



Atlantia

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 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 30 April 2013, in first call, and, if necessary, in second call on 15 May 2013 at the same time and place, in order to deliberate on the following

AGENDA

Ordinary session:

1. Financial statements for the year ended 31 December 2012. 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 2012. 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 11971/1999, as amended, 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 24 April 2012. Related and resulting resolutions.
3. Determination of the number of the members of the Board of Directors and election of the Directors to serve for the years 2013 - 2014 - 2015, and election of the Chairman of the Board of Directors. Determination of the remuneration to be paid to Directors, including fees payable for membership of Board Committees.
4. 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. Approval of the proposed merger of Gemina SpA with and into Atlantia SpA; related and resulting resolutions. Authorities and powers.

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 13,285,616).

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 19 April 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 General Meetings. 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 25 April 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 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 26 April 2013 with regard to the General Meeting in first call, or by 13 May 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.

Submission of lists of candidates for the office of Director and Chairman of the Board of Directors

Pursuant to laws and regulations in force and art. 20 of the Articles of Association, election of the members of the Board of Directors shall take place on the basis of lists submitted by Shareholders, in which candidates must be assigned a sequential number. Only those Shareholders who, singly or jointly with other Shareholders, at the date on which the lists are 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 sent by certified electronic mail to atlantia@pecserviziotitoli.it, by 5 April 2013, 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 for inspection by 9 April 2013 at the registered office and on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html>.

The outgoing Board of Directors does not intend to exercise the option of presenting its own list of candidates for election to the Board of Directors.

Each Shareholder has the right, singly or jointly with other Shareholders, to submit one list only, and any candidate included in more than one list shall be disqualified. No list may contain more than fifteen candidates. Each list must include at least two candidates who meet the independence requirements established by law and by the Company's Corporate Governance Code (published on the Company's website) and one of these must be entered in first place on the list. In particular, given that the Company has adopted the principle required by the Corporate Governance Code for listed companies, it is necessary that each list comply with the need to contain an adequate number of independent Directors, in order to ensure that at least a third of the members of the Board of Directors are independents. Lists containing a number of candidates equal to or higher than three must also indicate at least a fifth of the candidates belonging to the least represented gender in application of Law 120 of 12 July 2011. Each Shareholder proposing a list must submit or mail a certificate, issued by the intermediaries in accordance with the law and regulations in force, to the registered office by 9 April 2013, attesting to their holding of the minimum percentage shareholding required in order to submit lists.

Each list shall be accompanied by: (i) exhaustive information regarding candidates' personal and professional details; (ii) declarations of the individual candidates accepting their candidature and providing a personal warranty that there is no fact or deed that could give rise to their disqualification and that they meet the legal requirements for holding such office, and that, where applicable, they meet the independence requirements established by the laws and regulations in force and/or by art. 3.1 of Atlantia's Corporate Governance Code (published on the Company's website); (iii) an indication of the identities of the Shareholders who have submitted the lists and their total percentage shareholding. Any lists not in compliance with the above shall be deemed to have not been submitted. In addition, in compliance with the provisions of CONSOB Ruling DEM/9017893 of 26 February 2009, minority lists must be accompanied by a declaration certifying the absence of any association, indirect or otherwise, as defined by art. 147-*ter*, paragraph 3 of the CFA and art. 144-*quinquies* of the Regulations adopted with CONSOB Resolution 11971 of 14 May 1999, with Shareholders that hold, either singly or jointly, a controlling or relative majority interest, as defined by the regulations in force; the declaration must also specify any existing relations, where significant, with Shareholders that hold, either singly or jointly, a controlling or relative majority interest, where identifiable, 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.

Right to ask questions

All holders of rights to vote 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. All persons asking questions must provide details of their identity.

Right to add General Meeting agenda items and to submit new motions

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. 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.

Rome, 15 March 2013

Atlantia SpA
The Chairman
(Fabio Cerchiai)