



Press Release

AGM 2017

- **AGM approves Atlantia SpA's financial statements for 2016**
- **Payment of dividend of €0.970 per share for 2016 approved (€0.880 per share for 2015)**
- **Directors granted renewed authority for share buyback, subject to prior revocation of unused portion of existing authority**
- **AGM approves two share-based long-term incentive plans for employees and executive directors of Atlantia and its subsidiaries**
- **New Director elected**
- **First section of Remuneration Report for 2016 approved**

Rome, 21 April 2017 – The Annual General Meeting of Atlantia SpA's shareholders (AGM), chaired by Fabio Cerchiai, was held today.

Investor Relations
e-mail: investor.relations@atlantia.it

Media Relations
e-mail: media.relations@atlantia.it

www.atlantia.it

AGM approves financial statements for year ended 31 December 2016 and examines consolidated financial statements for same period

The AGM examined and approved Atlantia SpA's financial statements for the year ended 31 December 2016, which report profit for the year of €919m and equity at 31 December 2016 of €9,746m.

The AGM also examined the Atlantia Group's consolidated financial statements for the year ended 31 December 2016. Consolidated revenue for 2016 amounts to €5,484m, up €180m (3%) on 2015.

The Group's gross operating profit (EBITDA) of €3,378m is up €163m (5%) compared with 2015. On a like-for-like basis⁽¹⁾, gross operating profit is up €155m (5%). Profit for the period attributable to owners of the parent (€1,122m) is up €269m (32%) on 2015. On a like-for-like basis⁽¹⁾, profit attributable to owners of the parent is up €103m (10%).

Equity attributable to owners of the parent as at 31 December 2016 amounts to €7,224m, whilst the Group's net debt as at 31 December 2016 amounts to €11,677m.

Dividend for 2016

The AGM approved payment of a dividend of €0.970 per share for 2016 (up 10.2% on 2015), with a final dividend of €0.530 per share to be paid with a value date of 24 May 2017. The ex-dividend date (coupon no. 30) is 22 May 2017 and the record date 23 May 2017. The final dividend adds to the interim dividend of €0.440 paid in November 2016.

Board's authority to purchase and sell treasury shares

The AGM revoked the unused portion of the authority granted on 21 April 2016 and granted the Board a new authority:

- to buy back, in accordance with the relevant laws, up to 82,519,075 shares within 18 months of the resolution, including the 9,016,041 treasury shares the Company now holds in execution of previous shareholder resolutions, for up to a maximum amount of €1,900,000,000 (including the amount already recognised in the financial statements for

⁽¹⁾ In addition to the reported amounts in the consolidated financial statements, this press release also presents and analyses alternative performance indicators ("APIs"), such as EBITDA. A detailed description of the principal APIs used in analysing movements in certain consolidated performance indicators, including an explanation of the term "like-for-like basis", is provided in the "Report on operations" in Atlantia's Annual Report for 2016.

the year ended 31 December 2016), making all the necessary or appropriate accounting entries resulting from authorised transactions involving treasury shares, in compliance with statutory requirements and the applicable accounting standards;

- to sell, assign and/or use, without any time limit, the treasury shares held and to be purchased in execution of the shareholder resolution.

The purchase, sale, assignment and/or use of treasury shares is authorised in order to enable the Company to operate as follows:

- to intervene in the market, in compliance with the regulations from time to time in force and via intermediaries, to increase the liquidity of Atlantia's shares and to stabilise the share price, so as to ensure the proper execution of trading and avoid price movements not in line with market trends;
- to operate in the market with a view to medium- and long-term investment, also for the purposes of long-term investment or, in any event, to take advantage of market opportunities, including through the purchase and resale of shares;
- to establish a share portfolio to sell, assign and/or use the treasury shares, provided that it is consistent with the Company's strategy, as part of extraordinary transactions or financing or incentives or other transactions, in relation to which the allocation or any other assignment of treasury shares is required or suitable, and for the purpose of fulfilling any obligations deriving from share-based incentive plans or schemes, for a consideration or free of charge, to employees or staff of the Group.

The AGM resolution specifies the terms and conditions applicable in setting the price for purchases, sales or other assignments or uses of the shares held in treasury or purchased in accordance with this authority.

Incentive plans

The AGM then approved, for the intents and purposes of art. 114-*bis* of the Consolidated Finance Act, adoption of two share-based long-term incentive plans for employees and/or directors of Atlantia SpA and its subsidiaries, as selected by the Board of Directors from among key management personnel within the Group, for the purpose of creating value. The nature of these plans, called the "2017 Phantom Stock Option Plan" and the "2017 Phantom Stock Grant Plan", is described in the information circulars prepared pursuant to art. 84-*bis* of CONSOB Resolution 11971 of 14 May 1999, as amended, published pursuant to the law and available for

inspection on the Company's website (<http://www.atlantia.it/it/investor-relations/assemblee/assemblea-ordinaria-21-aprile-2017>), to which reference should be made for further details.

Election of a Director

The AGM then confirmed appointment of Mr. Marco Emilio Angelo Patuano as a Director, to serve until expiry of the term of office of the existing Board, being the date of the AGM to be held to approve the financial statements for the year ended 31 December 2018.

Remuneration report

Finally, the AGM approved the first section of the Remuneration Report for 2016, prepared pursuant to art. 123-*ter* of Legislative Decree 58/1998, as amended.

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A summary of shareholder resolutions and the minutes of the AGM will be made available to the public within the terms and according to the procedures required by the relevant laws.

Given that the AGM did not vote in favour of any changes to the Annual Report for 2016, reference should be made to the document already made available on the Company's website (<http://www.atlantia.it/it/investor-relations/assemblee/assemblea-ordinaria-21-aprile-2017>), within the terms provided for by art. 154-*ter* of Legislative Decree 58/1998, as amended.