



Press Release

AGM 2015

- **AGM approves Atlantia SpA's financial statements for 2014**
- **Payment of dividend of €0.80 per share for 2014 approved (up 7.2% on 2013)**
- **Directors granted renewed authority for share buyback, subject to prior revocation of unused portion of existing authority**
- **New Director elected**
- **Statutory Auditors and Chairperson of Board of Statutory Auditors elected for the financial years 2015-2016-2017**
- **First section of Remuneration Report for 2014 approved**

Rome, 24 April 2015 – The Annual General Meeting of Atlantia SpA's shareholders (AGM), chaired by Fabio Cerchiai, was held today.

Financial statements for 2014 approved

The AGM examined and approved Atlantia SpA's financial statements for the year ended 31 December 2014, which report profit for the year of €686m and equity at 31 December 2014 of €9,438m. The AGM also examined the Atlantia Group's consolidated financial statements for the year ended 31 December 2014, which have benefitted from the full-year contribution of the

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Aeroporti di Roma group, consolidated from 1 December 2013.

Consolidated revenue for 2014 amounts to €5,083m, marking an increase of €862m (20%) on 2013 (€4,221m). At constant exchange rates and on a like-for-like basis⁽¹⁾, total revenue is up €218m (5%).

The Group's gross operating profit (EBITDA) of €3,169m is up €584m (23%) on 2013 (€2,585m), above all reflecting the contribution of the former Gemina group companies (up €438m from one year to the other). At constant exchange rates and on a like-for-like basis, gross operating profit is up €187m (7%).

Profit for the period attributable to owners of the parent (€740m) is up €103m (16%) on the figure for 2013 (€637m). At constant exchange rates and on a like-for-like basis, profit attributable to owners of the parent amounts to €612m, down €24m (4%).

Equity attributable to owners of the parent at 31 December 2014 totals €6,519m, whilst the Group's net debt at 31 December 2014 amounts to €10,528m.

Dividend for 2014

The AGM approved payment of a dividend of €0.80 per share for 2014 (up 7.2% on 2013), with a final dividend of €0.445 per share to be paid with a value date of 20 May 2015. The ex-dividend date (coupon no. 26) is 18 May 2015 and the record date 19 May 2015. The final dividend adds to the interim dividend of €0.355 paid in November 2014.

Board's authority to purchase and sell treasury shares

Having revoked the unused portion of the authority granted by the General Meeting of 16 April 2014, the AGM granted the Board a new authority:

⁽¹⁾ The term "at constant exchange rates and on a like-for-like basis", used in the following review, indicate that amounts for comparative periods have been determined by eliminating:

- from the consolidated amounts for 2014: the difference between foreign currency amounts for 2014 converted at average exchange rates for 2014 and the matching amounts converted using average exchange rates for 2013, the contribution of the former Gemina group companies, the contribution of TowerCo in the first quarter and the after-tax gain resulting from the sale of TowerCo;
- from the consolidated amounts for 2013: the contribution of the former Gemina group companies for December and the contribution of TowerCo.

- to buy back, in accordance with the relevant laws, up to 82,578,399 shares within 18 months of the resolution, including the 2,854,664 treasury shares the Company now holds in execution of previous shareholder resolutions;
- 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 Atlantia's share price in the presence of abnormal price fluctuations;
- 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 option plans, share grants or, in any event, incentive plans, for a consideration or free of charge, to executives, 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.

The undistributable "Reserve for the purchase of treasury shares", to be used to support the programme, will be increased by up to €1,900,000,000, carried out via corresponding transfers from the "Extraordinary reserve", as required from time to time based on the purchases made. Similarly, any sales or use of the treasury shares with regard to financial instruments convertible into shares, convertible bonds, bonds or warrants will result in the reduction of the "Reserve for the purchase of treasury shares" and a matching increase in the "Extraordinary reserve".

Election of a Director

Following the resignation, on 9 May 2014, of Prof. Paolo Zannoni, elected from the majority list by the AGM of 30 April 2013, the Company's Board of Directors, at its meeting of 12 June 2014 and with the approval of the Board of Statutory Auditors, proceeded to co-opt, in accordance with art. 2386, paragraph 1 of the Italian Civil Code, and art. 21 of the Company's Articles of Association, Mr. Matteo Botto Poala on to the Board of Directors. Mr. Poala was to remain in office until the first general meeting held following his co-optation, corresponding with today's AGM. In order to restore the Board of Directors to its full complement of 15 members, the AGM has approved the appointment of Mr. Matteo Botto Poala as a Director, to serve until expiry of the term of office of the existing Board (the date of approval of the financial statements for the year ended 31 December 2015).

Election of Statutory Auditors and the Chairperson of the Board of Statutory Auditors for the financial years 2015-2016-2017

The AGM elected the new Board of Statutory Auditors for the financial years 2015-2016-2017. The new members are: Standing Auditors Alberto De Nigro, Lelio Fornabaio, Livia Salvini, and the Alternate Laura Castaldi, elected from the list submitted by the shareholder, Sintonia SpA, and Standing Auditors Corrado Gatti, Silvia Olivotto, and the Alternate Giuseppe Cerati, elected from the list submitted by a group of asset management companies and other institutional investors. Corrado Gatti, the first candidate on the list submitted by minority shareholders receiving the highest number of votes, was elected Chairperson of the Board of Statutory Auditors.

Remuneration Report

Finally, the AGM approved the first section of the Remuneration Report for 2014, prepared pursuant to art. 123-ter of Legislative Decree 58 of 24 February 1998, as amended.

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 approve any changes to the Annual Report, reference should be made to the document already made available on the Company's website (http://www.atlantia.it/it/investor-relations/assemblee/assemblea_23-24-aprile2015.html), within the terms provided for by art. 154-ter of Legislative Decree 58/98, as amended.

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In addition to the conventional IFRS financial indicators contained in this press release, certain alternative performance indicators have been included (e.g., EBITDA) in order to permit a better appraisal of the company's results and financial position. These indicators have been calculated in accordance with market practice.