



Press Release

## AGM 2018

- **AGM approves Atlantia SpA's financial statements for 2017**
- **Payment of dividend of €1.22 per share for 2017 approved (€0.97 per share for 2016)**
- **Supplement of annual audit fees approved**
- **Directors granted renewed authority for share buyback, subject to prior revocation of unused portion of existing authority**
- **Board of Statutory Auditors elected for period 2018-2020**
- **First section of Remuneration Report for 2017 approved**
- **Amendment to supplementary long-term incentive plan approved by OGM of 2 August 2017**

Rome, 20 April 2018 – The Annual General Meeting of Atlantia SpA's shareholders (AGM), chaired by Fabio Cerchiai, was held today.

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## AGM approves financial statements and integrated report for year ended 31 December 2017 and examines consolidated financial statements for same period

The AGM examined and approved Atlantia SpA's financial statements for the year ended 31 December 2017, which report profit for the year of €2,722m, up €1,803m on the €919m of 2016. This reflects:

- an increase in dividends from investees, essentially following the distribution, by Autostrade per l'Italia, of a special dividend in kind (€755m);
- gains generated by the sale of interests in Autostrade per l'Italia (€1,010m) and of the entire stake in SAVE (€40m).

The Company's equity at 31 December 2017 amounts to €11,503m.

The AGM also examined the Atlantia Group's consolidated financial statements. Consolidated revenue for 2017 amounts to €5,973m, an increase of €489m (9%) compared with 2016. The Group's gross operating profit (EBITDA) of €3,664m is up €286m (8%) compared with 2016. On a like-for-like basis <sup>(i)</sup>, EBITDA is up €206m (6%). Profit for the period attributable to owners of the parent (€1,172m) is up €50m (4%) compared with 2016. On a like-for-like basis <sup>(i)</sup>, profit for the period attributable to owners of the parent is up €63m (6%). Equity attributable to owners of the parent as at 31 December 2017 amounts to €8,772m, whilst the Group's net debt as at 31 December 2017 totals €9,496m.

The AGM then acknowledged the integrated report for 2017, prepared in compliance with the provisions of Legislative Decree 254/2016, which introduced the obligation for large groups to supplement their financial reporting with a non-financial statement. The integrated report describes the Atlantia Group as a whole, reporting specific information and data about the business, the operating environment, the strategies adopted, governance and the Group's social and environmental performances. One of the most important results achieved in 2017 was Atlantia's inclusion for the ninth year running in the Dow Jones Sustainability World and Europe indexes and in the FTSE4Good index, which include the best performing businesses in terms of sustainability. The Group was the best in its sector in terms of combating climate change and environmental reporting. The Group continues to be committed to implementing the sustainable development strategy adopted by the UN General Assembly in September 2015 and to supporting the Global Compact.

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<sup>(i)</sup> In addition to the reported amounts in the consolidated financial statements, this press release also presents and analyses alternative performance indicators ("APIs"), such as EBITDA. A detailed description of the principal APIs used in analysing movements in certain consolidated performance indicators, including an explanation of the term "like-for-like basis", is provided in the "Report on operations" in Atlantia's Annual Report for 2017.

### **Dividend for 2017**

The AGM approved payment of a dividend of €1.22 per share for 2017 (up 26% on 2016), with a final dividend of €0.65 per share to be paid with a value date of 23 May 2018. The ex-dividend date (coupon no. 32) is 21 May 2018 and the record date 22 May 2018. The final dividend adds to the interim dividend of €0.57 paid in 2017.

### **Supplement of annual audit fees**

The AGM then approved the proposed supplement of the annual audit fees payable to the independent auditors, Deloitte & Touche SpA, for each year of their engagement to audit Atlantia's separate and consolidated financial statements in the period 2017-2020. The supplement reflects the increase in the auditors' workload following changes in the regulatory framework for audits and the introduction of new auditing standards (ISA Italia).

### **Board's authority to purchase and sell treasury shares**

The AGM revoked the unused portion of the authority granted on 21 April 2017 and granted the Board a new authority:

- to buy back, in accordance with the relevant laws, up to 82,578,399 shares within 18 months of the resolution, including the 7,957,654 treasury shares the Company holds at today's date, for up to a maximum amount of €2.1bn (including the amount already recognised in the financial statements for the year ended 31 December 2017), making all the necessary or appropriate accounting entries resulting from authorised transactions involving treasury shares, in compliance with statutory requirements and the applicable accounting standards;
- to sell, assign and/or use, without any time limit, the treasury shares held and to be purchased in execution of the shareholder resolution.

The purchase, sale, assignment and/or use of treasury shares is authorised in order to enable the Company to operate as follows:

- to intervene in the market, including via intermediaries, to increase the liquidity of Atlantia's shares and to stabilise the share price, so as to ensure regular trading in the shares and avoid price movements not in line with market trends;
- to operate in the market with a view to medium- and long-term investment, also for the purposes of long-term investment or, in any event, to take advantage of market opportunities, including through the purchase and resale of shares;

- to establish a share portfolio to sell, assign and/or use the treasury shares, provided that it is consistent with the Company's strategy, as part of extraordinary transactions or financing or incentives or other transactions, in relation to which the allocation or any other assignment of treasury shares is required or suitable, and for the purpose of fulfilling any obligations deriving from share-based incentive plans or schemes, for a consideration or free of charge, to employees or staff of the Group;
- to conduct share buyback programmes for the purposes of art. 5 of Regulation (EU) 596/2014 (the "Market Abuse Regulation" or "MAR") and/or for the purposes included among market practices permitted by art. 13 of the MAR, within the terms and according to the procedures to be decided on by the Board of Directors.

The AGM resolution specifies the terms and conditions applicable in setting the price for purchases, sales or other assignments or uses of the shares held in treasury or purchased in accordance with this authority.

### **Election of the Board of Statutory Auditors for the financial years 2018-2019-2020**

The AGM elected the new Board of Statutory Auditors for the financial years 2018-2019-2020, whose members are: the standing Auditors, Alberto De Nigro, Lelio Fornabaio and Livia Salvini and the alternate Auditor, Laura Castaldi elected from the slate submitted by the shareholder, Sintonia SpA, and the standing Auditors Corrado Gatti and Sonia Ferrero and the alternate Auditor, Michela Zeme, elected from the slate submitted by the group of asset management companies and other institutional investors.

Corrado Gatti, the candidate heading the slate submitted by minority shareholders, after obtaining the highest number of votes, was elected Chairman of the Board of Statutory Auditors.

### **Remuneration report**

The AGM approved the first section of the Remuneration Report for 2017, prepared pursuant to art. 123-ter of Legislative Decree 58/1998, as amended.

### **Incentive plans**

Finally, the AGM approved certain changes and additions to the share-based incentive plan named the "Supplementary Incentive Plan 2017 - Phantom Share Options", previously approved by the OGM of 2 August 2017, to reflect the new structure of the Group following the

acquisition of Abertis Infraestructuras SA. Information on the plan is provided in the relevant information memorandum prepared pursuant to the law and available for inspection on the Company's website (<http://www.atlantia.it/it/investor-relations/assemblee/assemblea-20-aprile-2018>), to which reference should be made for further details.

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A summary of shareholder resolutions and the minutes of the AGM will be made available to the public within the terms and according to the procedures required by the relevant laws.

Given that the AGM did not vote in favour of any changes to the Annual Report for 2017, reference should be made to the document already made available on the Company's website (<http://www.atlantia.it/it/investor-relations/assemblee/assemblea-20-aprile-2018>).