



Aeroporto Guglielmo Marconi di Bologna S.p.A.

Share capital €90,314,162.00 fully paid in
Registered office in Bologna – Via Triumvirato, 84
Tax ID/VAT No. and Listing in the Business Register of Bologna
No. 03145140376

Call for Ordinary Shareholders' meeting

Shareholders are called to attend the ordinary Shareholders' meeting at Via Triumvirato 84, Bologna, at the Registered office of **Aeroporto Guglielmo Marconi di Bologna S.p.A.** ("AdB" or "Company"). The meeting shall be held **on 24 April 2018**, at 3:00 pm, in single call, to discuss and resolve on the following

Agenda

- 1. Separate financial statements at 31 December 2017; Directors' report on operations; reports of the Board of Statutory Auditors and the independent auditing company on the financial statements at 31 December 2017; related and consequent resolutions. Presentation of the consolidated financial statements as at 31 December 2017;**
- 2. Allocation of 2017 profits;**
- 3. Appointment of two board members after resignation and cooptation – art. 2386 civil code;**
- 4. Approval of AdB group remuneration policy.**

ALLOCATION OF PROFITS REALISED IN THE FINANCIAL YEAR

The dividends that might be resolved by the meeting will be paid, in compliance with the legal and regulatory provisions in force, on 9 May 2018, with No. 3 coupon date on 7 May 2018.

Pursuant to Art. 83-*terdecies* of Leg. Decree 58/1998, the parties entitled to collect the dividend will be those identified as shareholders based on the records available at the end of 8 May 2018 (record date).

PROCEDURES TO BE FOLLOWED BY SHAREHOLDERS TO TAKE PART AND VOTE IN THE SHAREHOLDERS' MEETING

Entitlement to take part and vote in the Shareholders' Meeting

Pursuant to Art. 83-*sexies* of Leg. Decree 58/98, the entitlement to take part in the Shareholders' Meeting and exercise voting rights is proved by a notice sent to the Company by the intermediary, corresponding to its records, in favour of the party entitled to voting rights. This notice is sent by the intermediary according to its records at the end of the seventh trading day before the date set for the meeting in single call (that is, 13 April 2018). Those identified as owners of the shares only after this date will not be entitled to take part and vote in meeting.

Questions on the issues on the Agenda

Shareholders entitled to take part in the Shareholders' Meeting have the right to ask questions on the issues on the Agenda even before the meeting and up to the third day before this. The questions may be sent by registered mail with return receipt to the registered office of the Company and/or electronically to the certified email address aeroporto.marconi@pec.bologna-airport.it from a certified email address. Questions will be answered at the latest during the Shareholders' Meeting. Questions with the same subject matter will receive a single reply.

Additions to the Agenda

Pursuant to Art. 126-*bis* of Leg. Decree 58/98, shareholders representing, individually or jointly, at least one-fortieth of share capital may ask to add to the list of issues to be discussed, indicating the additional issues proposed, within ten days from the publication of this notice.

Additions are not allowed for issues on which the meeting resolves, pursuant to the law, on proposal of the directors or based on a draft and a report prepared by these, other than those specified in Art. 125-*ter* Par. 1 of Leg. Decree 58/98.

The requests for addition must be made in writing, by registered mail with return receipt sent to the registered office of the Company and/or electronically to the certified email address aeroporto.marconi@pec.bologna-airport.it from a certified email address. Shareholders requesting an addition must prepare, pursuant to the law, a report on the issues that they want on the agenda. This report must be sent to the Board with the procedures described above, within the aforementioned ten-day period. At least fifteen days before the day set for the Shareholders' Meeting, the Company will make known, using the same means used for this notice, any addition requested and make available the report, possibly accompanied by comments.

Right to be represented by a proxy

Those entitled to take part in the meeting may submit a written request to be represented by a proxy pursuant to current legal provisions, using the proxy form available on the website www.bologna-airport.it (Investor Relations).

The proxy request may be sent to the Company by mail to the registered office of the Company, or by email to the certified email address aeroporto.marconi@pec.bologna-airport.it.

A prior notice does not exempt the proxy holder from the obligation of proving the correspondence of the proxy to the original at the time of gaining admission to the meeting.

The proxy may be given, together with voting instructions on the items on the Agenda, to Computershare S.p.A., with registered office at via Lorenzo Mascheroni 19, 20145 Milan, appointed by the Company to the purpose pursuant to Art. 135-*undecies* of Leg. Decree No. 58/1998, by signing the special proxy form available, in a printable version, on the website www.bologna-airport.it/ or at the Registered office of the Company or at the Registered office of Computershare S.p.A. The original of the proxy with the voting instructions must be delivered to Computershare S.p.A. via Lorenzo Mascheroni 19, 20145 Milan, by the end of the second trading day before the date set for the meeting (that is, 20 April 2018). A copy of the proxy may be sent in advance to the designated Representative, within said period, by fax to +39 02 46776850 or enclosed in an email message to be sent to the address ufficiomilano@pecserviziotitoli.it. The proxy is effective only if voting instructions have been provided. The proxy and the voting instructions may be withdrawn within the same period specified above. The notice made to the Company by the intermediary, proving the entitlement to take part in the meeting and to exercise the voting rights, is needed also in case of proxy granted to the designated Representative. Pursuant to law, the shares for which a proxy has been provided, fully or in part, are counted for the purposes of the regular formation of the meeting. If voting instructions have not been provided, the shares are not counted when calculating the majority and the portion of capital required to approve the resolutions. More information about the granting of the proxy to Computershare S.p.A. (which may be contacted by phone for any clarifications at +39 02 46776811) can also be found in the special proxy form.

Voting by mail or electronically is not allowed.

Procedures and terms to ensure availability of the documentation on the issues on the Agenda

At the time of the publication of this notice or at other times specified by the law, the following documents or information are made available on the website www.bologna-airport.it (Investor Relations):

- the documents submitted to the Shareholders' Meeting, including the reports specified in Art. 123-*bis*, 123-*ter*, 125-*ter* and 154-*ter* of Leg. Decree 58/98 and Art. 77, 84-*ter* and 84-*quater* of the Issuer Regulations 11971/99, with the full text of the draft resolutions;
- the forms that the shareholders may use for the proxy vote;

- the information on the share capital amount, with the indication of the number and the categories of shares into which it is divided. At the time of the publication of this notice: *(i)* the share capital is equal to € 90,314,162.00, divided between 36,100,000 ordinary shares without indication of nominal value; *(ii)* each share entitles to one vote in the ordinary meeting; *(iii)* the Company does not hold own shares.

The documentation on the issues on the Agenda required by current laws and regulations will be filed at the registered office and the approved storage facility IInfo (www.linfo.it) in accordance with the law and shareholders will be allowed to obtain a copy. The documentation will also be available on the website www.bologna-airport.it (Investor Relations), together with this notice of call.

The Directors' Report on the items on the Agenda is available on the website www.bologna-airport.it (Investor Relations) and the approved storage facility IInfo (www.linfo.it), starting from 23 March 2018, and shareholders will be allowed to obtain a copy.

Shareholders are invited to come at least one hour before the start of the meeting to facilitate the registration procedure.

For the Board of Directors
The Chairman
Enrico Postacchini