

ATLANTIA S.P.A. BOARD OF DIRECTORS' REPORT CONCERNING ITEM 3) ON THE AGENDA OF THE ORDINARY GENERAL MEETING TO BE HELD ON 29 MAY 2020 ON SINGLE CALL: "ELECTION OF TWO MEMBERS OF THE BOARD OF DIRECTORS. RELATED AND CONSEQUENT RESOLUTIONS".

Dear Shareholders

With regard to this agenda item, you have been called to resolve on the appointment of two members of the Board of Directors.

In this regard, please be reminded that the General Meeting of 18 April 2019 resolved to set the number of members of the Board of Directors at 15 and to appoint a new Board of Directors for a three-year term (2019–2020–2021), which will end when the financial statements for the financial year ended 31 December 2019 are approved.

Following the resignations on 24 June 2019 of Mr. Marco Patuano and on 17 September 2019 of Mr. Giovanni Castellucci (both appointed at the General Meeting of 18 April 2019 from the majority list), , during the meetings held on 31 October 2019 and on 6 March 2020 respectively,, the Board of Directors co-opted (under Article 2386, paragraph 1, of the Italian Civil Code and Article 21 of the Articles of Association) Mrs. Sabrina Benetton and Mrs. Valentina Martinelli. They will remain in office until the date of the General Meeting subsequent to the meeting of the Board of Directors during which they were appointed and therefore until today's General Meeting. The relevant resolutions were approved by the Board of Statutory Auditor pursuant to the applicable laws.

Therefore, two Directors need to be appointed to supplement the number of members of the Board of Directors and bring it to 15 according to the relevant resolution of the General Meeting. As these are merely additional appointments, the list voting system will not apply and the General Meeting will resolve on the matter in accordance with the majority required by the bylaws.

The Board of Directors therefore proposes that Mrs. Sabrina Benetton and Mrs. Valentina Martinelli are confirmed as Directors until the term of the current Board ends, i.e. until the General Meeting to approve the financial statements for the financial year ended 31 December 2021, and that they will be granted the same remuneration approved by the General Meeting of 18 April 2019.

The appointment of Mrs. Benetton and of Mrs. Martinelli would increase of the number of Directors belonging to the less-represented gender, improving the gender equality among the members of the Board of Directors.

For further details on academic and professional background of Mrs. Sabrina Benetton and of Mrs.

Valentina Martinelli, please refer to the attached profiles.

In light of the above, we propose that the following resolution be adopted:

“The ordinary General Meeting of Atlantia S.p.A.:

- having taken into account the proposal of the Board of Directors;

resolves

i) to appoint as members of the Board of Directors who will remain in office until the financial statements for the business year ended 31 December 2021 are approved:

- Mrs. Sabrina Benetton, born in Padova on 4 October 1973, tax code BNTSRN73R44G224Z; and

- Mrs. Valentina Martinelli, born in Vicenza on 8 August 1976, tax code MRTVNT76M48L840A

ii) to grant the above Directors the same remuneration as that determined for the office of member of the Board of Directors by the General Meeting of 18 April 2019”.

Rome, 29 April 2020

Atlantia S.p.A.

For the Board of Directors

The Chairman

Mr Fabio Cerchiai

SABRINA BENETTON

<i>Luogo e data di nascita</i>	Padova 04/10/1973
<i>Titolo di studio</i>	Diploma di maturità IB internazionale (1992) Ecôle Le Rosey Rolle, Switzerland Laurea in Public Relations and Mass Communication (1996) Boston University Boston, Massachussets Master in International Affairs - Law and Diplomacy (1999) The Fletcher School of Law and Diplomacy -Tufts University Medford, Massachussets
<i>Lingue straniere</i>	Inglese, Francese, Spagnolo
<i>Personale</i>	Sposata con tre figli
<i>Esperienze professionali:</i>	
1996-1997	Merryll Lynch
1999-2000	Autogrill settore Marketing, Milano
2000-2003	Gruppo Benetton ufficio comunicazione marchi sportivi (Rollerblade Prince, Playlife e Killerloop), Ponzano Veneto, Treviso
2005-2016	Consigliere di Amministrazione Edizione Holding
<i>Incarichi attuali:</i>	
Dal 2013	Consigliere di Amministrazione Benetton Group
Dal 2019	Consigliere di Amministrazione Edizione Holding
Dal 2018	Presidente di Regia srl
Dal 2018	Consigliere di Amministrazione Fondazione Benetton

Treviso, 24 Ottobre 2019

Curriculum Vitae

Valentina Martinelli

Nata a Vicenza l'8 agosto 1976.

Dal 2003 lavora in Edizione S.r.l. dove è responsabile delle aree Amministrazione e Bilanci e Compliance.

Nel 2000, dopo la laurea in Economia Aziendale presso l'Università Ca' Foscari di Venezia con il massimo dei voti e la lode, inizia la sua carriera professionale nella società di revisione Arthur Andersen S.p.A.

E' iscritta al Registro dei revisori legali con D.M. 3. 11.2009 pubblicato nella Gazzetta Ufficiale n.89 del 17.11.2009.

E' stata consigliere di Atlantia S.p.A. e di Gemina S.p.A.

Treviso, 2 marzo 2020

