



# Atlantia

Atlantia S.p.A. • registered office Via A. Nibby, 20, 00161 ROME • Executive and administrative office Piazza A. Diaz 2, 20123 MILAN • Issued capital: €€825,783,990.00, fully paid-up • Tax code, VAT number and Rome Companies' Register no. 03731380261 • REA no. 1023691 • atlantia@pec.atlantia.it www.atlantia.it • Tel. 02.78.62.50.40

## NOTICE OF CALL TO ORDINARY AND EXTRAORDINARY GENERAL MEETING

The holders of voting rights are hereby called to attend the Ordinary and Extraordinary General Meeting to be held in single call at the Company's offices at Via Alberto Bergamini 50, Rome at 11:00 AM on 3 December 2021, in order to resolve on the following

### AGENDA

#### Ordinary session

1. Authorization to purchase treasury shares. Related and resulting resolutions.
2. Amendments to the General Meeting Regulations. Related and resulting resolutions.

#### Extraordinary session

1. Cancellation of treasury shares without reducing the share capital and consequent amendment to article 6 of the Articles of Association. Related and resulting resolutions.
2. Proposed amendments of the following provisions of the Articles of Association:
  - A. article 14, to make the General Meeting Regulations an independent document with respect to the Articles of Association and consequent amendment to article 1 of the General Meeting Regulations;
  - B. article 27, to include the principle of the pursuit of sustainable success; and
  - C. articles 31 e 32, to amend the composition of the Board of Statutory Auditors, starting from the next re-election;

related and resulting resolutions.

#### Documentation

The full text of the proposed resolutions, together with the related reports and documents to be submitted to the General Meeting will be made available to the public, within the time limit established by law, at the Company's offices at Via Alberto Bergamini n. 50, Rome, on the Company's website (<https://www.atlantia.com/en/governance/general-meeting>) and on the authorised storage platform 1Info ([www.1Info.it](http://www.1Info.it)).

The holders of voting rights may obtain a copy of the above documentation upon previous appointment to be requested via email at [atlantia@pecserviziottoli.it](mailto:atlantia@pecserviziottoli.it).

#### Information regarding the issued capital as at the date of calling 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 amount to 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, and in compliance with Article 106 of Italian Decree Law 18/20 converted into Law by Art. 1 of Law 24 April 2020 No. 27 and subsequent amendments and additions, shareholders shall attend the General Meeting exclusively via the appointed representative pursuant to article 135-undecies of Legislative Decree 58 of 24 February 1998 (the "CFA") - i.e. Computershare S.p.A (hereinafter the "Appointed Representative") - according to the procedure described herein.

In compliance with art. 106, paragraph 2 of the Decree Law 18/20, unless otherwise stated above, attendance at the General Meeting by corporate officers, the Company Secretary and/or the Notary and the Appointed Representative, in addition to any other persons so authorised by the Chairman of the Board of Directors, may take place via video or telephone conferencing, in accordance with the legislation introduced to face up to the COVID-19 epidemic. This must be done in such a way as to guarantee the identification of 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 being necessary for the Chairman, the Secretary or the Notary to be present at the same location.

#### Right to attend General Meeting and the exercise of voting rights

The right to attend and vote at General Meeting, **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 **24 November 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. Accordingly, persons who are 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 **30 November 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 S.p.A., with registered office in Via Lorenzo Mascheroni 19, Milan.

The proxy form appointing the Appointed Representative must include voting instructions on all or certain items 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 proposals 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. **1 December 2021 by midnight**).

In this regard, to aid with the submission of proxy forms and voting instructions, the section of the Company's website containing information on this General Meeting (<https://www.atlantia.com/en/governance/general-meeting>) includes a form prepared by Computershare S.p.A. that can be completed and submitted also online by means of a guided procedure. Alternatively, the form may be downloaded from the same website and submitted, within the above deadline, to Computershare S.p.A. by certified e-mail to [atlantia@pecserviziottoli.it](mailto:atlantia@pecserviziottoli.it) or by fax to +39-06-45417450, according to the procedures set out on the Company's website and on the specific "Instructions for filling up and submission" of 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 S.p.A. by certified e-mail to [atlantia@pecserviziottoli.it](mailto:atlantia@pecserviziottoli.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 (**2 December 2021**). The appointment may be made by filling up the relevant form available on the Company's website (<https://www.atlantia.com/en/governance/general-meeting>) following the instructions shown there. 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 S.p.A. by calling +39-06-45417401 (lines are open Monday to Friday from 9.00 am to 1.00 pm and from 2.00 pm to 6.00 pm).

#### Right to ask questions

Pursuant to art. 127-ter of the CFA, the holders of voting rights may submit questions on the items on the agenda before the General Meeting, using the specific section of the Company's website (<https://www.atlantia.com/en/governance/general-meeting>), by certified e-mail to [atlantia@pecserviziottoli.it](mailto:atlantia@pecserviziottoli.it) or by fax to +39-06-45417450.

Questions must be received no later than the record date, being **24 November 2021 (by midnight)**.

Only questions strictly relating to the items on the agenda 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 Shareholders requested their intermediary to provide the Company with the notification concerning 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 Friday 30 November 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 items on the agenda of the General Meeting and to submit new resolution proposals

Shareholders, separately or collectively, representing one fortieth of the issued capital, **within 10 days** of publication of this notice, and in accordance with article 126-bis of the CFA, may supplement the items on the Agenda, by way of submitting a request indicating the further items proposed or propose resolutions regarding items already on the agenda. Applications must be made in writing, accompanied by proof of the right to vote, and sent by fax to +39-06-45417450 or by certified e-mail to [atlantia@pecserviziottoli.it](mailto:atlantia@pecserviziottoli.it).

No agenda items may be added with respect to matters for which the General Meeting is required by law to

resolve based on a recommendation, proposal or report from the Board of 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.

**Right to individually submit resolution proposals prior to the General Meeting**

In addition to the above, in consideration of the fact that attendance at the General Meeting may only take place through the Appointed Representative, any holders of the right to attend the General Meeting who intend to submit proposals regarding agenda items - pursuant to the penultimate sub-paragraph of paragraph 1 of art. 126-bis of the CFA - are invited to do so in advance, and

no later than **18 November 2021**. Applications should be sent by certified e-mail to [atlantia@pecserviziotitoli.it](mailto:atlantia@pecserviziotitoli.it) or by fax to +39-06-45417450. These proposed resolutions will be published on the Company's website by **23 November 2021**, to enable the holders of voting rights to express an informed opinion, taking into account such new proposals, and to allow the Appointed Representative to gather any voting instructions regarding such proposals. Applicants must provide appropriate proof of their right to attend the General Meeting and of the proxy issued to the Appointed Representative in order to attend the General Meeting. For the purposes of the related publication, and with regard to the conduct of the General Meeting,

the Company reserves the right to assess the pertinence of such proposed resolutions with respect to agenda items, their completeness and compliance with the applicable law as well as the right of applicants to submit such proposals.

**Postal votes**

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

Rome, 3 November 2021

**Atlantia S.p.A.**  
The Chairman  
Fabio Cerchiai