



Press Release

AGM 2016

- **AGM approves Atlantia SpA's financial statements for 2015**
- **Payment of dividend of €0.88 per share for 2015 approved (€0.80 per share for 2014)**
- **Directors granted renewed authority for share buyback, subject to prior revocation of unused portion of existing authority**
- **Board of Directors re-elected for the financial years 2016-2017-2018**
- **First section of Remuneration Report for 2015 approved**

Rome, 21 April 2016 – The Annual General Meeting of Atlantia SpA's shareholders (AGM), chaired by Fabio Cerchiai, was held today.

Financial statements for 2015 approved

The AGM examined and approved Atlantia SpA's financial statements for the year ended 31 December 2015, which report profit for the year of €733m and equity at 31 December 2015 of €9,708m.

The AGM also examined the Atlantia Group's consolidated financial statements for the year ended 31 December 2015. Consolidated revenue for 2015 amounts to €5,304m, up €221m

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(4%) on 2014. On a like-for-like basis⁽ⁱ⁾, total revenue is up €293m (6%).

Gross operating profit (EBITDA) of €3,215m is up €46m (1%) compared with 2014. On a like-for-like basis, gross operating profit is up €147m (5%). Profit for the period attributable to owners of the parent (€853m) is up €113m (15%) on 2014. On a like-for-like basis, profit attributable to owners of the parent is €1,019m, up €195m (24%).

Equity attributable to owners of the parent as at 31 December 2015 amounts to €6,800m, whilst the Group's net debt as at 31 December 2015 amounts to €10,387m.

Dividend for 2015

The AGM approved payment of a dividend of €0.880 per share for 2015 (up 10% on 2014), with a final dividend of €0.480 per share to be paid with a value date of 25 May 2016. The ex-dividend date (coupon no. 28) is 23 May 2016 and the record date 24 May 2016. The final dividend adds to the interim dividend of €0.400 paid in November 2015.

Board's authority to purchase and sell treasury shares

Having revoked the unused portion of the authority granted by the General Meeting of 24 April 2015, the AGM granted the Board a new authority:

- to buy back, in accordance with the relevant laws, up to 82,578,399 shares within 18 months of the resolution, including the 2,401,753 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 statement for the year ended 31 December 2015);
- 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;

⁽ⁱ⁾ A detailed description of the term "like-for-like basis" used in this release is provided in the "Introduction" to the section, "Group financial review", in the "Report on operations" in Atlantia SpA's Annual Report 2015.

- 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.

In addition, given that by virtue of the revised form of article 2357-*ter*, paragraph 3 of the Italian Civil Code, in effect from 1 January 2016, it is no longer necessary to establish an undistributable reserve equal to the value of treasury shares, the AGM also voted to increase the "Extraordinary reserve" by the value of the "Reserve for the purchase of treasury shares" (€38,984,692 as at 31 December 2015) and to, at the same time, wind up this reserve. The AGM, however, resolved to make all the necessary or appropriate accounting entries resulting from authorised transactions involving treasury shares, in compliance with statutory requirements and the applicable accounting standards.

Re-election of corporate officers

The AGM determined the number of members of the Board of Directors at 15 and established that the term of office of the new Board of Directors shall be 3 financial years.

The AGM thus elected the Board of Directors for the three years from 2016 to 2018 and fixed the related remuneration. The following candidates were elected as Directors: Carla Angela, Gilberto Benetton, Carlo Bertazzo, Giovanni Castellucci, Fabio Cerchiai, Elisabetta De Bernardi di Valserra, Massimo Lapucci, Giuliano Mari, Valentina Martinelli, Gianni Mion, Monica Mondardini and Lynda Tyler-Cagni, elected from the list submitted by Sintonia SpA, and Bernardo Bertoldi, Gianni Coda and Lucy Marcus, elected from the list submitted by institutional investors. The AGM also elected Fabio Cerchiai as Chairman of the Board.

The Directors, Carla Angela, Bernardo Bertoldi, Gianni Coda, Massimo Lapucci, Giuliano Mari, Lucy Marcus, Monica Mondardini and Lynda Tyler-Cagni declared that they qualify as independent, in accordance with the requirements of Atlantia SpA's Corporate Governance Code and the Consolidated Finance Act.

Remuneration report

Finally, the AGM approved the first section of the Remuneration Report for 2015, prepared pursuant to art. 123-ter of Legislative Decree 58 of 24 February 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 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_21aprile2016.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.