



Aeroporto Guglielmo Marconi di Bologna S.p.A.

Share Capital €90,314,162 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**"), and, more precisely, at the MBL Room, located in the Passenger Terminal, on **27 April 2017**, at 3:00 p.m., without a secondary date, to discuss and resolve on the following

Agenda

1. Financial statements for the year ended 31 December 2016; directors' management report; reports from the Board of Statutory Auditors and the independent auditors on the financial statements for the year ended 31 December 2016; related and consequent decisions. Submission of the consolidated balance sheet for the financial year ended 31 December 2016;
2. Allocation of profit of the 2016 financial year;
3. Approval of the policy for Company.

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 2017 (coupon n. 2) with an ex-dividend date of 2 May 2017.

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 2017 will be entitled to receive the dividends.

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

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 2017). 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 (that is, by April 24, 2017) 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 (that is, by April 6, 2017), 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 (that is, by April 12, 2017), 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 (that is, by April 25, 2017). 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.

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 77, 84-*ter* and 84-*quarter* 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 €90,314,162 divided into 36,162,665 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**