

Digest No.

50512

Registry No.

17246

MINTUES OF THE MEETING  
OF THE HOLDERS OF THE

"Atlantia TF 2012 – 2018 bond issue, guaranteed by Autostrade per l'Italia SpA,  
total par value of €1,000 million"

ISIN: IT0004869985

ISSUED BY "ATLANTIA SpA"

-----

Republic of Italy

On the Twenty-seventh day of February, two thousand thirteen, at 9.00 a.m.,

27 February 2013

At Via Alberto Bergamini, 50, in Rome.

I, the undersigned MARIO SCATTONE, Notary in Rome, member of the Board of Notaries for the United Districts of Rome, Velletri and Civitavecchia, attended and minuted the Meeting of holders of the "Atlantia TF 2012 – 2018 bond issue, guaranteed by Autostrade per l'Italia SpA, total par value of €1,000 million " ISIN: IT004869985 – issued by  
- - "ATLANTIA SpA" with registered offices at Via Antonio Nibby 20, Rome, fully paid-up, issued capital of €661,827,592.00, Rome Companies' Register Number and Tax Code and VAT Registration Number 03731380261, REA RM 1023691, held on this day, in this place and at this time, in single call pursuant to art. 2369 of the Italian Civil Code – as amended by Legislative Decree 91 of 18 June 2012 – and art. 12 of the company's Articles of Association, by notice in "Milano Finanza" and on the website of "ATLANTIA SpA" on 25 January 2013 in said place at 9:30 a.m. to deliberate and resolve the following:

AGENDA

1. Appointment, pursuant to art. 2417, paragraph three of the Italian Civil Code, of the Joint Representative of Bondholders for the years 2013-2015 and the determination of the relevant compensation.

In attendance:

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

The undersigned notary, certain of the identity of the person appearing before me, note that there are insufficient Bondholders in attendance for a quorum.

Having waited one half hour, no holders of the "Atlantia TF 2012 – 2018 bond issue, guaranteed by Autostrade per l'Italia SpA, total par value of €1,000 million" ISIN: IT004869985 appeared and the meeting was therefore not quorate for the purposes of passing resolutions relating to the agenda items.

At the request of the attendee, I, the Notary, confirm that the meeting held in single call failed to meet a quorum. The meeting adjourned at 9:27 a.m.

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

Signed at 9.29 a.m.

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

Signed:

FABIO CERCHIAI

MARIO SCATTONE (NOTARY)

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

ROME, 5 MARCH 2013

---

IN THE PROCESS OF BEING REGISTERED WITH THE COLLECTOR OF TAXES, ROME