



Atlantia

Atlantia S.p.A. • Registered Office: Via Antonio Nibby, 20, Rome • Issued Capital: € 825,783,990.00 (fully paid-in)
• Tax Code and Rome Companies' Register no. 03731380261

NOTICE OF CALL TO EXTRAORDINARY AND ORDINARY GENERAL MEETING

The holders of voting rights are hereby called to attend the Extraordinary General Meeting to be held at the Company's registered office at Via Antonio Nibby, 20 in Rome at 11.00am on 2 August 2017, in single call, in order to deliberate on the following

AGENDA

Extraordinary session

1. 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.

Ordinary session

1. Approval of a supplementary long-term, share-based incentive plan for executive directors and employees of the Company and its direct and indirect subsidiaries. Related and resulting resolutions.

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 for inspection at the Company's registered office and on the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>) and on the authorised 1Info storage platform (www.1Info.it).

The holders of voting rights may obtain a copy of the above documentation.

Information regarding the issued capital on the date of call to the General Meeting

The Company's issued capital consists of 825,783,990 ordinary voting shares with a par value of €1.00 each (excluding treasury shares, which currently total 8,600,835).

Right to attend General Meetings and the exercise of voting rights

Only those persons may attend and vote at General Meetings who have been notified as having voting rights to the Company by an "intermediary" so authorised in accordance with applicable laws; such notification having been issued in accordance with records at the close of business on 24 July 2017, being the seventh stock exchange trading day preceding the date set for the General Meeting in single call (the "**Record Date**"), in conformity with articles 83-*sexies* of Legislative Decree 58 of 24 February 1998 (the "**Consolidated Finance Act**", or "**CFA**").

Any deposits in and withdrawals from custody accounts subsequent to the Record Date shall be without effect to a person's right to vote at the General Meeting. Persons who are, consequently, registered as having title to shares only subsequent to the Record Date shall have no right to attend or vote at the General Meeting.

Such notification by the intermediary must arrive no later than 28 July 2017, being the close of business of the third stock exchange trading day preceding the date set for the General Meeting in single call. The right to attend and vote at General Meeting, however, shall be valid to the extent that the relevant notice is received by the Company no later than the opening of the General Meeting.

Shareholders still in the possession of share certificates in scrip form are required to provide the intermediary with the share certificates for entry into the centralised scripless share certificate system and apply for the issuance of the above notification.

The Office of the Chairman will be open two hours prior to the time set for the General Meeting in order to identify attendees and verify their right to attend.

Proxies

All holders of rights to vote at and attend the General Meeting may appoint a representative through the issuance of a written proxy, subject to any legal and regulatory limitations. A Proxy Form that can be downloaded from the Company's website, <http://www.atlantia.it/en/investors/general-meetings.html>, and printed out may also be used.

Proxies so appointed may, instead of providing the original form, fax a copy to +39-06-45417450 or send an electronic version of the form by certified electronic mail to atlantia@pecserviziotitoli.it or upload the form to the relevant page of the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>), attesting and accepting personal liability for the conformity of the copy with the original and to the identity of the holder of voting rights. Proxies are under a statutory obligation to retain the original of the form and any voting instructions received for one year from the close of business at the General Meeting.

The Appointed Representative within the meaning of art. 135-*undecies*, Consolidated Finance Act

Subject to the above, the Company, as permitted by article 135-*undecies* of the Consolidated Finance Act, has appointed Computershare SpA, with registered office in Via Mascheroni 19, Milan, as the Appointed Representative, to which persons with voting rights may provide voting instructions on any and all agenda items by 31 July 2017, being the close of business on the second stock exchange trading day preceding the date set for the General Meeting.

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

The authorisation is without effect with respect to motions for which voting instructions have not been issued. Such authorisations and voting instructions may be revoked within the same terms and conditions applied to their conferment.

Right to ask questions

The holders of voting rights may submit questions on agenda items either before the General Meeting or up to three days prior to the Meeting held in single call, being 30 July 2017, and answers must be provided no later than the General Meeting. The Company may provide a collective answer to questions on the same subject. No reply is, however, required for questions the answers to which can be found in the "Questions and Answers" page on the Company's website.

Questions must be sent to the Company from the specific page on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html>, or by facsimile to +39 06-43634260 or to the certified e-mail address atlantia@pecserviziotitoli.it.

All persons asking questions must provide proof of identity and of their right to vote.

Right to add General Meeting agenda items and to submit new motions

Shareholders, separately or collectively, representing one fortieth of the issued capital may, within ten days of the publication of this notice, and in accordance with article 126-*bis* of the Consolidated Finance Act, apply for the addition of agenda items indicating the subject matter in the application, or submit proposals for deliberation regarding matters already on the agenda. Applications must be made in writing, accompanied by proof of the right to vote, and sent by facsimile to +39 06-43634260 or to the certified e-mail address atlantia@pecserviziotitoli.it. No agenda items may be added with respect to matters for which the General Meeting is required by law to deliberate on the recommendation, proposal or report of the Directors, other than those referred to in art. 125-*ter* of the CFA. More information on these rights and their exercise may be obtained from the Company's above-mentioned website.

Postal votes

Provision has not been made for votes to be cast by mail or electronically. The full texts of the Articles of Association and Atlantia SpA's Corporate Governance Code are available at www.atlantia.it.

Rome, 3 July 2017

Atlantia S.p.A.
The Chairman
Fabio Cerchiai