

ATLANTIA SpA

Registered office: Via Antonio Nibby, 20, Rome

Issued capital: €571,711,557.00 (fully paid-in)

Tax code and Rome Companies' Register no. 03731380261

NOTICE TO SHAREHOLDERS

With reference to the notice of the Ordinary and Extraordinary General Meeting of the Company's shareholders, published in "Il Sole24Ore", "MF" and "Finanza e Mercati" on 6 March 2010 and available on the Company's website (www.atlantia.it) and the website of Borsa Italiana SpA (www.borsaitaliana.it), the Company announces that, on the basis of the information in the Company's possession, the Meeting will be held **in second call at 11.00am on 14 April 2010** at the Company's registered office at Via Antonio Nibby 20, Rome.

The Company's issued capital is €571,711,557.00, represented by 571,711,557 ordinary shares with a par value of €1.00 each. Each ordinary share grants the holder one vote at the Company's Ordinary and Extraordinary General Meetings and, in the case of a joint holding, the rights of the joint shareholders must be exercised by a proxy jointly appointed by them.

As of today's date, the Company holds 11,476,616 treasury shares, accounting for 2.007% of the issued capital. The related voting rights have been suspended pursuant to art. 2357 *ter*, paragraph two of the Italian Civil Code. A total of 560,234,941 voting rights may, therefore, be exercised at the above General Meeting.

Pursuant to the Articles of Association, which is available on the Company's website (www.atlantia.it): *"Art. 13 - All those persons may participate in General Meetings, who have obtained, by the date stipulated by statute as may be in effect from time to time, the attestation of the intermediary, that the holder has the right to vote. All restrictions on share transfers are released after that date. Art. 14 - All shareholders having the right to participate in General Meetings may be represented, for all intents and purposes of the law, through the issuance of a document appointing a proxy. The Chairman of the General Meeting shall be responsible for confirming the regularity of such proxies and decide on the right of holders of such proxies to be heard at General Meetings. All procedures at General Meetings shall be subject to the General Meeting Regulations annexed to this Memorandum and Articles of Association. Art. 18 - At the request of the Members, the minutes of General Meetings shall summarise comments on agenda items made by Members. The minutes shall be the sole valid record of shareholder resolutions and statements."*

A Form of Proxy is available on the Company's website (www.atlantia.it) for use by shareholders or other the holders of voting rights. In addition, the copy of the notice that the intermediary is required to send to shareholders also contains a specific section to be used to appoint a proxy.

Rome, 1 april 2010.

Atlantia S.p.A.