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MINUTES OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF

"ATLANTIA SPA"

REPUBLIC OF ITALY

On the twenty-eighth day of April, two thousand and twenty

at 3.00 p.m.

at Via Antonio Nibby, 20, in Rome,

28 April 2021

As requested by "ATLANTIA SPA" with registered offices at Via Antonio Nibby 20, Rome, fully paid-up issued capital of €825,783,990.00, Rome Companies' Register Number and Tax Code and VAT Registration Number 03731380261, REA RM-1023691, the undersigned, Salvatore MARICONDA, Notary in Rome, a member of the Board of Notaries for the United Districts of Rome, Velletri and Civitavecchia, proceeded on the above date at 3.00 p.m. to Via Antonio Nibby, 20, Rome, to attend and minute the resolutions of the ordinary general meeting of the shareholders of the requesting Company, convened for 3.00 p.m. at that location, in single call, to deliberate and vote on resolutions relating to the following

Agenda:

which I, the Notary, proceeded to read

Ordinary session

1. Financial statements for the year ended 31 December 2020

A. Approval of Atlantia SpA's financial statements as at and for

the year ended 31 December 2020, accompanied by the reports of the Board of Statutory Auditors and the Independent Auditor. Presentation of the Integrated Annual Report and consolidated financial statements for the year ended 31 December 2020. Related and resulting resolutions.

B. Appropriation of the result for the year. Related and resulting resolutions.

2. Election and remuneration of the Board of Statutory Auditors and the Board's Chair for the three-year period 2021-2023

A. Election of the Board of Statutory Auditors and the Board's Chair for the three years 2021-2022-2023. Related and resulting resolutions.

B. Determination of the remuneration of the Chair of the Board of Statutory Auditors and standing Auditors. Related and resulting resolutions.

3. Election of a member of the Board of Directors. Related and resulting resolutions

4. Approval of an incentive plan based on Atlantia SpA's ordinary shares named "Stock Grant Plan 2021-2023". Related and resulting resolutions

5. Report on the Remuneration Policy for 2021 and Remuneration Paid in 2020, prepared pursuant to art. 123-ter of Legislative Decree 58 of 24 February 1998:

A. Approval of the first section of the Report - the Remuneration Policy for 2021 (binding resolution).

B. Non-binding vote on the second section of the Report -
Remuneration Paid in 2020.

Extraordinary session

**1. Proposed amendments to the articles of association; related
and resulting resolutions:**

A. art. 8, to include a provision regarding the identification
of shareholders;

B. art. 20, regarding the re-election of the Board of Directors;

C. art. 23, regarding Board of Directors' meetings; and

D. articles 26 and 28, to include provisions regarding Board
committees.

On entering the location of the General Meeting, I noted the
presence at the table of the Chairman, Fabio CERCHIAI, born in
Florence on 14 February 1944 and domiciled for the purposes of
his position in Rome, as above, Chairman of the requesting
Company's Board of Directors who, as such, pursuant to article
15 of the Articles of Association, acted as Chairman of the
Meeting.

I, the Notary, am certain of the identity of the person, who
requested me, the Notary, to minute the General Meeting.

Before going ahead with the official part of the proceedings, the
Chairman greeted the Meeting:

*"Good morning, Ladies and Gentlemen. Due to the ongoing health
emergency, and in order to contain the risks connected with such
emergency, Atlantia SpA has elected to take advantage of the*

option granted by the related legislation, which means that Shareholders may only attend the General Meeting through the appointed representative defined in article 135-undecies of the CFA, without the need for Shareholders to be physically present. This is in compliance with the provisions of Law Decree 18/2020 (the "Cura Italia" Decree) converted, with amendments, by art.1, paragraph 1 of Law 27 of 24 April 2020, as amended.

I would like, therefore, to warmly welcome Mr. Enrico Monicelli, representing Computershare SpA, to the General Meeting and, through him, send greetings to all our Shareholders on behalf of the Board of Directors, the Board of Statutory Auditors and the Company's management".

On finishing his introductory greetings, the Chairman declared the meeting open, handing the floor to me, the Notary, in order to state the following for the record:

- this General Meeting had been called for 3.00 p.m. on 28 April 2021, to be held in single call at Via Alberto Bergamini 50 in Rome, in conformity with art. 12 of the Articles of Association. It was called by notice containing the information required by art. 125-bis of Legislative Decree 58 of 24 February 1998 (as amended - the Consolidated Finance Act or "CFA"), with the full text of the notice having been published on the Company's website and on the 1Info storage platform (www.1Info.it) on 19 March 2021, and an extract from such notice having been published in "MF Milano Finanza" on 20 March 2021;

- pursuant to art. 135-*undecies* of the CFA and the above *Cura Italia* Decree, in preparation for the General Meeting, Computershare SpA, with registered offices at Via Lorenzo Mascheroni, 19, Milan, was designated Appointed Representative for the Meeting, and on 19 March 2021 the "Proxy form appointing the Appointed Representative in accordance with art. 135-*undecies* of the CFA" and the "Proxy form appointing the Appointed Representative in accordance with art. 135-*novies* of the CFA" were made available to the public on the Company's website at www.atlantia.it (in the section *Investor Relations - General Meetings*);

- as of 19 March 2021, all information required pursuant to the relevant provisions of the CFA and the regulations adopted by CONSOB by resolution 11971 of 14 May 1999, as amended (the "Regulations for Issuers") were made available to the public on the Company's website at www.atlantia.it (in the section *Investor Relations - General Meetings*) and on the 1Info storage platform (www.1Info.it);

- as required by article 125-*bis*, paragraph 2 of the CFA, explanatory reports regarding items 1, 2 and 3 on the agenda for the ordinary session of the day's General Meeting and on the sole item on the agenda for the extraordinary session were made available to the public on 19 March 2021, as required by article 125-*ter* of the CFA. As required by law, notice of publication was given on the Company's website and on the SDIR 1Info system;

- as required by article 125-ter of the CFA, on 29 March 2021, the explanatory report on item 4 on the agenda for the ordinary session of the day's General Meeting was made available to the public, together with the Information Document prepared pursuant to art. 84-bis of the Regulations for Issuers. Pursuant to article 123-ter of the CFA, on the same date, the Company made the *Report on the Remuneration Policy for 2021 and on Remuneration paid in 2020* referred to in item 5 on the agenda for the ordinary session of the General Meeting available to the public, together with the related Board of Directors' explanatory report. Notice of publication of all the above documentation, at the Company's offices at Via A. Bergamini 50, on the Company's website at www.atlantia.it (in the section *Investor Relations - General Meetings*) and on the 1Info storage platform, was given on the Company's website and on the SDIR 1Info system.

- pursuant to articles 125-ter and 154-ter and other provisions in the CFA and the Regulations for Issuers, on 2 April 2021, the Company made the Integrated Annual Report for 2020 (including, among other things, the consolidated financial statements, the separate financial statements, the attestations required by art. 154-bis, paragraph 5 of the CFA and the consolidated non-financial statement prepared pursuant to Legislative Decree 254/2016) available to the public at its offices at Via A. Bergamini 50, on its website at www.atlantia.it (in the section *Investor Relations - General Meetings*) and on the 1Info storage platform.

The Report was accompanied by the reports of the Independent Auditor and the Board of Statutory Auditors and the "Report on Corporate Governance and the Ownership Structure". All of these reports regard item 1 on the agenda for the ordinary session of the day's General Meeting;

- in order to communicate publication of the above documentation regarding item 1 on the agenda for the ordinary session, on 2 April 2021 a specific notice was published on the Company's website and via the SDIR 1Info system, and on 3 April 2021 a notice was published in the daily newspaper, "Il Sole 24 Ore";

- in addition to the provisions of art. 126-bis, paragraph 1 of the CFA, with regard to requests to add agenda items or submit new motions to be deliberated on from Shareholders separately or collectively holding at least 2.5% of the issued capital, Atlantia SpA allowed holders of the right to attend the General Meeting to submit individual proposals regarding agenda items to be presented to the Meeting, in accordance with the terms and conditions described in the notice of call and on the Company's website;

- the Company had not received any requests for other items or motions to be added to the Agenda for the Meeting.

At the invitation of the Chairman, the Appointed Representative stated that 4 (four) shareholders had designated the representative to serve as proxy with voting instructions by the deadline established by art. 135-undecies of the CFA, and that

1,180 (one thousand, one hundred and eighty) Shareholders had designated the representative to serve as proxy with voting instructions by the deadline set out in the notice of call, pursuant to art. 135-*novies* of the CFA.

Having retaken the floor, I, the Notary, concluded by stating that, noted that, pursuant to art. 127-*ter*, paragraph 1-*bis*, of the CFA, and in accordance with the procedures specified in the notice of call, the Shareholder, Marco Bava (in a certified email sent on 15 April 2021) had submitted questions, and that, in compliance with the above art. 127-*ter*, on 25 April 2021, the Company had published answers to the above questions on its website at www.atlantia.it (in the section *Investor Relations - General Meetings*).

The folder containing the pre-Meeting questions is attached to these minutes. The Chairman handed me, the Notary, the information regarding the disclosures required from companies engaging Independent Auditors by CONSOB Communication 96003558 of 18 April 1996. This information is attached to these minutes.

At the invitation of the Chairman, the Appointed Representative stated that the holders of 591,130,118 (five hundred and ninety-one million, one hundred and thirty thousand, one hundred and eighteen) ordinary voting shares, were represented by the Appointed Representative designated by proxy, accounting for 71.584110% of the total issued capital of 825,783,990 shares (6,959,693 being treasury shares). These referred to the 1,184

(one thousand, one hundred and eighty-four) Shareholders who had designated the Representative to be their proxy.

The Representative informed the Meeting that the proxy forms were received by Computershare SpA, as the Appointed Representative, via the voting platform made available on the Company's website, by email sent to atlantia@pecserviziotitoli.it and by fax to +39-06-45417450, and that, having been correctly submitted, would be filed in the Company's records.

In addition, the Appointed Representative announced that it had no interests in respect of the proposed resolutions to be put to the vote during the General Meeting.

Having retaken the floor, I, the Notary, taking into account the procedures governing the participation of Shareholders in the Meeting and through which voting instructions on all agenda items had been provided to the Appointed Representative, noted that the Meeting was quorate for all the above matters to be dealt with.

In accordance with the legislation relating to the processing of the personal data, as contained in EU Regulation 679 of 27 April 2016 and Legislative Decree 196 of 30 June 2003, as amended by Legislative Decree 101 of 10 August 2018, the Meeting was advised that Atlantia SpA was the controller of such data and that the personal data of the attendees of the Meeting, through the Appointed Representative, would be collected and processed by the Company solely for the purposes of meeting the mandatory requirements relating to the General Meeting and to be complied

with by the Company, in the form and subject to the restrictions of legislation currently in force having regard to the obligations, processing and purposes of such data. For further information, attendees were referred to the information published on the Company's website, on the "General Meetings" page.

I, the Notary, continued, noting that, for the purposes of participating in the Meeting that day, pursuant to art. 83-sexies, paragraph 2, of the CFA, third-party documentary evidence had been provided to the Company in accordance with statutory requirements, confirming the possession of voting rights based on information to hand at the close of business on 19 April 2021, being the seventh trading day preceding the date fixed for the General Meeting to be held in single call (the "Record Date"). Having retaken the floor, the Chairman thus declared the Meeting, to be held in single call, to be quorate and informed the Meeting that the outcomes of the votes on agenda items for the General Meeting would be provided by Computershare SpA, as the entity with responsibility for managing the Meeting. He also informed the Meeting that the system for recording votes would produce the necessary documents to attached to the minutes, consisting of:

- lists of the shareholders represented;
- separate lists for the different votes.

The Chairman then announced that, in addition to himself, the Chief Executive Officer, Carlo Bertazzo, was present at the location of the General Meeting, and that the following Board

Directors were in attendance via audio/video link:

- Prof. Cristina DE BENETTI

- Dario FRIGERIO

- Gioia GHEZZI

- Prof. Giuseppe GUIZZI

- Carlo MALACARNE

- Valentina MARTINELLI

- Licia SONCINI

- and that the Chairman of the Board of Statutory Auditors, Corrado Gatti, was present at the location of the General Meeting and that the following members of the Board of Statutory Auditors were in attendance via audio/video link:

- Alberto De Nigro Statutory Auditor

- Sonia Ferrero Statutory Auditor

- Lelio Fornabaio Statutory Auditor

- Prof. Livia Salvini Statutory Auditor

The following Directors were absent with leave:

- Prof. Andrea BOITANI

- Prof. Riccardo BRUNO

- Prof. Anna Chiara INVERNIZZI

- Lucia MORSELLI

- Ferdinando NELLI FEROCI

As noted at the start of the Meeting, Enrico Monicelli, representing Computershare SpA, the company designated by Atlantia SpA as the Appointed Representative, was also present

via audio/video link.

Representatives of the Independent Auditor, Deloitte & Touche SpA, Francesco Legrottagnie and Claudio Martino, were also in attendance via audio/video link.

I, the Notary, stated for the record that, based on available information and notifications pursuant to art. 120 of the CFA, the holders of voting shares exceeding 3% (three per cent) of the issued capital, and their percentage shareholdings, were as follows:

- **Edizione Srl**, indirectly holding **30.254%** (thirty point two, five, four per cent) of Atlantia's issued capital through its subsidiary, **Sintonia SpA**, which directly holds this interest;
- **GIC PRIVATE LIMITED**, which holds **8.285%** (eight point two, eight, five per cent) of the issued capital, of which **0.231%** (nought point two, three, one per cent) is held directly and **8.054%** (eight point zero, five, four per cent) held indirectly through InvestCo Italian Holdings Srl;
- **Fondazione Cassa di Risparmio di Torino**, which holds **4.846%** (four point eight, four, six per cent) of the issued capital;
- **HSBC HOLDINGS Plc**, which holds **5.007%** (five point zero, zero, seven per cent) of the issued capital, including **4.892%** (four point eight, nine, two per cent) held through HSBC BANK Plc and **0.115%** (nought point one, one, five per cent) held through other of its subsidiaries.

I noted that under the exemptions provided for in paragraphs 7

and 8 of art. 119-bis of the Regulations for Issuers, asset management companies and licensed parties that have acquired shareholdings, in the due course of business, of over 3% (three per cent) but less than 5% (five per cent) are not required to comply with the disclosure requirements set out in art. 117 of the Regulations for Issuers. It is, consequently, possible that as a result of such exemptions, the interests of certain shareholders may not be consistent with the data processed and released from different sources to the extent that such variations in interests were not subject to disclosure by the shareholder. In addition, I reminded the Meeting that Atlantia SpA holds treasury shares of approximately 0.843% (nought point eight, four, three per cent) of the issued capital, regarding which voting rights are suspended *ex lege*.

I then asked the Appointed Representative whether, in the case of one or more shareholders, there were any legal defects with respect to voting rights under existing statutory requirements. The Appointed Representative stated that it was not aware of any such defects.

Having retaken the floor, and prior to opening deliberations of agenda items, the Chairman informed the Meeting that, in accordance with the approach adopted in previous general meetings, he would omit a full reading of the documents relating to all agenda items (including the financial statements), the related Directors' reports and the report of the Board of

Statutory Auditors, given that all such documents had been promptly made available to the public, as required by law.

Opening deliberations on agenda item 1: **"Financial statements for the year ended 31 December 2020. A. Approval of Atlantia SpA's financial statements as at and for the year ended 31 December 2020, accompanied by the reports of the Board of Statutory Auditors and the Independent Auditor. Presentation of the Integrated Annual Report and consolidated financial statements for the year ended 31 December 2020. Related and resulting resolutions; B. Appropriation of result for the year. Related and resulting resolutions"**, the Chairman reminded the Meeting that the report prepared by the Independent Auditor, Deloitte & Touche SpA, and the report of the Board of Statutory Auditors had been published within the deadline required by law, together with the documents comprising the financial statements and that there would not, therefore, be a full reading of such documents.

The Chairman thus invited the Chairman of the Board of Statutory Auditors to read an extract from the Boards of Statutory Auditors' report. The Chairman of the Board of Statutory Auditors, Prof. Corrado Gatti, thus took the floor and, in response to the Chairman's request, addressed the Meeting as follows:

"Dear Shareholders, pursuant to art. 153 of Legislative Decree 58/1998 (the "Consolidated Finance Act" or "CFA"), Atlantia's Board of Statutory Auditors is required to report to the Annual General Meeting, called to approve the financial statements, on

the audit activities conducted during the financial year within the scope of our responsibilities, on any omissions and irregularities observed and on the results for the Company's financial year. The Board of Statutory Auditors is also required to make proposals regarding the financial statements and their approval and on any other matters falling within the scope of our responsibilities.

The report filed regards the Board of Statutory Auditors' activities during the year ended 31 December 2020.

During the annual reporting period ended 31 December 2020, the Board of Statutory Auditors performed the audit procedures required by law (and, in particular by art. 149 of the CFA and art. 19 of Legislative Decree 39/2010), adopting the Standards recommended by the Italian accounting profession and in compliance with CONSOB requirements regarding corporate controls, and the recommendations in the Corporate Governance Code.

With regard to our audit activities, the Board has no particular observations to make.

We did not find any evidence of omissions or irregularities during the year requiring mention in this report or that should be brought to the attention of this General Meeting.

With regard to complaints filed under art. 2408 of the Italian Civil Code, six complaints were received during the year, all from the same shareholder, Tommaso Marino, the owner of 1 share in the

Company.

In particular, at 7.15pm on 16 June 2020, a certified email was received from the shareholder, Tommaso Marino, notifying the Board of Statutory Auditors of a complaint pursuant to art. 2408 of the Italian Civil Code, also addressed to the Company's Chairman, Chief Executive Officer and Board of Directors, regarding the proceeding initiated by the Antitrust Authority against Autostrade per l'Italia ("ASPI"), requesting an investigation of alleged unfair commercial practice in relation to the tolls charged on the A16 Naples-Canosa motorway. Specifically, the investigation regards the information provided to road users regarding the procedures for applying for refunds in the event of disruption on the motorway network operated under concession.

At 7.42pm on 16 June 2020, a certified email was received from the shareholder, Tommaso Marino, notifying the Board of Statutory Auditors of a complaint pursuant to art. 2408 of the Italian Civil Code, also addressed to the Company's Chairman, Chief Executive Officer and Board of Directors and the CONSOB, regarding my ability to continue to meet the requirements and conditions applicable to his role. The shareholder requested the conduct of an assessment, with regard to my position as Chairman of Atlantia's Board of Statutory Auditors, in view of the criminal investigation into his conduct when he was previously chairman of the board of statutory auditors at Alitalia - Società Aerea

Italiana SpA and when he served as an expert appraiser in relation to Astaldi SpA's insolvency proceedings.

At 9.23pm on 10 July 2020, a certified email was received from the shareholder, Tommaso Marino, notifying the Board of Statutory Auditors of a complaint pursuant to art. 2408 of the Italian Civil Code, also addressed to the Company's Chairman, Chief Executive Officer and Board of Directors, regarding the criminal investigation involving the Chief Executive Officer of ASPI, Mr. Roberto Tomasi, regarding the installation of motorway noise barriers. The complainant has requested an assessment of the risk of application of precautionary measures as part of the investigation with a resulting negative impact on ASPI and the Group.

At 9.11pm on 18 July 2020, a certified email was received from the shareholder, Tommaso Marino, notifying the Board of Statutory Auditors of a complaint pursuant to art. 2408 of the Italian Civil Code, also addressed to the Company's Chairman, Chief Executive Officer and Board of Directors, regarding the indemnity for any potential future liability for damages arising from the tragic collapse of the Morandi road bridge, which is being discussed by the Company and Cassa Depositi e Prestiti SpA as part of talks relating to the sale of ASPI, requesting the Board to verify the related content and limitations.

At 12.56am on 3 December 2020, a certified email was received from the shareholder, Tommaso Marino, notifying the Board of Statutory

Auditors of a complaint pursuant to art. 2408 of the Italian Civil Code, also addressed to the Company's Chairman, Chief Executive Officer and Board of Directors and to the Chairman of Edizione Srl, regarding a request for checks on the fixed and variable remuneration paid to the two executives involved in the investigation of the tragic collapse of the Morandi road bridge. At 8.12am on 12 December 2020, a certified email was received from the shareholder, Tommaso Marino, notifying the Board of Statutory Auditors of a complaint pursuant to art. 2408 of the Italian Civil Code, also addressed to the Company's Chairman, Chief Executive Officer and Board of Directors and to the Chairman of Edizione Srl, regarding press reports of an Antitrust Authority investigation of franchise agreements entered into within the Benetton group.

The Board of Statutory Auditors examined the complaints received and states the following in response to the concerns raised by the shareholder, Tommaso Marino.

With regard to the proceeding initiated by the Antitrust Authority, investigating alleged violations of the Consumer Code, ASPI has responded by submitting the information and documents requested by the Authority and, on 31 July 2020, submitted the commitments provided for in the regulations for investigations relating to consumer protection. On 24 September 2020, the proposed commitments were rejected by the Authority, which extended the deadline for closure of the investigation to 5

January 2021. As part of the same decision, the Authority also broadened the scope of the proceeding, extending the allegations made at the outset to include other motorway sections managed by ASPI. On 23 December 2020, the Antitrust Authority set out its preliminary findings, reaffirming its rejection of the proposed commitments presented by ASPI during the proceeding in order to avoid potential action over violations of the Consumer Code, and deeming that it has demonstrated that the disruption caused to motorway users was not adequately compensated for by measures to eliminate, suspend or reduce tolls. The Antitrust Authority considers that Autostrade per l'Italia's conduct led to a significant deterioration in the quality of the service offered, and as such constitutes an unfair and aggressive commercial practice. The deadline for concluding the proceeding was also deferred until 9 February 2021, by which time ASPI had submitted its final defence brief. In its final decision of 26 March 2021, the Authority found that ASPI's conduct constituted unfair commercial practice in violation of consumer protection law, imposing a fine of €5 million and requesting evidence of the actions taken to eliminate the identified violations. Whilst complying with the Authority's decision, ASPI has instructed its legal counsel to examine the document with a view to filing a legal challenge.

With regard to the requirements and conditions to be met by me as Chairman of Atlantia's Board of Statutory Auditors, the Board,

meeting without the presence of the interested party, confirmed that, as things stand, there is no reason in law for my disqualification and there was no reason for me not to be able to continue in my role.

With regard to the criminal investigation involving the Chief Executive Officer of ASPI, Mr. Roberto Tomasi, the Company's legal advisors have stated that, as things stand, that fact that Mr. Tomasi has clarified his position with the investigating magistrates should avoid the risk of the application of precautionary measures during the investigation.

With regard to the indemnity referred to, to the extent of the Board of Statutory Auditors' responsibilities, no information is currently available that would require notification to shareholders.

With regard to the fixed and variable remuneration paid to the two executives involved in the investigation of the tragic collapse of the Morandi road bridge, the Board has confirmed the dismissal of the above executives and the Company's activation of clawback provisions.

Finally, with regard to the Antitrust Authority investigation of franchise agreements entered into within the Benetton group, the Board judges that the issue is not pertinent to Atlantia.

I wish to remind the Meeting that the term of office of the Board of Statutory Auditors elected by the Annual General Meeting of 20 April 2018 expires with approval of the financial statements

as at and for the year ended 31 December 2020. You are thus invited, in accordance with the law and the Company's articles of association, to elect a new Board of Statutory Auditors. I would like to take this opportunity to thank you, on behalf of all the Board, for the trust you have placed in us during our term of office.

Finally, the Board of Statutory Auditors is in favour of approval of the financial statements as at and for the year ended 31 December 2020 and has no objections regarding the Board of Directors' proposal for covering the loss for the year."

The Chairman of the Meeting thanked Prof. Gatti and then read the conclusions - received on 2 April 2021 - of the report by the Independent Auditor, Deloitte & Touche SpA, on the audit of the separate and consolidated financial statements, and on other statutory and regulatory requirements regarding the consistency of the report on operations and specific information contained in the report on corporate governance and the ownership structure with the above financial statements. The Independent Auditor's reports state that the separate and consolidated financial statements provide a true and fair view of the financial position of the Company and the Group as at 31 December 2020 and of the results of operations and cash flows for the year then ended, in compliance with the International Financial Reporting Standards adopted by the European Union and the measures introduced in implementation of art. 9 of Legislative Decree 38/05.

The Chairman then handed over to the Chief Executive Officer for a brief presentation of the principal results for the year ended 31 December 2020.

The Chief Executive Officer then took the floor to stress that 2020 was marked by the highly exceptional situation caused by the health and economic crises linked to the Covid-19 pandemic, which is continuing to have major economic and social repercussions throughout the world. The pandemic has had a significant impact across the transport infrastructure sector, with the Group registering sharp falls in traffic, with reductions of up to 80% recorded by the principal motorway networks operated under concession, and nothing short of a collapse in air traffic using the Group's airports.

Despite this, the entire Group showed an ongoing financial and organisational commitment to combatting the pandemic and guaranteeing efficient mobility services to passengers and road users, in addition to ensuring that our personnel were able to work safely, even at the height of the health emergency.

With the aim of creating sustainable value for all our stakeholders, the Board of Directors has undertaken a thorough strategic rethink, drawing up new medium-term guidelines designed to accelerate and multiply Atlantia's impact on the community. Innovation, sustainability and the simplification of daily life will be the driving forces behind the Group's future growth and value creation. Environmental, social and governance (ESG)

factors have thus taken on an even more central and essential role in achieving the Company's mission. Atlantia has identified specific priority ESG topics and aims to progressively incorporate them into its businesses and into the entire infrastructure development and management cycle and mobility models and systems. Finally, innovation and digitalisation have a crucial role to play in enabling the Company to achieve all its priorities and, more generally, to sustainably grow the business. In keeping with these guiding principles, with the aim of reporting transparently on the Group's performance across all its areas of operation, Atlantia's annual report was for the first time being presented in integrated form, covering the Company's financial and non-financial results in one single document.

In terms of financial results, 2020 was inevitably marked by the sharp decline in traffic. The Group saw revenue fall €3.3 billion to €8.3 billion (a 29% reduction on 2019), EBITDA down €2.0 billion (35%) to €3.7 billion and a loss attributable to owners of the parent of €1.2 billion. Despite this, the financial markets continued to have confidence in Group companies, who were able to raise over €10 billion in fresh liquidity via the successful issue of financial instruments in 2020 and via Aeroporti di Roma's recent issue of the first sustainability-linked bond to be issued by an airport. This meant that, in spite of the changed economic situation, the Group's businesses did not have to sacrifice their commitment to safety and investment. In particular, in its

Financial Plan submitted to the Grantor - approval of which is long overdue - Autostrade per l'Italia has targeted capital expenditure of up to €13.2 billion and up to €7 billion in expenditure on maintenance through to 2038. A further €3.4 billion is to be spent on additional measures related to the Morandi bridge tragedy in Genoa in 2018, with the extra funds to be spent on the city's people, on toll reductions and additional works.

In the meantime, overseas, Abertis completed a number of important acquisitions: Red de Carreteras de Occidente (RCO), which manages 876 km of motorway network in Mexico, and Elizabeth River Crossings (ERC), which operates 6 km of tunnels in Virginia in the USA. At the same time, Atlantia has selected a new partner to help drive the pan-European expansion of Telepass's payment solutions for transport users, agreeing to sell a 49% stake in the company to the global investment fund manager, Partners Group. The management teams at Atlantia and its subsidiaries have undergone significant changes, with the creation of new roles at the principal companies to take responsibility for managing aspects that will play an increasingly crucial role in implementing the Group's strategy. At the same time, subsidiaries are to be given greater autonomy and independence, with the Parent Company tasked with providing strategic leadership and managing the investment portfolio. The reorganisation has, as a consequence, resulted in stronger governance arrangements at subsidiaries.

The Group's solid foundations, the value of its people and the strategic changes being implemented enable the Group to look to the future with confidence, despite the highly unstable and unpredictable nature of the current global scenario. The Company is committed to repaying the faith shown in the Group by its stakeholders.

Having retaken the floor, the Chairman specified that, in view of the manner in which the Meeting was being conducted, and in order to facilitate the issue of voting instructions, proposed resolutions on the current agenda item for the ordinary session relating to (i) approval of Atlantia SpA's financial statements (item 1.A.) and (ii) appropriation of the result for the year (item 1.B.) would be put to separate votes by the Meeting.

He then referred the Meeting to the Board of Directors' Explanatory Report made available to the public according to the procedures and within the time limits required by law. On the assumption that the content and the opinions expressed therein are agreed with by those present, the Chairmen then invited the General Meeting to adopt the following resolution, which he requested me, the Notary, to read out in full and that is as follows:

"The Annual General Meeting of Atlantia SpA's shareholders:

- having examined the financial statements for the year ended 31 December 2020, accompanied by the reports of the Board of Statutory Auditors and the Independent Auditor;

- *having received the consolidated financial statements for the year ended 31 December 2020, accompanied by the reports of the Board of Statutory Auditors and the Independent Auditor;*
- *having received the Integrated Annual Report for 2020 and the further documents constituting the annual report*

resolves

to approve the financial statements for the year ended 31 December 2020.

Having retaken the floor, the Chairman declared voting on item 1.A on the agenda for the ordinary session to be open.

Computershare SpA, as the Appointed Representative, announced the outcome of the vote on item 1.A on the agenda, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman then read out the results:

For 589,062,428

99.650214% of the ordinary shares

Against 0

0% of the ordinary shares

Abstentions 337,856

0.057154% of the ordinary shares

Not cast 1,729,834

0.292632% of the ordinary shares.

The Chairman thus declared the proposal of the Board of Directors contained in item 1.A on the agenda for the ordinary session

approved by a majority.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of art. 135-*undecies* of the Consolidated Finance Act.

The Chairman then moved on to the vote on item 1.B on the agenda for the ordinary session, referring the Meeting to the Board of Directors' Explanatory Report made available to the public according to the procedures and within the time limits required by law. On the assumption that the content and the opinions expressed therein are agreed with by those present, the Chairmen then invited the General Meeting to adopt the following resolution, which he requested me, the Notary, to read out in full and that is as follows:

"The Annual General Meeting of Atlantia SpA's shareholders:

resolves

- to approve the Board of Directors' proposal for covering the loss for the year, amounting to €29,153,456, by using the distributable "Retained earnings" reserve, amounting to €2,331,776,293".

Having taken the floor again, the Chairman declared voting on item 1.B on the agenda for the ordinary session to be open.

Computershare SpA, as the Appointed Representative, announced the outcome of the vote on item 1.B on the agenda, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman then read out the results:

For 589,400,284

99.707368% of the ordinary shares

Against 0

0% of the ordinary shares

Abstentions 0

0% of the ordinary shares

Not cast 1,729,834

0.292632% of the ordinary shares.

The Chairman thus declared the proposal of the Board of Directors contained in item 1.B on the agenda for the ordinary session approved by a majority.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of art. 135-*undecies* of the Consolidated Finance Act.

Moving on to item 2 on the agenda: "**Election and remuneration of the Board of Statutory Auditors and the Board's Chair for the three-year period 2021-2023: A. Election of the Board of Statutory Auditors and the Board's Chair for the financial years 2021-2022-2023. Related and resulting resolutions. B. Determination of the remuneration of the Chair of the Board of Statutory Auditors and standing Auditors. Related and resulting resolutions**", the Chairman, having omitted the reading of the Explanatory Report on this agenda item, announced that, within the deadline laid down by art. 32 of the Articles of Association

and art. 144-sexies of the Regulations for Issuers, and therefore by 3 April 2021, the Company had received by certified email the sole list of candidates for appointment of the Board of Statutory Auditors submitted by the Shareholder, Sintonia SpA (**list 1**), which holds a 30.25% interest in Atlantia SpA.

As a result, on 4 April 2021, the Company published a notice in accordance with art. 144-sexies, paragraph 5 of the Regulations for Issuers, extending the deadline for the submission of further lists of candidates for election to the Board of Statutory Auditors until 6 April 2021, and reducing by half the threshold for shareholdings qualifying for the right to submit lists, as established in the Articles of Association (i.e. from 1% to 0.5%). A further list of candidates (**list 2**) was thus submitted on 5 April 2021 by a group of asset management companies and other institutional investors holding a total interest of 0.71672% in Atlantia SpA. Specifically, this list was submitted by the shareholders detailed in the documentation published on the Company's website.

The two lists submitted consist of the following:

List 1:

Candidates for the office of standing Auditor

1. Lelio Fornabaio
2. Maura Campra
3. Angelo Rocco Bonisconi

Candidates for the office of alternate Auditor

1. Mario Civetta
2. Ilaria Antonella Belluco

List 2:

Candidates for the office of standing Auditor

1. Roberto Ruggero Capone
2. Sonia Ferrero

Candidate for the office of alternate Auditor

1. Francesco Fallacara

The lists submitted were presented by Shareholders entitled to do so in accordance with art.32 of the Articles of Association and art. 144-*sexies*, paragraph 5 of the Regulations for Issuers, as borne out by the notifications issued by intermediaries attesting to the ownership of the respective shareholdings, filed by the deadline established by paragraph 4-*quater* of the aforementioned art. 144-*sexies* of the Regulations for Issuers (i.e. 7 April 2021).

The lists submitted included personal and professional details regarding the candidates and were accompanied by representations in which all the candidates accepted their candidacy and certified under their own responsibility:

- the absence of reasons for ineligibility and disqualification;
- possession of the requisites of independence and integrity provided for by law;
- fulfilment of the requisites prescribed by the applicable regulations;

- that they did not exceed the limit on the number of directorships and oversight roles held, in accordance with current regulations. Taking into account the two sections - one for candidates for the office of standing Auditor, and the other for candidates for the office of alternate Auditor - both lists submitted contained a number of candidates equal to or greater than three and included at least two-fifths of candidates belonging to the less represented gender.

The Chairman noted that list 2, submitted by the aforementioned group of asset management companies and other institutional investors, in compliance with the provisions of CONSOB Communication no. DEM/9017893 of 26 February 2009, was accompanied by a declaration attesting to the absence of any relationship of connection, as per art. 144-*quinquies* of the Regulations for Issuers, with shareholders who hold, even jointly, a controlling or a relative majority interest.

The above lists of candidates, supplemented with the information and documentation provided for by art. 144-*octies* of the Regulations for Issuers, had been made available to the public on 7 April 2021 at the Company's office at via A. Bergamini 50, in the Investor Relations section of the Company's website (at www.atlantia.it/it/investor-relations/general-meetings.html) and on the 1Info storage platform (www.1Info.it). On the same date, in order to announce publication of the lists, a specific notice was published on the website and distributed via the

above-mentioned SDIR system.

Finally, the Chairman pointed out that, pursuant to art. 32 of the Articles of Association, three standing Auditors and one alternate Auditor would be taken in sequential order from the list receiving the majority of votes cast by the holders of shares carrying voting rights, and in compliance with the legislation in force concerning gender quotas, while the remaining two standing Auditors and alternate Auditor would be taken from the other list. The Chair of the Board of Statutory Auditors would be the candidate in first place on the minority list who obtained the highest number of votes.

The Chairman again specified that, in view of the manner in which the Meeting was being conducted, proposed resolutions on the agenda item relating to (i) Election of the Board of Statutory Auditors and the Board's Chair for the financial years 2021-2022-2023 (item 2.A.) and (ii) Determination of the remuneration (item 2.B.) would be put to separate votes by the Meeting.

The Chairman declared voting on item 2.A on the agenda to be open, reminding the Meeting that each person entitled to vote may only vote for one of the lists submitted.

Computershare SpA, as the Appointed Representative, announced the outcome of the vote on item 2.A on the agenda, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman then read out the results:

- **list 1** submitted by the shareholder, Sintonia SpA, received

550,907,078 votes in favour

93.195648% of the ordinary shares

- **list 2** submitted by a group of asset management companies and

other institutional investors on behalf of managed fund received

28,576,287 in favour

4.834183% of the ordinary shares

Votes against both lists 736,040

0.124514% of the ordinary shares

Abstentions 10,904,461

1.844682% of the ordinary shares

Not cast 5,752

0.000973% of the ordinary shares.

In accordance with art. 135-*undecies*, paragraph three of the Consolidated Financial Act, in computing the majority and the issued capital required in order to approve the resolution, 500 shares equal to 0.000085% of the shares represented at the Meeting were taken into account.

In accordance with the provisions of art. 32 of the Articles of Association, as mentioned above, three Statutory Auditors and one Alternate Auditor were taken from the list obtaining the majority of the votes cast by the shareholders.

The following candidates from the list submitted by the shareholder, Sintonia SpA, were therefore elected:

- Lelio Fornabaio - standing Auditor
- Maura Campra - standing Auditor
- Angelo Rocco Bonissoni - standing Auditor
- Mario Civetta - alternate Auditor

With regard to the remaining two standing Auditors and one alternate Auditor, art. 32 of the Articles of Association stipulates that they must be taken from the other lists that are unconnected with the majority shareholders as defined by law. Therefore, the following candidates were elected from the list submitted by the group of asset management companies and other institutional investors on behalf of managed funds:

- Roberto Ruggero Capone - standing Auditor
- Sonia Ferrero - standing Auditor
- Francesco Fallacara - alternate Auditor

Given that the Chairman of the Board of Statutory Auditors must be the candidate in first place on the minority list obtaining the highest number of votes, Roberto Ruggero Capone was therefore elected Chairman of the Board of Statutory Auditors.

The Chairman then declared that the Board of Statutory Auditors for the financial years 2021-2022-2023 would comprise the following members:

- Roberto Ruggero CAPONE, born in Milan on 30 November 1955 and domiciled therein at Via Plinio 52, tax code CPN RRT 55S30 F205L, registered as a Chartered Accountant in accordance with the Ministerial Decree published in the Official Gazette, supplement

31-*bis*, of 21 April 1995,

Chairman of the Board of Statutory Auditors

- Lelio FORNABAIO, born in Stigliano (Matera) on 16 June 1970 and domiciled therein at Viale di Villa Massimo 29, tax code FRN LLE 70H16 I954G, registered as a Chartered Accountant in accordance with the Ministerial Decree of 25 November 1999 published in Official Gazette 100 dated 17 December 1999,

Standing Auditor

- Maura CAMPRA, born in Turin on 30 May 1961 and domiciled therein at Via Alessandria 47, tax code CMP MRA 61E70 L219H, registered as a Chartered Accountant in accordance with the Ministerial Decree of 25 November 1999 published in Official Gazette 100 dated 17 December 1999,

Standing Auditor

- Angelo Rocco BONISSONI, born in Bollate (Milan) on 13 April 1959 and domiciled in Milan at Corso Europa 15, tax code BNS NLR 59D13 A940S, registered as a Chartered Accountant in accordance with the Ministerial Decree published in the Official Gazette, supplement 31-*bis*, of 21 April 1995,

Standing Auditor

- Sonia FERRERO, born in Turin on 19 January 1971 and domiciled for this purpose at the Company's registered office, tax code FRR SNO 71A59 L219R, registered as a Chartered Accountant in accordance with the Ministerial Decree of 10 July 2007 published in Official Gazette 65 dated 17 August 2007,

Standing Auditor

- Mario CIVETTA, born in Benevento on 10 April 1966 and domiciled therein at Via Giovanni Nicotera 29, tax code CVT MRA 66D10 A783S, registered as a Chartered Accountant in accordance with the Ministerial Decree published in the Official Gazette, supplement 31-*bis*, of 21 April 1995,

Alternate Auditor

- Francesco FALLACARA, born in Bari on 14 June 1964 and domiciled therein at Viale Giulio Cesare 62, tax code FLL FNC 64H14 A662X, registered as a Chartered Accountant in accordance with the Ministerial Decree published in the Official Gazette, supplement 31-*bis*, of 21 April 1995,

Alternate Auditor

Pursuant to article 2400, paragraph 4, of the Italian Civil Code, the Chairman requested me, the Notary, to disclose the directorships and oversight roles held by the candidates in other companies.

I, the Notary, having taken the floor, made reference to the representations relating to directorships and oversight roles held by those elected to the office of Statutory Auditor, referring, in particular, to the documentation filed together with the lists and made available to the public on the Company's website and Nicotra on the 1Info storage platform (www.1Info.it). The Chairman then reminded the meeting that it was also called on to determine the amount of the remuneration payable to the

elected members of the Board of Statutory Auditors. He therefore referred the Meeting to the Board of Directors' Explanatory Report made available to the public according to the procedures and within the time limits required by law. On the assumption that the content and the opinions expressed therein are agreed with by those present, the Chairmen then invited the General Meeting to adopt the following resolution, which he requested me, the Notary, to read out in full and that is as follows:

"The Annual General Meeting of Atlantia SpA's shareholders

- in view of art. 2402 of the Italian Civil Code*
- in view of art. 31 of the Articles of Association*
- having examined the Board of Directors' Report*

resolves

to set the gross annual remuneration of the Chairman of the Board of Statutory Auditors at €90,000 and the gross annual remuneration of each standing Auditor at €70,000, plus the reimbursement of any expenses incurred in attending meetings, in accordance with the relevant Company policies".

Having retaken the floor, the Chairman declared voting on item 2.B on the agenda to be open.

Computershare SpA, as the Appointed Representative, announced the outcome of the vote on item 2.B on the agenda, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman then read out the results:

For 590,066,118

99.820006% of the ordinary shares

Against 0

0% of the ordinary shares

Abstentions 0

0% of the ordinary shares

Not cast 1,064,000

0.179994% of the ordinary shares.

The Chairman thus declared the Board of Directors' proposal regarding item 2.B. on the agenda for the ordinary session approved by a majority.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of art. 135-*undecies* of the Consolidated Finance Act.

Moving on to item 3 on the agenda: "**Election of two members of the Board of Directors. Related and resulting resolutions**", the Chairman reminded the meeting that it was called on to elect a member of the Board of Directors following the resignation of the non-executive, non-independent Director, Sabrina Benetton, on 13 March 2021, whom the Board of Directors, in view of the current Annual General Meeting, had not proceeded to replace through co-optation pursuant to art. 2386 of the Italian Civil Code.

As of 3 April 2021, the following two candidates had been proposed for election as a Director of the Company by the deadline provided for in the notice of call:

Proposal 1 - submitted by the shareholder, Sintonia SpA, the owner of a 30.25% interest in Atlantia:

- Mr. Nicola Verdicchio

Proposal 2 - submitted by a group of asset management companies and other institutional investors holding a total interest of 0.71672%:

- Mr. Andrea Brentan.

The proposals submitted were accompanied by personal and professional details regarding the candidates, and were accompanied by representations in which all the candidates accepted their candidacy and certified, under their own responsibility, the absence of reasons for ineligibility and disqualification, and compliance with all the statutory and regulatory requirements applicable to Directors of Atlantia.

Both candidates also declared that they met the independence requirements provided for by law and by Borsa Italiana SpA's Corporate Governance Code.

The above proposals were accompanied by the notifications issued by intermediaries attesting to the ownership of the respective shareholdings.

The above proposals, accompanied by the related documentation, were made available to the public on 7 April 2021 at the Company's offices at via A. Bergamini 50, on the Company's website at www.atlantia.it, in the Investor Relations - General Meetings section and on the Borsa 1Info storage platform (www.1Info.it).

The Chairman referred the Meeting to the Board of Directors' Report made available to the public according to the procedures and within the time limits required by law. On the assumption that the content and the opinions expressed therein are agreed with by those present, the Chairmen then invited the General Meeting, once the vote was completed, to adopt the resolution on the terms provided for in the above explanatory report.

The Chairman thus declared voting on item 3 on the agenda to be open, reminding the Meeting that each person entitled to vote may only vote for one of the proposed candidates.

Computershare SpA, as the Appointed Representative, announced the outcome of the vote on item 3 on the agenda, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman then read out the results:

- **proposal 1** submitted by the shareholder, Sintonia SpA, received 369,464,141 in favour

62.501322% of the ordinary shares

- **proposal 2** submitted by a group of asset management companies and other institutional investors on behalf of managed fund received 216,011,320 in favour

36.542093% of the ordinary shares

Votes against both proposals 1,131,568

0.191425% of the ordinary shares

Abstentions 1,396,116

0.236177% of the ordinary shares

Not cast 3,126,973

0.528982% of the ordinary shares.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of art. 135-undecies of the Consolidated Finance Act.

As a result, Mr. Nicola VERDICCHIO was elected a Director of Atlantia.

The General Meeting of Atlantia SpA shareholders thus adopted the following resolution:

*"The Annual General Meeting of Atlantia SpA's shareholders,
- in view of the Board of Directors' Explanatory Report, and the documentation made available by the Company with reference to the candidates proposed,*

resolves

(i) to elect as a Director of the Company Mr. Nicola VERDICCHIO, born in Rome on 5 February 1962 and domiciled for the purpose at the Company's registered office, tax code VRD NCL 62B05 H501J, who will remain in office until the Annual General Meeting held to approve the financial statements for the year ended 31 December 2021;

(ii) to award the above Directors the same fees determined by the Annual General Meeting of 18 April 2019 when electing members of the Board of Directors, bring €80,000.00 per annum on a pro-rated basis".

Moving on to item 4 on the agenda: **"Approval of an incentive plan based on Atlantia SpA's ordinary shares named "Stock Grant Plan 2021-2023". Related and resulting resolutions."**, the Chairman referred the Meeting to the Board of Directors' Explanatory Report and the Information Document prepared pursuant to art. 84-bis of the Regulations Issuers, made available to the public according to the procedures and within the time limits required by law. On the assumption that the content and the opinions expressed therein are agreed with by those present, the Chairmen then invited the General Meeting to adopt the following resolution, which he asked me, the Notary, to read out in full and that is as follows:

"The Annual General Meeting of Atlantia SpA's shareholders,

- having noted the Information Document prepared by the Board of Directors pursuant to article 84-bis and Annex 3A, Form 7 of the Regulations for Issuers;

- having noted the Explanatory Report prepared by the Board of Directors pursuant to articles 114-bis and 125-ter of the Consolidated Finance Act;

- having noted the proposal of the Board of Directors contained in the above Explanatory Report;

- having noted the proposal put forward by the Nominations, Remuneration and Human Capital Committee and the favourable opinion of the Board of Statutory Auditors pursuant to art. 2389 of the Italian Civil Code,

resolves

1. to approve, pursuant article 114-bis of the Legislative Decree of 24 February 1998, no. 58, the adoption of the stock grant incentive plan named "Stock Grant Plan 2021-2023" (the "Plan") having the characteristics (including conditions and prerequisites for implementation) indicated in the Explanatory Report of the Board of Directors and in the related information document, using the treasury shares owned by the Company at the date in which the shares are awarded under the Plan;

2. to grant to the Board of Directors, with the express power of sub-delegation to each of its members, any necessary powers, having heard the Nomination, Remuneration and Human Capital Committee and the opinion of the Board of Statutory Auditors as far as they are concerned, to implement this resolution, including, by way of example and not limited to, the powers to (i) identify the beneficiaries of the Plan and determine the number of rights to be assigned to each of them; (ii) proceed with the assignment of rights and the award of shares to the beneficiaries; (iii) prepare and approve the relative regulation for the implementation of the Plan; (iv) perform any activities, formalities or communications that are necessary or appropriate for the administration and/or implementation of the Plan, in compliance with the terms and conditions described in the relative regulation and according to the terms and conditions set out in the information document; and (v) make any changes or additions to the Plan regulation and to the terms and conditions set out

in the information document that may be necessary in the event of a change in the applicable rules and regulations or extraordinary events likely to affect the Plan.”

Having retaken the floor, the Chairman declared voting on item 4 on the agenda for the ordinary session to be open.

Computershare SpA, as the Appointed Representative, announced the outcome of the vote on item 4 on the agenda, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman then read out the results:

For 588,790,204

99.604163% of the ordinary shares

Against 556,762

0.094186% of the ordinary shares

Abstentions 53,318

0.009020% of the ordinary shares

Not cast 1,729,834

0.292632% of the ordinary shares.

The Chairman thus declared the proposal set out in the Board of Directors' Report referred to in item 4 on the agenda for the ordinary session approved by a majority.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of art. 135-*undecies* of the Consolidated Finance Act.

Moving on to item 5 on the agenda: **“Report on the Remuneration**

Policy for 2021 and Remuneration Paid in 2020, prepared pursuant to art. 123-ter of Legislative Decree 58 of 24 February 1998: A. Approval of the first section of the Report - the Remuneration Policy for 2021 (binding resolution). B. Non-binding vote on the second section of the Report - Remuneration Paid in 2020." the Chairman referred the Meeting to the Board of Directors' Report and the "Report on the Remuneration Policy for 2021 and on Remuneration Paid in 2020", prepared pursuant to art. 123-ter of the Consolidated Finance Act, made available to the public according to the procedures and within the time limits required by law.

The Chairman specified that the first section of the Report describing the Company's proposed remuneration policy for 2021 regarding the remuneration of members of the Board of Directors, general managers, other key management personnel and, without prejudice to the provisions of art. 2402 of the Italian Civil Code, of the Board of Statutory Auditors, in addition to the procedures used to adopt and implement this policy (item 5.A) would now be submitted for approval by the General Meeting. In accordance with the provisions of art. 123-ter, paragraph 3-ter of the Consolidated Finance Act, the General Meeting is required to hold a binding vote for or against this section.

On the assumption that the content and the opinions expressed in the first section of the "Report on the Remuneration Policy for 2021 and on Remuneration Paid in 2020", and the related

explanatory report, the Chairmen then invited the General Meeting to adopt the following resolution, which he requested me, the Notary, to read out in full and that is as follows:

"The Annual General Meeting of Atlantia SpA's shareholders

- in view of articles 123-ter of Legislative Decree 58/98 and 84-quater of CONSOB Regulation 11971/99;

- having examined the first section of the "Report on the Remuneration Policy for 2021 and on Remuneration Paid in 2020", approved by the Board of Directors on 11 March 2021 pursuant to 123-ter of Legislative Decree 58/98 and 84-quater of CONSOB Regulation 11971/99 and published by the Company within the time limits required by law;

- considering the binding nature of this resolution, pursuant to art. 123-ter, paragraph 3-ter of Legislative Decree 58/98;

resolves

- to approve the first section of Atlantia SpA's "Report on the Remuneration Policy for 2021 and on Remuneration Paid in 2020".

Having retaken the floor, the Chairman declared voting on item 5.A on the agenda for the ordinary session to be open.

Computershare SpA, as the Appointed Representative, announced the outcome of the vote on item 5.A on the agenda, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman then read out the results:

For 581,461,023

98.364303% of the ordinary shares

Against 7,938,444

1.342927% of the ordinary shares

Abstentions 817

0.000138% of the ordinary shares

Not cast 1,729,834

0.292632% of the ordinary shares.

The Chairman thus declared the proposal set out in the Board of Directors' Report referred to in item 5.A on the agenda for the ordinary session approved by a majority.

The Chairman then continued to deal with item 5 on the agenda, submitting the second section of the "Report on the Remuneration Policy for 2021 and on Remuneration Paid in 2020" (item 5.B.) for approval by the General Meeting. This section contains a description of each component of the remuneration paid to members of the Board of Directors and Board of Statutory Auditors, general managers and, in aggregate form, other key management personnel, including any severance pay or termination indemnities, indicating its consistency with the policy relating to the year in question. This section also includes a detailed description of the remuneration paid to the above persons in the year in question (being the financial year ended 31 December 2020) on whatever basis and in whatever form by the Company and its subsidiaries and associates. In accordance with the provisions of art. 123-ter, paragraph 6 of the Consolidated Finance Act, the

General Meeting is required to hold a non-binding vote for or against this section.

On the assumption that the content and the opinions expressed in the second section of the "Report on the Remuneration Policy for 2021 and on Remuneration Paid in 2020", the Chairmen then invited the General Meeting to adopt the following resolution, which he asked me, the Notary, to read out in full and that is as follows:

"The Annual General Meeting of Atlantia SpA's shareholders,

- in view of articles 123-ter of Legislative Decree 58/98 and 84-quater of CONSOB Regulation 11971/99;

- having examined the second section of the "Report on the Remuneration Policy for 2021 and on Remuneration Paid in 2020", approved by the Board of Directors on 11 March 2021 pursuant to 123-ter of Legislative Decree 58/98 and 84-quater of CONSOB Regulation 11971/99 and published by the Company within the time limits required by law;

- considering the non-binding nature of this resolution, pursuant to art. 123-ter, paragraph 3-ter of Legislative Decree 58/98;

resolves

to approve the second section of Atlantia SpA's "Report on the Remuneration Policy for 2021 and on Remuneration Paid in 2020".

The Chairman declared voting on item 5.B on the agenda for the ordinary session to be open to be open

Computershare SpA, as the Appointed Representative, announced the

outcome of the vote on item 5.B on the agenda, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman then read out the results:

For 435,819,509

73.726494% of the ordinary shares

Against 153,580,275

25.980790% of the ordinary shares

Abstentions 500

0.000085% of the ordinary shares

Not cast 1,729,834

0.292632% of the ordinary shares.

The Chairman thus declared the proposal set out in the Board of Directors' Report referred to in item 5.B on the agenda for the ordinary session approved by a majority.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of art. 135-*undecies* of the Consolidated Finance Act.

Moving on to the sole item on the agenda for the extraordinary session: **"Proposed amendments to the articles of association; related and resulting resolutions: A. art. 8, to include a provision regarding the identification of shareholders; B. art. 20, regarding the re-election of the Board of Directors; C. art. 23, regarding Board of Directors' meetings; and D. articles 26 and 28, to include provisions regarding Board committees"**, the

Chairman reminded the Meeting that the reason for these proposed amendments is based on the intention to further reinforce Atlantia SpA's corporate governance standards, with the aim of further improving the market's perception of the Group.

The proposals submitted by the Board of Directors for approval by the general Meeting regarded: (i) the inclusion of a provision regarding the identification of shareholders and the criteria for allocating the related costs should the request be made by shareholders (item 1.A for the extraordinary session); (ii) certain amendments to the procedures for submitting the slates used during re-election of the Board of Directors (item 1.B for the extraordinary session); (iii) an amendment to the rules governing Board of Directors' meetings where there is full attendance (item 1.C for the extraordinary session); (iv) the inclusion of a provision regarding the establishment of Board committees and the remuneration of committee members (item 1.D for the extraordinary session).

The Chairman specified that, in view of the manner in which the Meeting was being conducted, and in order to facilitate the issue of voting instructions, the above proposals on the current agenda item would be put to separate votes by the Meeting. He then referred the Meeting to the Board of Directors' Explanatory Report, made available to the public according to the procedures and within the time limits required by law, for details on the reasons for each of the proposed amendments to the Articles of

Association. On the assumption that the content and the opinions expressed therein are agreed with by those present, the Chairmen then invited the General Meeting to adopt the following resolution on item 1.A for the extraordinary session, which he requested me, the Notary, to read out in full and that is as follows:

"The Extraordinary General Meeting of Atlantia SpA's shareholders, having examined the Board of Directors' report and the proposals contained therein,

resolves

1. to approve the amendment of Article 8 of the Articles of Association, by replacing it with the text reported in the right column of the table under letter A of the Board of Directors' Explanatory Report;

2. to authorise the Board of Directors and, on its behalf, the Chairman of the Board and the CEO, severally and with the authority to delegate any and all powers, none excluded or excepted, necessary or appropriate in order to implement the foregoing resolution, as well as to make such amendments, additions or non-substantive deletions to said resolution as may be necessary, at the request of any competent authority when filing such amendments with the Trade' Register, in their capacity as the Company's representatives."

Having retaken the floor, the Chairman declared voting on item 1.A on the agenda for the extraordinary session to be open to be open.

Computershare SpA, as the Appointed Representative, announced the outcome of the vote on item 1.A on the agenda, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman then read out the results:

For 589,400,284

99.707368% of the ordinary shares

Against 0

0% of the ordinary shares

Abstentions 0

0% of the ordinary shares

Not cast 1,729,834

0.292632% of the ordinary shares.

The Chairman thus declared the proposal set out in the Board of Directors' Report referred to in item 1.A on the agenda for the extraordinary session approved by a majority.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of art. 135-*undecies* of the Consolidated Finance Act.

The Chairman then proceeded to invite the General Meeting to adopt the following resolution on item 1.B for the extraordinary session, which he requested me, the Notary, to read out in full and that is as follows:

"The Extraordinary General Meeting of Atlantia SpA's shareholders, having examined the Board of Directors' report and

the proposals contained therein,

resolves

1. to approve the amendment of Article 20 of the Articles of Association, by replacing it with the text reported in the right column of the table under letter B of the Explanatory Report of the Board of Directors;

2. to authorise the Board of Directors and, on its behalf, the Chairman of the Board and the CEO, severally and with the authority to delegate any and all powers, none excluded or excepted, necessary or appropriate in order to implement the foregoing resolution, as well as to make such amendments, additions or non-substantive deletions to said resolution as may be necessary, at the request of any competent authority when filing such amendments with the Trade' Register, in their capacity as the Company's representatives."

Having retaken the floor, the Chairman declared voting on item 1.B on the agenda for the extraordinary session to be open to be open.

Computershare SpA, as the Appointed Representative, announced the outcome of the vote on item 1.B on the agenda, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman then read out the results:

For 589,400,284

99.707368% of the ordinary shares

Against 0

0% of the ordinary shares

Abstentions 0

0% of the ordinary shares

Not cast 1,729,834

0.292632% of the ordinary shares.

The Chairman thus declared the proposal set out in the Board of Directors' Report referred to in item 1.B on the agenda for the extraordinary session approved by a majority.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of art. 135-*undecies* of the Consolidated Finance Act.

The Chairman then proceeded to invite the General Meeting to adopt the following resolution on item 1.C for the extraordinary session, which he requested me, the Notary, to read out in full and that is as follows:

"The Extraordinary General Meeting of Atlantia SpA's shareholders, having examined the Board of Directors' report and the proposals contained therein,

resolves

1. to approve the amendment of Article 23 of the Articles of Association, by replacing it with the text reported in the right column of the table under letter C of the Explanatory Report of the Board of Directors;

2. to authorise the Board of Directors and, on its behalf, the

Chairman of the Board and the CEO, severally and with the authority to delegate any and all powers, none excluded or excepted, necessary or appropriate in order to implement the foregoing resolution, as well as to make such amendments, additions or non-substantive deletions to said resolution as may be necessary, at the request of any competent authority when filing such amendments with the Trade' Register, in their capacity as the Company's representatives."

Having retaken the floor, the Chairman declared voting on item 1.C on the agenda for the extraordinary session to be open to be open.

Computershare SpA, as the Appointed Representative, announced the outcome of the vote on item 1.C on the agenda, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman then read out the results:

For 589,400,284

99.707368% of the ordinary shares

Against 0

0% of the ordinary shares

Abstentions 0

0% of the ordinary shares

Not cast 1,729,834

0.292632% of the ordinary shares.

The Chairman thus declared the proposal set out in the Board of

Directors' Report referred to in item 1.C on the agenda for the extraordinary session approved by a majority.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of art. 135-undecies of the Consolidated Finance Act.

The Chairman then proceeded to invite the General Meeting to adopt the following resolution on item 1.D for the extraordinary session, which he requested me, the Notary, to read out in full and that is as follows:

"The Extraordinary General Meeting of Atlantia SpA's shareholders, having examined the Board of Directors' report and the proposals contained therein,

resolves

1. to approve the amendments of Article 26 and Article 28 of the Articles of Association, by replacing it with the text reported in the right column of the table under letter D of the Explanatory Report of the Board of Directors;

2. to authorise the Board of Directors and, on its behalf, the Chairman of the Board and the CEO, severally and with the authority to delegate any and all powers, none excluded or excepted, necessary or appropriate in order to implement the foregoing resolution, as well as to make such amendments, additions or non-substantive deletions to said resolution as may be necessary, at the request of any competent authority when filing such amendments with the Trade' Register, in their capacity as the

Company's representatives."

Having retaken the floor, the Chairman declared voting on item 1.D on the agenda for the extraordinary session to be open to be open.

Computershare SpA, as the Appointed Representative, announced the outcome of the vote on item 1.D on the agenda, after taking into account the proxies and sub-proxies received by such Appointed Representative.

The Chairman then read out the results:

For 587,147,428

99.326258% of the ordinary shares

Against 539,172

0.091210% of the ordinary shares

Abstentions 1,713,684

0.289900% of the ordinary shares

Not cast 1,729,834

0.292632% of the ordinary shares.

The Chairman thus declared the proposal set out in the Board of Directors' Report referred to in item 1.D on the agenda for the extraordinary session approved by a majority.

No shares for which the Appointed Representative had acted as proxy were excluded from the vote pursuant to paragraph three of art. 135-*undecies* of the Consolidated Finance Act.

At that point, having completed the deliberations of all agenda items for the General Meeting and there being no other business

and no one having requested the floor, the Chairman thanked the attendees and declared the Meeting closed at 4.15pm.

Annex "A" to these minutes contains a list of shareholders who had appointed proxies, showing the number of shares for which proxies were appointed, the names of the shareholders appointing proxies and any parties holding voting rights in their capacity as creditors with a lien on shares, holders of shares under buy and sell-back arrangements and beneficiaries under nominee shareholding arrangements as well as any directors and statutory auditors in attendance.

Lists of shareholders with the number of their shares who voted in favour, in addition to those with their number of shares who voted against and those with their number of shares who abstained, as well as those who did not cast votes for each of the votes held, are contained in Annex "B" to these minutes.

The following are also attached to these minutes:

.. Annex "C" containing the full printed version of the Integrated Annual Report for 2020 (including, among other things, the consolidated financial statements, the separate financial statements, the attestations required by art. 154-*bis*, paragraph 5 of the CFA and the consolidated non-financial statement prepared pursuant to Legislative Decree 254/2016), together with the Independent Auditor's report, the Statutory Auditors' report and the "Report on Corporate Governance and the Ownership Structure" prepared in accordance with art. 123-*bis* of Legislative Decree

58 of 24 February 1998;

.. Annex "D", which is separately bound, containing the reports of the Board of Directors on all other agenda items, together with the Information Document prepared pursuant to art. 84-*bis* of CONSOB Regulation 11971/1999 relating to item 4 on the agenda;

.. Annex "E", containing the "Report on the Remuneration Policy for 2021 and on Remuneration paid in 2020" pursuant to art. 123-*ter* of Legislative Decree 58 of 24 February 1998;

.. Annex "F", containing a document relating to pre-Meeting questions (art. 127-*ter* of Legislative Decree no. 58/98);

.. Annex "G", containing the information on the requirements to be met by companies engaging independent auditors to carry out the statutory audit of the account, as set out in CONSOB Memorandum 96003558 of 18 April 1996;

.. Annex "H", containing Atlantia SpA's Articles of Association with the amendments approved during the extraordinary session of that day's Annual General Meeting.

I read these minutes to the person appearing before me, who, at my request, stated that they were in conformity with his intentions and who joined me, the Notary, in signing them.

Written by my trustee on foils containing pages and typewritten, with a small amount of text written by hand.