

ATLANTIA - ROME

Arrival Prot. 016 Res. of 19 March 2010

ATLANTIA SpA

Via Antonio Nibby, 20

00161 ROME

Turin, 18 March 2010

Re: ATLANTIA SpA ORDINARY GENERAL MEETING of 9 April 2010;

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 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 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 9 April 2010

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 9 April 2010. Yours faithfully,

Fondazione CRT

The Chairman

Andrea Comba

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 issued capital

Fondazione CRT

The Chairman

Andrea Comba

CERTIFICATE OF PARTICIPATION IN THE CENTRALISED SECURITIES SERVICES SYSTEM (Legislative Decrees 58 of 24 Feb 1998 and 213 of 24 Jun 1998)	Number 1
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Place and date of issue Milan, 10 March 2010

Annual progr. no. 100069	Customer Code 3223/7520/11937/0	FONDAZIONE CASSA DI RISPARMIO Di TURIN VIA VENTI SETTEMBRE31 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 14 April 2010 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 SUBMISSION OF LIST OF CANDIDATES FOR BOARD OF DIRECTORS
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Authorised agent

SOCIETE GENERALE
Securities Services SpA

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, 15 MARCH 2010

Re: Notice 21000113 of 15 March 2010 valid until 14 April 2010

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 9 April 2010 at 11:00 a.m.
ROME, VIA ANTONIO NIBBY, 20

Meeting in 2nd Call 14 April 2010 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 Benigno Crespi 19/A, Milan – MAC 2, 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

Should you be unable to attend the General Meeting, you may appoint a proxy whose name must be indicated at the bottom of this form.

Finally, we remind you that, pursuant to art. 2372 of the Italian Civil Code, the following may not be appointed to act as proxies at the General Meeting: “members of the company’s management or supervisory bodies or employees thereof, or subsidiaries of the company or members of the management and supervisory bodies or employees thereof”.

Yours faithfully,

UniCredit Private Banking

Form of Proxy	
Name of proxy:	
is hereby appointed to represent	
and to exercise the voting rights thereof.	
Date	Signature

GENERAL MEETING OF 9 APRIL 2010

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

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

I, the undersigned ALBERTO BOMBASEI, 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 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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 absence 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 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,

10 March 2010

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,

10 March 2010

Signature

CURRICULUM VITAE
ALBERTO BOMBASSEI

Alberto Bombassei was born in Vicenza in 1940.

Chairman and Chief Executive Officer of Brembo SpA, the world leading company in the design and production of high performance brake systems and in the development of innovative disk braking systems.

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* in 2004.

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

Deputy Chairman of Confindustria for Industrial Relations and Corporate Affairs since May 2004.

Also a member of the Board of Directors of: Italicementi SpA; Atlantia SpA; Pirelli & C SpA; Ciccolella SpA; and Nuovo Trasporto Viaggiatori SpA.

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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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

10 March 2010

Yours faithfully,

REPRESENTATION OF BEING IN POSSESSION OF THE
REQUISITES FOR INDEPENDENCE

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 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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 be 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 58/198.

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,

10 March 2010

SIGNATURE

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 domiciled at my offices at Via Nino Costa, 13, in Asti, tax code FSSNTN49H19A479V, 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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 possession of the requisites for election as an independent Director;

Yours faithfully,

10 March 2010

Antonio Fassone

REPRESENTATION

I, the undersigned FASSONE Antonio, born on 19 June 1949 in Asti (AT), tax code FSSNTN49H19A479V, 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,

10 March 2010

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 Politecnico 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 1976 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 2001 to 2008, he served as president 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 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 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. As a Director of Atlantia, he is also a member of the Committee responsible for the Completion of Projects at Autostrade per l'Italia SpA.

By signing this document, pursuant to art. 23 of Legislative Decree 196/2003 (the Data Protection Act), I give permission for the processing of the personal information contained herein.

Asti, 10 March 2010

Antonio Fassone

**REPRESENTATION ATTACHED TO THE ACCEPTANCE OF THE NOMINATION TO THE
POSITION OF DIRECTOR OF ATLANTIA SPA**

I, the undersigned Antonio Fassone, born on 19 June 1949 in Asti and domiciled at my offices at Via Nino Costa, 13, in Asti, tax code FSSNTN49H19A479V, 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, hereby

represent

to hold the following management and supervisory positions in other companies:

- 1) Fondazione Cassa di Risparmio di Torino – Via XX Settembre 31, Turin – member of the Board of Directors and the Internal Audit Committee
- 2) Fondazione Sviluppo e Crescita della Fondazione CRT – Via XX Settembre 31, Turin – member of the Board of Directors
- 3) Ivrea 24 – abitare sostenibile SpA - Via XX Settembre 31, Turin – Chairman of the Board of Directors
- 4) Fondo Core Nord Ovest – Via Arsenale 12, Turin – member of the Advisory Committee

Yours faithfully,

Antonio Fassone

10 March 2010

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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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 a list 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;

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

Yours faithfully,

11 March 2010

SIGNATURE

REPRESENTATION

I, the undersigned **Antonino Turicchi**, born on 13 March 1965 in Viterbo (VT), tax code TRCINN65C13M082L, 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,

11 March 2010

(Signature)

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 as a senior officer at the Ministry of the Treasury (the current Ministry of the Economy and Finance - "MEF"), after successfully participating in a competitive public examination. Until 1996, he was engaged in economic and financial analysis specialising in aspects of public finance and participated as the representative of the Ministry of the Treasury in meetings of the Economic Forecasting Committee at the European Commission and at 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 for the MEF, and in that capacity he became involved in 1997 in the securitisation of loans, and in 2001 was engaged in the sale of properties belonging 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.

From January to May 2009 he was Head of the Central Inspectorate at the General Directorate of the Treasury.

From May 2009, he has been Executive Director of the Municipality of Rome.

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 di Roma.

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.

From 2009 Member of the Board of Directors of Atlantia SpA.

signature

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

SCHEDULE OF POSITIONS HELD

Executive Director of the Municipality of Rome

Chairman of the Supervisory Board of STMicroelectronics.

Member of the Supervisory Board of Numonyx

Yours faithfully,

11 March 2010

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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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 be 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,

11 March 2010

SIGNATURE

ROMA

Illegible file number and date

The Office of the Mayor

45964

To the Executive Director

Mr. Antonio Turicchi

Subject: Request for authorisation

I am writing with reference to the request submitted with a view to obtaining authorisation, in compliance with the legislation in force, to continue in the positions previously authorised by the Ministry of the Treasury, and assumed prior to commencing fixed-term employment with the Municipality of Rome.

Authorisation is hereby given to continue in the positions in question, compatibly with the demands placed on you as a result of your role and fulfilment of the related duties.

Giovanni Alemanno