

## **ATLANTIA SpA**

Registered office: Via Antonio Nibby, 20, Rome

Issued capital: € 661,827,592.00 (fully paid-in)

Tax code and Rome Companies' Register no. 03731380261

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

The holders of voting rights are hereby called to attend the Extraordinary General Meeting to be held at the Company's registered office at Via Antonio Nibby, 20 in Rome at 10.00am on 8 August 2013, in first call, and, if necessary, in second call on 9 August 2013 at the same time and place, in order to deliberate on the following

#### **AGENDA**

1. The Merger of Gemina SpA with and into Atlantia SpA: approval of a new provision for the Merger Plan entailing the issuance of Contingent Value Rights to be granted, as of the effective date of the Merger, to the holders of Gemina SpA's ordinary and savings shares. The resulting increase in the nominal share capital of €18,455,815.00 through the issue of up to 18,455,815 ordinary Atlantia shares with a par value of €1.00 each to service the Contingent Value Rights; related and resulting resolutions, authorities and powers.
2. Solely in the event of failure to approve item 1 above, the eventual revocation of the resolution approving the Plan for the Merger of Gemina SpA with and into Atlantia SpA adopted by the Extraordinary General Meeting of Atlantia's shareholders on 30 April 2013.

#### **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 for inspection 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 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 661,827,592 ordinary voting shares with a par value of €1.00 each (excluding treasury shares, which currently total 13,144,295).

### **Right to attend General Meetings and the exercise of voting rights**

Only those persons may attend and vote at General Meetings who have been notified as having voting rights to the Company by an "intermediary" so authorised in accordance with applicable laws; such notification having been issued in accordance with records at the close of business on 30 July 2013, 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 Finance 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 the 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 5 August 2013, 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.

### **Proxies**

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 (<http://www.atlantia.it/en/investors/general-meetings.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 by certified electronic mail to [atlantia@pecserviziotitoli.it](mailto:atlantia@pecserviziotitoli.it) or upload the form to the relevant page of the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>), attesting and accepting personal liability for the conformity of the copy with the original. 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 business at the General Meeting.

### **The Appointed Representative within the meaning of art. 135-*undecies*, Consolidated Finance Act**

Subject to the above, the Company, as permitted by article 135-*undecies* of the Consolidated Finance Act, has mandated Servizio Titoli SpA of Via Mascheroni 19, Milan as the Appointed Representative, to which persons with voting rights may provide voting instructions on any and all agenda items by 6 August 2013 with regard to the General Meeting in first call, or by 7 August 2013 with regard to the General Meeting in second call, being the close of business on the second stock exchange trading day preceding the date set for the General Meeting in first or second call.

The authorisation must be provided to the Appointed Representative according to the procedures and by using the relevant proxy form available on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html>

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

Such authorisations and voting instructions may be revoked within the same terms and conditions applied to their conferment.

### **Right to ask questions**

Shareholders may submit questions on agenda items either before the General Meeting or up to three days prior to the Meeting held in first call, and 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 <http://www.atlantia.it/en/investors/general-meetings.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, separately or collectively, representing 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, or submit proposals for deliberation regarding matters already on the agenda. 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, 1 July 2013

**Atlantia SpA**

The Chairman

Fabio Cerchiai