



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 GENERAL MEETING

The holders of voting rights are hereby called to attend the Extraordinary General Meeting to be held in single call at the Company's offices at Via Alberto Bergamini 50, Rome at 11:00am on 15 January 2021, in order to deliberate on the following

AGENDA

1. Approval of the proposed partial, proportional demerger of Atlantia SpA in favour of a wholly owned subsidiary, Autostrade Concessioni e Costruzioni SpA; proposed amendment of article 6 of the Articles of Association; related and resulting resolutions.

Documentation

The full text of the proposed resolution, together with the related report and documents to be submitted to the General Meeting will be made available for inspection, within the time limit established by law, 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 no par value (excluding treasury shares, which currently total 6.959.693).

COVID-19 emergency - Conduct of the General Meeting pursuant to Law Decree 18 of 17 March 2020

In order to minimize the risks entailed by the ongoing Covid-19 medical crisis, Atlantia S.p.A. has decided to avail itself of the possibility - pursuant to Article 106 of Italian Decree Law 18/20, and referred to in Article 71 of Italian Decree Law 104/20 - to provide that participation by shareholders in the General Meeting shall be exclusively via the Appointed Representative retained pursuant to article 135-*undecies* of Legislative Decree 58 of 24 February 1998 (the "Consolidated Financial Act" or "CFA") - i.e. Computershare SpA (the "Appointed Representative") - according to the procedure described herein.

In compliance with art. 106, paragraph 2 of the CFA, unless otherwise stated above, in accordance with the legislation introduced to combat the COVID-19 epidemic, attendance at the General Meeting by corporate officers, the Company Secretary and the Appointed Representative, in addition to any other persons so authorised by the Chairman of the Board of Directors, may only take place via forms of video or telephone conferencing. This must be done in such a way as to guarantee the Chairman's ability to identify attendees in accordance with the procedures to be defined by the Chairman and notified to each of the above persons, in compliance with the legislation applicable to such cases, without in any event it being necessary for the Chairman, the Secretary or a Notary to be present at the same location.

Right to attend General Meetings and the exercise of voting rights

The right to attend and vote at General Meetings, solely through the Appointed Representative, is reserved for those persons holding voting rights, as notified to the Company by an "intermediary" so authorised in accordance with the applicable laws. Such notification must be issued on the basis of the relevant records at the close of business on **6 January 2021**, being the seventh stock exchange trading day preceding the date set for the General Meeting in single call (the "**record date**"), in compliance with articles 83-*sexies* of the 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 and, therefore, may not appoint the Appointed Representative as their proxy.

The above notifications from intermediaries must be received by the Company no later than **12 January 2021**, i.e. the end 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 the General Meeting, again solely through the Appointed Representative, shall in any event remain valid to the extent that the relevant notification 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.

Representation at the Meeting - Proxies to the Appointed Representative

Pursuant to art. 106, paragraph 4 of Law Decree 18 of 17 March 2020, attendance at the General Meeting may only take place by appointing the Appointed Representative designated by the Company as proxy, in accordance with art. 135-*undecies* of the CFA and art. 14 of the Articles of Association. The Appointed Representative designated by the Company is Computershare SpA, with registered office in Via Mascheroni 19, Milan.

The proxy form appointing the Appointed Representative must include voting instructions on the sole item on the agenda and on the eventual agenda items added by Shareholders in accordance with article 126-*bis* of the CFA and is effective solely with respect to motions for which voting instructions have been given.

Proxy forms must be received by the end of the second stock exchange trading day preceding the date set for the General Meeting (i.e. **12 midnight on 13 January 2021**).

In this regard, to aid in the submission of proxy forms and voting instructions, the section of the Company's website containing information on this General Meeting (<http://www.atlantia.it/en/investors/general-meetings.html>) includes a form prepared, with the related guidance, by Computershare SpA that can be completed and submitted online. Alternatively, the form may be downloaded from the same website and submitted, within the above deadline, to Computershare SpA by certified e-mail to atlantia@pecserviziottitoli.it or by fax to +39-06-45417450, according to the procedures indicated on the Company's website and in the specific "Instructions for completion and submission" on the above form.

Appointment of a proxy and voting instructions may be revoked in accordance with the same terms and conditions applied to their submission.

In addition, pursuant to Law Decree 18/2020, anyone not intending to attend the General Meeting in the above manner, may appoint the Appointed Representative to act as their proxy and/or sub-proxy pursuant to art. 135-*novies* of the CFA. The related form, accompanied by the related voting instructions in writing, must be submitted to Computershare SpA by certified e-mail to atlantia@pecserviziottitoli.it or by fax to +39-06-45417450, **no later than 12.00 noon** on the day preceding the date set for the General Meeting (**14 January 2021**). The appointment may be made by completing the relevant form available on the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>) following the instructions shown.

Appointment of a proxy and voting instructions may be revoked in accordance with the same terms and conditions applied to their submission.

Submission of the above proxy forms pursuant to articles 135-*novies* and 135-*undecies* of the CFA is free of charge for shareholders, except for any expenses incurred in submitting or mailing the forms.

Shareholders can obtain information or clarification from Computershare SpA by calling +39-06-45417401 (lines

are open Monday to Friday from 9.00am to 1.00pm and from 2.00pm to 6.00pm).

With reference to the guidance contained in the Directors' report on the sole agenda item, Shareholders are invited to submit their voting instructions on a date that is as close as possible to the final deadline referred to in this notice.

Right to ask questions

Pursuant to art. 127-*ter* of the CFA, the holders of voting rights may submit questions on the sole item on the agenda either before the General Meeting, using the specific section of the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>), by certified e-mail to atlantia@pecserviziottitoli.it or by fax to +39-06-45417450.

Questions must be received by no later than the record date, **being 6 January 2021 (by midnight)**.

Only questions strictly relating to sole agenda item will be accepted. Persons asking questions must provide their personal details (name and surname or company name, place and date of birth and tax code) and appropriate proof of their title to exercise voting rights, issued by the relevant intermediary.

If the asker of the question has requested their intermediary to provide proof of their right to attend the General Meeting, it will be sufficient to accompany the question with the details of this notification from the intermediary.

Questions received before the General Meeting will be replied to **by 12 January 2021** at the latest, with replies posted on the Company's website.

The Company may provide a collective answer to questions on the same subject. No reply is, however, required to questions where the answer can be found in the "Questions and Answers" page on the Company's website.

Right to add General Meeting agenda items

Shareholders, separately or collectively, representing one fortieth of the issued capital may, **within 10 days** of publication of this notice, and in accordance with article 126-*bis* of the CFA, apply for the addition of agenda items indicating the subject matter in the application. Applications must be made in writing, accompanied by proof of the right to vote, and sent to the certified e-mail to atlantia@pecserviziottitoli.it or by fax to +39-06-45417450.

No agenda items may be added with respect to matters for which the General Meeting is required by law to deliberate based on a recommendation, proposal or report from the Directors, other than those referred to in art. 125-*ter*, paragraph 1 of the CFA.

More information on these rights and their exercise is available on the Company's website.

Shareholders will not have the right to propose new motions on the sole agenda item, given that, as required by law, the General Meeting will deliberate on this agenda item on the basis of a proposal and a plan put forward by the Board of Directors.

This does not affect the right to propose individual motions, **by 5 January 2021**, on any new agenda items added at the request of shareholders in accordance with article 126-*bis* of the CFA.

Postal votes

Provision has not been made for votes to be cast by mail or electronically.

Rome, 14 December 2020

Atlantia S.p.A.
The Chairman
Fabio Cerchiai