

Digest No. 89011 Registry No. 25794

- MINUTES OF THE MEETING -

OF THE HOLDERS OF THE

"Atlantia 2012-2019 € 1,000 million bond issue"

ISIN: XS074412530

ISSUED BY ATLANTIA SpA

Republic of Italy

On the thirty-first day of July, two thousand twelve, at 10.05 a.m.,

31 July 2012

At Via Alberto Bergamini, 50, in Rome.

I, the undersigned GIOVANNI PARMEGANI, Notary in Rome, member of the Board of Notaries for the United Districts of Rome, Velletri and Civitavecchia, attended and minuted the Meeting of holders of the Atlantia 2012-2019 € 1,000 million bond, ISIN: XS0744125302, issued by the Company:

- "ATLANTIA SpA" with registered offices at Via Antonio Nibby 20, Rome, fully paid-up, issued capital of € 661,827,592.00, Rome Companies' Register Number and Tax Code and VAT Registration Number 03731380261, REA RM 1023691, held on this day, in this place and at this time, in first call by notice in the Italian language in // *Sole 24 Ore* and in the English language in the *Financial Times* and the *Irish Times* on 27 June 2012 in said place at 10:00 a.m. to deliberate and resolve the following:

AGENDA

1. Appointments pursuant to art. 2417 of the Italian Civil Code of the Joint Representative of Bondholders for the years 2012-2014 and the determination of the relevant compensation.

In attendance:

- CERCHIAI FABIO, born in Florence on 14 February 1944, with address for service at the company's above registered office, acting in his capacity of said company's Chairman of the Board of Directors.

The undersigned notary, certain of the identity of the person appearing before me, note that there are insufficient Bondholders in attendance for a quorum due to the fact that holders of only € 1,500,000.00 (one million five hundred thousand only) in bonds are in attendance being 0.15% (zero point fifteen per cent), all held by Grandoni Alessandra, attorney-at-law, born in Rome on 19 May 1971 holding a power of attorney issued by The Bank of New York Mellon of the State of New York, London Branch, One Canada Square E14 5AL, UK, as bondholders' Trustee. Such power of attorney filed with the company's records.

Having waited one half hour, no holders of the Atlantia 2012-2019 € 1,000 million bond issue (ISIN: XS0744125302) appeared apart from those already cited as evidenced by the attendance list filed with the company's records. The Chairman consequently acknowledged that the meeting was not quorate for the purposes of passing

resolutions relating to the agenda items.

At the request of the attendees, I, the Notary, confirm that the first call of the meeting had no powers to pass resolutions due to the lack of a quorum.

The meeting adjourned at 10:30 a.m.

As requested, I the Notary have received these minutes which I read aloud to the person appearing before me and the attendee who duly provided their approval.

Signed at 10.30 a.m.

Typed in part by my trustee and handwritten in part by the undersigned, Notary, this deed, consisting of one folio written on two full pages and part of a third.

Signed:

FABIO CERCHIAI

GIOVANNI PARMEGIANI (NOTARY)

THIS IS A CONFORMED COPY OF THE ORIGINAL CONSISTING

OF ONE FOLIO, HELD IN MY FILES

ROME, 7 August 2012

REGISTERED WITH THE COLLECTOR OF TAXES, ROME

ON 6 August 2012

NUMBER [illegible]

Digest No. 89011 Registry No. 25794

- MINUTES OF THE MEETING -

OF THE HOLDERS OF THE

"Atlantia 2012-2019 € 1,000 million bond issue"

ISIN: XS074412530

ISSUED BY ATLANTIA SpA

Republic of Italy

On the thirty-first day of July, two thousand twelve at 10.00 a.m.,

1 August 2012

At Via Alberto Bergamini, 50, in Rome.

I the undersigned MARIO SCATTONE, Notary in Rome, member of the Board of Notaries for the United Districts of Rome, Velletri and Civitavecchia, attended and minuted the Meeting of holders of the Atlantia 2012-2019 € 1,000 million bond, ISIN: XS0744125302, issued by the Company:

- "ATLANTIA SpA" with registered offices at Via Antonio Nibby 20, Rome, fully paid-up, issued capital of € 661,827,592.00, Rome Companies' Register Number and Tax Code and VAT Registration Number 03731380261, REA RM 1023691, held on this day, in this place and at this time, in second call by notice in the Italian language in *Il Sole 24 Ore* and in the English language in the *Financial Times* and the *Irish Times* on 27 June 2012 in said place at 10:00 a.m. to deliberate and resolve the following:

AGENDA

1. Appointments pursuant to art. 2417 of the Italian Civil Code of the Joint Representative of Bondholders for the years 2012-2014 and the determination of the relevant compensation.

In attendance:

- CERCHIAI FABIO, born in Florence on 14 February 1944, with address for service at the company's above registered office, acting in his capacity of said company's Chairman of the Board of Directors.

The undersigned notary, certain of the identity of the person appearing before me, note that there are insufficient Bondholders in attendance for a quorum due to the fact that holders of only € 1,500,000.00 (one million five hundred thousand only) in bonds were in attendance being 0.15% (zero point fifteen per cent), all held by Grandoni Alessandra, attorney-at-law, born in Rome on 19 May 1971 holding a power of attorney issued by The Bank of New York Mellon of the State of New York, London Branch, One Canada Square E14 5AL, UK, as bondholders' Trustee. Such power of attorney filed with the company's records.

Having waited one half hour, no holders of the Atlantia 2012-2019 € 1,000 million bond issue (ISIN: XS0744125302) appeared apart from those already cited as evidenced by the attendance list filed with the company's records. The Chairman consequently acknowledged that the meeting was not quorate for the purposes of

passing resolutions relating to the agenda items.

At the request of the attendees, I, the Notary, confirm that the second call of the meeting had no powers to pass resolutions due to the lack of a quorum.

The meeting adjourned at 10:25 a.m.

As requested, I the Notary have received these minutes which I read aloud to the person appearing before me and the attendee who duly provided their approval.

Signed at 10.30 a.m.

Typed in part by my trustee and handwritten in part by the undersigned, Notary, this deed, consisting of one folio written on two full pages and part of a third.

Signed:

FABIO CERCHIAI

GIOVANNI PARMEGIANI (NOTARY)

THIS IS A CONFORMED COPY OF THE ORIGINAL CONSISTING
OF ONE FOLIO, HELD IN MY FILES

ROME, 12 September 2012

REGISTERED WITH THE COLLECTOR OF TAXES, ROME
ON 6 August 2012
NUMBER [illegible]