

**PROCEDURE**

**FOR REPORTING TO THE BOARD OF STATUTORY AUDITORS**

**art. 150, paragraph I of Legislative Decree 58/1998**

Approved by the Board of Directors on 16 July 2009

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## 1 INTRODUCTION

### 1.1 Legislative framework

Art. 150, paragraph 1 of Legislative Decree 58 of 1998 requires “*The directors shall report regularly, in accordance with the procedures established in the articles of association and on at least a quarterly basis, to the board of statutory auditors on their activities and transactions with a material impact on the results of operations, financial position or cash flows, carried out by the company or its subsidiaries; above all, they shall report on transactions in which they have an interest, on their own behalf or on behalf of third parties, or that are influenced by the entity that exercises management and coordination.*”.

In implementation of the above legislation, and in the light of CONSOB rulings on the supervision of companies, this procedure defines the persons and the transactions involved in the information flow, and the stages and timing of the flow.

This procedure defines:

1. the type, frequency and content of reports;
2. the procedures for collecting information.

### 1.2 Objectives

The objective of this procedure is, firstly, to ensure that the Board of Statutory Auditors is provided with all the information it needs to perform the supervisory role assigned to it by Legislative Decree 58/1998 (art. 149).

Secondly, the procedure is also intended to implement the corporate governance tools designed to bring about concrete implementation of the recommendations in Atlantia SpA’s Corporate Governance Code.

### 1.3 Scope

This procedure regards Atlantia and its subsidiaries.

Pursuant to art. 93 of Legislative Decree 58/98, subsidiaries are companies in which Atlantia, directly or indirectly (via the rights held by other subsidiaries or exercised by trustees or proxies):

- holds a majority of the voting rights exercisable at ordinary general meetings (art. 2359, paragraph 1.1 of the Italian Civil Code);

- holds sufficient voting rights to exercise dominant influence at ordinary general meetings (art. 2359, paragraph 1.2 of the Italian Civil Code);
- has the right, under a contract or a clause in the articles of association, to exercise dominant influence, when the applicable law allows such contracts or clauses;
- holds, on the basis of agreements with other shareholders, sufficient voting rights to exercise dominant influence at ordinary general meetings.

## 2 TYPE OF INFORMATION

### 2.1 Nature of the information

The following information is to be included in the reports covered by this procedure, pursuant to the combined provisions of art. 27, paragraph 3 of the Articles of Association and art. 1.3, letter n) of the Corporate Governance Code:

- activities during the period;
- significant transactions (with a material impact on the results of operations, financial position or cash flows);
- activities through which the Company exercises its management and coordination functions, unless already included in the information on activities during the period;
- related party transactions;
- atypical or unusual transactions<sup>1</sup> and all other activities or transactions it is deemed necessary to report to the Board of Statutory Auditors.

The information provided shall refer to activities carried out and transactions undertaken in the period of time (at the most three months) since the end of the last period (also no more than three months) covered by the previous report.

Reports shall be sent to the standing Statutory Auditors by the Board of Directors in compliance with the procedure by section 3 below and kept in the Company's files.

### 2.2 Activities carried out

Reports must contain information about management activities and the outcome of transactions previously approved by the Board of Directors, in addition to the activities of

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<sup>1</sup> Atypical and/or unusual transactions regard all transactions that, in terms of significance/size, nature of the counterparties, purpose of the transaction (including those forming part of ordinary activities), or method of determining the price and timing (close to the end of the financial year) may give rise to doubts regarding: the correctness/completeness of financial statement disclosures, conflicts of interest, protection of the company's assets, or safeguards of the interests of minority shareholders (Ruling DEM/1025564 of 6 April 2001)

the various Board Committees (the Executive Committee, the Internal Control and Corporate Governance Committee, the Human Resources Committee and any other committees established). Reports shall specifically include any activities carried out by executive directors of the Company and its subsidiaries in the execution of their powers, including any initiatives undertaken and projects launched.

### ***2.3 Transactions with a material impact on the results of operations, financial position and cash flows***

Reports must contain information on significant transactions with a material impact on the Company's results of operations, financial position and cash flows, highlighting the most important aspects.

For the purposes of this procedure, in addition to transactions reserved to the Board of Directors pursuant to art. 2381 of the Italian Civil Code and the Articles of Association and the Corporate Governance Code, significant transactions with a material impact on the results of operations, financial position and cash flows shall include the following transactions carried out by Atlantia SpA and its principal subsidiaries:

- the issue of financial instruments for a total amount in excess of € million;
- lending or borrowing and the provision of guarantees, investments and divestments, including of properties, for amounts in excess of € million;
- acquisitions and sales of investments, companies or business units, and assets involving, for each individual transaction, amounts in excess of € million;
- extraordinary financial transactions (capital increases, mergers, demergers, contributions and/or spin-offs of business units, etc.)

The reports shall also include information about transactions that, although the individual amount is below the above thresholds, or the transaction falls within the exclusive purview of the Board of Directors, are related or connected to each other in terms of their strategic nature or form of execution, and that, when taken together, exceed the above thresholds.

### ***2.4 Atypical or unusual transactions***

Atypical and unusual transactions are transactions that, by their nature or objective, are categorised as being outside the normal course of the Company's business and those that are particularly critical in terms of their nature and/or inherent risks and/or the nature of the counterparty and/or their timing.

Information on atypical and unusual transactions, or on any other activity or transaction to be reported, must highlight the underlying interest and describe the manner in which the

transaction was executed (including commercial terms and conditions), particularly with respect to the valuation procedures used and whether or not it was conducted on an arm's length basis.

### **3 PROCEDURE**

The Board of Directors shall report to the Board of Statutory Auditors on a quarterly basis via the Chairman. To enable preparation of the reports:

- the chief executive officers of subsidiaries, to which this procedure must be submitted for their acceptance, shall send specific quarterly reports to the Chief Financial Officer and the Financial and Accounting Compliance Department, containing the information set out in section 2 above. This shall include, for example, but is not limited to activities carried out by the relevant entity during the reporting period, specifically including, as required by section 2, transactions with a material impact on the results of operations, financial position and cash flows; atypical and unusual transactions; management activities and the outcome of transactions previously approved by the Board of Directors; activities and resolutions passed by the boards of subsidiaries, including the related reasons, with regard to the above activities and resolutions consistent with the management and coordination to which they are subject; and activities performed by executive directors in the execution of their powers, including any initiatives undertaken or projects launched. Reports must also contain information on transactions that, although the individual amount is below the above thresholds, or the transaction falls within the exclusive purview of the Board of Directors, are related or connected to each other in terms of their strategic nature or form of execution, and that, when taken together, exceed the above thresholds.
- The Chief Financial Officer, with the support of the Financial and Accounting Compliance Department, shall prepare summary statements and brief descriptions of the transactions in question and send them to the Secretary to the Board of Directors, who is responsible for circulating them among the Directors and Statutory Auditors, in accordance with the terms of the Company's Corporate Governance Code.

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