



Atlantia

Registered Office: Via Antonio Nibby, 20 in Rome - Share Capital: EUR 825,783,990.00 (fully paid-in) - Tax Code and Rome Companies' Register no. 03731380261

EXTRACT FROM THE NOTICE OF CALL OF THE ORDINARY GENERAL MEETING

(in accordance with Article 125-bis, paragraph 1 of Legislative Decree 58 of 24 February 1998)

The holders of voting rights are hereby called to attend the Ordinary General Meeting to be held at the Company's registered office in Via Antonio Nibby, 20 in Rome, at 11:00 a.m. on 23 April 2015 on first call and, if necessary, on second call on 24 April 2015 at the same time and place, to resolve on the following

AGENDA

1. Financial statements for the year ended 31 December 2014. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Appropriation of profit for the year. Submission of consolidated financial statements for the year ended 31 December 2014. Related and consequent resolutions.
2. Proposal to supplement the considerations paid for the audit engagement for the financial years 2014 - 2020. Related and consequent resolutions.
3. Authorisation, in accordance with and for the purposes of Articles 2357 *et seq.* of the Italian Civil Code, Article 132 of Legislative Decree 58 of 24 February 1998 and Article 144-*bis* of the CONSOB Regulation adopted with Resolution 11971/1999, as subsequently amended, to purchase and sell treasury shares, subject to prior revocation of all or part of the unused portion of the authorisation granted by the General Meeting of 16 April 2014. Related and consequent resolutions.
4. Appointment of a member of the Board of Directors. Related and consequent resolutions.
5. Appointment of the Statutory Auditors and the Chairman of the Board of Statutory Auditors for the financial years 2015, 2016 and 2017. Determination of the remuneration to be paid to the Chairman of the Board of Statutory Auditors and the Standing Auditors. Related and consequent resolutions.
6. Resolution on the first section of the Remuneration Report in accordance with Article 123-*ter* of Legislative Decree 58 of 24 February 1998.

Information regarding the share capital and information on the procedures and deadlines for:

- attendance at General Meetings and the exercise of voting rights (in this regard, please note that the record date is 14 April 2015);
 - attendance and voting at General Meetings by proxy holders, including through the Company's Appointed Representative (please note that the Appointed Representative is Computershare S.p.A.);
 - appointment of the Statutory Auditors and the Chairman of the Board of Statutory Auditors on the basis of lists and in compliance with the applicable gender balance laws in force;
 - exercise of the right to add items to the agenda and submit new resolution proposals regarding matters already on the agenda;
 - exercise of the right to ask questions prior to the General Meeting regarding matters on the agenda (up to three days prior to the General Meeting held on first call); and
 - availability of the Directors' Reports, the full texts of resolutions and other documents concerning agenda items;
- is provided in the complete call of notice, the text of which - together with documentation regarding the General Meeting - is made available, according to the terms and procedures provided under the laws in force, on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html> to which reference should be made.

Rome, 14 March 2015

Atlantia SpA
The Chairman
Dott. Fabio Cerchiai