



Aeroporto Guglielmo Marconi di Bologna S.p.A.

Share Capital €90,250,000 fully paid up

Registered Office in Bologna – 84 Via Triumvirato

Tax Code/VAT Registration Number and Bologna Companies Register

No. 03145140376

Call of the General Meeting

The Shareholders are called to the AGM in Bologna, at 84 Via Triumvirato, at the registered offices of **Aeroporto Guglielmo Marconi di Bologna S.p.A.** ("**AdB**" Bologna Airport or the "**Company**"), on **27 April 2016**, at 10.30 am, without a secondary date, to discuss and resolve on the following

Agenda

1. Financial statements for the year ended 31 December 2015; directors' management report; reports from the board of statutory auditors and the independent auditors on the financial statements for the year ended 31 December 2015; related and consequent decisions. Submission of the consolidated balance sheet for the financial year ended 31 December 2015;
2. Allocation of profit of the 2015 financial year;
3. Renewal of the board of directors: determination of duration of the office and compensation; and appointment of directors by voting list;
4. Renewal of the board of statutory auditors: determination of remuneration; appointment of a statutory auditor and two alternates by voting list;
5. Approval of the policy for AdB Group remuneration.

ALLOCATION OF THE PROFIT FOR THE YEAR

Any dividend approved by the AGM shall be paid, in accordance with the applicable law and regulations, from 4 May 2016 with an ex-dividend date of 2 May 2016.

Pursuant to Article 83-*terdecies* of Legislative Decree 58/1998, those who are shareholders according to the records at the close of the accounting date of 3 May 2016 will be entitled to receive the dividends.

PROCEDURES THAT SHAREHOLDERS MUST COMPLY WITH TO BE ELIGIBLE TO TAKE PART IN THE AGM AND VOTE

Participation in the AGM and voting rights

Pursuant to Article 83-*sexies* of Legislative Decree 58/98, entitlement to take part in the AGM and exercise the right to vote must be confirmed by a communication

to the Company from the intermediary, in accordance with the accounting records, in favour of the party entitled to vote. This communication must be made by the intermediary based on the records at the close of the accounting day of the seventh day the market is open for trading prior to the date established for the AGM without a potential second date (i.e. by 18 April 2016). Those who are shareholders only following this date will not be entitled to participate and vote at the meeting.

Questions concerning items on the agenda

Shareholders who are entitled to take part in the meeting can ask questions concerning items on the agenda before the meeting and up to the third day prior to the meeting, by sending a registered letter to the Company's registered offices and/or by sending an email to the following certified email address aeroporto.marconi@pec.bologna-airport.it from a certified email provider. They will receive an answer during the actual meeting at the very latest. A single answer will be given to questions covering the same subject.

Additions to the agenda

Pursuant to Article 126-*bis* of Legislative Decree 58/98, shareholders who, also jointly, represent at least one fortieth of the share capital, can ask, within ten days of the publication of this notice, for the list of items to be discussed to be supplemented, stating the additional proposed topics in the request.

Items on which the AGM deliberates, by law, on the proposal of the directors, or based on a scheme or report they have prepared, other than those specified in Article 125-*ter* paragraph 1 of Legislative Decree 58/98, may not be supplemented.

Requests should be submitted in writing by registered mail with receipt advice to the Company's registered offices and/or by sending an email to the following certified email address aeroporto.marconi@pec.bologna-airport.it from a certified email provider. Shareholders requesting this addition should, by law, prepare a report on the matter they wish to be discussed. This report should be received by the Board of Directors through the same methods within the above-mentioned term of ten days. At least fifteen days before the date set for the meeting, the Company must give notice, in the same forms of publication as for this notice, of any additions submitted, at the same time making the report available to the public, with any appraisal it deems appropriate.

Right of representation by proxy

Those entitled to attend the meeting can be represented by means of a written proxy pursuant to the laws in force, by signing the proxy at the foot of the notice by the authorised intermediaries. Alternatively, they can use the proxy form available on the website www.bologna-airport.it, in the *Investor Relations* section.

The company should be notified of the proxy by sending it by post to the registered office or by email to the certified email address aeroporto.marconi@pec.bologna-airport.it.

Prior notification does not exempt the representative from the obligation of certifying the proxy to the original at the accreditation procedure for access to the proceedings of the meeting.

The proxy may be conferred, with instructions for voting on the proposals on the agenda, on Computershare S.p.A., registered offices in Milan, at 19 via Lorenzo Mascheroni, 20145 Milan, duly appointed by the Company pursuant to Article 135-

undecies of Legislative Decree 58/1998, by signing the dedicated proxy form, which can be downloaded and printed from the website www.bologna-airport.it/ or obtained from the company's registered offices or from the registered offices of Computershare S.p.A.. The original copy of the proxy with voting instructions should be received by Computershare S.p.A., 19 via Lorenzo Mascheroni, 20145 Milan, by the end of the second day of market trading prior to the date set for the meeting (i.e. by 25 April 2016). A copy of the proxy, accompanied by the declaration certifying conformity to the original, can be sent in advance to the designated representative, by the above deadline, by fax to +39 02 46776850 or as an email attachment to be sent to the following address ufficiomilano@pecserviziotitoli.it. The proxy is only valid if voting instructions have been given. The proxy and voting instructions can be revoked within the above term. Note that communication to the company from the intermediary, certifying the entitlement to take part in the meeting and exercise voting rights, is also required if the proxy is being conferred on the designated representative. Pursuant to the law, the shares for which the proxy, even partial, has been conferred, are calculated for the purpose of the regular convening of the meeting and, if voting instructions have not been given, the shares are not calculated for the purpose of determining the majority and the share capital required for approval of the resolutions. Information regarding the conferring of the proxy on Computershare S.p.A. (which can be contacted by phone for any clarifications on +39 02 46776811) is also available on the specific proxy form.

There is no provision for voting by correspondence or digital media.

Filing of voting lists for the election of corporate bodies

With regard to the third item on the agenda (Appointment of the Board of Directors), note that Article 13 of the by-laws requires that the Board of Directors is appointed using lists submitted by the shareholders, in which candidates should be listed with progressive numbering and the number should not exceed the number of members to be elected. Lists submitted by the shareholders should be filed at the company's registered offices (in Bologna, 84 Via Triumvirato) by 5 pm on the twenty-fifth day prior to the date of the AGM (2 April 2016) called to resolve on the appointment of the members of the Board of Directors. Lists should be made available to the public at the registered offices, on the website and at the stock exchange operator at least twenty one days before the date of the meeting (6 April 2016).

Lists can be filed electronically by sending them to the certified email address aeroporto.marconi@pec.bologna-airport.it from a certified email provider. Each shareholder may nominate or be involved in the presentation of only one list. Shareholders belonging to the same shareholders' agreement, as defined by Article 122 of Legislative Decree 58/98 and later amendments, as well as the parent, subsidiaries and those subject to joint control, can present, or be involved in the presentation of only one list. Endorsements and votes cast in violation of the prohibition in this section may not be attributed to any list. Each candidate may run as a candidate on only one list, subject to ineligibility. Only shareholders who on their own or together with other shareholders own a total of shares representing at least 2.5% of the share capital with voting rights at the ordinary AGM shall have the right to submit lists. Shareholders must send proof of ownership of the shares to the company together with the lists or even after filing the lists as long as it is

within the term for the publication of the lists (6 April 2016). Declarations in which the individual candidates accept their nomination and which certify, under their own responsibility, that they are eligible and compatible and in possession of the requirements for their respective offices, must be filed together with each list within the deadlines given above. Each candidate must also file a *curriculum vitae* with the declarations containing personal and professional details and an indication as to their independence. Every party entitled to vote may vote for one single list. Also note that directors must possess the legal and regulatory requirements (and those of the Code of Conduct of Borsa Italiana).

With regard to the fourth item on the agenda (Appointment of the Board of Statutory Auditors), note that for the purpose of electing the Board of Statutory Auditors, as required by Article 24 of the by-laws, the meeting is called to elect the Board of Statutory Auditors comprising 3 (three) standing auditors, and to decide on their compensation. Pursuant to Article 11, paragraphs 2 and 3, of the Decree 521 of the Ministry of Transport and Shipping of 12 November 1997, the Ministry of Infrastructures and Transport and the Ministry of the Economy and Finance each one shall appoint a standing auditor. The auditor appointed by the Ministry of the Economy and Finance takes on the role of Chairman of the Board of Statutory Auditors. If there are no ministerial appointments, the meeting shall make the appointment, through a legal majority, in compliance with the regulations regarding gender equality and without prejudice to the fact that the Chairman of the Board of Statutory Auditors shall be the standing auditor taken from the second classified list. The remaining standing auditor and the alternate auditors are appointed by the meeting based on the lists, presented by the shareholders, in which the candidates should be listed progressively and the number of candidates should be the same as the remaining places to be filled. Only shareholders who, on their own or together with other shareholders, own a minimum of 2.5% of the share capital with voting rights, have the right to submit lists. Lists submitted by shareholders should be filed and published pursuant to the regulations issued by CONSOB and they should be filed at the Company's registered office (in Bologna, 84 Via Triumvirato) by 5 pm on the twenty fifth day prior to the date of the meeting (2 April 2016); the lists will be made available to the public at the registered office, on the website and at the stock exchange operator at least twenty-one days before the date of the meeting (6 April 2016).

The lists can be filed electronically by sending them to the following certified email address aeroporto.marconi@pec.bologna-airport.it from a certified email provider. Together with the lists or even after filing the lists, as long as it is within the deadline for the publication of the lists (6 April 2016), shareholders must send proof of ownership of the shares to the company.

If only one list has been filed by the above deadline for filing the lists or only lists of shareholders connected to one another have been filed, notice shall be given without delay and it will be possible for shareholders to submit lists up to 6 pm on the third day afterwards (5 April 2016), who either on their own, or together with other shareholders, own a total number of shares representing at least 1.25% of the share capital with voting rights at the ordinary AGM. Each shareholder is entitled to vote for one list only. Note that the Board of Statutory Auditors is composed of 3 standing auditors and 2 alternate auditors who can be re-elected. The qualifications, duties and term of office of the auditors are those established by law. Auditors who, in accordance with the laws and regulations, are not eligible or not

in possession of the necessary requirements, cannot be elected and, if elected, their position shall be forfeited. The requirement of Article 1, paragraph 2, letters b) and c), and paragraph 3 of Decree 162/2000 of the Ministry of Justice is valid if the professional experience is based, respectively on: (i) the operating sector of the business; (ii) legal, economic, financial and technical/scientific subjects relating to the sectors in (i) above. In addition to the other cases laid down by law, auditors who hold the office of standing auditor in more than five Italian companies listed on Italian regulated markets cannot be elected and, if elected, their position shall be forfeited. The further provisions on the limits of the total number of offices set out in Article 144-*terdecies* of Legislative Decree 58/98 apply.

Lists composed of two sections should be presented: one for the appointment of the standing auditor and the other for the appointment of the alternate auditors. Lists must contain a number of candidates that does not exceed the number of members to be elected, listed using consecutive numbers.

Methods and terms for obtaining documentation regarding the agenda items

The website www.bologna-airport.it, in the *Investor Relations* section, contains the following documents and information, which are made available at the same time as the publication of this notice, or according to the time limits laid down by law:

- the documents submitted to the AGM, including the reports pursuant to Articles 123-*bis*, 123-*ter*, 125-*ter* and 154-*ter* of Legislative Decree 58/98 and 72 and 73 of the Issuers' Regulation 11971/99, with the full text of the proposed resolutions;
- the forms which shareholders have the right to use for proxy voting;
- the information about the share capital with details of the number and categories of shares into which it is divided. Note that at the time of the publication of this notice: (i) the share capital is €90,250,000 divided into 36,100,000 ordinary shares with no par value expressed; (ii) each share gives the right to one vote at the ordinary AGM; (iii) the company does not own treasury shares.

The documentation relating to the items on the agenda required by law shall be filed at the registered office and at the authorised storage mechanism IInfo (www.linfo.it) under the terms of the law with shareholders having the right to obtain copies. The documentation shall also be available on the website www.bologna-airport.it, in the *Investor Relations* section together with this notice of call.

Shareholders are kindly asked to arrive at the meeting one hour before the start of proceedings to facilitate registration.

For the Board of Directors
The Chairman
Enrico Postacchini