



Atlantia

Atlantia S.p.A. • Registered office: Piazza di San Silvestro no. 8, Rome • Share capital: EUR 825,783,990.00 (fully paid-in) • Tax code and Rome Companies' Register number 03731380261

NOTICE OF CALL OF THE ORDINARY GENERAL MEETING

The holders of voting rights are hereby called to attend the Ordinary General Meeting to be held at the office of Aeroporti di Roma S.p.A. in Fiumicino (Rome), via Pier Paolo Racchetti n.1, on 10 October 2022 at 3:00 p.m., on single call, in order to resolve on the following

AGENDA

1. Amendments to the "2014 Phantom Stock Option Plan" and the "2017 Additional Incentive Plan - Phantom Stock Option". Related and consequent resolutions.
2. Revocation of the resolution adopted by the Ordinary Shareholders' Meeting of the Company on 29 April 2022 concerning the approval of an employee share ownership scheme involving ordinary shares of the Company called "The 2022-2027 Employee Share Ownership Plan". Related and consequent resolutions.

It should be noted that, if the worsening of the situation relating to the permanence and spread of the COVID-19 virus prevents or may render unsafe to hold the Shareholders' Meeting with the attendance in person of the Shareholders, in accordance with the pro-tempore legislation in force and/or the measures that may be issued by the competent Authorities in this regard, the Company will comply with such provisions, giving timely notice in the manner and within the time limits established by the pro-tempore legislation in force.

Documentation

The full text of the proposed resolutions, together with the related reports and documents to be submitted to the General Meeting, are available at the Company's registered office in Rome, Piazza di San Silvestro no. 8, on the Company's website (<https://www.atlantia.com/en/governance/general-meeting>), and on the authorised storage platform 1Info (www.1Info.it). The holders of voting rights are entitled to obtain a copy of the above-mentioned documentation upon previous appointment to be requested at the e-mail address atlantia@pecserviziottoli.it.

Information regarding the share capital as of the date of the notice of call

The Company's share capital consists of no. 825,783,990 ordinary voting shares with no par value (excluding treasury shares, which currently amount to 6,959,693).

Right to attend General Meeting and the exercise of voting rights

The right to attend and vote at General Meeting is reserved to those persons holding voting rights as confirmed and notified to the Company by an "intermediary" so authorized in accordance with the applicable laws. Such notification must be issued on the basis of the relevant records at the close of business on **29 September 2022**, being the seventh stock exchange trading day before the scheduled date of the General Meeting on single call (the "record date"), in compliance with articles 83-*sexies* of the Italian Legislative Decree n.58 of February 24, 1998 ("Consolidated Financial Act" or "CFA"). Any deposit in and withdrawal from custody accounts after the record date shall not affect the entitlement to exercise the voting rights at the General Meeting. Accordingly, persons who are registered as owners of the shares only after the record date shall have no right to attend or vote at the General Meeting.

The above notifications from intermediaries must be received by the Company within **5 October 2022**, i.e. the end of the third stock exchange trading day before the scheduled date of the General Meeting on single call. The right to attend and vote at the General Meeting shall not be affected to the extent

the relevant notification is received by the Company before the start of the General Meeting.

Shareholders still in the possession of share certificates in scrip form are required to provide an intermediary with the same share certificates in order to entry into the centralized scripless share certificate system and apply for the issuance of the above notification.

For personal identification and verification of eligibility to attend the meeting, the Office of the Chairman will be opened at the venue two hours before the time set for the start of the meeting.

Shareholders are kindly invited to present themselves in advance of the scheduled time of commencement of the Shareholders' Meeting in order to facilitate the admission process and enable the timely start of the same.

Shareholders' participation in the Shareholders' Meeting is in any case regulated by the relevant laws and regulations, as well as by the Articles of Association and the Shareholders' Meeting Regulations published on the Company's website (<https://www.atlantia.com/en/governance/documents-and-procedures>).

Representation at the Meeting

All holders of voting rights that are entitled to attend the General Meeting can appoint a representative through a written proxy, subject to the incompatibilities and limitations provided by the applicable laws. To this end, it may be also used the proxy form available for downloading and printing on the Company's website (<https://www.atlantia.com/en/governance/general-meeting>).

The proxy holder can, instead of providing the original form, fax a copy, even digital, to +39 06-45417450, or send a scanned copy by certified email to atlantia@pecserviziottoli.it, stating under his/her own responsibility the conformity of the copy with the original and the identity of the holder of voting rights. Under the applicable laws, the proxy holder must retain the original of the proxy and any voting instructions eventually received for one year after the end of the General Meeting.

The Appointed Representative pursuant to article 135-*undecies* of the Consolidated Finance Act.

Without prejudice to the foregoing, the Company, in accordance with article 135-*undecies* of the Consolidated Finance Act, has also appointed Computershare S.p.A., with registered office in Via Mascheroni 19, Milan, as the Appointed Representative, to whom holders of voting rights may grant – by **6 October 2022** (i.e. the close of business on the second stock exchange trading day preceding the date set for the General Meeting on single call) – a proxy providing voting instructions on all or some agenda items.

The proxy must be granted to the Appointed Representative in accordance with the procedures and through the relevant form available on the Company's website (<https://www.atlantia.com/en/governance/general-meeting>). The proxy is not effective for items for which voting instructions have not been issued. The proxy and voting instructions can be revoked within the same terms and at the same conditions applied to their granting.

Right to ask questions

Pursuant to article 127-*ter* of the CFA, holders of voting rights can submit questions on Agenda items

before the General Meeting by using the appropriate section of the company website <https://www.atlantia.com/en/governance/general-meeting> or by certified email to atlantia@pecserviziottoli.it or by fax to +39-06-45417450.

Questions must be received within the record date (i.e. the seventh stock exchange trading day before the scheduled date of the General Meeting) that is **29 September 2022 (before midnight)**.

Only questions 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, which can be sent after the submission of the questions as long as it is by the third day after the record date.

Questions received before the General Meeting will be replied to by **8 October 2022** at the latest, with replies posted on the Company's website in the section dedicate to the General Meeting (<https://www.atlantia.com/en/governance/general-meeting>).

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 from the 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 a proof of the right to vote, and sent by fax to +39-06-45417450 or by certified e-mail to 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.

Any additions to the agenda or the submission of new resolution proposals on items already on the agenda shall be announced, in the same manner as prescribed by law for the notice of call, at least fifteen days prior to the date set for the Shareholders' Meeting, i.e. by **25 September 2022**.

Postal votes

No procedures concerning votes casted by mail or electronically are provided.

Rome, 9 September 2022

Atlantia S.p.A.
The Chairman
Amb. Giampiero Massolo