



ATLANTIA S.p.A.

Registered office: Via Antonio Nibby, 20, Rome

Issued capital: €825,783,990.00 (fully paid-in)

Tax code and Rome Companies' Register no. 03731380261

**NOTICE OF CALL TO
ORDINARY GENERAL MEETING**

The holders of voting rights are hereby called to attend the Ordinary General Meeting to be held in single call at the Company's offices at Via Alberto Bergamini 50, Rome at 14:00 on **31 May 2021**, in order to deliberate on the following

AGENDA

1. Disposal of the entire stake held in Autostrade per l'Italia S.p.A. by Atlantia S.p.A. in favour of the consortium formed by CDP Equity S.p.A., the Blackstone Group International Partners LLP and Macquarie European Infrastructure Fund 6 SCSp.

Due to the managerial nature of the transaction presented to the General Meeting the resolution to be adopted is a merely advisory opinion.

Documentation

The Director's report regarding the sole item on the Agenda will be made available to the public at the Company's offices at Via Alberto Bergamini n. 50, on the Company's website (<https://www.atlantia.it/en/investors/general-meetingsand>) and at the officially authorized storage platform IInfo (www.linfo.it) together with the relevant documentation to be



presented to the General Meeting.

The holders of voting rights may obtain a copy of the above documentation upon previous appointment to be requested via email at atlantia@pecserviziolitoli.it.

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

The Company's issued capital consists of 825,783,990 ordinary voting shares with no par value (excluding treasury shares, which currently total 6,959,693).

COVID-19 emergency – Conduct of the General Meeting

In order to minimize the risks entailed by the ongoing Covid-19 medical crisis, Atlantia S.p.A. has decided to avail itself of the possibility – pursuant to Article 106 of Italian Decree Law 18/20 converted into Law by Art. 1 of Law 24 April 2020 No. 27 and subsequent amendments and additions – to provide that participation by shareholders in the General Meeting shall be exclusively via the Appointed Representative pursuant to article 135-*undecies* of Legislative Decree 58 of 24 February 1998 (the "CFA") - *i.e.* Computershare SpA (the "Appointed Representative") – according to the procedure described herein.

In compliance with art. 106, paragraph 2 of the Decree Law 18/20, unless otherwise stated above, in accordance with the legislation introduced to combat the COVID-19 epidemic, attendance at the General Meeting by corporate officers, the Company Secretary and/or the Notary and the Appointed Representative, in addition to any other persons so authorised by the Chairman of the Board of Directors, may only take place via forms of video or telephone conferencing. This must be done in such a way as to guarantee the Chairman's ability to identify attendees in accordance with the procedures to be defined by the Chairman and



notified to each of the above persons, in compliance with the legislation applicable to such cases, without in any event being necessary for the Chairman, the Secretary or a Notary to be present at the same location.

Right to attend General Meetings and the exercise of voting rights

The right to attend and vote at General Meetings, solely through the Appointed Representative, is reserved for those persons holding voting rights, as notified to the Company by an "intermediary" so authorised in accordance with the applicable laws. Such notification must be issued on the basis of the relevant records at the close of business on **20 May 2021**, being the seventh stock exchange trading day preceding the date set for the General Meeting in single call (the "*record date*"), in compliance with articles 83-*sexies* of the 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 and, therefore, may not appoint the Appointed Representative as their proxy.

The above notifications from intermediaries must be received by the Company no later than **26 May 2021**, *i.e.* the end of the third stock exchange trading day preceding the date set for the General Meeting in single call. The right to attend and vote at the General Meeting, again solely through the Appointed Representative, shall in any event remain valid to the extent that the relevant notification is received by the Company no later than the opening of the General Meeting. 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.

Representation at the Meeting - Proxies to the Appointed Representative

Pursuant to art. 106, paragraph 4 of Law Decree 18 of 17 March 2020, attendance at the General Meeting may only take place by appointing the Appointed Representative designated by the Company as proxy, in accordance with art. 135-undecies of the CFA and art. 14 of the Articles of Association. The Appointed Representative designated by the Company is Computershare SpA, with registered office in Via Lorenzo Mascheroni 19, Milan.

The proxy form appointing the Appointed Representative must include voting instructions on the sole item on the Agenda and on the Agenda items added by Shareholders in accordance with article 126-bis of the CFA, if any, and is effective solely with respect to items for which voting instructions have been given.

Proxy forms must be received by the end of the second stock exchange trading day preceding the date set for the General Meeting (*i.e.* **12 midnight on 27 May 2021**).

In this regard, to aid with the submission of proxy forms and voting instructions, the section of the Company's website containing information on this General Meeting (<http://www.atlantia.it/en/investors/general-meetings.html>) includes a form prepared, with the related guidance, by Computershare SpA that can be filled in and submitted online. Alternatively, the form may be downloaded from the same website and submitted, within the above deadline, to Computershare SpA by certified e-mail to atlantia@pecserviziolitoli.it or by fax to +39-06-45417450, according to the procedures indicated on the Company's website



and in the specific “Instructions for completion and submission” on the above form.

Appointment of a proxy and voting instructions may be revoked in accordance with the same terms and conditions applied to their submission.

In addition, pursuant to Law Decree 18/2020, anyone not intending to attend the General Meeting in the above manner, may appoint the Appointed Representative to act as their proxy and/or sub-proxy pursuant to art. 135-*novies* of the CFA. The related form, accompanied by the related voting instructions in writing, must be submitted to Computershare SpA by certified e-mail to atlantia@pecserviziolitoli.it or by fax to +39-06-45417450, **no later than 12.00 noon** on the day preceding the date set for the General Meeting (**30 May 2021**). The appointment may be made by completing the relevant form available on the Company’s website (<http://www.atlantia.it/en/investors/general-meetings.html>) following the instructions shown there.

Appointment of a proxy and voting instructions may be revoked in accordance with the same terms and conditions applied to their submission.

Submission of the above proxy forms pursuant to articles 135-*novies* and 135-*undecies* of the CFA is free of charge for shareholders, except for any expenses incurred in submitting or mailing the forms.

Shareholders can obtain information or clarification from Computershare SpA by calling +39-06-45417401 (lines are open Monday to Friday from 9.00am to 1.00pm and from 2.00pm to 6.00pm).

Right to ask questions



Pursuant to art. 127-ter of the CFA, the holders of voting rights may submit questions on the sole item on the agenda either before the General Meeting, using the specific section of the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>), by certified e-mail to atlantia@pecserviziotitoli.it or by fax to +39-06-45417450.

Questions must be received by no later than the record date, **being 20 May 2021 (by midnight)**.

Only questions strictly relating to the sole item on the agenda will be accepted. Persons asking questions must provide their personal details (name and surname or company name, place and date of birth and tax code) and appropriate proof of their title to exercise voting rights, issued by the relevant intermediary.

If the Shareholders requested their intermediary to provide the Company with the notification concerning their right to attend the General Meeting, it will be sufficient to accompany the question with the details of such notification from the intermediary.

Questions received before the General Meeting will be replied to **by 28 May 2021** at the latest, with replies posted on the Company's website.

The Company may provide a collective answer to questions on the same subject. No reply is, however, required to questions where the answer can be found in the "Questions and Answers" page on the Company's website.

Right to add items to the agenda of the General Meeting

Shareholders, separately or collectively, representing one fortieth of the issued capital may, **within 10 days** from the publication of this notice, and in accordance with article 126-bis of



the CFA, request to supplement the items on the Agenda, by way of submitting a request indicating the further items proposed.

Such request must be made in writing, accompanied by proof of the right to vote, and sent by fax to +39-06-45417450 or by certified e-mail to atlantia@pecserviziitoli.it.

No agenda items may be added with respect to matters for which the General Meeting is required by law to deliberate based on a recommendation, proposal or report from the Directors, other than those referred to in art. 125-ter, paragraph 1 of the CFA.

It is hereby specified that due to the managerial nature of the transaction presented to the General Meeting the Shareholders will not have the right to propose new resolution proposals on the sole Agenda item.

This does not affect the right to submit individual resolution proposal, by **21 May 2021**, on any new agenda items added at the request of shareholders in accordance with article 126-bis of the CFA. Such resolution proposals will be published by the Company by **24 May 2021**.

More information on these rights and their exercise is available on the Company's website.

Postal votes

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

Rome, 30 April 2021

Atlantia SpA
The Chairman
Fabio Cerchiai