



Atlantia

Registered office: Via Antonio Nibby 20, Rome - Share capital: EUR 825,783,990.00 (fully paid-in) - Tax code and Rome Companies' Register no. 03731380261

NOTICE OF CALL OF THE ORDINARY GENERAL MEETING

The holders of voting rights are hereby called to attend the Ordinary General Meeting to be held at the Company's registered office in Via Antonio Nibby 20, Rome at 11:00 a.m. on 21 April 2016 on single call, to resolve on the following

AGENDA

1. Financial statements for the year ended 31 December 2015. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Appropriation of profit for the year. Presentation of consolidated financial statements for the year ended 31 December 2015. Related and consequent resolutions.
2. Authorisation, in accordance with and for the purposes of Articles 2357 et seq. of the Italian Civil Code, Article 132 of Legislative Decree 58 of 24 February 1998 and Article 144-bis of the CONSOB Regulation adopted with Resolution 11971/1999, as subsequently amended, to purchase and sell treasury shares, subject to the prior revocation of all or part of the unused portion of the authorisation granted by the General Meeting of 24 April 2015. Related and consequent resolutions.
3. Determination of the number of members of the Board of Directors and election of the Directors to serve for the years 2016 - 2017 - 2018, and election of the Chairman of the Board of Directors. Determination of the remuneration to be paid to Directors, including fees payable for the membership of Board Committees.
4. Resolution on the first section of the Remuneration Report in accordance with Article 123-ter of Legislative Decree 58 of 24 February 1998.

Documentation

The full text of the proposed resolutions, together with the related reports and documents to be submitted to the General Meeting, will be made available at the Company's registered office and on the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>), and on the storage platform called 1Info (www.1Info.it).

The holders of voting rights are entitled to obtain a copy of the above documentation.

Information regarding the share capital on the date of call of the General Meeting

The Company's share capital consists of 825,783,990.00 ordinary voting shares with a par value of EUR 1.00 each (excluding treasury shares, which currently total 2,401,753).

Right to attend General Meeting and exercise voting rights

The only persons who can attend and vote at General Meeting are those that are entitled to vote in accordance with a notification sent to the Company by a person that identifies himself/herself as an "intermediary" in accordance with applicable laws. The notification is issued by the "intermediary" in accordance with records at the close of business on 12 April 2016, i.e., the seventh stock exchange trading day preceding the date set for the General Meeting on single call (the "Record Date"), in compliance with Article 83-sexies of Legislative Decree 58 of 24 February 1998 (the "Consolidated Finance Act", or "CFA").

Any deposits in and withdrawals from accounts subsequent to the Record Date will have no effect on a person's right to vote at General Meeting. Therefore, persons who are registered as having title to shares only subsequent to the Record Date will have no right to attend or vote at the General Meeting.

Notifications by the intermediary must arrive no later than 18 April 2016, i.e., the close of business on the third stock exchange trading day preceding the date set for the General Meeting on single call. The right to attend and vote at General Meeting, however, will be valid provided that the Company receives the relevant notice no later than the start of the General Meeting.

Shareholders who still hold share certificates in paper form are required to provide the intermediary these share certificates for entry into the centralised paperless share certificate system and apply for the issuance of the above notification.

The Chairman's office will be open two hours prior to the time set for the General Meeting, at the venue of the General Meeting, to verify the attendees' identity and right to attend.

Proxies

All holders of rights to vote that are entitled to attend the General Meeting can appoint a representative through a written proxy, subject to the limitations provided by the laws in force. To do so, these holders of rights can use the proxy form available for download and printing from the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>).

Proxy holders so appointed can, instead of providing the original form, fax a copy to +39 06 45417450, send an electronic version by certified email to atlantia@pecserviziotoli.it, or upload the form to the appropriate section of the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>),

attesting under their own responsibility to the conformity of the copy with the original and to the identity of the holder of the right. Under the laws in force, proxy holders must retain the original of the form and any voting instructions received for one year after the end of the General Meeting.

The Appointed Representative within the meaning of Article 135-undecies of the Consolidated Finance Act

Without prejudice to the foregoing, the Company, in accordance with Article 135-undecies of the CFA, has appointed Computershare S.p.A. with registered office in Via Mascheroni 19, Milan, as the Appointed Representative. Persons with voting rights can grant a proxy providing voting instructions to the Appointed Representative on all or some agenda items by 19 April 2016, i.e., the close of business on the second stock exchange trading day preceding the date set for the General Meeting on single call.

The proxy must be granted to the Appointed Representative according to the procedures and using the relevant form available on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html>.

The proxy is not effective for items for which voting instructions have not been issued.

The proxy and voting instructions can be revoked within the same terms and at the same conditions applied to their granting.

Submission of slates of candidates for the office of Director and Chairman of the Board of Directors

In accordance with the laws and regulations in force and Article 20 of the Articles of Association (available on the Company's website at <http://www.atlantia.it/en/corporate-governance/articles-codes-procedures.html>), members of the Board of Directors will be elected on the basis of slates submitted by Shareholders, in which candidates must be assigned a sequential number.

Only Shareholders who, individually or jointly with other Shareholders and on the date on which the slates are filed with the Company, represent at least 0.5% of the issued capital may submit a slate. The slates submitted by Shareholders must be filed at the registered office, or sent by certified electronic mail to atlantia@pecserviziotoli.it, by 27 March 2016, to be extended to 29 March 2016, which is the first following working day, together with information enabling the persons filing the slates to be identified and the additional documentation required by the laws and regulations in force. The Company will make the slates available for inspection by 31 March 2016 at the registered office, on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html> and on the storage platform called 1Info (www.1Info.it).

The outgoing Board of Directors does not intend to exercise the option of submitting its own slate of candidates for election to the Board of Directors.

Each Shareholder has the right to submit one slate only either individually or jointly with other Shareholders, and any candidate included in more than one slate will be disqualified. No slate may contain more than fifteen candidates. Each slate must include at least two candidates who meet the independence requirements established by law and by the Company's Corporate Governance Code (published on the Company's website at <http://www.atlantia.it/en/corporate-governance/articles-codes-procedures.html>), and one of these candidates must be listed in first place on the slate. More specifically, given that in Article 2.2 of the Company's Corporate Governance Code the Company has implemented the independent directors' principle provided under the Corporate Governance Code for listed companies, each slate must comply with the requirement to include an adequate number of independent Directors, to ensure that at least a third of the members of the Board of Directors are independent. Slates containing three or more candidates must also ensure that at least a third of the candidates belong to the least represented gender, in application of Law 120 of 12 July 2011.

Each Shareholder submitting a slate must file and/or deliver to the Company's registered office by 31 March 2016 a certificate issued by intermediaries in accordance with the law and regulations in force, attesting that the Shareholder holds the minimum percentage shareholding required to submit a slate. Whether the minimum percentage shareholding requirement is met is determined with reference to the shares that, on the day the slates are filed with the Company, are listed as registered in the name of the Shareholder who submitted the slate.

Each slate must be accompanied by: (i) exhaustive information regarding the candidates' personal and professional details; (ii) declarations from the individual candidates accepting their candidature and providing a personal war-

ranty that no fact or deed exists that could give rise to their disqualification and that they meet the legal requirements for holding the office, and that, where applicable, they meet the independence requirements established by the laws and regulations in force and/or by Article 3.1 of Atlantia's Corporate Governance Code (published on the Company's website at <http://www.atlantia.it/en/corporate-governance/articles-codes-procedures.html>); and (iii) the identities of the Shareholders who have submitted the slates and their total percentage shareholding.

In addition, in compliance with the provisions of CONSOB Ruling DEM/9017893 of 26 February 2009, minority slates must be accompanied by a declaration certifying the absence of any association, indirect or otherwise, as defined by Article 147-ter, paragraph 3 of the CFA and Article 144-quinquies of the Regulations adopted with CONSOB Resolution 11971 of 14 May 1999, with Shareholders that hold, either individually or jointly, a controlling or relative majority interest, as defined by the regulations in force. The declaration must also specify any existing relations, where significant, with Shareholders that hold, either individually or jointly, a controlling or relative majority interest, where identifiable, and the reasons these relations are not considered to determine the existence of the above association, or an indication that no such relations exist.

Any slate that do not comply with the above requirements will be considered to have not been submitted.

Further information on the submission, filing and publication of slates and the procedures for the appointment of Directors is provided in Article 20 of the Company's Articles of Association (available on the Company's website at <http://www.atlantia.it/en/corporate-governance/articles-codes-procedures.html>), in the Company's Board of Directors Report, available on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html> and on the storage platform called 1Info (www.1Info.it).

Right to ask questions

All holders of voting rights can also submit questions on agenda items before the General Meeting and up to three days before the General Meeting held on single call (i.e., on 18 April 2016) and answers will be provided no later than during the General Meeting. The Company can provide a collective answer to questions on the same subject. The Company is not required, however, to respond to questions which can be found in the "Questions and Answers" section on the Company's website.

Questions must be sent to the Company through the relevant section on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html>, by fax to +39 06 43634260, or by email to the certified email address atlantia@pecserviziotoli.it.

All persons asking questions must provide details of their identity and their title to exercise voting rights.

Right to add General Meeting agenda items and to submit new resolution proposals

Shareholders, whether separately or collectively, representing one fortieth of the share capital can ask to add items to the agenda by indicating the subject matter in their request, or submit resolution proposals regarding matters already on the agenda, within 10 days of the publication of this notice in accordance with Article 126-bis of the Consolidated Finance Act. Applications must be submitted in writing accompanied by evidence of voting rights, by fax to +39 06 43634260 or by email to the certified email address atlantia@pecserviziotoli.it.

No agenda items can be added concerning matters for which the General Meeting is required by law to deliberate, based on a proposal, project or report put forward or prepared by the Board of Directors, other than those listed under Article 125-ter, paragraph 1 of the Consolidated Financial Act.

More information on these rights and their exercise can be obtained from the Company's website mentioned above.

Postal votes

No provision has been made for votes to be cast by post or electronically. The full texts of the Atlantia S.p.A.'s Articles of Association and Corporate Governance Code are available at www.atlantia.it.

Rome, 9 March 2016

Atlantia SpA
The Chairman
Dott. Fabio Cerchiai