

Digest No.

50511

Registry No.

17245

MINTUES OF THE MEETING  
OF THE HOLDERS OF THE

"Atlantia 2012 – 2020 bond issue, fixed coupon 4.375%,  
total par value of €750 million"

ISIN: XS0828749761

ISSUED BY "ATLANTIA SpA"

-----

Republic of Italy

On the Twenty-seventh day of February, two thousand thirteen, at 8.30 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 2012 – 2020 bond issue, fixed coupon 4.375%, total par value of €750 million" ISIN: XS0828749761 – 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 8:30 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, due to the fact that holders of only €1,300,000.00 (one million three hundred thousand only) in bonds were in attendance being 0.18% (zero point one eight per cent),

KAS BANK NV and NORTHTRUST NOMINEES LTD,

all in the person of Grandoni Alessandra, attorney-at-law, born in Rome on 19 May 1971 holding a power of attorney issued by The Bank of New York Mellon of the State of New York, London Branch, One Canada Square E14 5AL, UK, as bondholders' Trustee. Such power of attorney filed with the company's records.

Having waited one half hour, no holders of the "Atlantia 2012 – 2020 bond issue, fixed coupon 4.375% (four point three seven five per cent), total par value of €750 (seven hundred and fifty) million" ISIN: XS0828749761 appeared apart from those already cited as evidenced by the attendance list filed with the company's records. The Chairman consequently acknowledged that the meeting was not quorate for the purposes of passing resolutions relating to the agenda items, given that it is necessary for meetings held in single call to be attended by at least one fifth of the total par value of the bond issue.

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 8:57 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 8.59 a.m.

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

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