



Press Release

1. NOTICE OF CALL OF THE EXTRAORDINARY AND ORDINARY GENERAL MEETING OF ATLANTIA SPA'S SHAREHOLDERS CALLED FOR 2 AUGUST 2017
2. RELEASE IN ACCORDANCE WITH ART. 84-BIS, PARAGRAPH 3 OF THE REGULATIONS FOR ISSUERS WITH REGARD TO ADOPTION OF A PHANTOM STOCK OPTION PLAN
3. NOTICE OF FILING OF DOCUMENTATION RELATING TO AGENDA ITEM 1) FOR THE ORDINARY SESSION

Rome, 3 July 2017 – Atlantia SpA announces that a General Meeting of shareholders, to be held in single call on 2 August 2017, has today been called. The extraordinary session of the General Meeting will be invited to deliberate on the proposal to carry out a capital increase for consideration, subject to the exclusion of pre-emption rights pursuant to art. 244I, paragraph 4.1 of the Italian Civil Code, to be paid for via the contribution in kind of shares in Abertis Infraestructuras SA and with the issue of special shares, to service the voluntary public tender offer, in cash and shares, for the entire issued capital of Abertis Infraestructuras SA (the "Offer"), and on further amendments to the articles of association related to the Offer regarding the number and mechanism to elect the Directors in presence of special shares and on those which will take effect upon conversion of the special shares into ordinary shares.

The ordinary session will be invited to deliberate on adoption of a supplementary long-term, share-based incentive plan for a limited number of core people (i.e. executive directors, key management

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personnel, managers or employees of the Company or of its subsidiaries), with the aim of supporting the integration and value creation process at the new Group that will be formed following settlement of the transaction.

1. The notice of call to the General Meeting of shareholders has today been published on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html> and on the authorised IInfo storage platform (www.IInfo.it), in accordance with art. 125-bis, paragraph 1 of Legislative Decree 58 of 24 February 1998. The extract of the notice of call will be published in the daily newspaper MF Milano Finanza on 4 July 2017.

2. With reference to the supplementary long-term, share-based incentive plan, it is informed that the Board of Directors of Atlantia SpA, with the consent of the Board of Statutory Auditors pursuant to art. 2389 of the Italian Civil Code, has today voted to submit a share-based incentive plan for approval by a general meeting of Atlantia's shareholders. The plan is reserved for executive directors, managers and employees within Atlantia SpA and/or its subsidiaries pursuant to article 2359 of the Italian Civil Code (the "Subsidiaries"), selected among a limited number of core people involved in the integration and value creation process at the new Group that will be formed following the positive settlement of the Offer. The plan will be called the "Supplementary Incentive Plan 2017 - Phantom Stock Options" (the "Supplementary Phantom SOP-2017"). Pursuant to art. 84-bis, paragraph 3, of Resolution 11971 of 14 May 1999, as amended (the "Regulations for Issuers"), the following information should be noted.

REASONS FOR THE PLAN

The aim of the Supplementary Phantom SOP-2017 is to facilitate the integration and value creation process at the new Group that will be formed following settlement of the Transaction.

BENEFICIARIES

The Supplementary Phantom SOP-2017 is reserved for the Company's Chairman and its Chief Executive Officer, in addition to managers, or employees of the Company and its Subsidiaries and/or executive directors or key management personnel, within Subsidiaries, to be selected.

In particular, apart from the Chairman and its Chief Executive Officer the Beneficiaries will be selected by the Chief Executive Officer and approved by the Board of Directors from a limited number of core people involved in the plan to integrate the two groups, and with reference to their degree of seniority and the level of responsibility assigned with regard to the plan. Their names and other information, as required by paragraph 1 of Schedule 7 of Annex 3A to the Regulations for Issuers, will be provided as per article 84-bis, paragraph 5.a of the Regulations for Issuers.

NATURE OF THE FINANCIAL INSTRUMENTS AWARDED

The Supplementary Phantom SOP-2017 provides for the award, to Beneficiaries, of phantom stock options (the "Options"), each of which – under the terms and conditions of the Supplementary Phantom SOP-2017 (the "Terms and Conditions") – will grant Beneficiaries the right to a gross cash payment, computed with reference to the increase in value, if any, of the Company's ordinary shares (the "Shares") over the reference period. The Options will be awarded on settlement of the Transaction.

Any Options granted will vest following the end of the Vesting Period (3 years starting from settlement of the Offer), in accordance with above Terms and Conditions and can be exercised within the following 3 years.

Due to its nature as a Phantom Stock Option Plan, which does not entail the award or purchase of Shares, the Plan require Beneficiaries, being "executive directors" or "key management personnel", as defined in and for the purposes of art. 6 of the Corporate Governance Code for Listed Companies, as approved by Borsa Italiana SpA's Corporate Governance Committee, as selected by the Board of Directors, to purchase, in the screen-based market organised and managed by Borsa Italian SpA, a number of shares determined on the basis of the Terms and Conditions.

3.The Company also announces that the Directors' Report on Agenda item 1) for the ordinary session has also been made available for inspection at the Company's registered office, on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html> and on the authorised IInfo storage platform (www.IInfo.it), together with the related Information Memorandum prepared in accordance with art. 84-*bis* of CONSOB Regulation 11971 of 14 May 1999, as amended.

The Directors' Report on Agenda item for the extraordinary session ("*Proposal to carry out a capital increase for consideration, subject to the exclusion of pre-emption rights pursuant to art. 2441, paragraph 4.1 of the Italian Civil Code, to be paid for via the contribution in kind of shares in Abertis Infraestructuras SA and with the issue of special shares, to service the voluntary public tender offer, in cash and shares, for the entire issued capital of Abertis Infraestructuras SA. The amendment of articles 6, 7, 8, 9, 19 and 20 (combined in art. 20), 21 and 23 of the articles of association and the introduction of new articles 19 and 40 of the articles of association. Related and resulting resolutions and delegation of the related powers*"), together with further documentation required by the applicable regulations, will be made available in accordance with the statutory and regulatory requirements in force.