

**CONSOB – Commissione Nazionale per le Società e la Borsa**

ISSUERS DIVISION

Takeover Bids and Ownership Structures Office

Via G. B. martini 3

00198 ROME

**File no.:** 9033923

**Proceeding:** 20092248/1

**Code:** 255261 Atlantia SpA

**Addressee:**

**HAND-DELIVERED REGISTERED LETTER**

**(Advance copy sent by fax to 06 8477.519)**

17 April 2009

**RE: ATLANTIA SPA – Annual General Meeting of 22/23 April 2009 – Request to independent Directors pursuant to art. 14 of Legislative Decree 59/98 (the “Consolidated Finance Act”)**

The undersigned, Alberto Bombassei, Alberto Clò, Piero Di Salvo, Guido Ferrarini and Francesco Paolo Mattioli, in our capacities as independent Directors of Atlantia SpA, in response to your above request to publish our opinion on the proposal to limit the term of office of the new Board of Directors to one financial year, following a specific meeting and related discussion, we hereby publish the following announcement.

The above proposal, submitted by the Board of Directors to the Ordinary General Meeting of Atlantia SpA's shareholders to be held on 22 and 23 April 2009, derives from a specific request made, pursuant to art. 2367 of the Italian Civil Code, by the shareholders of Sintonia SA and Schemaventotto SpA. This request was voted on, within the terms of the above regulation, during the Board of Directors' meeting of 20 March 2009.

The undersigned attended the above meeting and are not aware, and have not receive submissions regarding, circumstances or information other than those examined by the body of which we are members and published in the Reports approved during the meeting.

In view of the compliance with the law of both the request to amend the Articles of Association and of the request to limit the term of office of the Board of Directors to be elected by the Annual General Meeting to the financial year ended 31 December 2009, the undersigned Directors are not in any disagreement with the opinion of the Board of Directors of which we are members, believing the shareholders' initiative not to be in contrast with the Company's interests, nor damaging to minority shareholders, and in any event designed with a view to providing transparency.

Yours sincerely,

For the independent Directors

Francesco Paolo Mattioli