



# Atlantia

Registered office: Via Antonio Nibby, 20, Rome - Issued capital: € 661,827,592.00 (fully paid-in) - Tax code and Rome Companies' Register no. 03731380261

## SUPPLEMENT TO THE NOTICE OF CALL TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING

With regard to the Ordinary and Extraordinary General Meeting of the shareholders of Atlantia SpA, notice of which was previously published on the Company's website and in the daily newspaper, MF Milano Finanza (the "Notice") on 15 March 2013, to be held at the Company's registered office at Via Antonio Nibby, 20 in Rome at 11.00am on 30 April 2013, in first call, and, if necessary, in second call on 15 May 2013 at the same time and place,

### THE COMPANY ANNOUNCES THAT

on 22 March 2013 the Board of Directors voted to supplement the list of matters to be discussed by the General Meeting, adding the following item number 5 to the Agenda for the Ordinary Session:

5. "Changes to the 2011 Share Option Plan, the 2011 Share Grant Plan and the MBO Share Grant Plan approved on 20 April 2011. Related and resulting resolutions." The General Meeting is hereby called in order to deliberate on the following

### AGENDA

#### Ordinary session:

1. Financial statements for the year ended 31 December 2012. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Appropriation of profit for the year. Presentation of consolidated financial statements for the year ended 31 December 2012. Related and resulting resolutions.
2. Authority, pursuant 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 amended, to purchase and sell treasury shares, subject to prior revocation of all or part of the unused portion of the authority granted by the General Meeting of 24 April 2012. Related and resulting resolutions.
3. Determination of the number of the members of the Board of Directors and election of the Directors to serve for the years 2013 – 2014 – 2015, and election of the Chairman of the Board of Directors. Determination of the remuneration to be paid to Directors, including fees payable for membership of Board Committees.
4. Resolution on the first section of the Remuneration Report pursuant to art. 123-ter of Legislative Decree 58 of 24 February 1998.
5. Changes to the 2011 Share Option Plan, the 2011 Share Grant Plan and the MBO Share Grant Plan approved on 20 April 2011. Related and resulting resolutions.

#### Extraordinary session:

1. Approval of the proposed merger of Gemina SpA with and into Atlantia SpA; related and resulting resolutions. Authorities and powers.

#### Documentation

The full text of the proposed resolutions, together with the related reports and documents to be submitted to the General Meeting regarding the matter referred to in the supplementary Agenda item number 5 for the Ordinary Session, have been made available for inspection at the Company's registered office and on the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>), and in the other forms provided for by CONSOB regulations. The holders of voting rights may obtain a copy of the above documentation.

#### Right to add General Meeting agenda items

Without prejudice to the information in the notice of call published on 15 March 2013, and available at (<http://www.atlantia.it/en/investors/general-meetings.html>), in relation to the other items on the Agenda for the Ordinary and Extraordinary Sessions, with reference to the above supplementary Agenda item number 5 for the Ordinary Session, pursuant to the law, 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, Consolidated Finance Act, submit proposals for deliberation. Applications must be made in writing, within the terms and conditions set out in the notice published on 15 March 2013 and available for inspection at (<http://www.atlantia.it/en/investors/general-meetings.html>). The Company will be responsible for announcing any proposals for deliberation, in the same form required for the publication of this notice, at least 15 days prior to the date of the General Meeting in first call (therefore, no later than **15 April 2013**).

#### Right to ask questions

Moreover, with reference to the above supplementary Agenda item number 5 for the Ordinary Session, the holders of voting rights may submit questions pursuant to art. 127-ter of the Consolidated Finance Act. The questions must be put in writing, within the terms and conditions set out in the notice published on 15 March 2013 and available for inspection at (<http://www.atlantia.it/en/investors/general-meetings.html>).

\*\*\*

All other terms, conditions and information contained in the Notice of 15 March 2013, included herein in their entirety by reference, continue to apply.

\*\*\*

The full texts of the Articles of Association and Atlantia SpA's Corporate Governance Code are available at [www.atlantia.it](http://www.atlantia.it).

Rome, 29 March 2013

**Atlantia SpA**  
The Chairman  
(Fabio Cerchiai)