



**ATLANTIA S.p.A.**  
**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**  
**APRIL 28, 2021**

**Attendance to the meeting: no. 1,184 Shareholders by proxy**  
**representing no. 591,130,118 ordinary shares corresponding to 71.584110% of the ordinary share capital.**

**SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING**

**Approval of Atlantia S.p.A.'s financial statements for the year ended on 31 December 2020 accompanied by the reports of the board of Statutory Auditors and of the Independent Auditor. Presentation of the Annual Integrated Report and the consolidated financial statements for the year ended on 31 December 2020. Related and resulting resolutions.**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON REPRESENTED SHARES</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1,164	589,062,428	99.650214	71.333719
Against	0	0	0.000000	0.000000
Abstentions	6	337,856	0.057154	0.040913
Not Voting	14	1,729,834	0.292632	0.209478
<b>Total</b>	<b>1,184</b>	<b>591,130,118</b>	<b>100.000000</b>	<b>71.584110</b>

**Allocation of the financial year result. Related and resulting resolutions.**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON REPRESENTED SHARES</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1,170	589,400,284	99.707368	71.374632
Against	0	0	0.000000	0.000000
Abstentions	0	0	0.000000	0.000000
Not Voting	14	1,729,834	0.292632	0.209478
<b>Total</b>	<b>1,184</b>	<b>591,130,118</b>	<b>100.000000</b>	<b>71.584110</b>

**Appointment of the Board of Statutory Auditors and of its Chairman for the financial years 2021-2022-2023. Related and resulting resolutions.**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON REPRESENTED SHARES</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
LISTA 1	1,009	550,907,078	93.195648	66.713219
LISTA 2	152	28,576,287	4.834183	3.460504
Against	8	736,040	0.124514	0.089132
Abstentions	13	10,904,461	1.844682	1.320498
Not Voting	1	5,752	0.000973	0.000697
<b>Total</b>	<b>1,184</b>	<b>591,129,618</b>	<b>100.000000</b>	<b>71.584049</b>

**Determination of the remuneration to be paid to the Chairman of the Board of Statutory Auditors and the Standing Auditors. Related and resulting resolutions.**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON REPRESENTED SHARES</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1,179	590,066,118	99.820006	71.455263
Against	0	0	0.000000	0.000000
Abstentions	0	0	0.000000	0.000000
Not Voting	5	1,064,000	0.179994	0.128847
<b>Total</b>	<b>1,184</b>	<b>591,130,118</b>	<b>100.000000</b>	<b>71.584110</b>

**Appointment of a member of the Board of Directors. Related and resulting resolutions.**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON REPRESENTED SHARES</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
CANDIDATURA SINTONIA S.P.A.	51	369,464,141	62.501322	44.741015
CANDIDATURA INVESTITORI ISTITUZIONALI	1,104	216,011,320	36.542093	26.158332
Against	9	1,131,568	0.191425	0.137030
Abstentions	5	1,396,116	0.236177	0.169066
Not Voting	15	3,126,973	0.528982	0.378667
<b>Total</b>	<b>1,184</b>	<b>591,130,118</b>	<b>100.000000</b>	<b>71.584110</b>

**Approval of an incentive plan concerning Atlantia SpA's shares named 'Stock Grant Plan 2021-2023'. Related and resulting resolutions.**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON REPRESENTED SHARES</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1,153	588,790,204	99.604163	71.300753
Against	13	556,762	0.094186	0.067422
Abstentions	4	53,318	0.009020	0.006457
Not Voting	14	1,729,834	0.292632	0.209478
<b>Total</b>	<b>1,184</b>	<b>591,130,118</b>	<b>100.000000</b>	<b>71.584110</b>

**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 - remuneration policy for 2021 (binding resolution).**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON REPRESENTED SHARES</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1,108	581,461,023	98.364303	70.413211
Against	60	7,938,444	1.342927	0.961322
Abstentions	2	817	0.000138	0.000099
Not Voting	14	1,729,834	0.292632	0.209478
<b>Total</b>	<b>1,184</b>	<b>591,130,118</b>	<b>100.000000</b>	<b>71.584110</b>

**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:**

**B. Non-binding resolution on the second section of the report - remuneration paid in 2020.**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON REPRESENTED SHARES</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	243	435,819,509	73.726494	52.776454
Against	926	153,580,275	25.980790	18.598117
Abstentions	1	500	0.000085	0.000061
Not Voting	14	1,729,834	0.292632	0.209478
<b>Total</b>	<b>1,184</b>	<b>591,130,118</b>	<b>100.000000</b>	<b>71.584110</b>

**Proposal to amend some provisions of the Articles of Association. Related and resulting resolutions:**

**A. Article 8, to include a provision on identification of shareholders;**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON REPRESENTED SHARES</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1,170	589,400,284	99.707368	71.374632
Against	0	0	0.000000	0.000000
Abstentions	0	0	0.000000	0.000000
Not Voting	14	1,729,834	0.292632	0.209478
<b>Total</b>	<b>1,184</b>	<b>591,130,118</b>	<b>100.000000</b>	<b>71.584110</b>

**Proposal to amend some provisions of the Articles of Association. Related and resulting resolutions:**

**B. Article 20, concerning the election of the Board of Directors;**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON REPRESENTED SHARES</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1,170	589,400,284	99.707368	71.374632
Against	0	0	0.000000	0.000000
Abstentions	0	0	0.000000	0.000000
Not Voting	14	1,729,834	0.292632	0.209478
<b>Total</b>	<b>1,184</b>	<b>591,130,118</b>	<b>100.000000</b>	<b>71.584110</b>

**Proposal to amend some provisions of the Articles of Association. Related and resulting resolutions:**

**C. Article 23, concerning the meetings of the Board of Directors;**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON REPRESENTED SHARES</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1,170	589,400,284	99.707368	71.374632
Against	0	0	0.000000	0.000000
Abstentions	0	0	0.000000	0.000000
Not Voting	14	1,729,834	0.292632	0.209478
<b>Total</b>	<b>1,184</b>	<b>591,130,118</b>	<b>100.000000</b>	<b>71.584110</b>

**Proposal to amend some provisions of the Articles of Association. Related and resulting resolutions:  
D. Articles 26 and 28, to include provisions on Board Committees.**

	<b>NO. OF SHAREHOLDERS (IN PERSON OR BY PROXY)</b>	<b>NO. OF SHARES</b>	<b>% ON REPRESENTED SHARES</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	1,167	587,147,428	99.326258	71.101818
Against	1	539,172	0.091210	0.065292
Abstentions	2	1,713,684	0.289900	0.207522
Not Voting	14	1,729,834	0.292632	0.209478
<b>Total</b>	<b>1,184</b>	<b>591,130,118</b>	<b>100.000000</b>	<b>71.584110</b>