with the provisions of CONSOB Ruling DEM/9017893 of 26 February 2009, the declaration must also specify any existing relations, where significant, with Shareholders that hold, either alone or together with other Shareholders, a controlling or relative majority interest, where identifiable based on reports of significant interests as defined by art. 120 of the CFA or on published announcements of shareholder agreements pursuant to art. 122 of the CFA, and the reasons for which these relations are not considered as determining the existence of the above association, or an indication of the absence of any such relations.

In particular, the declaration must at least include the relations, where significant, listed in the above CONSOB Ruling (available at [www.consob.it](http://www.consob.it)).

Any lists not in compliance with the above requirements will be rejected.

If, by 29 March 2012, only one list of candidates for the office of Statutory Auditor or only

lists submitted by Shareholders acting in association with each other has been deposited, Shareholders with the right to submit lists may, until 1 April 2012, deposit further lists at the registered office or send them to the certified e-mail address [atlantia@pecserviziotitoli.it](mailto:atlantia@pecserviziotitoli.it). In this case, the minimum shareholding required to qualify for the right to submit lists is reduced by half.

Pursuant to art. 32 of the Articles of Association, three Standing Auditors and one Alternate will be taken from the majority list, the remaining two Standing Auditors will be taken from the other lists on the basis of quotients attributed to the candidates, whilst the remaining Alternate will be taken from the minority list that obtains the highest number of votes. The Chairman of the of the Board of Auditors shall be the first candidate on the minority list that obtains the highest number of votes.

#### **Right to ask questions**

Shareholders may ask questions on agenda items also before the Meeting and the answers must be provided no later than the General Meeting. The Company may provide a collective answer to questions on the same subject. No reply is, however, required for questions the answers to which can be found in the "Questions and Answers" page on the Company's website.

Questions must be sent to the Company from the specific page on the Company's website [www.atlantia.it/corporate-governance/assemblee.html](http://www.atlantia.it/corporate-governance/assemblee.html) or by facsimile to +39 06-43632339 or to the certified e-mail 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**

Shareholders who represent, also on a jointly basis, one fortieth of the issued capital may, within ten days of the publication of this notice, and in accordance with article 126-bis, Consolidated Finance Act, apply for the addition of agenda items indicating the subject

matter in the application. Applications must be made in writing accompanied by proof of entitlement, by facsimile to +39 06-43632339 or to the certified e-mail address [atlantia@pecserviziotitoli.it](mailto:atlantia@pecserviziotitoli.it).

No agenda items may be added with respect to matters for which the General Meeting is required by law to deliberate on the recommendation, proposal or report of the Directors.

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

**Postal votes**

Provision has not been made for votes to be cast by mail or electronically.

The full texts of the Articles of Association and Atlantia SpA's Corporate Governance Code are available at [www.atlantia.it](http://www.atlantia.it)

Rome, 9 March 2012

**Atlantia SpA**

The Chairman

Fabio Cerchiai