



COMISIÓN NACIONAL DEL MERCADO DE VALORES
Edison, 4
28006 Madrid

En Roma, a 4 de julio de 2017

Muy señores nuestros:

En relación con la oferta pública voluntaria de adquisición de las acciones de "Abertis Infraestructuras, S.A." formulada por "Atlantia, S.p.A." (la "Sociedad") y admitida a trámite por esa Comisión Nacional del Mercado de Valores el pasado día 3 de julio de 2017 mediante la publicación de la correspondiente comunicación de hecho relevante en la misma fecha, les remitimos copia de la nota de prensa difundida a la última hora de ayer por la Sociedad relativa a la fijación de la fecha de celebración de una Junta General extraordinaria y ordinaria de accionistas de la Sociedad a la que se someterán, entre otras, las propuestas de acuerdo correspondientes a un aumento del capital social de la Sociedad y a la aprobación de un plan de incentivos vinculado a las acciones de la Sociedad a favor del personal clave de la Sociedad.

Atentamente,

ATLANTIA, S.P.A.

Atlantia 
Società per Azioni
Domestic Legal and Corporate Affairs
(*Avv. Stefano Cusmai*)



Press Release

1. NOTICE OF CALL OF THE EXTRAORDINARY AND ORDINARY GENERAL MEETING OF ATLANTIA SPA'S SHAREHOLDERS CALLED FOR 2 AUGUST 2017
2. RELEASE IN ACCORDANCE WITH ART. 84-BIS, PARAGRAPH 3 OF THE REGULATIONS FOR ISSUERS WITH REGARD TO ADOPTION OF A PHANTOM STOCK OPTION PLAN
3. NOTICE OF FILING OF DOCUMENTATION RELATING TO AGENDA ITEM 1) FOR THE ORDINARY SESSION

Rome, 3 July 2017 – Atlantia SpA announces that a General Meeting of shareholders, to be held in single call on 2 August 2017, has today been called. The extraordinary session of the General Meeting will be invited to deliberate on the proposal to carry out a capital increase for consideration, subject to the exclusion of pre-emption rights pursuant to art. 244I, paragraph 4.1 of the Italian Civil Code, to be paid for via the contribution in kind of shares in Abertis Infraestructuras SA and with the issue of special shares, to service the voluntary public tender offer, in cash and shares, for the entire issued capital of Abertis Infraestructuras SA (the "Offer"), and on further amendments to the articles of association related to the Offer regarding the number and mechanism to elect the Directors in presence of special shares and on those which will take effect upon conversion of the special shares into ordinary shares.

The ordinary session will be invited to deliberate on adoption of a supplementary long-term, share-based incentive plan for a limited number of core people (i.e. executive directors, key management

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personnel, managers or employees of the Company or of its subsidiaries), with the aim of supporting the integration and value creation process at the new Group that will be formed following settlement of the transaction.

1. The notice of call to the General Meeting of shareholders has today been published on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html> and on the authorised IInfo storage platform (www.IInfo.it), in accordance with art. 125-bis, paragraph 1 of Legislative Decree 58 of 24 February 1998. The extract of the notice of call will be published in the daily newspaper MF Milano Finanza on 4 July 2017.

2. With reference to the supplementary long-term, share-based incentive plan, it is informed that the Board of Directors of Atlantia SpA, with the consent of the Board of Statutory Auditors pursuant to art. 2389 of the Italian Civil Code, has today voted to submit a share-based incentive plan for approval by a general meeting of Atlantia's shareholders. The plan is reserved for executive directors, managers and employees within Atlantia SpA and/or its subsidiaries pursuant to article 2359 of the Italian Civil Code (the "Subsidiaries"), selected among a limited number of core people involved in the integration and value creation process at the new Group that will be formed following the positive settlement of the Offer. The plan will be called the "Supplementary Incentive Plan 2017 - Phantom Stock Options" (the "Supplementary Phantom SOP-2017"). Pursuant to art. 84-bis, paragraph 3, of Resolution 11971 of 14 May 1999, as amended (the "Regulations for Issuers"), the following information should be noted.

REASONS FOR THE PLAN

The aim of the Supplementary Phantom SOP-2017 is to facilitate the integration and value creation process at the new Group that will be formed following settlement of the Transaction.

BENEFICIARIES

The Supplementary Phantom SOP-2017 is reserved for the Company's Chairman and its Chief Executive Officer, in addition to managers, or employees of the Company and its Subsidiaries and/or executive directors or key management personnel, within Subsidiaries, to be selected.

In particular, apart from the Chairman and its Chief Executive Officer the Beneficiaries will be selected by the Chief Executive Officer and approved by the Board of Directors from a limited number of core people involved in the plan to integrate the two groups, and with reference to their degree of seniority and the level of responsibility assigned with regard to the plan. Their names and other information, as required by paragraph 1 of Schedule 7 of Annex 3A to the Regulations for Issuers, will be provided as per article 84-bis, paragraph 5.a of the Regulations for Issuers.

NATURE OF THE FINANCIAL INSTRUMENTS AWARDED

The Supplementary Phantom SOP-2017 provides for the award, to Beneficiaries, of phantom stock options (the "Options"), each of which – under the terms and conditions of the Supplementary Phantom SOP-2017 (the "Terms and Conditions") – will grant Beneficiaries the right to a gross cash payment, computed with reference to the increase in value, if any, of the Company's ordinary shares (the "Shares") over the reference period. The Options will be awarded on settlement of the Transaction.

Any Options granted will vest following the end of the Vesting Period (3 years starting from settlement of the Offer), in accordance with above Terms and Conditions and can be exercised within the following 3 years.

Due to its nature as a Phantom Stock Option Plan, which does not entail the award or purchase of Shares, the Plan require Beneficiaries, being "executive directors" or "key management personnel", as defined in and for the purposes of art. 6 of the Corporate Governance Code for Listed Companies, as approved by Borsa Italiana SpA's Corporate Governance Committee, as selected by the Board of Directors, to purchase, in the screen-based market organised and managed by Borsa Italian SpA, a number of shares determined on the basis of the Terms and Conditions.

3.The Company also announces that the Directors' Report on Agenda item 1) for the ordinary session has also been made available for inspection at the Company's registered office, on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html> and on the authorised IInfo storage platform (www.IInfo.it), together with the related Information Memorandum prepared in accordance with art. 84-*bis* of CONSOB Regulation 11971 of 14 May 1999, as amended.

The Directors' Report on Agenda item for the extraordinary session ("*Proposal to carry out a capital increase for consideration, subject to the exclusion of pre-emption rights pursuant to art. 2441, paragraph 4.1 of the Italian Civil Code, to be paid for via the contribution in kind of shares in Abertis Infraestructuras SA and with the issue of special shares, to service the voluntary public tender offer, in cash and shares, for the entire issued capital of Abertis Infraestructuras SA. The amendment of articles 6, 7, 8, 9, 19 and 20 (combined in art. 20), 21 and 23 of the articles of association and the introduction of new articles 19 and 40 of the articles of association. Related and resulting resolutions and delegation of the related powers*"), together with further documentation required by the applicable regulations, will be made available in accordance with the statutory and regulatory requirements in force.



Atlantia

Atlantia S.p.A. • Registered Office: Via Antonio Nibby, 20, Rome • Issued Capital: € 825,783,990.00 (fully paid-in)
• Tax Code and Rome Companies' Register no. 03731380261

NOTICE OF CALL TO EXTRAORDINARY AND ORDINARY GENERAL MEETING

The holders of voting rights are hereby called to attend the Extraordinary General Meeting to be held at the Company's registered office at Via Antonio Nibby, 20 in Rome at 11.00am on 2 August 2017, in single call, in order to deliberate on the following

AGENDA

Extraordinary session

1. Proposal to carry out a capital increase for consideration, subject to the exclusion of pre-emption rights pursuant to art. 2441, paragraph 4.1 of the Italian Civil Code, to be paid for via the contribution in kind of shares in Abertis Infraestructuras SA and with the issue of special shares, to service the voluntary public tender offer, in cash and shares, for the entire issued capital of Abertis Infraestructuras SA. The amendment of articles 6, 7, 8, 9, 19 and 20 (combined in art. 20), 21 and 23 of the articles of association and the introduction of new articles 19 and 40 of the articles of association. Related and resulting resolutions and delegation of the related powers.

Ordinary session

1. Approval of a supplementary long-term, share-based incentive plan for executive directors and employees of the Company and its direct and indirect subsidiaries. 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 for inspection at the Company's registered office and on the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>) and on the authorised 1Info storage platform (www.1Info.it).

The holders of voting rights may obtain a copy of the above documentation.

Information regarding the issued capital on the date of call to the General Meeting

The Company's issued capital consists of 825,783,990 ordinary voting shares with a par value of €1.00 each (excluding treasury shares, which currently total 8,600,835).

Right to attend General Meetings and the exercise of voting rights

Only those persons may attend and vote at General Meetings who have been notified as having voting rights to the Company by an "intermediary" so authorised in accordance with applicable laws; such notification having been issued in accordance with records at the close of business on 24 July 2017, being the seventh stock exchange trading day preceding the date set for the General Meeting in single call (the "Record Date"), in conformity with articles 83-*sexies* of Legislative Decree 58 of 24 February 1998 (the "Consolidated Finance Act", or "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. Persons who are, consequently, registered as having title to shares only subsequent to the Record Date shall have no right to attend or vote at the General Meeting.

Such notification by the intermediary must arrive no later than 28 July 2017, being the close of business 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 General Meeting, however, shall be valid to the extent that the relevant notice 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.

The Office of the Chairman will be open two hours prior to the time set for the General Meeting in order to identify attendees and verify their right to attend.

Proxies

All holders of rights to vote at and attend the General Meeting may appoint a representative through the issuance of a written proxy, subject to any legal and regulatory limitations. A Proxy Form that can be downloaded from the Company's website, <http://www.atlantia.it/en/investors/general-meetings.html>, and printed out may also be used.

Proxies so appointed may, instead of providing the original form, fax a copy to +39-06-45417450 or send an electronic version of the form by certified electronic mail to atlantia@pecserviziotitoli.it or upload the form to the relevant page of the Company's website (<http://www.atlantia.it/en/investors/general-meetings.html>), attesting and accepting personal liability for the conformity of the copy with the original and to the identity of the holder of voting rights. Proxies are under a statutory obligation to retain the original of the form and any voting instructions received for one year from the close of business at the General Meeting.

The Appointed Representative within the meaning of art. 135-*undecies*, Consolidated Finance Act

Subject to the above, the Company, as permitted by article 135-*undecies* of the Consolidated Finance Act, has appointed Computershare SpA, with registered office in Via Mascheroni 19, Milan, as the Appointed Representative, to which persons with voting rights may provide voting instructions on any and all agenda items by 31 July 2017, being the close of business on the second stock exchange trading day preceding the date set for the General Meeting.

The authorisation must be provided to the Appointed Representative according to the procedures and by using the relevant proxy form available on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html>.

The authorisation is without effect with respect to motions for which voting instructions have not been issued. Such authorisations and voting instructions may be revoked within the same terms and conditions applied to their conferment.

Right to ask questions

The holders of voting rights may submit questions on agenda items either before the General Meeting or up to three days prior to the Meeting held in single call, being 30 July 2017, and answers must be provided no later than the General Meeting. The Company may provide a collective answer to questions on the same subject. No reply is, however, required for questions the answers to which can be found in the "Questions and Answers" page on the Company's website.

Questions must be sent to the Company from the specific page on the Company's website at <http://www.atlantia.it/en/investors/general-meetings.html>, or by facsimile to +39 06-43634260 or to the certified e-mail address atlantia@pecserviziotitoli.it.

All persons asking questions must provide proof of identity and of their right to vote.

Right to add General Meeting agenda items and to submit new motions

Shareholders, separately or collectively, representing one fortieth of the issued capital may, within ten days of the publication of this notice, and in accordance with article 126-*bis* of the Consolidated Finance Act, apply for the addition of agenda items indicating the subject matter in the application, or submit proposals for deliberation regarding matters already on the agenda. Applications must be made in writing, accompanied by proof of the right to vote, and sent by facsimile to +39 06-43634260 or to the certified e-mail address atlantia@pecserviziotitoli.it. No agenda items may be added with respect to matters for which the General Meeting is required by law to deliberate on the recommendation, proposal or report of the Directors, other than those referred to in art. 125-*ter* of the CFA. More information on these rights and their exercise may be obtained from the Company's above-mentioned website.

Postal votes

Provision has not been made for votes to be cast by mail or electronically. The full texts of the Articles of Association and Atlantia SpA's Corporate Governance Code are available at www.atlantia.it.

Rome, 3 July 2017

Atlantia S.p.A.
The Chairman
Fabio Cerchiai