

Atlantia S.p.A. – Ordinary Shareholders' Meeting May 29, 2020

Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17th, 2020

Pursuant to Law Decree containing measures to strengthen the National health service and economic support for families, workers and business connected to the epidemiological emergency due to COVID-19 approved by the Italian Council of Ministers on March 16th, 2020 and published on Italian Gazzetta Ufficiale on March the 17th, 2020 and as stated in the notice of call of Atlantia S.p.A. Shareholders' Meeting on May 29, 2020, published on April 29 2020, the proxy can be conferred to Computershare S.p.A.. The present proxy must be notified as an attachment in PDF format to an e-mail sent to atlantia@pecserviziotitoli.it. Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 06 45417401 from 9:00 a.m. to 6 p.00 pm from Monday to Friday or by e-mail to atlantia@computershare.it.

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

* mandatory information

The undersigned * Place of birth * Date of birth*
Tax code *
Resident in (town/city) * at (street / address) *
telephone no * e-mail

(2) entitled to exercise the voting right at **May 20, 2020 (Record Date)** as: registered share holder - legal representative – attorney/proxy holder with authority to sub-delegate pledgee – Taker in - beneficiary interest holder - official receiver– manager –
 other (specify)
for no* of ordinary shares **Atlantia (ISIN IT0003506190)**

(3) registered in the name of Place of birth *

Date of birth * TAX Code

Resident in (town/city) * at (street / address) *

(4) Registered in the securities account no..... At..... Bank Code (ABI)..... Branch Code (CAB)

(5) as resulting from communication no. ... Made by (Bank).....

DELEGATES/SUBDELEGATES Computershare S.p.A. with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to the abovementioned general meeting, with reference to the shares above, in accordance with the instructions provided and

DECLARES that no matter of compatibility or suspension are affecting the vote and he/she is aware that:

- under his/her own liability, as proxy holder the compliance of the proxy form electronically provided to the original document and the identity of the proxy grantor;
- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works.

DATE Form of identification (6) (type)* Issued by * no. * SIGNATURE

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VOTING INSTRUCTION

The undersigned **(7)**

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders’ meeting as follow **(8)**

RESOLUTIONS TO BE VOTED (9)	VOTING INSTRUCTION
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1. Atlantia SpA’s financial statements for the year ended 31 December 2019. The reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditor. Appropriation of profit for the year. Presentation of consolidated financial statements for the year ended 31 December 2019. Related and resulting resolutions.					
Section A – vote for resolution proposed by the Board of Directors (9)			F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
Sections B and C (11)	Conf	Rev	Mod voting instructions		
B – vote for unknown circumstances	Conf	Rev	F	C	A
C1 – vote for resolution proposed by the Chairman of the meeting (11)	Conf	Rev	F	C	A
C2 – vote for resolution proposed by holder of majority/relevant interest (11)	Conf	Rev	F	C	A
C3 – vote for resolution proposed by holder of minority interest (11)	Conf	Rev	F	C	A

2. Engagement of the Independent Auditor for the financial years 2021-2029. Related and resulting resolutions.					
Section A – vote for KPMG S.p.A., first preference expressed by the Board of Statutory Auditors (9)			F	C	A
Section A2 – vote for EY S.p.A., alternative proposal expressed by the Board of Statutory Auditors (12)			F	C	A
Sections B and C (11)	Conf	Rev	Mod voting instructions		
B – vote for unknown circumstances	Conf	Rev	F	C	A
C1 – vote for resolution proposed by the Chairman of the meeting (11)	Conf	Rev	F	C	A
C2 – vote for resolution proposed by holder of majority/relevant interest (11)	Conf	Rev	F	C	A
C3 – vote for resolution proposed by holder of minority interest (11)	Conf	Rev	F	C	A

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3. Election of two members of the Board of Directors. Related and resulting resolutions.					
Section A – vote for resolution proposed by the Board of Directors (9)			F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
Sections B and C (11)			Conf	Rev	Mod voting instructions
B – vote for unknown circumstances			Conf	Rev	F C A
C1 – vote for resolution proposed by the Chairman of the meeting (11)			Conf	Rev	F C A
C2 – vote for resolution proposed by holder of majority/relevant interest (11)			Conf	Rev	F C A
C3 – vote for resolution proposed by holder of minority interest (11)			Conf	Rev	F C A

4. Proposal for revocation of the General Meeting's resolution of 18 April 2019 limited to the authorisation to purchase treasury shares, without prejudice to the authorisation to sell treasury shares therein contained. Related and resulting resolutions.					
Section A – vote for resolution proposed by the Board of Directors (9)			F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
Sections B and C (11)			Conf	Rev	Mod voting instructions
B – vote for unknown circumstances			Conf	Rev	F C A
C1 – vote for resolution proposed by the Chairman of the meeting (11)			Conf	Rev	F C A
C2 – vote for resolution proposed by holder of majority/relevant interest (11)			Conf	Rev	F C A
C3 – vote for resolution proposed by holder of minority interest (11)			Conf	Rev	F C A

5. Proposal for a Free Share Scheme for Employees for the year 2020. Related and resulting resolutions.					
Section A – vote for resolution proposed by the Board of Directors (9)			F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
Sections B and C (11)			Conf	Rev	Mod voting instructions
B – vote for unknown circumstances			Conf	Rev	F C A
C1 – vote for resolution proposed by the Chairman of the meeting (11)			Conf	Rev	F C A
C2 – vote for resolution proposed by holder of majority/relevant interest (11)			Conf	Rev	F C A
C3 – vote for resolution proposed by holder of minority interest (11)			Conf	Rev	F C A

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6. Report on the Remuneration Policy for 2020 and Remuneration paid in 2019, prepared pursuant to art. 123-ter of Legislative Decree 58 of 24 February 1998:						
6.1 First section: Report on the Remuneration Policy for 2020 (binding resolution)						
Section A – vote for resolution proposed by the Board of Directors (9)				F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)				F	C	A
Sections B and C (11)				Conf	Rev	Mod voting instructions
B – vote for unknown circumstances				Conf	Rev	F C A
C1 – vote for resolution proposed by the Chairman of the meeting (11)				Conf	Rev	F C A
C2 – vote for resolution proposed by holder of majority/relevant interest (11)				Conf	Rev	F C A
C3 – vote for resolution proposed by holder of minority interest (11)				Conf	Rev	F C A

6. Report on the Remuneration Policy for 2020 and Remuneration paid in 2019, prepared pursuant to art. 123-ter of Legislative Decree 58 of 24 February 1998:						
6.2 Second section: Report on Remuneration paid in 2019 (non-binding resolution).						
Section A – vote for resolution proposed by the Board of Directors (9)				F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)				F	C	A
Sections B and C (11)				Conf	Rev	Mod voting instructions
B – vote for unknown circumstances				Conf	Rev	F C A
C1 – vote for resolution proposed by the Chairman of the meeting (11)				Conf	Rev	F C A
C2 – vote for resolution proposed by holder of majority/relevant interest (11)				Conf	Rev	F C A
C3 – vote for resolution proposed by holder of minority interest (11)				Conf	Rev	F C A

Derivative action against Directors						
Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements (If no voting instruction are indicated, the Appointed Representative will vote C – against)				F	C	A

DATE

SIGNATURE

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Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **May 28, 2020 h. 12:00**, using one of the following methods:
 - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to atlantia@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to atlantia@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - 3) **Common Email address Holders**: as an attachment document (PDF format) sent to atlantia@pecserviziotitoli.it. In this case the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Monte Giberto 33 – 00138 Roma;
 - 4) **Via FAX**: number + 39 06 45417450

The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub-delegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website <http://www.atlantia.it/en/investors/general-meetings>
Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and C.
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
11. In the absence of a proposal from the Board of Directors or other proposal published subsequently and reported in the instruction form, the Appointed Representative will be called to approve a proposal from those presented at the meeting by the President on behalf of the proposing subjects. Therefore the voting instructions are collected by the Appointed Representative in Section C as the only expression of vote on the proposals presented by the subjects indicated therein. The voting instructions provided in relation to the different characteristics of the proposers indicated in Section C may also be identical to each other but bind the Appointed Representative to cast the vote only if the proposer has the characteristics indicated in the correspondent instruction. In the case of several proposals submitted by various subjects holding minority interests not previously disclosed and not reported in the instruction form, the Appointed Representative will not be able to cast any vote.
12. In case of approval of the proposal contained in Section A, relating to the preference expressed by the Board of Statutory Auditors, the vote on the alternative proposal of the the Board of Statutory Auditors, contained in Section A2, will not take place

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INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to the Regulation(EU) 2016/679 (the "Regulation")

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and art. 106 DL 17 March 2020 n. 18, as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according to his voting instructions

The Controller processes the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation - shall be performed by paper or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF and art. 106 DL 17 March 2020 n. 18.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.