

ATLANTIA - ROME

Arrival Prot. 015 Res. of 6 April 2009

ATLANTIA SpA

Via Antonio Nibby, 20

00161 ROME

Turin, 3 April 2009

Re: ATLANTIA SpA ORDINARY GENERAL MEETING of 22 April 2009:

Candidates for the position of member of the Board of Directors

Fondazione Cassa di Risparmio di Torino, with registered offices in Turin at Via XX
September 31, Tax Code 97542550013, holder of 38,655,322 Atlantia SpA shares equal to
6.76% of share capital, hereby, presents the following list of candidates for appointment as
members of the Board of Directors in accordance with the instructions contained in the notice
of General Meeting.

LIST OF CANDIDATES

for election to the Board of Directors

General Meeting of 22 April 2009

Consecutive Number	Last and First Names
1	BOMBASSEI Alberto
2	FASSONE Antonio
3	TURICCHI Antonino

The following documents have been attached for this purpose:

- a) information on the identity of the shareholder filing the list;
- b) bank certificate attesting to the total number of shares held by the shareholder;
- c) curricula vitae of the personal and professional attributes of each candidate;

- d) representations by each candidate: of the acceptance of the nomination; the lack of any incompatibility for or impediment to election; the possession of the requisites pursuant to legislation as may from time to time be in effect and any requisites for independence prescribe by the law and the company's Corporate Governance Code;
- e) schedule of management and supervisory board positions held by each candidate at other companies.

The undersigned Fondazione Cassa di Risparmio di Torino, the shareholder presenting the list, hereby also warrants that it has no relationship pursuant to article 147-ter, paragraph 3 of Legislative Decree 58/198 (the Consolidated Finance Act) and article 144-quinquies of CONSOB Regulation 11971/99 with the principal shareholders or any with shareholders holding, whether jointly or severally, a controlling or majority shareholding in Atlantia SpA

In compliance with the recommendations contained in CONSOB Ruling DEM/9017893 of 26 February 2009 designed to assure the maximum transparency with respect to nominations of members of management and supervisory boards, the undersigned Fondazione Cassa di Risparmio di Torino provides the following information:

- prior to 28 April 2008, Fondazione Cassa di Risparmio di Torino held 13.33% of the share capital of Schemaventotto SpA in which Sintonia S.A. was a co-shareholder. On that date, Fondazione Cassa di Risparmio di Torino disposed of its shareholding in Schemaventotto SpA and acquired a direct shareholding in Atlantia SpA;
- in 1999 the shareholders of Schemaventotto SpA entered into a shareholders' agreement within the meaning of article 122 of Legislative Decree 58/1998 which was most recently revised in 2007. This shareholders' agreement has now been terminated through those companies' disposal of their shares in Schemaventotto SpA;
- the termination of the shareholders' agreement and the disposal of shares in Schemaventotto SpA means that Fondazione Cassa di Risparmio di Torino is no longer related, either directly and indirectly, to the majority shareholders of Atlantia SpA;
- all of these facts have been disclosed to the market and to the CONSOB in accordance with law;

- the above cited shareholders' agreement regulated, among other things, fiscal indemnification and the prorating to shareholders of any gains or losses arising from litigation. The shareholders of Schemaventotto SpA, and, therefore, also Fondazione Cassa di Risparmio di Torino entered into a Heads of Agreement on 22 April 2008 to assure a uniformity of objectives with respect to any litigation and to regulate the prorated shares of any gains or losses arising from such litigation. **This Heads of Agreement has no bearing whatsoever on the shares issued by Atlantia SpA or any of the issuer's group companies and, therefore, is outside the scope of article 122 of Legislative Decree 58/1998;**
- Atlantia SpA is now fully and indirectly controlled by Edizione srl through Schemaventotto SpA (of which Sintonia SA is the sole shareholder) and Sintonia SA;
- Fondazione Cassa di Risparmio di Torino is now a minority shareholder of Atlantia SpA and, as such, intends to nominate minority directors in order to assure that the directors appointed by the majority shareholders act in the best interests of all shareholders.

You are, hereby, requested to take all action required to assure that this list is submitted to shareholders for voting at the General Meeting of 22 April 2009. Yours faithfully,

Fondazione CRT

The Chairman

LIST OF CANDIDATES FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS

Information on the identity of the shareholder filing the list

Company name: Fondazione Cassa di Risparmio di Torino
Abbreviated as: Fondazione CRT
Legal form: Private law company
Formation date: 20 December 1991
Tax code: 97542550013
Registered Office: Via XX Settembre, 31 -10121 Turin
Telephone: 011/66221

As a non-profit organisation, Fondazione CRT is not entered in the Companies' Register and has not been assigned a VAT number.

Information regarding the legal representative of the shareholder presenting the list

Last name: Comba
First name: Andrea
Place and date of birth: Turin, 26 July 1936
Address for service: Via XX Settembre, 31 -10121 Turin
Tax code: CMBNDR36L26L219W
Position: Chairman

Shares held in Atlantia SpA: 38,655,332 shares, equal to 6.76% of share capital

Fondazione CRT

The Chairman

SOCIETE GENERALE
Securities Services

CERTIFICATE OF PARTICIPATION IN THE CENTRALISED SECURITIES SERVICES SYSTEM (Legislative Decrees 58 of 24 Feb 1998 and 213 of 24 Jun 1998)	Number I
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Place and date of issue Milan, 30 March 2009

Annual progr. no. 900139	Customer Code 3223/7520/11937/0	FONDAZIONE CASSA DI RISPARMIO DI TURIN VIA VENTI SETTEMBRE 31 10121 TURIN
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At the request of UNICREDIT PRIVATE BANKING SpA

On behalf of FONDAZIONE CASSA DI RISPARMIO DI TORINO

Place of birth
Date of birth
Tax code 97542550013

This certificate as of 23 Apr 2009 attests to participation in the centralised securities services system of the above cited party with the following financial instruments:

code	Description of financial instrument	quantity
IT0003506190	ATLANTIA	38.655.332

Such instruments bear the following notations:

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The purpose of the issuance of this certificate is:

CERTIFICATION OF POSSESSION FOR PRESENTATION OF BOARD OF DIRECTORS LIST AND BOARD OF STATUTORY AUDITORS LIST

Authorised agent

SOCIETE GENERALE
Securities Services SpA

SOCIETE GENERALE
Securities Services

Authorised for participation in the shareholders meeting of:

Annual progr. no. 900139

ATLANTIA SPA

Number I

We advise that Mr.:

is authorised to represent

for the purposes of voting

date

signature

SGSS SpA

Registered offices in Turin
General Management:
Via Denigno Crespi, 19/A
20159 Milan
Italy

Tel. +39.02.91701
Fax + 39.02.9178 9999
www.sg-securites-services.com

Share capital € 111,309,007.08
fully paid
Bank entered in the Registry of
Banks
code 6622
Managed and coordinated by
Société Générale S.A.

Recorded in the register of
companies of Turin, Tax and VAT
code 03126570013, Member of
the Interbank Deposit Guarantee
Fund

NOTICE OF GENERAL MEETING

FONDAZIONE CASSA DI RISPARMIO DI
TORINO

VIA VENTI SETTEMBRE, 31
10121 TURIN TO

TURIN, 31 MARCH 2009

Re: Notice 21000464 of 31 March 2009 valid until 23 April 2009

Notice of General Meeting

You are, hereby, advised that in compliance with art. 23 of CONSOB-Bank of Italy Resolution of 22 February 2008, the captioned notice has been made for your attendance at the ORDINARY AND EXTRAORDINARY General Meeting

Meeting in 1st Call 22 April 2009 at 11:00 a.m. ROME,
VIA ANTONIO NIBBY, 20

Meeting in 2nd Call 23 April 2009 at 11:00 a.m.
ROME, VIA ANTONIO NIBBY, 20

by ATLANTIA SPA

This notice was provided, at our request, by SGSS SpA, registered offices at Via Alassio 11/C, Turin, Tax and VAT number 03126570013, ABI code 03307, member of the centralised securities services system at which UNICREDIT PRIVATE BANKING SPA has deposited the financial instruments held by its clients.

The purpose of the notice provided by SGSS SpA was to confirm participation in the Centralised Securities Services System by

FONDAZIONE CASSA DI RISPARMIO DI TORINO - VIA VENTI SETTEMBRE, 31
10121 TURIN TO TAX CODE AND VAT NUMBER 97542550013

holder of securities account 7520/111937/0, in which the following financial instruments are deposited:

IT0003506190 ATLANTIA quantity 38,655,332.00

bearing the following notations: none

LIST OF CANDIDATES FOR THE POSITION OF MEMBER
OF THE BOARD OF DIRECTORS

Candidates' Documents

Fondazione Cassa di Risparmio di Torino

Via XX Settembre, 31 – 10121 Turin – Tel.: 011 6622491 – Fax 011 6622585
info@fondazioneCRT.it – www.fondazioneCRT.it – Tax Code 97542550013

ALBERTO BOMBASEI
CAVALIERE DEL LAVORO

ACCEPTANCE OF THE NOMINATION TO THE POSITION OF DIRECTOR OF ATLANTIA
SPA

I, the undersigned ALBERTO BOMBASSEI, born on 5 OCTOBER 1940 in VICENZA and resident in BREMBO at VIALE EUROPA, 2, STEZZANO (BG), tax code BMBLRT40R05L840L, having been included by the Shareholder Fondazione CRT in the list of candidates for the position of Member of the Board of Directors of Atlantia SpA to be elected at that company's General Meeting, to be held in first call on 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 at the same time, hereby

accept

the nomination as a Director of Atlantia SpA and

warrant

for the purpose of legislation as may be in effect from time to time and being fully aware of the civil and penal liability for false statements or withholding information,

the lack of any of the impediments and incompatibilities as foreseen by legislation currently in force for my election as Director of that company and

=> the possession of the requisites pursuant to legislation currently in force for the position of Director of Atlantia SpA as per the attached representation

I, hereby, undertake to promptly report to the Company any act or fact that could result in a change to the information contained in this warranty.

I attach my curriculum vitae and a schedule of management and supervisory board positions held at other Companies. I also warrant:

to not be in the possession of the requisites for election as an independent Director;

X to be in possession of the requisites for election as an independent Director for which the relevant representation has been attached.

Yours faithfully,

30 March 2009

Signature

REPRESENTATION

I, the undersigned ALBERTO BOMBASSEI, born on 5 OCTOBER 1940 in VICENZA, tax code BMBLRT40R05L840L, being fully aware of the liability and penal sanctions for false and untruthful statements imposed by article 76 of Presidential Decree 445/2000, under my own responsibility represent to be in possession of the requisites of integrity as required by article 4 of Ministry of the Treasury, Budget and Economic Planning Decree 516 of 30 December 1998, specifically including:

- a) not being in a position of ineligibility or lapse pursuant to art. 2382 of the Italian Civil Code;*
- b) not having been subjected to precautionary measures imposed by legal authorities pursuant to Italian Laws 1423 of 27 December 1956 or 575 of 31 May 1965, as amended and integrated, without prejudice to the effects of rehabilitation;*
- c) not having received irrevocable sentence, without prejudice to the effects of rehabilitation, to:*
 - 1) detention for one of the offences indicated in legislation governing banking, financial, securities and insurance activities, and in regulations governing markets, securities and instruments of payment;*
 - 2) imprisonment for one of the offences indicated in book V, title XI of the Italian Civil Code and Royal Decree no. 267 of 16 March 1942;*
 - 3) imprisonment for a period equal to or exceeding one year for an offence against the public administration, against the public trust, against the wealth, against public order, against the public economy or for a tax offence;*
 - 4) imprisonment for a period equal to or exceeding two years for any inculpable offence.*

And also represent that none of the punishments pursuant to letter c) have been imposed on me at the request of the parties, save for cases of unconditionally suspended sentences and not taking account of convictions of less than one year as provided for in letter c), numbers 1) and 2).

The undersigned also, to the extent required by article 147 quinquies of Legislative Decree 58/1998 and without prejudice to any more precise interpretations as may be provided in the forthcoming CONSOB Regulation, represents to be in possession of the requisites of integrity as determined for members of the Board of Statutory Auditors pursuant to article 2 of Decree of the Minister of Justice 162 of 30 March 2000, specifically including:

- not having been subjected to precautionary measures imposed by article 2, paragraph 1 letter a) of Ministerial Decree 162/2000;*
- not having received irrevocable sentence for one of the offences pursuant to article 2, paragraph 1, letter b), points 1, 2, 3 and 4 of Ministerial Decree 162/2000;*
- none of the punishments pursuant to article 2, paragraph 1, letter b) of Ministerial Decree 162/2000 have been imposed on the undersigned at the request of the parties.*

I also undertake to provide prompt notice of any change in the representations made above.

Yours faithfully,

30 March 2009

Signature

REPRESENTATION OF BEING IN POSSESSION OF THE
REQUISITES FOR INDEPENDENCE

(only for directors)

I, the undersigned ALBERTO BOMBASSEI, born on 5 OCTOBER 1940 in VICENZA and resident in BREMBO at Via EUROPA, 2, STEZZANO (BG), tax code BMBLRT40R05L840L, having been included by the Shareholder Fondazione CRT in the list of candidates for the position of Director of Atlantia SpA to be elected at that company's General Meeting, to be held in first call on 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 at the same time, hereby

represent

being fully aware of the civil and penal liability for false statements or undisclosed information, for the purposes of legislation, as may in force from time to time, to:

X be in possession of the requisites for independence due to the inapplicability of any of the conditions listed in article 148, paragraph 3 of Legislative Decree 58/1998 (cross referenced by article 147-ter, paragraph 4 of Legislative Decree 58/1998).

X be in possession of the requisites for independence due to the inapplicability of any of the conditions listed in article 3.1 of the Corporate Governance Code of Atlantia SpA

I, hereby, undertake to promptly notify any subsequent act or fact that may result in a change to the information contained in this representation. Yours faithfully,

30 March 2009

SIGNATURE

ALBERTO BOMBASEI
CAVALIERE DEL LAVORO

SCHEDULE OF POSITIONS HELD

I, the undersigned ALBERTO BOMBASSEI, born on 5 OCTOBER 1940 in VICENZA and resident in BREMBO at Viale EUROPA, 2, STEZZANO (BG), tax code BMBLRT40R05L840L, having been included by the Shareholder Fondazione CRT in the list of candidates for the position of Director of Atlantia SpA, to be elected at that company's General Meeting, to be held in first call on 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 at the same time, hereby

represent

to hold the following positions in companies listed on regulated markets:

Brembo SpA - Chairman of the Board of Directors

Italcementi SpA - member of the Board of Directors

Pirelli & C SpA - member of the Board of Directors

Ciccolella SpA - member of the Board of Directors

Nuovo Trasporti Viaggiatori SpA – member of the Board of Directors

30 March 2009

Yours faithfully,

ALBERTO BOMBASEI
CAVALIERE DEL LAVORO

CURRICULUM VITAE
ALBERTO BOMBASSEI

Born in Vicenza in 1940.

Chairman of Brembo SpA, the leading company for the design and production of high performance brake systems for cars, motorcycles, commercial vehicles and for racing and spare parts.

Graduated *honoris causa* in 2003 from the Università degli Studi in Bergamo taking a degree in mechanical engineering.

Awarded the title of *Cavaliere del Lavoro* of the Republic of Italy in 2004.

Served as Chairman of Federmeccanica from June 2001 to May 2004.

Deputy Chairman of Confindustria for Industrial Relations and Corporate Affairs.

Other positions include:

- Chairman of the Board of Directors of Brembo SpA
- Member of the Board of Directors of Italicementi SpA
- Member of the Board of Directors of Pirelli & C SpA
- Member of the Board of Directors of Ciccolella SpA
- Member of the Board of Directors of Nuovo Trasporto Viaggiatori SpA

-

ACCEPTANCE OF THE NOMINATION TO THE POSITION OF DIRECTOR OF ATLANTIA SPA

I, the undersigned FASSONE Antonio, born on 19 June 1949 in Asti and resident in Asti Frazione Castiglione 212, tax code FSSNTN49HI9A479V, having been included by the Shareholder Fondazione CRT in the list of candidates for the position of Director of Atlantia SpA to be elected at that company's General Meeting, to be held in first call on 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 at the same time, hereby

accept

the nomination as a **Director** of Atlantia SpA and

warrant

for the purpose of legislation as may be in effect from time to time and being fully aware of the civil and penal liability for false statements or withholding information,

=> the lack of any of the impediments and incompatibilities as foreseen by legislation currently in force for my election as Director of that company and

=> the possession of the requisites pursuant to legislation currently in force for the position of Director of Atlantia SpA

as per the attached representation

I, hereby, undertake to promptly report to the Company any act or fact that could result in a change to the information contained in this warranty

Attach a list of management and supervisory board positions held at other Companies. Also warrant:

~~/~~ to not be in the possession of the requisites for election as an independent Director;

• to be in possession of the requisites for election as an independent Director for which the relevant representation has been attached.

Yours faithfully,

Asti, 30 March 2009

Antonio Fassone

REPRESENTATION

I, the undersigned FASSONE Antonio, born on 19 June 1949 in Asti (AT), tax code FSSNTN49Hr9A479V, being fully aware of the liability and penal sanctions for false and untruthful statements imposed by article 76 of Presidential Decree 445/2000, under my own responsibility represent to be in possession of the requisites of integrity as required by article 4 of Ministry of the Treasury, Budget and Economic Planning Decree 516 of 30 December 1998, specifically including:

- a) not being in a position of ineligibility or lapse pursuant to art. 2382 of the Italian Civil Code;
- b) not having been subjected to precautionary measures imposed by legal authorities pursuant to Italian Laws 1423 of 27 December 1956 or 575 of 31 May 1965, as amended and integrated, without prejudice to the effects of rehabilitation;
- c) not having received irrevocable sentence, without prejudice to the effects of rehabilitation, to:
 - 1) detention for one of the offences indicated in legislation governing banking, financial, securities and insurance activities, and in regulations governing markets, securities and instruments of payment;
 - 2) imprisonment for one of the offences indicated in book V, title XI of the Italian Civil Code and Royal Decree no. 267 of 16 March 1942;
 - 3) imprisonment for a period equal to or exceeding one year for an offence against the public administration, against the public trust, against the wealth, against public order, against the public economy or for a tax offence;
 - 4) imprisonment for a period equal to or exceeding two years for any inculpable offence.

And also represent that none of the punishments pursuant to letter c) have been imposed on me at the request of the parties, save for cases of unconditionally suspended sentences and not taking account of convictions of less than one year as provided for in letter c), numbers 1) and 2).

The undersigned also, to the extent required by article 147 quinquies of Legislative Decree 58/1998 and without prejudice to any more precise interpretations as may be provided in the forthcoming CONSOB Regulation, represents to be in possession of the requisites of integrity as determined for members of the Board of Statutory Auditors pursuant to article 2 of Decree of the Minister of Justice 162 of 30 March 2000, specifically including:

- not having been subjected to precautionary measures imposed by article 2, paragraph 1 letter a) of Ministerial Decree 162/2000;
- not having received irrevocable sentence for one of the offences pursuant to article 2, paragraph 1, letter b), points 1, 2, 3 and 4 of Ministerial Decree 162/2000;
- none of the punishments pursuant to article 2, paragraph 1, letter b) of Ministerial Decree 162/2000 have been imposed on the undersigned at the request of the parties.

I also undertake to provide prompt notice of any change in the representations made above.

Yours faithfully,

Asti, 30 March 2009

Antonio Fassone

Schedule of positions held

Director of ATLANTIA SpA

Chairman of IVREA 24 - ABITARE SOSTENIBILE SPA

Yours faithfully,

Antonio Fassone

ANTONIO FASSONE
CURRICULUM VITAE

Born in Asti on 19 June 1949 and resident at Castiglione 212, Asti. Married with two children. Completed secondary schooling in the classics in 1968 and took a degree in architecture from the Politechnico of Turin in 1973. Joined the institute of architects in 1974 following military service.

Practice as an architect since 1974 initially independently and then as member of partnership at via Nino Costa, Asti, working for public and private enterprises in the following sectors:

-Urban and regional planning, responsible for general regulatory plans, detailed plans and their variations and advisory services for town planning instruments for numerous local authorities in the Region of Piedmont and, in particular, the province of Asti including the provincial seat and larger municipalities.

-Recovery and redevelopment with numerous responsibilities for private and public entities entailing planning and management of restorations and redevelopment of historical and artistic buildings and monuments under the protection of the Piedmont Superintendent of Monuments.

-Residential, social and service buildings design with responsibility for planning and managing works and advisory services for private and public entities.

Currently engaged in advisory services, urban planning, construction and land appraisals for the Court of Asti.

From 1976 to 1993, he was a professor of construction technology at the G.A. Giobert. technical institute of Asti.

From 1977 to 1981, he was President of the Institute of Architects for the Province of Asti.

From 1978 to 2000 he was a municipal director for the city of Asti acting as councillor, chairman of the economic affairs and public works committees, chairman of the budget, economic planning and town planning commissions and councillor responsible for the preparation of the regulatory plan.

From 1998 to 2000, he was a Director of Fondazione Cassa di Risparmio di Torino and, from 2001, its managing director. In this role he was and is still engaged in the promotion and coordination of the foundation's work having regard to restoration and education. In 2007, he also became a member of the board of directors of the *Sviluppo e Crescita* Foundation that was founded by the Fondazione CRT. In 2008, he became chairman of IVREA 24 - ABITARE SOSTENIBILE SPA, a company which had been formed by the *Sviluppo e Crescita* Foundation

that is engaged in the provision of social housing. From 2001 to 2008, he served as president of the Piedmont section of the INU (*Istituto Nazionale di Urbanistica* – National Institute of Urban Planning) and coordinated research for the Region of Piedmont and other regional public entities the results of which are published in sector periodicals and specialist publications. During the three year period 1999/2002, he was a member of the Piedmont Regional Commission for the protection of culture and the environment.

From 2002 to 2005, he was a member of the Urban Planning Technical Commission (body authorised to examine urban planning instruments used by municipalities in Piedmont) of the Region of Piedmont.

From 2002 to 2008, he was a Director of Schemaventotto SpA, the majority shareholder of Autostrade SpA.

From 2003 to present he has been serving as a Director first of Autostrade SpA and then of Atlantia SpA

Asti, 30 March 2009

Antonio Fassone

1. Cognome **FASSONE**
 2. Nome **ANTONIO PROSPERO**
 3. Data e luogo di nascita **19/06/1949**
ASTI (AT)
 5. Residenza **ASTI (AT)**
 Via **11 CANOVA**



Il Funzionario della Motorizzazione Civile

7. FIRMA DEL TITOLARE

Antonio Prospero Fassone

5. Patente N. **AT5020700K**
 4. Rilasciata dalla M.C.C. di **AT**
 9. il **27/10/1998**
 10. Valevole fino al **22/10/2008**

Imposto di bollo
 annuo: nessuna
 versamento in caso
 postuma di tenore
 dell'art. 7 della
 legge 18 ottobre
 1975 n. 625

IL DIRETTORE
 E N

Categorie di veicoli per cui la patente è valida dal

A	AT	19/12/1967
	A	19/12/1967
	B	19/12/1967
B	B	19/12/1967
	B	19/12/1967
C	C	*****
	C	*****
D	D	*****
	D	*****
E	E	*****
	E	*****

INDICAZIONI ADDIZIONALI

 (05AT055727)
 SOSTITUISCE AT0049503

LIMITAZIONI ART. 117 C.1
 PER CAT. "A" NESSUNE
 PER CAT. "B" NESSUNE

<p>VIDIMAZIONI ANNUALI</p>			<p>CONFERME DI VALIDITÀ</p>			<p>REPUBBLICA ITALIANA</p>		
<p>.....</p>			<p>PATENTE N. AT5020700K (R6F5X9) VALIDA FINO AL 04/11/2013 NESSUNA PRESELEZIONE</p>			<p>.....</p>		
<p>.....</p>			<p>CAMBIAMENTI DI RESIDENZA</p>			<p>PATENTE DI GUIDA</p>		
<p>.....</p>			<p>.....</p>			<p>.....</p>		
<p>SOSPENSIONI DELLA PATENTE</p>			<p>.....</p>			<p>.....</p>		
<p>F 0857061</p>			<p>.....</p>			<p>.....</p>		

ACCEPTANCE OF THE NOMINATION TO THE POSITION OF DIRECTOR OF ATLANTIA
SPA

I, the undersigned Antonino Turicchi, born on 13 March 1965 in Viterbo and resident in my home at via Giulio Cesare, Cordara 4 in Rome, tax code TRCNNN65C13M082L, having been included by the Shareholder Fondazione Cassa di Risparmio di Torino in the list of candidates for the position of Director of Atlantia SpA to be elected at that company's General Meeting, to be held in first call on 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 at the same time, hereby

accept

the nomination as a Director of Atlantia SpA and

warrant

for the purpose of legislation as may be in effect from time to time and being fully aware of the civil and penal liability for false statements or withholding information,

=> the lack of any of the impediments and incompatibilities as foreseen by legislation currently in force for my election as Director of that company and

=> the possession of the requisites pursuant to legislation currently in force for the position of Director of Atlantia SpA as per the attached representation

I, hereby, undertake to promptly report to the Company any act or fact that could result in a change to the information contained in this warranty.

Attach a list of management and supervisory board positions held at other Companies. Also warrant:

• to not be in the possession of the requisites for election as an independent Director;

~~/~~to be in possession of the requisites for election as an independent Director for which the relevant representation has been attached.

Yours faithfully,

30 March 2009

SIGNATURE

REPRESENTATION

I, the undersigned **Antonino Turicchi**, born on 13 March 1965 in Viterbo (VT), tax code TRCNNN65CI3MO82L, being fully aware of the liability and penal sanctions for false and untruthful statements imposed by article 76 of Presidential Decree 445/2000, under my own responsibility represent to be in possession of the requisites of integrity as required by article 4 of Ministry of the Treasury, Budget and Economic Planning Decree 516 of 30 December 1998, specifically including:

- a) not being in a position of ineligibility or lapse pursuant to art. 2382 of the Italian Civil Code;
- b) not having been subjected to precautionary measures imposed by legal authorities pursuant to Italian Laws 1423 of 27 December 1956 or 575 of 31 May 1965, as amended and integrated, without prejudice to the effects of rehabilitation;
- c) not having received irrevocable sentence, without prejudice to the effects of rehabilitation, to:
 - 1) detention for one of the offences indicated in legislation governing banking, financial, securities and insurance activities, and in regulations governing markets, securities and instruments of payment;
 - 2) imprisonment for one of the offences indicated in book V, title XI of the Italian Civil Code and Royal Decree no. 267 of 16 March 1942;
 - 3) imprisonment for a period equal to or exceeding one year for an offence against the public administration, against the public trust, against the wealth, against public order, against the public economy or for a tax offence;
 - 4) imprisonment for a period equal to or exceeding two years for any inculpable offence.

And also represent that none of the punishments pursuant to letter c) have been imposed on me at the request of the parties, save for cases of unconditionally suspended sentences and not taking account of convictions of less than one year as provided for in letter c), numbers 1) and 2).

The undersigned also, to the extent required by article 147 quinquies of Legislative Decree 58/1998 and without prejudice to any more precise interpretations as may be provided in the forthcoming CONSOB Regulation, represents to be in possession of the requisites of integrity as determined for members of the Board of Statutory Auditors pursuant to article 2 of Decree of the Minister of Justice 162 of 30 March 2000, specifically including:

- not having been subjected to precautionary measures imposed by article 2, paragraph 1 letter a) of Ministerial Decree 162/2000;
- not having received irrevocable sentence for one of the offences pursuant to article 2, paragraph 1, letter b), points 1, 2, 3 and 4 of Ministerial Decree 162/2000;
- none of the punishments pursuant to article 2, paragraph 1, letter b) of Ministerial Decree 162/2000 have been imposed on the undersigned at the request of the parties.

I also undertake to provide prompt notice of any change in the representations made above.

Yours faithfully,

30 March 2009

(Signature)

OTHER ATTACHMENTS:

- **Curriculum vitae**
- **Schedule of positions held**
- **Representation of possessing the requisites for independence for applicable candidates**

Antonino Turicchi born on 13 March 1965 in Viterbo.

Graduated with honours in 1990 from the University of Rome in Economics and Business Studies. From 1991-1992 he studied for a masters degree in economics at the University of Turin after receiving a scholarship from Istituto San Paolo di Torino.

In 1993, he received a scholarship from the European Social Fund to participate in a master's degree programme in International Finance and Trade.

In 1994, he was employed after successfully participating in a competitive public examination, by the Ministry of the Treasury (the current Ministry of the Economy and Finance - "MEF") as a grade 8 officer. To 1996, he was engaged in economic analysis specialising in financial variables and participated as the representative of the Ministry of the Treasury in meetings with the European Commission and the OECD.

From 1997, he has been engaged in the management of transactions in derivative products and analysis of the ability to raise finance through the issuance of securities on international markets.

In 1999, winning a public competition, he became director and was assigned to the Office responsible for securitisations for the management of public debt and engaging in financial transactions with respect to both domestic as well as international borrowing.

This, in particular, included the structuring and management of special financial transactions of the MEF to obtain Italy's entry into the European Union. In that capacity he became involved in 1997 in the securitisations of loans and in 2001 was engaged in the sale of property to social security institutions. These transactions were reported by the most prestigious international periodicals as the best financial transactions for several years.

From 2002 to January 2009 was Director General of the *Cassa Depositi e Prestiti* and in 2003 he was involved in the transformation of the *Cassa* into a public limited company.

He is currently the director of the Centralised Inspectorate at the General Directorate of the Treasury.

Other positions

From 1999 to June 2002 Member of the Board of Directors of Mediocredito of Friuli. From 1998 to 2000 Member of the Board of Directors of Mediocredito of Rome. From 2000 to 2003 Member of the Board of Directors of EUR SpA From 2005 to 2007 member of the Supervisory Board of STMicroelectronics.

From 2008, Chairman of the Supervisory Board of STMicroelectronics and member of the Supervisory Board of Numonyx.

Yours faithfully,

30 March 2009

signature

SCHEDULE OF POSITIONS HELD

Chairman of the Supervisory Board of STMicroelectronics.

Member of the Supervisory Board of Numonyx

Yours faithfully,

30 March 2009

SIGNATURE

REPRESENTATION OF BEING IN POSSESSION OF THE REQUISITES FOR
INDEPENDENCE
(only for directors)

I, the undersigned Antonino Turicchi, born on 13 March 1965 in Viterbo and resident in my home at via Giulio Cesare, Cordara 4 in Rome, tax code TRCNNN65C13M082L, having been included by the Shareholder Fondazione Cassa di Risparmio di Torino in the list of candidates for the position of Director of Atlantia SpA to be elected at that company's General Meeting, to be held in first call on 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 at the same time, hereby

represent

being fully aware of the civil and penal liability for false statements or undisclosed information, for the purposes of legislation, as may in force from time to time, to:

~~/~~ be in possession of the requisites for independence due to the inapplicability of any of the conditions listed in article 148, paragraph 3 of Legislative Decree 58/1998 (cross referenced by article 147-ter, paragraph 4 of Legislative Decree 58/198.

~~/~~ be in possession of the requisites for independence due to the inapplicability of any of the conditions listed in article 3.1 of the Corporate Governance Code of Atlantia SpA

It is undertaken to promptly notify any subsequent act or fact that may result in a change to the information contained in this representation.

Yours faithfully,

30 March 2009

SIGNATURE

Turin, 3 April 2009

Re: ATLANTIA S. p. A. ORDINARY GENERAL MEETING of 22 April 2009:

Candidates for the position of member of the Board of Statutory Auditors of ATLANTIA SpA

Fondazione Cassa di Risparmio di Torino, with registered offices in Turin at Via XX Settembre 31, Tax Code 97542550013, holder of 38,655,322 Atlantia SpA shares equal to 6.76% of share capital, hereby, presents the following list of candidates for appointment as members of the Board of Statutory Auditors in accordance with the terms and conditions contained in the notice of General Meeting.

LIST OF CANDIDATES

for election of the Board of Statutory Auditors at the General Meeting of

22 April 2009

FIRST SECTION	SECOND SECTION
Auditors	Alternate Auditors
1 SPADACINI Marco	1 GENTA Giandomenico
2 MIGLIETTA Angelo	

Fondazione Cassa di Risparmio di Torino

Translation of letter on Fondazione CRT letterhead

The following documents have been attached for this purpose:

1. information on the identity of each shareholder presenting the list;
2. copy bank certificate attesting to the total number of shares held by the shareholder;
3. *curricula vitae* of the personal and professional attributes of the individual candidates;
4. representations by each candidate: of the acceptance of the nomination; the lack of any incompatibility for or impediment to election; the possession of the requisites pursuant to legislation as may from time to time be in effect and the Articles of Association as indicated in the notice of General Meeting.
5. schedule of management and supervisory board positions held by each candidate at other companies pursuant to article 2400, paragraph 4 of the Italian Civil Code.

The undersigned Fondazione Cassa di Risparmio di Torino, shareholder presenting the list, hereby also warrants that it has no relationship pursuant to article 144-*quinquies* of CONSOB Regulation 11971/99 with the principal shareholders or any shareholders holding, whether jointly or severally, a controlling or majority shareholding in Atlantia SpA

In compliance with the recommendations contained in CONSOB Ruling DEM/9017893 of 26 February 2009 designed to assure the maximum transparency with respect to nominations of members of management and supervisory boards, the undersigned Fondazione Cassa di Risparmio di Torino provides the following information:

- prior to 28 April 2008, Fondazione Cassa di Risparmio di Torino held 13.33% of the share capital of Schemaventotto SpA in which Sintonia S.A. was a co-shareholder. On that date, Fondazione Cassa di Risparmio di Torino disposed of its shareholding in Schemaventotto SpA and acquired a direct shareholding in Atlantia SpA;
- in 1999 the shareholders of Schemaventotto SpA entered into a shareholders' agreement within the meaning of article 122 of Legislative Decree 58/1998 (the Consolidated Finance Act) which was most recently revised in 2007. This shareholders' agreement has now been terminated through those companies' disposal of their shares in Schemaventotto SpA;
- the termination of the shareholders' agreement and the disposal of shares in Schemaventotto SpA means that Fondazione Cassa di Risparmio di Torino is no longer related, either directly and indirectly, to the majority shareholders of Atlantia SpA;
- all of these facts have been disclosed to the market and to the CONSOB in accordance with law;

Fondazione Cassa di Risparmio di Torino

Translation of letter on Fondazione CRT letterhead

- > the above cited shareholders' agreement regulated, among other things, fiscal indemnification and the prorating to shareholders' of any gains or losses arising from litigation. The shareholders of Schemaventotto SpA, and, therefore, Fondazione Cassa di Risparmio di Torino entered into a Heads of Agreement on 22 April 2008 to assure a uniformity of objectives with respect to any litigation and to regulate the prorated shares of any gains or losses arising from such litigation. **This Heads of Agreement has no bearing whatsoever on the shares issued by Atlantia SpA or any of the issuer's group companies and, therefore, is outside the scope of article 122 of Legislative Decree 58/1998;**
- Atlantia SpA is now fully, indirectly controlled by Edizione srl through Schemaventotto SpA (of which Sintonia SA is the sole shareholder) and Sintonia SA;
- Fondazione Cassa di Risparmio di Torino is now a minority shareholder of Atlantia SpA and, as such, intends to nominate minority directors in order to assure that the directors appointed by the majority shareholders act in the best interests of the all shareholders.

You are, hereby, requested to take all action required to assure that this list is submitted to shareholders for voting at the General Meeting of 22 April 2009.

Fondazione CRT
The Chairman

Fondazione Cassa di Risparmio di Torino

Via XX Settembre, 31 – 10121 Turin – Tel.: 011 6622491 – Fax 011 6622585
info@fondazionecrt.it – www.fondazinoecrt.it – Tax Code 97542550013

LIST OF CANDIDATES FOR THE POSITION OF STATUTORY AUDITOR

Information on the identity of the shareholder filing the list

Company name: Fondazione Cassa di Risparmio di Torino
Abbreviated as: Fondazione CRT
Legal form: Private law company
Formation date: 20 December 1991
Tax code: 97542550013
Registered Office: Via XX Settembre, 31 - 10121 Turin
Telephone: 011/66221

As a non-profit organisation, Fondazione CRT has not been entered in the Register of Companies and has no VAT code.

Information regarding the legal representative of the shareholder presenting the list

Last name: Comba
First name: Andrea
Place and date of birth: Turin, 26 July 1936
Address for service: Via XX Settembre, 31 - 10121 Turin
Tax code: CMBNDR36L26L219W
Position: Chairman

Shares held in Atlantia SpA: 38,655,332 shares, equal to
6.76% of share capital

Fondazione CRT
The Chairman

Fondazione Cassa di Risparmio di Torino

SOCIETE GENERALE
Securities Services

CERTIFICATE OF PARTICIPATION IN THE CENTRALISED SECURITIES SERVICES SYSTEM (Legislative Decrees 58 of 24 Feb 1998 and 213 of 24 Jun 1998)	Number I
---	-------------

Place and date of issue Milan, 30 March 2009

Annual progr. no. 900139	Customer Code 3223/7520/11937/0	FONDAZIONE CASSA DI RISPARMIO DI TURIN VIA VENTI SETTEMBRE 31 10121 TURIN
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At the request of **UNICREDIT PRIVATE BANKING SpA**

On behalf of **FONDAZIONE CASSA DI RISPARMIO DI TORINO**

Place of birth
Date of birth
Tax code 97542550013

This certificate as of 23 Apr 2009 attests to participation in the centralised securities services system of the above cited party with the following financial instruments:

code	Description of financial instrument	quantity
IT0003506190	ATLANTIA	38.655.332

Such instruments bear the following notations:

--

The purpose of the issuance of this certificate is:

CERTIFICATION OF POSSESSION FOR PRESENTATION OF BOARD OF DIRECTORS LIST AND BOARD OF STATUTORY AUDITORS LIST

Authorised agent

SOCIETE GENERALE
Securities Services SpA

SOCIETE GENERALE
Securities Services

Authorised for participation in the shareholders meeting of:

Annual progr. no. 900139

ATLANTIA SPA

Number I

We advise that Mr.:

is authorised to represent

for the purposes of voting

date

signature

SGSS SpA

Registered offices in Turin
General Management:
Via Denigno Crespi, 19/A
20159 Milan
Italy

Tel. +39.02.91701
Fax + 39.02.9178 9999
www.sg-securites-services.com

Share capital € 111,309,007.08
fully paid
Bank entered in the Registry of
Banks
code 6622
Managed and coordinated by
Société Générale S.A.

Recorded in the register of
companies of Turin, Tax and VAT
code 03126570013, Member of
the Interbank Deposit Guarantee
Fund

NOTICE OF SHAREHOLDERS' MEETING

FONDAZIONE CASSA DI RISPARMIO DI
TORINO

VIA VENTI SETTEMBRE, 31
10121 TURIN TO

TURIN, 31 MARCH 2009

Re: Notice 21000464 of 31 March 2009 valid until 23 April 2009

Notice of General Meeting

You are, hereby, advised that in compliance with art. 23 of CONSOB-Bank of Italy Resolution of 22 February 2008, the captioned notice has been made for your attendance at the ORDINARY AND EXTRAORDINARY General Meeting

Meeting in 1st Call 22 April 2009 at 11:00 a.m. ROME,
VIA ANTONIO NIBBY, 20

Meeting in 2nd Call 23 April 2009 at 11:00 a.m.
ROME, VIA ANTONIO NIBBY, 20

by ATLANTIA SPA

This notice was provided, at our request, by SGSS SpA, registered offices at Via Alassio 11/C, Turin, Tax and VAT number 03126570013, ABI code 03307, member of the centralised securities services system at which UNICREDIT PRIVATE BANKING SPA has deposited the financial instruments held by its clients.

The purpose of the notice provided by SGSS SpA was to confirm participation in the Centralised Securities Services System by

FONDAZIONE CASSA DI RISPARMIO DI TORINO - VIA VENTI SETTEMBRE, 31
10121 TURIN TO TAX CODE AND VAT NUMBER 97542550013

holder of securities account 7520/111937/0, in which the following financial instruments are deposited:

IT0003506190 ATLANTIA quantity 38,655,332.00

bearing the following notations: none

LIST OF CANDIDATES FOR THE POSITION OF STATUTORY AUDITOR

Candidates' Documents

Fondazione Cassa di Risparmio di Torino

ACCEPTANCE OF THE NOMINATION TO THE POSITION
OF STATUTORY AUDITOR OF ATLANTIA SPA

I, the undersigned MARCO SPADACINI, born on 22 April 1938 in Milan, resident at Via Conservatorio 30 in Milan with address for service as Via Pietro Mascagni 14, Milan, tax code SPD MRC 38D22 F205E, having been included by the Shareholder FONDAZIONE CASSA DI RISPARMIO DI TORINO in the list of candidates for the position of Statutory Auditor of Atlantia SpA, to be elected at that company's General Meeting, to be held in first call on 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 at the same time, hereby

accept

the nomination as Statutory Auditor of Atlantia SpA, and

warrant

for the purpose of legislation as may be in effect from time to time and being fully aware of the civil and penal liability for false statements or withholding information,

- the lack of any of the impediments and incompatibilities as foreseen by legislation currently in force for my appointment as Statutory Auditor of that company;
- the possession of the requisites pursuant to legislation currently in force for the position of Statutory Auditor of Atlantia SpA as per the attached representation;
- the possession of the requisites as required by article 148, third paragraph of Legislative Decree 58/1998 and the requisites for independence as required by article 3.1 of Atlantia SpA's Corporate Governance Code (cross referenced by article 15.2 of the Code);
- to not exceed the cumulative limit of positions held on management and supervisory boards pursuant to legislation as may be in force from time to time.

I, hereby, undertake to promptly report to the Company any act or fact that could result in a change of the information contained in this warranty.

I attach my curriculum vitae and a schedule of management and supervisory board positions held at other Companies.

Yours faithfully,

Milan, 30 March 2009

(Marco Spadicini)

REPRESENTATION

I, the undersigned MARCO SPADACINI, born on 22 April 1938 in Milan (MI), tax code SPD MRC 38D22 F205E, being fully aware of the liability and penal sanctions for false and untruthful statements imposed by article 76 of Presidential Decree 445/2000, under my own responsibility represent to be in possession of the requisites of professionalism and integrity as required by articles 1 and 2 of Ministry of Justice Decree 162 of 30 March 2000, specifically including:

with respect to professionalism:

- to have been entered in the Register of Auditors in conformity with the Ministerial Decree of 12 April 1995 as published in the Official Gazette 31-bis of 21 April 1995 and hold or have held the position of Statutory Auditor for the following companies:
 - Editrice Quadratum SpA from 05/05/1994 to 30/06/2003;
 - Arca Assicurazioni SpA from 19/04/2000 to 29/08/2008;
 - Gruppo Apple Computer SpA from 22/12/1989;
 - Chanel Srl from 10/05/1993;
 - Axa Assicurazioni SpA from 26/04/2001;
- and to not be in any of the situations listed in paragraphs 4 and 5 of Ministerial Decree 162/2000;

with respect to integrity:

- not having been subjected to precautionary measures imposed by article 2, paragraph 1 letter a) of Ministerial Decree 162/2000;
- not having received irrevocable sentence for one of the offences pursuant to article 2, paragraph 1, letter b), points 1, 2, 3 and 4 of Ministerial Decree 162/2000;
- none of the punishments pursuant to article 2, paragraph 1, letter b) of Ministerial Decree 162/2000 have been imposed on the undersigned at the request of the parties.

I also undertake to provide prompt notice of any change in the representations made above.

Yours faithfully,

Marco Spadacini

Milan, 30 March 2009

OTHER ATTACHMENTS:

Curriculum vitae

Schedule of positions held

Schedule of all positions held by Dr. Marco Spadacini

Positions held in listed companies

ARNOLDO MONDADORI EDITORE SPA

Via Bianca di Savoia 12
20121 Milan

Director

ATLANTIA SpA

Via A. Nibby 20
00161 Rome

Chairman, Board of Statutory Auditors

FONDIARIA - SAI SPA

Piazza della Libertà 6
50129 Florence

Statutory Auditor

SORBM SPA

Via B. Crespi 17
20159 Milan

Chairman, Board of Statutory Auditors

Positions held in unlisted companies

AMBI SPA

Via Fatebenefratelli 4
20121 Milan

Chairman, Board of Statutory Auditors

AXA ASSICURAZIONI SPA Via

G. Leopardi 15
20123 Milan

Statutory Auditor

AXA PARTECIPAZIONI SPA Via

Leopardi 15
20123 Milan

Statutory Auditor

APPLE COMPUTER ITALIA SRL P.le

Principessa Clotilde 8
20121 Milan

Chairman, Board of Statutory Auditors

APPLE COMPUTER SPA

P.le Principessa Clotilde 8
20121 Milan

Chairman, Board of Statutory Auditors

CENTURION IMMOBILIARE SPA

Via Leopardi 15
20123 Milan

Statutory Auditor

CHANEL SRL Via Montebelio 39 20121 Milan	Chairman, Board of Statutory Auditors
COOPERATIVA PALOMAR 3 A RL Via P. Mascagni 14 20122 Milan	Chairman, Board of Statutory Auditors
EXPO 2015 SPA Via U. Foscolo 5 20121 Milan	Statutory Auditor
F2I S.G.R. SPA Via San Prospero 1 20121 Milan	Chairman, Board of Statutory Auditors
MVESTM SRL Via P. Mascagni 14 20122 Milan	Statutory Auditor

Directorships held in unlisted companies

COMPAGNIA FIDUCIARIA NAZIONALE SPA Galleria de Cristoforis 3 20122 Milan	Director
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PROFESSIONAL CURRICULUM

DR. MARCO SPADACINI born on 22 April 1938 in Milan

Residence: Via Conservatorio 30, Milan

Office: Via Pietro Mascagni 14, Milan Tel.: 02/76.01.41.81
Facsimile: 02/78.11.78
email:
marco.spadacini@studiospadacini.it

EDUCATION

1958 CLASSICS SECONDARY SCHOOL – Liceo Gonzaga, Milan

1963 Degree in Economics and Business Studies – Bocconi University, Milan

° Certified to practice as a Chartered Accountant (*Dottore Commercialista*).

Registered as a Certified Accountant in Milan since 10 June 1969.

° Official Auditor, Ministerial Decree of 19 April 1973, Official Gazette 115 of 5 May 1973.

° Registered Auditor in conformity with the Ministerial Decree of 12 April 1995, Official Gazette 31*bis* of 21 April 1995.

° Court Receiver, Court Liquidator and Trustee in Bankruptcy for numerous winding-up proceedings ordered by the Court of Milan.

FOREIGN LANGUAGES

Good knowledge for French and English

PROFESSIONAL EXPERIENCE

FROM 1969 Associate of the STUDIO SPADACINI ASSOCIAZIONE PROFESSIONALE, Via Pietro Mascagni 14, Milan.

The practice at the Studio predominantly consists of:

- management, tax and corporate consultancy
- company and group restructurings with respect to group indebtedness and rationalisation
- legal work at the Court of Milan
- technical-accounting expert reports

Personal responsibilities:

- tax and company matters
- international taxation and tax planning
- debt restructuring
- company restructurings (mergers, spin-offs and contributions)
- M & A
- legal work at the Court of Milan

1964-1966 RIZZOLI EDITORE
Assistant to Director of Press Relations

1966-1969 Commercial Director of an Italian company producing rugs and carpets.

1978 to present Chairman of the Board of Directors of Tessitura Meccanica Seteria G.Ones SpA, producer of textiles for clothing industry.

1982 to present Member of the Board of Directors of a trust company holding assets of approximately €900,000,000.00

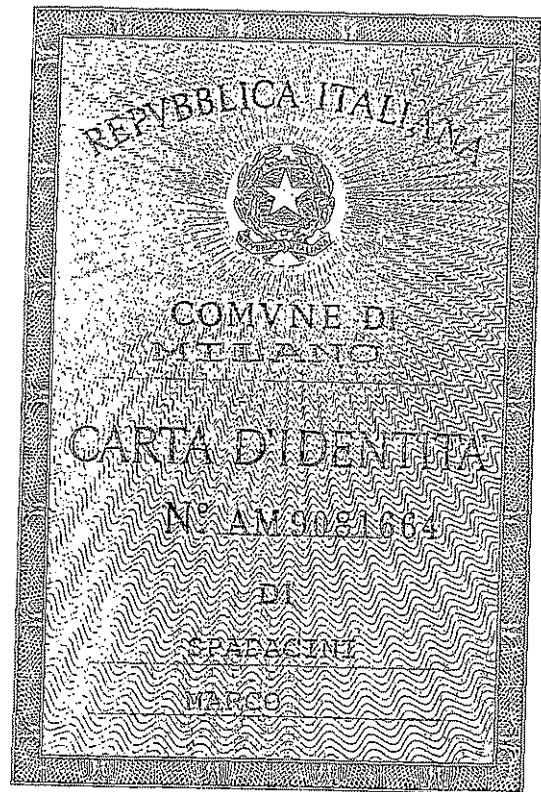
1980-1986 Chief Executive Officer of the Riccardo Galeazzi Orthopedic Hospital

1991-1996 Chairman of the Board of Directors of Cederna SpA, a producer of textiles for the clothing industry. Sales of approximately 50 billion.


Data di scadenza 09/01/2011

AM9081664

I.P.Z.S. - OFFICINA C.V. - ROMA



Cognome	SPADACINI
Nome	MARCO
nato il	22/04/1938
(atto n. 1676 p. 1 s. R3)	
a	MILANO
Cittadinanza	ITALIANA
Residenza	MILANO
Via	CONSERVATORIO N. 30
Stato civile	CONIUGATO
Professione	DOTT. COMMERCIALISTA
CONNOTATI E CONTRASSEGNI SALIENTI	
Statura	1,80
Capelli	ERIZZOLATI
Occhi	CASTANI
Segni particolari	

	
Firma del titolare	<i>Marco Spadacini</i>
Milano	il 10/01/2006
Impronta del dito indice sinistro	R. SINDACO
	<i>Spadacini, Giancarlo</i>
	<i>Spadacini, Marco</i>
	RUP 5,42

**ACCEPTANCE OF THE NOMINATION TO THE POSITION OF REGULAR
OR ALTERNATE STATUTORY AUDITOR OF ATLANTIA SPA**

I, the undersigned MIGLIETTA ANGELO, born on 21 October 196 in Casale Monferrato (AL) and resident at Via Clerici 13, Milan, tax code MGLNGL61R21B885E, having been included by the Shareholder Fondazione CRT in the list of candidates for the position of **Statutory Auditor** of Atlantia SpA, to be elected at that company's General Meeting, to be held in first call on 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 at the same time, hereby

accept

the nomination as a **Statutory Auditor** of Atlantia SpA, and

warrant

for the purpose of legislation as may be in effect from time to time and being fully aware of the civil and penal liability for false statements or withholding information,

- the lack of any of the impediments and incompatibilities as foreseen by legislation currently in force for my appointment as Statutory Auditor of that company;
- the possession of the requisites pursuant to legislation currently in force for the position of Statutory Auditor of Atlantia SpA as per the attached representation;
- the possession of the requisites as required by article 148, third paragraph, of Legislative Decree 58/1998 and the requisites for independence as required by article 3.1 of Atlantia SpA's Corporate Governance Code (cross referenced by article SpA 15.2 of the Code);
- to not exceed the cumulative limit of positions held on management and supervisory boards pursuant to legislation as may be in force from time to time.

I, hereby, undertake to promptly report to the Company any act or fact that could result in a change of the information contained in this warranty.

I attach my curriculum vitae and a schedule of management and supervisory board positions held at other Companies.

Yours faithfully,

Milan, 31 March 2009

Angelo Miglietta

REPRESENTATION

I, the undersigned *Miglietta Angelo*, born on 21 October 1961 in Casale Monferrato (AL), tax code *MGLNGL61R21B885E*, being fully aware of the liability and penal sanctions for false and untruthful statements imposed by article 76 of Presidential Decree 445/2000, under my own responsibility represent to be in possession of the requisites of professionalism and integrity as required by articles 1 and 2 of Ministry of Justice Decree 162 of 30 March 2000, specifically including:

with respect to professionalism:

- to have been entered in the Register of Auditors in conformity with the Ministerial Decree of 12 April 1995 as published in the Official Gazette 31-bis of 21 April 1995 and holding the position of Statutory Auditor in the following companies:
 - *ATLANTIA SpA* from 7 April 2006;
 - *BSL SpA* from 25 May 2004;
 - *SISAL SpA* from 17 October 2006;
 - *ALES GROUPE ITALIA SpA* from 28 June 2006;
- to have at least three years experience in those activities listed under letters a), b) and c) of paragraph 2, article 1 of Ministerial Decree 162/2000 as described in detail;
- and to not be in any of the situations listed in paragraphs 4 and 5 of Ministerial Decree 162/2000;

with respect to integrity:

- not having been subjected to precautionary measures imposed by article 2, paragraph 1 letter a) of Ministerial Decree 162/2000;
- not having received irrevocable sentence for one of the offences pursuant to article 2, paragraph 1, letter b), points 1, 2, 3 and 4 of Ministerial Decree 162/2000;
- none of the punishments pursuant to article 2, paragraph 1, letter b) of Ministerial Decree 162/2000 have been imposed on the undersigned at the request of the parties.

I also undertake to provide prompt notice of any change in the representations made above.

Yours faithfully,

Milan, 31 March 2009

Angelo Miglietta

CURRICULUM VITAE - ANGELO MIGLIETTA

Ordinary Auditor of Company Accounts

Registered Technical Consultant of the Court of Milan No. 8155

1) GENERAL

Born on 21 October 1961 in Casale Monferrato

Resident at via Clerici 13, Milan

Ordinary professor of Business Administration – Faculty of Law, University of Turin

Office at via Ciovassino 3A, Milan

Tel. 02-36566046 Facsimile 02 - 36567016 Mobile. 328 9571096

E-mail: angelo.miglietta@studiomiglietta.com

Foreign languages: excellent English, good German, spoken Spanish and French

2) EDUCATION

- ✓ Degree in Business Administration majoring in Corporate Finance from the L. Bocconi University, score 110/110 *cum laude*.
- ✓ Specialist course in Marketing and Strategies at Stanford University, California (Marketing Management Program: a Strategic Perspective);
- ✓ Completion of secondary schooling in science, score 60/60, Commercial technical institute diploma, score 60/60.

3) PROFESSIONAL EXPERIENCE

Current positions:

- ✓ Secretary General of Fondazione Cassa di Risparmio di Torino
- ✓ Secretary General of Fondazione Sviluppo e Crescita - CRT
- ✓ Owner of a corporate advisory and audit firm at via Ciovassino 3/A, Milan, specialised in finance, company valuations, corporate restructurings and corporate governance
- ✓ Entered in the Register of Auditors at number 38258 (Official Gazette number 31 *bis* of 21 April 1995).
- ✓ Technical Consultant at the Court of Milan, Registration Number 8155.
- ✓ Registered Milan Chamber of Commerce arbitrator
- ✓ Member of the Boards of Directors and Boards of Statutory Auditors of listed and unlisted companies in the financial, banking and insurance sectors including:
 - Director and Chairman of the Internal Control Committee of Esprinet SpA (listed).
 - Director of Realty Vailog SpA (listed).
 - Regular Member of the Board Statutory Auditors of Atlantia SpA (listed).
 - Member of the Board of Directors of the Fondazione Mazzotta, Milan.
 - Member of the Board of Directors of F2I SGR (Infrastructure Fund).
 - Member of the Boards of Directors of the Bindi group (confectioneries)
 - Member of the Boards of Statutory Auditors of the Bertola group (logistics).
- ✓ Joint representative of special category shareholders of Il Sole 24 Ore SpA

Previous positions:

- ✓ Prof. Luigi Guatri's assistant for company valuations.
- ✓ CONSOB Commissioner for the certification examination for financial promoters.
- ✓ Technical consultant to the Courts of Monza and Cuneo.
- ✓ Member of the Boards of Directors and Boards of Statutory Auditors of listed and unlisted companies in the financial, banking and insurance sectors:
 - Member of the Central Benevolent Commission of the Cassa di Risparmio delle Provincie Lombarde Foundation.
 - Member by co-option of the Fondazione CRT Steering Committee. Head of the Ways and Means Committee.

- Member of the Committee of Wisemen for the privatisations of the Municipality of Milan.
- Chairman of the Giordano dell'Amore (previously Finafrica) Foundation.
- Member of the Cariplo Foundation Executive Committee.
- Regular Member of the Board of Statutory Auditors of Istituto Mobiliare Italiano (IMI) (listed)
- Regular Member of the Board of Statutory Auditors of IMI Investimenti Private Equity SpA
- Appointed by the President of the VIII civil section of the Court of Milan as the joint representative of holders of savings shares in SANTA VALERIA.
- Regular member of the Board of Statutory Auditors of Istituto Bancario SanPaoloImi (listed)
- Director and Chairman of the Internal Control Committee of AMSC Gallarafe SpA (ex municipal enterprise). Member of the Supervisory Board pursuant to Legislative Decree 231/2001.
- Chairman of Azienda Multiservizi Casalese SpA (ex municipal enterprise) and of Consorzio Servizi Trattamento Acque Scrl
- Regular Member of the Board Statutory Auditors of Beni Stabili SpA (listed).
- Chairman of the Board of Statutory Auditors of Lavorwash SpA (listed).
- Member of the Civil Service Scientific Committee of ISAP - Istituto per la Scienza.
- Member of the evaluation group of IULM University
- Chairman of the Board of Statutory Auditors of Nomura Italia Sim pA
- Regular member of the Board of Statutory Auditors of Axa Partecipazioni SpA and di Axa Carlink SpA (Axa insurance group)
- Member of the Investment Committee of CHINA OPPORTUNITY S.A. SICAR.
- Regular member of the Board of Statutory Auditors of OLTRE di Oltre Gestioni Srl Sapa.

Most important professional activities:

- ✓ Qualification as Chartered Accountant (*Dottore Commercialista*)
- ✓ Appointed by the Cariplo Foundation to follow the corporate restructuring of Cariplo SpA and the joint venture with Ambroveneto with particular reference to financial, tax and market aspects.
- ✓ Expert appointed by the Board of Directors of Pirelli SpA to determine the share exchange ratio for the merger of SIP SpA into Pirelli SpA
- ✓ Expert appointed by the Board of Directors of Domus Italica SpA to determine the share exchange ratio for the merger of Società per il Risanamento di Napoli SpA into Domus Italica SpA.
- ✓ Advisor (expert) for legal-financial matters and valuation of the Pirelli-Telecom Group, ERG Group, ENI Group, SAIAG Group, BINDI Group, AGSM Verona SpA, Cariplo Pension Fund, AMGA Group and Azienda Consortile per l'acquedotto delle Langhe ed Alpi Cuneesi. Preparation of business-finance plans for project financings and leveraged buy-outs with reference to health services, cultural activities and multi-utilities.
- ✓ Technical Chairman for the Budget, Finance and Economic Planning Committed of the municipality of Casale Monferrato (AL).
- ✓ Involved in the Monferrato area marketing plan that resulted in the creation of the mixed public-private Casale Monferrato service company MONDP.
- ✓ Advisor to the Province of Alessandria for the preparation of an integrated marketing plan for the Province of Alessandria and Vesel Nad Moravan (Czech Republic), Skalica (Slovakia) and Puerto de Santa Maria (Spain).
- ✓ Advisory services for the establishment of internal audit systems and organisational models in conformity with Legislative Decree particularly with reference to public utilities.

4) ACADEMICS

Current positions:

- ✓ Ordinary professor of Business Administration – Faculty of Law, University of Turin. Lecturer in corporate governance and finance.
- ✓ Director of CESFIL - Centre of Studies in Finance and Law of the University of Turin.

Previous positions:

- ✓ Lecturer for Borsa Italiana on internal control and corporate governance.
- ✓ Head of the PhD programme for marketing and corporate strategies at the University of Bergamo (associated campuses: Universities of Turin and Verona).
- ✓ Ordinary Professor of Economics and Business Studies and Corporate Finance at the University of Bergamo.
- ✓ Head of the finance and control course for business administration, SdM School of Management of the University of Bergamo.
- ✓ Associate Professor of Economics and Business Administration (corporate manoeuvres) at the University of Pavia.
- ✓ Professor of Tax and Finance at SDA Bocconi, Milan.
- ✓ Professor of International Marketing at the University of Eastern Piemonte. Professor of International Marketing at IULM University, Milan.
- ✓ Professor of Economics and Business Administration at the Catholic University of Milan.
- ✓ Professor of Industry and Commerce at the Catholic University of Milan.
- ✓ Masters degree course lecturer at SDA Bocconi for the elective in company valuations and finance.
- ✓ Lecturer in finance at SDA Bocconi.
- ✓ Bursary at the Economics of Industrial Companies Chair at the Bocconi University of Milan.
- ✓ Lecturer at the Institute of *Dottori Commercialisti* of Bergamo.
- ✓ Lecturer on internal controls and Legislative Decree 231/2001 controls at the State Audit Office.

5) RESEARCH

- ✓ Led research into the following:
 - ✓ Company and asset valuations for legal purposes.
 - ✓ Theory of value and tax and financial planning:
 1. Policies for the creation of shareholder value;
 2. Evaluation of stock market prices;
 3. Determination of optimal financial structure.
- ✓ Management of public services enterprises: problems in company valuations.
- ✓ Analysis and implementation of organisational models in conformity with Legislative Decree 231/2001.
- ✓ The use of joint-stock companies for the management of cultural assets.
- ✓ The valuation of companies and assets for court-legal purposes

Also participated in the following institutional research projects:

- ✓ Analysis of the causes of crisis and the formulation of recovery plans (led by Prof. Luigi Guatri).
- ✓ The use of the Capital Asset Pricing Model for investment management (coordinated by Prof. Denis Zocco of the University of San Diego, California).
- ✓ The empirical testing of corporate leveraging on listed Italian shares (for the Lorenzetti Institute coordinated by Prof. Sergio Pivato).
- ✓ Valuation of the firm theory and techniques in German speaking countries (coordinated by Prof. Luigi Guatri).
- ✓ Use of the Option Pricing Theory for the assessment of benefits of obtaining a stock exchange listing (for the Executive Committee of Stockbrokers led by Prof. Mario Massari).
- ✓ Empirical analysis of the medium sized company behaviour on the market for risk capital in Lombardy (for the University of Bergamo).

6) SELECTED PUBLICATIONS

- ✓ “*I modelli di organizzazione e controllo ai sensi del D.Lgs. n. 231/2001. Uno strumento di governance per la creazione di valore*”, *Diritto Penale XXI Secolo*, Cedarn 2/2008.
- ✓ Angelo Miglietta, Dario Peirone "Finance, innovation and the value of the firm", 8th Global Conference on Business & Economics, 18-19 October 2008 – Florence..
- ✓ Angelo Miglietta, Matteo Pessione, Annalisa Zorogniotti "Urban blog as a strategic instrument in the local development and in the governance of urban area", 11th "Toulon - Verona Conference", 4-5 September 2008 - Florence
- ✓ “*Una valutazione complessiva delle attività di erogazione delle fondazioni grant-making piemontesi*”, in Patrimoni & Scopi - per un'analisi economica delle fondazioni, ed. Fondazione Giovarmi Agnelli, 2007

- ✓ “*Gli interventi a sostegno dello sviluppo del territorio. L'esperienza della Fondazione CRT*”, in AA.VV. in Fondazioni, politiche immobiliari e investimenti nello sviluppo locale, ed. Marsilio, 2007
- ✓ “*I meccanismi della Corporate governance*”, in Sinergie, issues 73-74, 2007
- ✓ Mario Anaclerio, Angelo Miglietta, Simone Squaiella, Internal Auditing. Dalla teoria alla pratica, Ipsoa 2007
- ✓ “Value Creation through Diversification Strategies, a new challenge for the Grocery Food: successful Italian Case Histories”, with F. Testa and A. De Luca, Heterogeneity, Diversification and Performance Conference held on 7-8 July 2005 at the University of Calabria, Sinergie 2007.
- ✓ “*Sfide di marketing per le Utilities: il mercato del gas*”, with Fabio Cassia, in Management delle Utilities, no. 1, 2006.
- ✓ “*Il sistema di controllo intemo nelle Multiutilities: uno strumento di corporate governance per minimizzare i rischi e ottimizzare la gestione dei servizi*”, with Mario Anaclerio, ibid., 2005.
- ✓ “*Il ruolo delle Fondazioni bancarie per le multiutilities locali: prospettive per la competitività del sistema paese Italia*”, edited by Angelo Miglietta, Casa Editrice Giuffrè, 2005.
- ✓ “*La nozione di creazione di valore nelle imprese locali di Servizi Pubblici*”, ibid. “*La governance delle Imprese di Pubblica Utilità*”, in L. Dezi, A. Gilardoni, A. Miglietta, F. Testa, Economia e Management delle Imprese di Pubblica Utilità, Cedam, Padova, 2005.
- ✓ Angelo Miglietta, Elisa Rancati, Paola Siili “TQM in Italian High Education Institutions”, in 7th “Toulon-Verona” Conference Proceeding, 2-3 September 2004 Università du Sud Toulon-Var, France.
- ✓ “*Oltre l'art. 35. Creazione di valore e di capacità competitiva con la separazione delle reti nelle multiutilities locali*”, with Federico Testa, in Management delle Utilities, no. 1/2004.
- ✓ “*La recente esperienza delle IPO nel nostro Paese: come superare un insuccesso?*”, in Quaderni del dipartimento di Economia Aziendale of Università degli Studi di Bergamo, 2003, no.6.
- ✓ L'Organizzazione del Trasporto Pubblico in forma sistemica per la Customer Satisfaction. Quaderni del Dipartimento Aziendale dell'Università di Bergamo, with Alessandra De Luca, 2003.
- ✓ “*La Valutazione delle Aziende di Pubblica Utilità: una Premessa Logico Concettuale*”, with Andrea Gilardoni, in Management delle Utilities, no. 1/2003.
- ✓ Beyond the Myth of the Small and Medium Enterprise. In Order to Overcome the peter Pan Syndrome, in 'Business Poicies and Strategies in a Global Market. A Framework for SMEs. Cases and Studies. Isasut, Turin, 2002.
- ✓ La gestione dell'impresa fra competizione e valore, Giuffrè editore, Milan, 2001.
- ✓ “*La finanza aziendale fra economia d'impresa e teoria di creazione del valore azionario*”, in Sinergie, no. 55 May-August, 2001.
- ✓ “*Per una imprenditorialità senza frontiere. Raffronti socio-economici, culturali e formativi nella macro regione delle Alpi Occidentali*”, speech at the Sinergie conference on “*Aree transfrontaliere - prospettive per il terzo millennio*”, CUEIM, Verona, October, 1999
- ✓ “*I centri commerciali naturali: una via per il rilancio delle città e del piccolo commercio*”, in Sinergie, no. 1/99, CUEIM, Verona.
- ✓ “*Architettura e possibilità evolutive dell'Activity Based Costing*”, in Budget, IFAF, no. 4/95.
- ✓ Le relazioni strategiche tra industria e distribuzione: il caso del settore idrotermosanitario, Vita e Pensiero, Milan, p. 116.
- ✓ “*Costo e rendimento del capitale proprio*” in Sinergie, CUEIM, autumn 1995.
- ✓ La valutazione della convenienza alla quotazione in Borsa, Etas Libri, Milan, p. 205.
- ✓ “*La valutazione di convenienza della quotazione in borsa*”, in Problemi di gestione dell'impresa, no. 2/93.
- ✓ “*La finanza di impresa di fronte al vincolo fiscale: una via per la massimizzazione del valore azionario*”, in Finanza, Marketing e Produzione, Egea, Milan, no. 3/92.
- ✓ Le valutazioni nelle operazioni di fusione, Etas Libri, Milan, 1992, p. 133.
- ✓ La valutazione delle aziende nei paesi di lingua tedesca, in L. Guatri, La Valutazione delle Aziende. Teoria e pratica a confronto, Egea, Milan.
- ✓ “*Le recenti emissioni di euroobbligazioni e le prospettive della Finanza delle imprese italiane*” in Rivista Milanese di Economia, no. 2/90.
- ✓ “*Gestione dei patrimoni mobiliari: caratteristiche generali e profili operativi del servizio*”, with P. Dacrema, in Direzione Bancaria, no. 2/89.
- ✓ “*Effetto capitalizzazione e prezzo di equilibrio dei titoli a reddito fisso*”, in Rivista della Borsa, no. 4.
- ✓ Criteri di valutazione nelle operazioni di fusione, Working Paper S.D.A. Bocconi.
- ✓ “*Le casse previdenziali aziendali: quali vantaggi e opportunità?*” in Economia e Management, no. 1/89.

- ✓ *Caso Zonca sulla valutazione delle aziende commerciali.*
- ✓ *Una verifica empirica della leva societaria: il caso Fiat*, Working Paper Istituto Lorenzetti.
- ✓ “*La pianificazione quale strumento di controllo economico e finanziario della gestione*”, in A. Amaduzzi, ibid.
- ✓ *La strategia dell'impresa*, in A. Amaduzzi, *Economia Aziendale*, vol. 2, Bari, Cacucci.
- ✓ *Elementi e modelli per la valutazione dei valori mobiliari*, Bocconi University Series, Giuffrè, Milan, p. 259.
- ✓ *Caso Perugina, sulla valutazione dei prestiti obbligazionari.*
- ✓ “*Problemi strategici connessi alle decisioni di sviluppo esterno*”, in *Finanza, Marketing e Produzione*, no. 4/1987.

Processing of personal data authorised within the meaning of Legislative Decree 196/03.

CHAIRMAN OF THE STATUTORY BOARD OF AUDITORS

FROM

❖ VALTIDONE SPA*	28/06/2004
❖ BSL SPA	25/05/2004
❖ SISAL SPA	17/10/2006
❖ FBH SPA	

STANDING STATUTORY AUDITOR

❖ ATLANTIA SPA * * *	07/04/2006
❖ ASTOR S.R.L.	20/06/2006
❖ SOIMFÌ S.R.L.	30/04/2006
❖ ALES GROUPE ITALIA SPA	28/06/2006
❖ PONTE SPA	30/04/2007
❖ FONTI DI VINADIO SPA	24/06/2008
❖ EDIZIONE ANABASI SRL	09/05/1995

DIRECTOR

❖ ESPRNET SPA***	28/04/2003
❖ REALTY VAILOG SPA***	29/01/2008
❖ SIPA SPA	29/06/2004
❖ NUOVA TAGLIAMENTO SPA**	26/10/2004
❖ F2ISGR SPA	23/01/2007

CHAIRMAN OF THE BOARD OF DIRECTORS

❖ INTERCONTABILE SRL	13/02/2008
❖ BLMP SRL	23/12/2008

* Non-operating holding company

** Property company

*** Listed company

GENTA GIANDOMENICO

RAGIONIERE TRIBUTARISTA
REVISORE CONTABILE
CONSULENTE TECNICO TRIBUNALE DI CUNEO

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TEL. 0171.630901 - FAX 0171.631614
e-mail: giandomenico.genta@isiHiie.it
TAX CODE: GNT GDM 57A12 LS51T ~ VAT REG. NO. 02232040044

ACCEPTANCE OF THE NOMINATION TO THE POSITION OF ALTERNATE STATUTORY AUDITOR OF ATLANTIA SPA

I, the undersigned Giandomenico Genta, born on 12 January 1957 in Valdagno (VI), resident at Studio Genta & Cappa, Via Vittorio Amedeo II 3, Cuneo, tax code GNT GDM 57A12 L551T, having been included by the Shareholder FONDAZIONE CASSA DI RISPARMIO DI TORINO in the list of candidates for the position of **Alternate Statutory Auditor** of Atlantia SpA, to be elected at that company's General Meeting, to be held in first call on 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 at the same time, hereby

accept

the nomination as an **Alternate Statutory Auditor** of Atlantia SpA, and

warrant

for the purpose of legislation as may be in effect from time to time and being fully aware of the civil and penal liability for false statements or withholding information,

- the lack of any of the impediments and incompatibilities as foreseen by legislation currently in force for my appointment as Alternate Statutory Auditor of that company;
- the possession of the requisites pursuant to legislation currently in force for the position of Statutory Auditor of Atlantia SpA as per the attached representation;
- the possession of the requisites as required by article 148, third paragraph of Legislative Decree 58/1998 and the requisites for independence as required by article 3.1 of Atlantia SpA's Corporate Governance Code (cross referenced by article 1.5.2 of the Code);
- to not exceed the cumulative limit of positions held on management and supervisory boards pursuant to legislation as may be in force from time to time.

I, hereby, undertake to promptly report to the Company any act or fact that could result in a change of the information contained in this warranty.

I attach my curriculum vitae and schedule of management and supervisory board positions held at other companies.

Yours faithfully,

Giandomenico

Genta

GENTA GIANDOMENICO

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REPRESENTATION

I, the undersigned Giandomenico Genta, born on 12 January 1957 in Valdagno (VI), tax code GNT GDM 57A12 L551T, being fully aware of the liability and penal sanctions for false and untruthful statements imposed by article 76 of Presidential Decree 445/2000, under my own responsibility represent to be in possession of the requisites of professionalism and integrity as required by articles 1 and 2 of Ministry of Justice Decree 162 of 30 March 2000, specifically including:

with respect to professionalism:

- to have been entered in the Register of Auditors at no. 27012 held at the Ministry of Justice pursuant to Legislative Decree 88 of 27 January 1992 in conformity with the Ministerial Decree of 12 April 1995 as published in the Official Gazette 31-bis of 21 April 1995;

and holding the position of Statutory Auditor in the following companies

- *Auditor of Fingranda SpA from 6 November 2006 to the date of this application;*
- *Statutory Auditor of Autostrade per l'Italia Spa from 28 April 2004 to present;*
- *Member of the Board of Statutory Auditors of Azienda Sanitaria Locale 18 (now ASL CN2) to the date of this application;*
- *Statutory Auditor of Autofontana SpA from 29 April 1997 to the date of this application;*
- *Statutory Auditor of Fondazione Torino Musei from 9 May 2003 to the date of this application;*
- *Sole Auditor of the company Comuni Riuniti della Piana del Varaita from 16 April 2007 to the date of this application;*
- *Statutory Auditor of Atmos SpA from 30 November 2006 to the date of this application;*
- *Chairman of the Board of Statutory Auditors of Aster SpA from 3 April 2007 to the date of this application;*
- *Auditor of the company Sciovie del Viver di Entracque from 12 December 2006 to the date of this application;*
- *Statutory Auditor of Equitalia Sestri SpA from 19 April 2007 to the date of this application;*
- *Statutory Auditor of Si. Tra. Ci. SpA SpA from 4 May 2007 to the date of this application;*
- *Statutory Auditor of Venchi SpA from 11 June 2007 to the date of this application;*
- *Chairman of the Institute of Auditors of the Chamber of Commerce of Cuneo from 15 January 2008 to the date of this application;*
- *Chairman of the Board of Statutory Auditors of Eurofidi Soc. Cons. di Garanzia Collettiva Fidi s.c.p.a. from 18 May 2008 to the date of this application;*
- *Statutory Auditor of Equitalia SpA from 1 January 2009 to the date of this application;*
- *Chairman of the Board of Statutory Auditors of Rental Camper Spa from 31 August 2005 to the date of this application;*
- *Chairman of the Board of Statutory Auditors of Finanziaria Sviluppo Impresa SpA reappointed on 29 April 2006 to the date of this application;*
- *Chairman of the Board of Statutory Auditors of Colligo Holding Spa from 29 June 2006 to the date of this application;*
- *Statutory Auditor of Tecnilab SpA reappointed on 29 November 2006 to the date of this application;*
- *Statutory Auditor of La Casalinda srl reappointed on 30 April 2007 to the date of this application;*
- *Statutory Auditor of the company S.I.A. - Servizi Integrati di Archiviazione from 19 January 2006 to the date of this application;*
- *Statutory Auditor of Arbi spa reappointed on 9 February 2006 to the date of this application;*

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- Auditor of the *Fondazione 20 marzo* from 11 March 2008 to the date of this application;
- Sole auditor of the *Consorzio per i servizi socio assistenziali delle valli grana e Maira* reappointed on 28 June 2006 to the date of this application;
- Sole auditor of the *Comunità Montana delle Valli Gesso e Vermenagna* from 29 December 2006 to the date of this application;

with respect to integrity:

- not having been subjected to precautionary measures imposed by article 2, paragraph 1 letter a) of Ministerial Decree 162/2000;
- not having received irrevocable sentence for one of the offences pursuant to article 2, paragraph 1, letter b), points 1, 2, 3 and 4 of Ministerial Decree 162/2000;
- none of the punishments pursuant to article 2, paragraph 1, letter b) of Ministerial Decree 162/2000 have been imposed on the undersigned at the request of the parties.

It is also undertaken to provide prompt notice of any change in the representations made above.

Yours faithfully,

Cuneo, 30 March 2009

Giandomenico Genta

Attachments:

- Curriculum vitae
- Schedule of positions held

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CURRICULUM VITAE

*I, the undersigned, **GENTA Giandomenico**, born on 12 January 1957 in Valdagno (VI), resident at Corso Dante 40, Cuneo*

REPRESENT

1) To be in possession of the following academic qualifications:

- diploma in accountancy and commercial assessments;
- participated in the masters degree course "the chartered accountant and corporate advisory services" at the School of Business Administration of the Luigi Bocconi University of Business in Milan;
- participated in the masters degree course "the school for the training of domestic and international arbitrators" sponsored by the University of Bologna relating to the reform of arbitration in Italy.

2) to have obtained the following professional experience:

- 1976 to 1983: director of the tax section of the Business and Trade Association of Cuneo;
- 1979 to 1984: appointment by the Provincial Union of Businessmen of the Province of Cuneo to provide assistance to and represent the Revenue Commission;
- 1976 to 1984: Secretary General of the Cooperativa Commercianti di garanzia engaged in the provision of subsidised finance to the commercial sector;
- from of its formation on 1 January 1984 to present: partner of the professional practice Studio Amministrativo e Tributario Genta & Cappa;
- ordinary member of A.N.T.I. Associazione Nazionale Tributaristi Italiani;
- registered as an Auditor at no. 27012 held at the Ministry of Justice pursuant to Legislative Decree 88 of 27 January 1992 in conformity with the Ministerial Decree of 12 April 1995 as published in the Official Gazette 31-bis of 21 April 1995;
- registered tax Expert and Assessor at the Chamber of Commerce, Industry, Crafts and Agriculture of Cuneo (CN);
- registered Technical Consultant to the Court of Cuneo.
- registered journalist in the list of Publicists;
- coordinator and lecturer at the institutional seminar "Le Fondazioni Bancarie. Aspetti economici - finanziari e gestionali" supported by the University of Turin, Faculty of Economics, Cuneo Campus in conjunction with the Association of Casse di Risparmio Piemontesi for the academic years 2006/2007 and 2007/2008

3) Full list of positions held:

Chairman of the Statutory Board of Auditors of the following companies:

RENTAL CAMPER SPA, public limited company, registered office in Cuneo (CN) at Via Porta Rossa 1/C, Madonna dell'Olmo;

FINANZIARIA SVILUPPO IMPRESA SPA, public limited company, registered office in Milan (MI) at Via Dante, 14;

COLLIGO HOLDING SPA, public limited company, registered office in Cuneo (CN) at Via Porta Rossa 1/C, Madonna dell'Olmo;

ASTER - AZIENDA SERVIZI TERRITORIALI GENOVA SPA - public limited company, registered office in Genoa at Via XX Settembre 15.

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EUROFIDI Società Consortile di Garanzia Collettiva Fidi s.c.p.a., registered office in Turin at via Perugia 56

- Statutory Auditor of the following Companies:

TECNILAB SPA, public limited company, registered office in Cuneo (CN) at Via degli Artigiani 12;

LA CASALINDA S.R.L., private limited company, registered office in Tarantasca (CN) at Via Circonvallazione 43;

S.I.A. SPA - SERVIZI INTEGRATI DI ARCHIVIAZIONE, public limited company, registered office in Cuneo (CN) at Via Valle Po 149;

AUTOSTRADE PER L'ITALIA SPA, public limited company, registered office in Rome (RM) at Via Alberto Bergamini 50;

ARBI SPA, public limited company, registered office in Turin (TO) at Corso Re Umberto 7;

AUTOFONTANA SPA, public limited company, registered office in Borgo San Dalmazzo (CN) at Via Attilio Fontana 6.

ATMOS SPA, public limited company, registered office in Milan (MI) at Via Mazzini Giuseppe, 2;

EQUITALIA SESTRI SPA, public limited company, registered office in Novara (NO) at Piazza Gramsci, 6;

SITRACI SPA, public limited company, registered office in Cuneo (CN) at Corso Nizza, 36.

VENCHI SPA public limited company (previously Kokoa srl), registered office in Castelletto Stura (CN) at Via Cuneo 45.;

EQUITALIA SpA public limited company, registered office in Rome (RM) at Via Andrea Millevoi 40/41

- Chairman of the Board of Auditors at the following entities:

COMITATO D'ORGANIZZAZIONE LOCALE "GRANDA TOUR 2008", registered office in Cuneo (CN), at Via Emanuele Filiberto 3;

CHAMBER OF COMMERCE, INDUSTRY, CRAFTS AND AGRICULTURE OF CUNEO, registered office in Cuneo (CN), at via Emanuele Filiberto 3

- Auditor of Accounts (article 2409-ter Civil Code)

FINGRANDA SPA, public limited company, registered office in Cuneo (CN) at Corso Nizza 21;

F.A.V.L.A. FONDO ASSISTENZE VARIE LAVORATORI AGRICOLI, registered office in Cuneo (CN) at Via C. Chiapello 1.

SCIOVIE DEL VIVER ENTRACQUE S.R.L. private limited company, registered office in Entracque (CN) at Piazza Giustizia Libertà, 2;

FONDAZIONE 20 MARZO 2006, registered office in Turin (CN), at Piazza Castello 165;

- Sole Auditor of the following companies

CONSORZIO PER I SERVIZI SOCIO ASSISTENZIALI DELLE VALLI GRANA E MAIRA, registered office in Dronero (CN) at Via Pasubio 7;

COMUNI RIUNITI DELLA PIANA DEL VARA ITA SRL, registered office in Faule (CN) at Via Casana, 44;

COMUNITÀ MONTANA DELLE VALLI GESSO E VERMENAGNA, registered office in Robilante (CN) at Piazza Regina Margherita, 27;

- Other elective positions:

- Member of the Steering Committee of FONDAZIONE CASSA DI RISPARMIO DI TORINO, registered office in Turin (TO) at Via XX Settembre 31;

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- Director of CRESAM Centro Ricerche Economiche, Sociali, Aziendali e Manageriali Scrl, private limited consortium, registered office in Cuneo (CN) at Corso Nizza 21;
- Deputy National Secretary of the ISTITUTO NAZIONALE REVISORI CONTABILI, registered office in Milan (MI) at Via Gianfranco Zuretti 39;
- Statutory Auditor of the FONDAZIONE TORINO MUSEI, registered office in Turin (TO) at Via Magenta 31;
- Member of the Board of Statutory Auditors of ASL CN2 (previously Azienda Sanitaria Locale 18), registered office in Alba (CN) at Via Vida 10;
- Regular member of the Board of Auditors of the Committee for the PARALYMPIC GAMES OF TORINO 2006, registered office in Turin (TO) at Piazza Palazzo di Città, 1;
- Director of the FONDAZIONE FILATOIO ROSSO DI CARAGLIO, registered office in Caraglio (CN) at Via Matteotti, 40;
- Auditor of C.O.N.I. - Cuneo Provincial Committee- registered office in Cuneo at Via A.Stoppani 18/ter.

Cuneo, 30 March 2009

Giandomenico Genta

GENTA GIANDOMENICO

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SCHEDULE OF POSITIONS HELD

- **Chairman of the Statutory Board of Auditors of the following companies:**

RENTAL CAMPER SPA, public limited company, registered office in Cuneo (CN) at Via Porta Rossa 1/C, Madonna dell'Olmo;
FINANZIARIA SVILUPPO IMPRESA SPA, public limited company, in Milan (MI) at Via Dante, 14;
COLLIGO HOLDING SPA, public limited company, registered office in Cuneo (CN) at Via Porta Rossa 1/C, Madonna dell'Olmo;
ASTER - AZIENDA SERVIZI TERRITORIALI GENOVA SPA - public limited company, registered office in Genoa at Via XX Settembre 15.
EUROFIDI Società Consortile di Garanzia Collettiva Fidi scpa, registered office in Turin at via Perugia 56

- **Statutory Auditor of the following Companies:**

TECNILAB SPA, public limited company, registered office in Cuneo (CN) at Via degli Artigiani 12;
LA CASALINDA SRL, private limited company, registered office in Tarantasca (CN) at Via Circonvallazione 43;
S.I.A. SPA - SERVIZI INTEGRATI DI ARCHIVIAZIONE, public limited company, registered office in Cuneo (CN) at Via Valle Po 149;
AUTOSTRADE PER L'ITALIA SPA, public limited company, registered office in Rome (RM) at Via Alberto Bergamini 50;
ARBI SPA, public limited company, registered office in Turin (TO) at Corso Re Umberto 7;
AUTOFONTANA SPA, public limited company, registered office in Borgo San Dalmazzo (CN) at Via Attilio Fontana 6.
ATMOS SPA, public limited company, registered office in Milan (MI) at Via Mazzini Giuseppe, 2;
EQUITALIA SESTRI SPA, public limited company, registered office in Novara (NO) at Piazza Gramsci, 6;
SITRACI SPA, public limited company, registered office in Cuneo (CN) at Corso Nizza, 36.
VENCHI SPA public limited company (previously Kokoa srl), registered office in Castelletto Stura (CN) at Via Cuneo 45.;

EQUITALIA SpA public limited company, registered office in Rome (RM) at Via Andrea Millevoi

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- **Chairman of the Board of Auditors at the following entities:**

COMITATO D'ORGANIZZAZIONE LOCALE "GRANDA TOUR 2008", registered office in Cuneo (CN), at Via Emanuele Filiberto 3;
CHAMBER OF COMMERCE, INDUSTRY, CRAFTS AND AGRICULTURE OF CUNEO, registered office in Cuneo (CN), at via Emanuele Filiberto 3

- **Auditor of Accounts (article 2409-ter Civil Code)**

GENTA GIANDOMENICO

RAGIONIERE TRIBUTARISTA
REVISORE CONTABILE
CONSULENTE TECNICO TRIBUNALE DI CUNEO

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FINGRANDA SPA, public limited company, registered office in Cuneo (CN) at Corso Nizza 2I;
F.A.V.L.A. FONDO ASSISTENZE VARIE LAVORATORI AGRICOLI, registered office in Cuneo (CN) at Via C. Chiapello 1.

SCIOVIE DEL VIVER ENTRACQUE SRL private limited company, registered office in Entracque (CN) at Piazza Giustizia Libertà, 2;
FONDAZIONE 20 MARZO 2006, registered office in Turin (CN), at Piazza Castello n. 165;

- Sole Auditor of the following companies

CONSORZIO PER I SERVIZI SOCIO ASSISTENZIALI DELLE VALLI GRANA E MAIRA, registered office in Dronero (CN) at Via Pasubio 7;
COMUNI RIUNITI DELLA PIANA DEL VARA ITA SRL, registered office in Faule (CN) at Via Casana, 44;
COMUNITÀ' MONTANA DELLE VALLI GESSO E VERMENAGNA, registered office in Robilante (CN) at Piazza Regina Margherita, 27;

- Other elective positions:

- Member of the Steering Committee of FONDAZIONE CASSA DI RISPARMIO DI TORINO, registered office in Turin (TO) at Via XX Settembre 3I;
- Director of CRESAM Centro Ricerche Economiche, Sociali, Aziendali e Manageriali Scrl, private limited consortium, registered office in Cuneo (CN) at Corso Nizza 2I;
- Deputy National Secretary of the ISTITUTO NAZIONALE REVISORI CONTABILI, registered office in Milan (MI) at Via Gianfranco Zuretti 39;
- Statutory Auditor of the FONDAZIONE TORINO MUSEI, registered office in Turin (TO) at Via Magenta 3I;
- Member of the Board of Statutory Auditors of ASL CN2 (previously Azienda Sanitaria Locale 18), registered office in Alba (CN) at Via Vida 10;
- Regular member of the Board of Auditors of the Committee for the PARALYMPIC GAMES OF TORINO 2006, registered office in Turin (TO) at Piazza Palazzo di Città, 1;
- Director of the FONDAZIONE FILATOIO ROSSO DI CARAGLIO, registered office in Caraglio (CN) at Via Matteotti, 40;
- Auditor of C.O.N.I. - Cuneo Provincial Committee- registered office in Cuneo at Via A. Stoppani 18/ter.

Cuneo, 30 March 2009

Giandomenico Genta