



PROPOSAL TO THE ANNUAL GENERAL MEETING BY SINTONIA S.P.A. ON ITEM 4) OF THE AGENDA

With reference to item 4) on the agenda of the Atlantia's Shareholders' Meeting as of 18 April 2019, and in particular to the following:

- a) Determination of the number of members of the Board of Directors;
- c) Appointment of the Chairman of the Board of Directors;
- d) Determination of the remuneration to be paid to members of the Board of Directors;

the shareholder Sintonia S.p.A., while filing its slate of candidates for the office of Director of the Company, has disclosed its intention to propose and vote at the Annual General Meeting the following:

- in relation to letter a): to endorse the proposal of the current Board of Directors to set in 15 (fifteen) the number of the members of the new Board of Directors;
- in relation to letter c): to appoint the candidate Mr. Fabio Cerchiai as Chairman of the new Board of Directors;
- in relation to letter d): to establish the compensation due to the members of the Board of Directors, pursuant to art. 2389, paragraph I of the Italian Civil Code in euro 80.000,00 per year for each member of the Board of Directors, inclusive of the attendance fee; and, with regard to the compensation due to the participation to the Board Committees:
  - as per the "*Control, Risk and Corporate Governance Committee*", euro 45.000,00 per year for the Chairman and euro 30.000,00 per year for each other member, inclusive of the attendance fee;
  - as per the "*Human Resources and Remuneration Committee*", euro 40.000,00 per year for the Chairman and euro 25.000,00 per year for each other member, inclusive of the attendance fee;
  - as per the "*Nominations Committee*" euro 40.000,00 per year for the Chairman and euro 25.000,00 per year for each other member, inclusive of the attendance fee;
  - as per the "*Committee of Independent Directors*", an attendance fee for each meeting of euro 600,00 for the Chairman and of euro 400,00 for each other member.