

ATLANTIA - ROME

Arrival Prot. 015 Res. of 6 April 2009

2 April 2009

Atlantia SpA

Via Antonio Nibby, 20
00161 ROME

Re: Presentation of the Sintonia SA and Schemaventotto SpA lists of candidates for the Board of Directors and Board of Statutory Auditors of Atlantia SpA

In conformity with articles 20 and 30 of the Articles of Association of Atlantia SpA and for the election of the Boards of Directors and Statutory Auditors to be made at the Shareholders' Meeting, the first meeting, which has been called for 22 April 2009, in first call, and for 23 April 2009, in second call, the lists of candidates of Sintonia SA and Schemaventotto SpA are, hereby, presented. These companies hold, respectively, 8% and 30.06% of Atlantia's share capital;

List of candidates for the Board of Directors

1.	CLO'	Alberto
2.	BENETTON	Gilberto
3.	BERTANI	Alessandro
4.	CAO	Stefano
5.	CASTELLUCCI	Giovanni
6.	CERA	Roberto
7.	GROS-PIETRO	Gian Maria
8.	MALINCONICO	Carlo
9.	MARI	Giuliano
10.	MATTIOLI	Francesco Paolo
11.	MION	Gianni
12.	PIAGGIO	Giuseppe
13.	BELLAMOLI	Valerio
14.	LAPUCCI	Massimo
15.	TRONCONE	Marco

List of Candidates for the Board of Statutory Auditors

1.	DI TANNO	Tommaso	<i>(Statutory Auditor)</i>
2.	LUPI	Raffaello	<i>(Statutory Auditor)</i>
3.	TROTTER	Alessandro	<i>(Statutory Auditor)</i>
1.	CIPOLLA	Giuseppe Maria	<i>(Alternate Auditor)</i>

The curricula vitae of the candidates, their representations, warranties and acceptance of their candidature and the attestation required by articles 20 and 32 of the articles of association as well as, for certain candidates, the requisites of independence as determined by applicable legislation and regulations.

In order to demonstrate the number of shares held in Atlantia, as required by articles 20 and 30 of the articles of association, for the presentation of lists, the certificate issued by the intermediaries in conformity with statutory and regulatory requirements as currently in force has been attached thus demonstrating the legitimacy of voting rights.

Yours faithfully,

Sintonia SA
Stefano CAO
Chief Executive Officer

(signature)

Schemaventotto SpA
Giuseppe PIAGGIO
Chairman of the Board
of Directors

(illegible signature)

SOCIETE GENERALE
Securities Services

CERTIFICATE OF PARTICIPATION IN THE CENTRALISED SECURITIES SERVICES SYSTEM (Legislative Decrees 58 of 24 Feb 1998 and 213 of 24 Jun 1998)	Number 3
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Place and date of issue Milan, 30 March 2009

Annual progr. no. 900146	Customer Code 3226/8671/10863960/0	SCHEMAVENTOTTO SPA CORSO DI PORTA VITTORIA 16 20122 MILAN
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At the request of UNICREDIT PRIVATE BANKING SpA

On behalf of SCHEMAVENTOTTO SPA

Place of birth
Date of birth
Tax code 03460140266

This certificate as of 23 Apr 2009 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	171,856,494

Such instruments bear the following notations:

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The purpose of the issuance of this certificate is:

CERTIFICATION OF POSSESSION FOR PRESENTATION OF BOARD OF
STATUTORY AUDITORS LIST

Authorised agent

SOCIETE GENERALE
Securities Services SpA

SOCIETE GENERALE
Securities Services

Authorised for participation in the General Meeting of:

Annual progr. no. 900146

ATLANTIA SPA

Number 3

We advise that Mr.:

is authorised to represent

for the purposes of voting

date

signature

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

CERTIFICATE OF PARTICIPATION IN THE CENTRALISED SECURITIES SERVICES SYSTEM

(Legislative Decree 58 of 24 February 1998 and Legislative Decree 213 of 24 June 1998)

BNP PARIBAS SECURITIES SERVICES Milan Branch

Issue date 1 April 2009
Annual Prog No. 133279 Client.
Requested by _____
Place of birth _____
Date of birth _____

SINTONIA SA 1 PLACE D'ARMES 1136 LUXEMBOURG TAX CODE 20002215358	Code 8017156 _____ _____ _____
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This certificate, valid until 23 April 2009, attests to participation in the centralised securities services system by the above named party with the following financial instruments:

CODE	DESCRIPTION OF FINANCIAL INSTRUMENT	QUANTITY
IT0003506190	ATLANTIA SPA	45,736,693

Such instruments bear the following notations:

This certificate is issued for the presentation of lists for the election of the Board of Statutory Auditors:

Shareholders' Meeting Proxy

BNP PARIBAS SECURITIES SERVICES Milan Branch

Annual Prog. no. _____

Number _____

To:

BNP PARIBAS
Securities Services Milan Branch
Via Ansperto, 5 - 20123 MILAN

(illegible signature)

(illegible signature)

Please be advised that Mr. _____
holds a proxy with respect to the voting rights on these shares.

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

I, the undersigned Alberto CLÔ, born on 26 January 1947 in Bologna with address for service at Piazza di Porta Castiglione 12/2 in Bologna, tax code CLOLRT47A26A944D, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 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.

23 March 2009

Yours faithfully,

Alberto CLÔ

(illegible signature)

REPRESENTATION

I, the undersigned Alberto CLÒ, born on 26 January 1947 in Bologna, tax code CLOLRT47A26A944D, 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 D.Lgs.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,

23 March 2009

Alberto CLÒ

(illegible signature)

REPRESENTATION OF BEING IN POSSESSION OF THE REQUISITES FOR
INDEPENDENCE
(only for directors)

I, the undersigned Alberto CLÔ, born on 26 January 1947 in Bologna and with address for service at Piazza di Porta Castiglione 12/2 in Bologna, tax code CLOLRT47A26A944D, having been included in the joint list of SINTONIA SA by SCHEMAVENTOTTO SpA of candidates for the position of Director of Atlantia SpA to be appointed at that company's General Meeting, to be held in first call on 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 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

I, hereby, undertake to promptly notify any subsequent act or fact that may result in a change to the information contained in this representation.

23 March 2009
Yours faithfully,

Alberto CLÔ
(illegible signature)



Europass curriculum vitae

Personal information

Name **Alberto Clò**
Address **Via Castiglione 25, 40124 Bologna Italy**
Telephone **0039 051 6560012**

Fax **0039 051 6560020**
E-mail(s) **alberto.clo@rie.it**

Nationality **Italian**
Date of birth **26 January 1947**

Work experience

Dates	1988-...
Name and address of employer	Università degli Studi, Bologna, Faculty of Economics
Occupation or position held	Ordinary Professor of Industrial and Public Services Economics
Dates	1999-
Name and address of employer	E.N.I. SpA, Rome
Occupation or position held	Independent Director
Dates	2004 -
Name and address of employer	De Longhi SpA, Treviso
Occupation or position held	Independent Director, from 2007 Lead Independent Director
Dates	2004 -
Name and address of employer	Italcementi SpA, Bergamo
Occupation or position held	Independent Director, from 2007 Lead Independent Director
Dates	2003 -
Name and address of employer	Autostrade SpA subsequently Atlantia SpA, Rome
Occupation or position held	Independent Director
Dates	2003 - 2007

Name and address of employer	ASM Brescia SpA, Brescia
Occupation or position held	Independent Director
Dates	2001 - 2005
Name and address of employer	ENI SpA, Rome
Occupation or position held	Chairman of the Academic Committee of ENI Corporate University
Dates	1998-2004
Name and address of employer	SAB SpA - (F. Marconi Airport), Bologna
Occupation or position held	Chairman
Dates	1998-2003
Name and address of employer	Finmeccanica SpA, Rome
Occupation or position held	Independent Director
Dates	1997-2000
Name and address of employer	E.N.I. SpA, Rome
Occupation or position held	Chairman of the Academic Committee of the "Scuola Enrico Mattei", ENI Corporate University.
Dates	January 1995 – May 1996
Name and address of employer	Republic of Italy
Occupation or position held	Minister of Industry and Minister of Foreign Trade ad interim of the Government of the Republic of Italy under Lamberto Dini and President of the Council of Ministers of Industry and Energy of the European Union in the first six months of 1996 of Italy's Presidency
Dates	1992-1995
Name and address of employer	ENEA, Rome
Occupation or position held	Member of the Board of Directors
Dates	1984-1995
Name and address of employer	EDISON SpA, Milan
Occupation or position held	Associate Professor of Microeconomics
Dates	1980-1981
Name and address of employer	ENI SpA, Rome
Occupation or position held	Director
Dates	1980-
Name and address of employer	The periodical "Energia", Bologna
Occupation or position held	Co-founder with Prof. Romano Prodi and Managing Director

Education and training

Dates	1971 -1972
Name and type of organisation providing education and training	Scuola Enrico Mattei, ENI Corporate University, Rome
Title of qualification awarded	Diploma of advanced qualification
Dates	1970
Name and type of organisation	Università degli Studi of Bologna, Faculty of Political Sciences

providing education and training	
Title of qualification awarded	Degree cum laude
Thesis and tutors	" <i>L'incidenza della Organizzazione dei Paesi Esportatori di Petrolio sul mercato petrolifero internazionale.</i> " Professors Romano Prodi and Paolo Mengozzi.
Dates	1966
Name and type of organisation providing education and training	Liceo Scientifico A. Righi, Bologna
Title of qualification awarded	Diploma in science

Additional information

1973-1994

Worked with various Ministries (Industry, Budget, PPSS, Foreign) and was a member of various research committees. In 1987 he authored the Baffi Commission Report for the National Conference on Energy.

1996

Cavaliere di Gran Croce dell'Ordine «Al Merito della Repubblica Italiana», conferred by the President of the Republic of Italy.

2003-2007

Member of the Scientific Committee for the *Enciclopedia degli idrocarburi* edited by Treccani and scientific editor of Volume IV on the economics and law of hydrocarbons.

Publications

He has been engaged in research in the fields of industrial economics, energy economics, environmental economics and published various texts and more than 100 essays. He has worked with various newspapers and economic periodicals. He published *Economia e politica del petrolio* (ed., Compositori, Bologna) in 1997 translated by Kluwer Academic Publishers (Oil Economics and Policy). In 2004, he edited *Eni 1953-2003* (ed. Compositori, Bologna), in 2005 *Energia e Tecnologia* (Editrice Compositori, Bologna) and in 2008 published *Il rebus energetico* (ed. Il Mulino, Bologna)

Consent is hereby given for the processing of personal data in conformity with legislation currently in force on privacy.

Directorships currently held in companies listed in regulated markets or of significant size:

- Independent Director of ENI SpA;
- Independent Director of Italcementi S.pA
- Director of De Longhi SpA

Yours faithfully,

23 March 2009

Alberto Clò

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

I, the undersigned Gilberto BENETTON, born on 19 June 1941 in Treviso with address for service at the Benetton Group SpA, Villa Minelli 1, Ponzano Veneto (Treviso), tax code BNTGBR41H19L470G, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 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.

25 March 2009

Yours faithfully,

Gilberto BENETTON

(illegible signature)

REPRESENTATION

I, the undersigned *Gilberto BENETTON*, born on 19 June 1941 in Treviso, tax code *BNTGBR41H19L407G*, 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 D.Lgs.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

25 March 2009

(Gilberto BENETTON)

(illegible signature)

GILBERTO BENETTON

Born in 1941 in Treviso, Gilberto Benetton founded the Benetton Group in 1965 together with siblings Giuliana, Luciano and Carlo. Benetton is a leading company of the fashion sector and is currently represented in 120 countries around the world.

He is Chairman of Edizione Srl, the family's finance company, Chairman of Autogrill and Director of the Benetton and Atlantia Groups. He is also a director of Mediobanca for which he previously served as a member of the Supervisory Board. He is also a director of Pirelli and Allianz. He is responsible for all financial and property investments at Edizione srl.

A passionate sportsman, he promotes the Group's sponsorship of rugby, basketball and volleyball. The Benetton Foundation backed the construction of La Ghirada, a sports centre in Treviso.

Gilberto Benetton is married with two daughters.

February 2009

GILBERTO BENETTON

Date of birth: 19 June 1941

Place of birth: Treviso

Address: Via dei Lombardi 3, 31100 Treviso

As of

22 January 2009

COMPANY	POSITION	
Asolo Golf Club (sports assoc.)	Chairman	
Asolo Golf Club Srl	Chairman	
Autogrill SpA	Chairman	
Edizione Srl	Chairman	*
Verde Sport SPA	Chairman	
Fondazione Benetton	Dep. Chairman	
Immobiliare Marca S.r.l.	Sole Director	
Regia Srl	Sole Director	
AtSantia SpA	Director	
Benetton Group SpA	Director	
Allianz SpA	Director	
Mediobanca SpA	Director	**
Pirelli & C. SpA	Director	
Sintonia SA	Director	

* As a result of the merger of Edizione Holding Spa and Sintonia Spa into Ragione SpA on 1 January 2009, the name of Ragione was changed to Edizione Srl

** Mediobanca: Member of the Supervisory Board from 2007 to October 2008

ACCEPTANCE OF THE NOMINATION TO THE POSITION OF BOARD DIRECTOR OF
ATLANTIA S.P.A.

I, the undersigned Alessandro BERTANI, born on 11 April 1966 in Rho (MI) with address for service at Mediobanca, Piazzetta Enrico Cuccia 1, Milan, tax code BRT LSN 66D11 H264T, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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:

X 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.

24 March 2009
Yours faithfully,

Alessandro BERTANI
(illegible signature)

REPRESENTATION

I, the undersigned Alessandro BERTANI, born on 11 April 1966 in Rho (MI), tax code BRT LSN 66DII H264T, 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 D.Lgs.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,

24 March 2009

Alessandro BERTANI
(illegible signature)

ALESSANDRO BERTANI

Born on 11 April 1966 in Rho (MI)
Resident at Via Cervara 8, Santa Margherita Ligure

Degree

March 1990 cum laude in Business Administration from Bocconi University

Professional experience

At Mediobanca – Investments and Special Business Division from January 1992. Officer in 1995. Director in 2000, Deputy General Manager from April 2006.

Positions currently held

Directorships

- FROM 2000 Burgo Group SpA
- FROM 2005 Istituto Europeo di Oncologia Srl (I)
- FROM 2006 ASA Autostrade Sud America Srl
- FROM 2008 Sintonia SA
- FROM 2008 Schemaventotto SpA

19 March 2009

(I) Member of the Executive Committee

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

I, the undersigned Stefano CAO, born on 16 September 1951 in Rome with address for service at Sintonia SA, 1 place d'Armes, Luxembourg, tax code CASFN51P16H501J, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 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.

27 March 2009

Yours faithfully

(signature)

Stefano CAO

REPRESENTATION

I, the undersigned Stefano CAO, born on 16 September 1951 in Rome, tax code CASFN51P16H501J, 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 D.Lgs.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,

23 March 2009

(signature)
Stefano CAO

Stefano Cao was the General Manager of the Exploration & Production Division of ENI to August 2008. From April 2007 to April 2008 he was an independent director of Telecom SpA

Stefano Cao was born in 1951 in Rome and holds a degree in Mechanical Engineering.

He joined Saipem SpA in 1976 where he was employed as a Field Engineer and Operations Manager in the Offshore Construction Division. He was the site manager for the laying of the cauterized Transmed submarine gas pipeline between Tunisia and Sicily at a depth of over 600 metres.

From 1980 to 1986 he held numerous international positions: project manager in the United Kingdom; area manager in Denmark; General Operations Manager of a number of large open sea pipeline projects in the North Sea.

On his return to Italy in 1986, he was appointed Engineering Manager and in 1988 Deputy General Manager and Operations Manager of the Offshore Construction Division of Saipem SpA. With the acquisition of the vessel "Saipem 7000", the world's most advanced heavy lift vessel, the Division increased its technological expertise and becoming leader in the installation of large hydrocarbon platforms.

He was appointed General Manager of Technical and Commercial Operations at Saipem SpA in 1993, Chief Operating Officer in 1996 and Chairman and CEO of Saipem in 1999.

During this period, Saipem experienced significant growth that included the expansion of its deep sea drilling capabilities through the addition to its fleet of the "Scarabeo 7" and the "Saipem 10000" in addition to the engineering and construction of pipe laying equipment for the "Saipem 7000" for the completion of the Blue Stream Project Contract in joint venture with Gazprom and ENI. This project was the most complex submarine gas pipeline ever built (depth of over 2,100 metres).

Cao left Saipem SpA in 2000 and was appointed General Manager of the Exploration & Production Division of ENI SpA.

The independent exploration and production company, Lasmo PLC, was acquired by public tender offer in 2001, which was a turning point for the growth of the Division's hydrocarbon production.

During the same period, ENI became the Sole Operator of a Consortium of global oil majors for the development of the Kashagan field, the largest petroleum discovery for 35 years in the Kazakh section of the Caspian Sea.

The Norwegian Fortum, 'Mboundi Oil Field in the Congo and the petroleum production assets of the Dominion company were acquired between 2004 and 2007.

From 2002 to 2006, Cao was Chairman of Assomineraria, an affiliate association of Confindustria representing petroleum exploration, production and energy minerals companies and their construction companies and from 2002 to 2006 was the President of ENI Corporate University SpA, which is responsible for employing and training human resources for positions throughout the world.

He was appointed CEO of Sintonia SA on 16 February.

SCHEDULE OF POSITIONS HELD

Current positions held in corporate bodies:

- CEO of Sintonia SA (from 16 February 2009)
- Director of Telecom SpA (from 27 February 2009)
- Director of Gemina SpA (from 16 March 2009)
- Director of Aeroporti di Roma SpA (from 11 March 2009)

**ACCEPTANCE OF THE NOMINATION TO THE POSITION OF BOARD DIRECTOR OF
ATLANTIA S.P.A.**

I, the undersigned Giovanni CASTELLUCCI, born on 23 July 1959 in Senigallia (AN) with address for service at ATLANTIA SpA, Via Antonio Nibby 20, Rome, tax code CSTGNN59L23I608X, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 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.

27 March 2009

Yours faithfully,

Giovanni CASTELLUCCI
(illegible signature)

REPRESENTATION

I, the undersigned Giovanni CASTELLUCCI, born on 23 July 1959 in Senigallia (AN), tax code CSTGNN59L23I608X, 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,
27 March 2009*

*Giovanni CASTELLUCCI
(illegible signature)*

CASTELLUCCI Giovanni

Place and date of birth

Senigallia (AN), 23 July 1959

Secondary education and degrees

- Diploma in the classics from the Liceo Perticari in Senigallia with a score of 58/60
- Degree in Mechanical Engineering from the Università degli Studi, Florence (1984) cum laude
- Masters Degree in Business Administration from S.D.A. Bocconi, Milan (1987). Diploma.

Foreign languages

English
French

Personal

Married with Francesca, one daughter aged 21, Chiara, and one son aged 16, Clemente

Current position

CEO of Autostrade per l'Italia SpA and Atlantia SpA

Professional experience

From 1985 to 1987 employed at a small engineering company.

From 1988 to 1999 worked at the BOSTON CONSULTING GROUP (BCG) as a Consultant, Case Leader and Manager of the Paris (to 1991) and Milan (from 1991) offices.

Became a Group Partner and Head of Italian Consumer Services and Pharma Practices in 1994.

Appointed CEO of the BARILLA Group in January 2000.

Appointed General Manager of AUTOSTRADE SpA in June 2001.

Appointed CEO of AUTOSTRADE PER L'ITALIA SpA while maintaining the position of General Manager of AUTOSTRADE SpA

Appointed CEO of AUTOSTRADE SpA in April 2006 which was subsequently renamed ATLANTIA SpA

He also holds the position of Deputy Chairman of IMPREGILO SpA

The following list as of 18 March 2009 is provided at your request:

<i>Company</i>	<i>Position</i>
Autostrade Sud America Srl	CEO
Atlantia SpA	CEO
Autostrade per l'Italia SpA	CEO
IGLI SpA	Director
Impregilo SpA	Deputy Chairman

Rome 18 March 2009

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

I, the undersigned Roberto CERA, born on 24 June 1955 in Milan with address for service at Bonelli Erede Pappalardo, Via Salaria 259, Rome, tax code CRERRT55H24F205O, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 not to be in the possession of the requisites for election as an independent Director.

23 March 2009

Yours faithfully,
(signature)
(Roberto CERA)

REPRESENTATION

I, the undersigned Roberto CERA, born on 24 June 1955 in Milan, tax code CRERRT55H24F205O, 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 D.Lgs.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.

23 March 2009

Yours faithfully,

(signature)

(Roberto CERA)

Personal Profile

Roberto Cera, born on 24 June 1955 in Milan. Holder of a degree in law with the highest score awarded in 1978 by the Università Statale of Milan and registered attorney-at-law at the Court of Milan from 1981 and admitted to practice at the Court of Cassations.

During the 1980s Cera practised at the law firm of Prof. Mario Casella in Milan, initially primarily engaged in litigation, he then practised company law in a field that of particular legal interest, complexity and importance. He is currently practising as a partner of the firm Bonelli Erede Pappalardo almost exclusively advising clients on corporate transactions and non-routine financial matters, in particular, mergers and acquisitions, public tender offers and related matters, corporate finance in general, joint ventures, investments, including private equity, by participating in leading transactions in the Italian and international markets.

He has been involved in placements of Italian equities, such as Enel SpA, Finmeccanica SpA, as advisor to the underwriters and primary and secondary market placements. He also acts as advisor to issuers including TERNA SpA He is an expert in financial markets law.

He has expertise in both ordinary and structured acquisition financing.

He is also an expert in real estate financing, in which he has been involved from the commencement of its development in Italy, relating to strategic and non-strategic properties and shopping centres.

He is a member of the Board of Directors of Atlantia SpA.

ACCEPTANCE OF THE NOMINATION TO THE POSITION OF BOARD DIRECTOR OF ATLANTIA
S.P.A.

I, the undersigned Gian Maria GROS-PIETRO, born on 4 February 1942 in Turin with address for service at ATLANTIA SpA, Via Antonio Nibby 20, Rome, tax code GRSGMR42B04L2I9N, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 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,

Gian Maria GROS-PIETRO
(illegible signature)

31 March 2009

REPRESENTATION

I, the undersigned Gian Maria GROS-PIETRO, born on 4 February 1942 in Turin, tax code GRSGMR42B04L219N, 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 D.Lgs.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,

(Gian Maria GROS-PIETRO)
(illegible signature)

31 March 2009

Gian Maria Gros-Pietro

Gian Maria Gros-Pietro

Curriculum Vitae

Gian Maria Gros-Pietro has been chairman of Atlantia (previously Autostrade) since June 2002. He is also an independent director of Fiat, Edison and Seat Pagine.Gialle (until the shareholders' meeting of 9 April 2009).

He is a member of the Steering Committee of the Council of Confindustria and Chairman of Federtrasporto, the federation of Confindustria member transport companies. He is also a member of the General Board and the Steering Committee of Assonime as well as the Executive Committee of the Rome Industrialist Association (*Unione degli Industriali e delle Imprese di Roma*).

He is a lecturer in microeconomics at the LUISS Guido Carli University in Rome and is the head of the University's Department of Economic and Corporate Sciences. He is a member of the *Consiglio Nazionale dell'Economia e del Lavoro*.

From November 1999 to May 2002 he was Chairman of ENI and, from June 1997 to November 1999, also of IRI.

He was previously a director of ANAS - Ente Nazionale per le Strade (1995-1996); a member of the Italtating's Rating Committee (1995-1996); Director of the University of Turin representing CNR for more than a decade and a member of various Boards of Directors (including Finmeccanica, Teknecomp, Cassa di Risparmio di Torino).

He was head of Ceris from 1974 to 1995 which is the main commercial body of the National Council of Research. His responsibilities included the analysis of major corporations, using publicly available financial statements, industrial structure, management economics and the analysis of investments, corporate innovation and innovative strategies.

He is a member of the Academic Committees of the periodicals "*L'Industria*" and "*Mercato, Concorrenza e Regole*". He is also a member of the Executive Committee and the General Board of the Aspen Institute and the International Business Council of the World Economic Forum.

Rome, 31 March 2009

Gian Maria GROS-PIETRO

(illegible signature)

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

I, the undersigned Carlo MALINCONICO, born on 31 May 1950 in Rome with address for service at Via del Teatro Valle 20, Rome, tax code MLNCRL50E3IH50IL, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 S.p.A 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 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.

23 March 2009

Yours faithfully,

Carlo MALINCONICO

(illegible signature)

REPRESENTATION

I, the undersigned Carlo MALICONICO, born on 31 May 1950 in Rome, tax code MLNCRL50E31H501L, 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,
23 March 2009

(Carlo MALINCONICO)
(illegible signature)

CARLO MALINCONICO

PERSONAL DATA

Date of birth: 31 May 1950

Place of birth: Rome

CURRENT PROFESSIONAL POSITIONS

- Ordinary Professor of European Law at the Università degli Studi of Rome – Tor Vergata;
- Hon. Section President of the Council of State;
- President of FIEG – *Federazione Italiana Editori di Giornali*;
- Attorney-at-law admitted to practice in superior courts;
- Member of the Central Taxation Board
- Lecturer at the Higher School of Economics and Finance “Ezio Vanoni”;
- Member of the *Consiglio dell'Ordine al merito della Repubblica Italiana della Presidenza della Repubblica Italiana*.

PREVIOUS PROFESSIONAL POSITIONS

- Secretary General of the President of the Council of Ministers from 17 May 2006 to 8 May 2008;
- Vice Chancellor of the Higher School of Economics and Finance 2005/2006;
- Ordinary Professor of European Law at the Università degli Studi of Udine from 2002 to 2005;
- Member of the Council of State (*Consiglio di Stato*) from December 1983 to April 2002;
- Head of the Legal Affairs and Legislation Department of the Prime Minister's Office from May 1996 to July 2001;
- Member of the Federal Court of the Italian Football Federation until July 2006;
- Director of ACEGAS spa of Trieste until April 2003;
- Director General of the Regulatory Authority for Electricity and Gas, 2001 and 2002
- Coordinator of the mission of the President of the Council of Ministers for special procedures regarding litigation with European Institutions from 2001 to 2002;
- President of the Commission for the transposition of Community Directives, pursuant to article 19 of Law 183 of 16 April 1987, from 1996 to 2001;
- Chair of the “package meetings” with the European Commission to examine disputes at the pre-trial stage arising from the application of provisions on the single market, from 1996 to 2001;

- Legal adviser to the Italian competition authority (*Autorità garante della concorrenza e del mercato*) from July 1992 to December 1997;
- Regulatory Authority for Electricity and Gas Expert, from 1998 to 2001
- Head of the legislative office of the Ministry of Finance from March 1995 to May 1996
- Member of the Board of Auditors of the Italian Foreign Exchange Office in 1996
- Member of the UNIRE Disciplinary Committee in 1994-1995
- Head of the legislative office of the Ministry of State Contributions from July 1990 to July 1992
- Member of the study commission to examine problems relating to the privatisation of management bodies and companies belonging to the state contributions system
- Member of the Ministerial Commission to draft implementing regulations for the Outline Act on Public Works (the “Merloni Act”)
- Member of the steering group of the Danish pilot project to set up a network of independent public procurement authorities, with the support of the European Commission (1996-2002)
- Member of the Board of the Banca Nazionale del Lavoro-Credito Industriale SPA from 1989 until the company's merger with the Banca Nazionale del Lavoro in 1994
- Legal advisor to the legislative departments of the following Ministries from 1986 to 1990: Ministry of the Merchant Marine, President of the Council of Ministers, Ministry of Transport, Ministry of Finance
- Member of the Commission on the Federal Rules Book of the Federation of Italian Basketball in 1986
- State Counsel from 1976 to 1985;

PUBLICATIONS

AUTHOR OF:

1. *Manuale breve di diritto amministrativo*, Giuffrè, Milan, 2008;
2. “*Il project financing*” in *Trattato sui contratti pubblici diretto* by Sandulli M.A., De Nictolis R, and Garofoli R., Giuffrè, Milan, 2008.
3. “*I beni ambientali*”, monograph in *Trattato di diritto amministrativo diretto* by G. Santaniello, ed. CEDAM, 1991, second edition to be published soon;
4. *Codice degli appalti pubblici e privati*, 8th edition, Il Sole 24ore - Pirola, Milan, 2008;
5. *Formulario del contenzioso amministrativo*, Giuffrè, Milan, 2005, (co-author and coordinator);
6. “*I principi del Trattato CE in materia di politica monetaria*” in *ASTRID-Rassegna* no. 17 of 2005;
7. “*Gli aiuti di Stato tra obbligo di recupero e preclusioni di diritto processuale interno*”, in *Diritto processuale amministrativo*., Giuffrè, Milan, 2005;

8. *"Il servizio universale dei trasporti"*, speech at the Conference on the Deregulation of Public Services, Università degli Studi di Salerno, 2002;
9. *"Il principio di proporzionalità"* Speech at the Conference "Autorità e consenso nell'attività amministrativa", Varenna 20-22 September 2001, Giuffrè, Milan 2002;
10. Coauthor of *Commento al regolamento di attuazione della legge quadro sui lavori pubblici*, Giuffrè, Milan, 2001;
11. *"Il riordino della normativa su ambiente e tutela del territorio"*, in *Pianificazione territoriali e tutela dell'ambiente*, edited by Franco Bassi and Leopoldo Mazzarolli, Turin, 2000;
12. *"Strumenti per la riforma amministrativa"*, in *Iter Legis*, I, 2000, p. 7;
13. "The institutional profile and powers of the utility regulator", Speech at the Twelfth Plenary Session of the OECD advisory group on privatisation (AGP) in Helsinki, 17-18 September 1998, in *Rivista italiana di diritto pubblico ordinario*, Giuffrè, 1999, 1213;
14. *"Le microriforme in via di attuazione"*, speech at the SIOI Conference, Salerno, 1999, in *Iter legis*, May-June 1999;
15. *"I procedimenti di aggiudicazione"*, in *Il procedimento davanti alle Autorità indipendenti*, *Quaderni del Consiglio di Stato*, Giappichelli, Turin, 1999;
16. *"La legislazione complessa: procedure e strutture dell'istruttoria compiuta dal Governo"*, speech held at the Seminario Nazionale di Studio on "Formazione per le tecniche legislative", Turin 17-18 June 1999, in *Iter Legis*, year III, November-December 1999;
17. *"Ambito soggettivo e oggettivo della legge quadro sui lavori pubblici"*, in *Commento alla legge 19 febbraio 1994, n. 109*, eds. L. Giampaolino, A.M. Sandulli, and G. Stancanelli, Milan, 1999;
18. *"Le concessioni e le convenzioni"* speech at the conference "Servizi pubblici locali e nuove forme di amministrazione" (atti del XLI convegno di studi di scienza dell'amministrazione, Varenna, Villa Monastero, 21-23 settembre 1995), Giuffrè, Milan, 1997;
19. *"Aiuti di Stato"*, in *Trattato di diritto amministrativo europeo diretto* by M.P. Chiti and G. Greco, Milan, 1997;
20. *"Il Consiglio di Stato nel sistema delle autorità indipendenti"* in *Il consiglio di stato e la riforma costituzionale*, ed. CASSESE Sabino, Giuffrè, Milan, 1997;
21. *Persona e mercato* – ed. VETTORI G., Cedam, Padua, 1996;
22. *"Le impugnazioni dei provvedimenti dell'Autorità Garante della concorrenza e del mercato"* – Speech at the conference "Antitrust tra diritto nazionale e diritto comunitario-Antitrust between Ec law and National law" Treviso, 5-6 May 1995, Giuffrè, Milan, 1996;
23. *"Le funzioni amministrative delle autorità indipendenti"*, in *I garanti delle regole*, Bologna, 1996;
24. *"Le norme costituzionali nel pubblico impiego"* (paper for the 39th conference "Studi di scienza dell'amministrazione", Varenna, Villa Monastero, 16-18 September 1993, Giuffrè, Milan, 1995);
25. *"Il nuovo ruolo dell'aeroporto"* – Speech at the conference "L'attività dell'Unione europea, del legislatore italiano,

- dell'Autorità garante della concorrenza e del mercato*", Venice, 14-15 October 1994, Giuffrè, Milan, 1995;
26. "Tutela della concorrenza e aiuti di Stato nel diritto comunitario", in *Studi in onore di Franco Piga*, Milan, 1992 in *Riv.it.dir.pubbl.comunitario*, 1992, 431;
27. *Distretto militare, Digesto pubbl.*, Utet, Turin, 1991, 4th edition, vol IV, 114.
28. *Disciplina militare, Digesto pubbl.*, Utet, Turin, 1990, 4th edition, vol V, 279;
29. "Commento alla direttiva del Consiglio del 18 luglio 1989, che modifica la direttiva 71/305/CEE che coordina le procedure di aggiudicazione degli appalti di lavori pubblici (89/440/CEE)", in *Rivista italiana di diritto pubblico comunitario*, 1991, 215
30. Other numerous essays, notes on court orders and articles on jurisprudence in *Corriere giuridico Ipsoa* in 1985-1986 on various matters such as the requisitions for the public welfare, protection of personal indemnity, product liability in the medical profession, taxation and the environment.
- Co-director of *Rivista Diritto e Politiche dell'Unione Europea*, ed. Giappichelli, Turin;
 - Member of the academic committees of the periodicals: *Diritto processuale amministrativo*, ed. Giuffrè, Milan; *Rivista italiana di diritto pubblico comunitario*, ed. Giuffrè, Milan.

TEACHING ENGAGEMENTS

- LUISS, Rome – Lecturer in competition law during the 1993-94 academic year as part of the supplementary course held by the administrative law, public business law and mass communication law departments;
- Bocconi University, Milan - Lecturer in public-law institutions from the academic year 1999-2000;
- E.T.L. Consortium - European Transport Law of Trieste coordinated by the University of Udine – Lecturer of the masters degree course "European Transportation Law": "General Principles of Community Law", academic year 2001/2002
- Università degli Studi, Lecce - ISUFI – Lecturer for the masters degree course "Public and International Management" – Sector "Institutional Law and Euromediterranean Policies": The role of the European Public Officer, academic year 2001/2002.
- Università degli Studi Milan-Bicocca – The National and European Institutional Law Department – Lecturer in the masters degree course "Community Competition and International Contract Law", academic year 2001/2002
- Università degli Studi, Salerno – Lecturer in environmental law, academic year 2001/2002
- University of Rome Tor Vergata – CEIS – Lecturer for the masters degree course "Competition Law and the Regulation of Public Utilities": Authorised regimes of civil works, expropriations, payments and easements", academic year 2001/2002

EDUCATION

- **1968 -1972 Università degli Studi, Milan**
- **Degree in jurisprudence** with thesis in criminal law: The responsibility of newspaper editors for offences committed through the press.
- **Qualifying examination for admission to the bar**, 1976, at the Milan Court of Appeal
- **Appointed State Prosecutor (*procuratore dello Stato*)** in 1976, following a competitive examination
- **Appointed as a legal trainee (*uditore giudiziario*)** in 1977, following a competitive examination
- **Added to the Commission of the European Communities' reserve list of lawyers** in 1979, following a Europe-wide competitive examination
- **Appointed State Counsel** in 1980, following a competitive examination and then from 1980 to 1985 at the State Counsel's Office of Milan for the defence of and legal advice to the Central and Regional Governments in civil, penal and administrative cases
- **Appointed as an auxiliary judge at the regional administrative courts** in 1980, following a competitive examination
- **Appointed as a member of the Council of State (*Consiglio di Stato*)** in 1985, following a competitive examination

FOREIGN LANGUAGES

- Good knowledge of English (Cambridge certificate in advanced English).
- Average knowledge of French

Rome, 23 March 2009

Carlo MALINCONICO
(illegible signature)

REPRESENTATION OF BEING IN POSSESSION OF THE REQUISITES FOR
INDEPENDENCE
(only for directors)

I, the undersigned Carlo MALINCONICO, born on 31 May 195 in Rome with address for service at Via del Teatro Valle 20, Rome, tax code MLNCRL50E3IH50IL, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 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 art.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.

23 March 2009

Yours faithfully,

Carlo MALINCONICO

(illegible signature)

SCHEDULE OF POSITIONS HELD

I, the undersigned Carlo MALINCONICO, born on 31 May 1950 in Rome with address for service at Via del Teatro Valle 20, Rome, tax code MLNCRL50E3IH501L, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 at the same time, hereby

warrant

to not have positions on management and supervisory boards at other companies.

23 March 2009

Yours faithfully,

Carlo MALINCONICO
(illegible signature)

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

I, the undersigned Giuliano MARI, born on 21 June 1945 in Terracina (LT) with address for service at Viale Avignone 95, Rome, tax code MRAGLN45H2IL120C, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 S.p.A 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 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.

24 March 2009

Yours faithfully,

Giuliano MARI
(illegible signature)

REPRESENTATION

I, the undersigned *Giuliano MARI*, born on 21 June 1945 in Terracina (LT), tax code *MRAGLN45H2IL120Q*, 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 del D 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.

24 March 2009

Yours faithfully,

Giuliano MARI
(illegible signature)

CURRICULUM VITAE
GIULIANO MARI

1968: Degree (I10/I10) in Chemical Engineering from La Sapienza University, Rome.

1969 – 1985: **Analyst and credit risk evaluator in the IMI Loans Department**

1986 - 1992: Head of the **IMI Loans Department**

1992 - 1995: Director of Corporate Finance at **IMI**, responsible for the provision of advisory services to IRI and ENI for the largest trade sale privatisations: Nuovo Pignone, Uva Laminati Piani, Sidermar, Italia di Navigazione, Lloyd Triestino, etc., and for corporate and financial restructuring: Uva and Iritecna, etc.

1992 - 1995: CEO of **Sige Investimenti SpA** investment bank of the IMI group with offices in Milan and assets invested of approximately € 500 million

1995 - 1999: Head of the Merchant Banking division of **IMI SpA**

1999 - 2002: CEO and General Manager of **IMI Investimenti SpA** company with assets exceeding € 2 billion, responsible for all non-financial investments, both listed and unlisted, of the SANPAOLO IMI group (including Edison, ENI, FIAT, H3G, AEM-Torino).

2002 - 2004: **General Manager "Cofiri SpA"**.

Principal Directorships held during career:

- **Engineering:** Chairman of the Remuneration Committee (current)
- **Banca Fideuram:** Member of the Executive Committee
- **Banca IMI**
- **Edison**
- **Aeroporti di Roma**
- **IRIDE:** Member of the Internal Control Committee

Schedule of current Directorships

LISTED COMPANIES

- ENGINEERING INGEGNERIA INFORMATICA SPA - Chairman of the Remuneration Committee

UNLISTED COMPANIES

- BCC PRIVATE EQUITY SGR SPA – Independent Director
- CAMUZZI SPA
- BAGLIETTO GROUP
- ATLANTIS CAPITAL SPECIAL SITUATIONS SPA - Chairman
- CENTROPLAST SPA - Chairman
- DI ZIO COSTRUZIONI MECCANICHE SPA – Chairman
- SELI SOCIETÀ' ESECUZIONE LAVORI IDRAULICI SPA
- SDN SPA
- NUOVA TEATRO ELISEO SPA

REPRESENTATION OF BEING IN POSSESSION OF THE
REQUISITES FOR INDEPENDENCE

(only for directors)

I, the undersigned Giuliano MARI, born on 21 June 1945 in Terracina (LT) with address for service at Viale Avignone 95, Rome, tax code MRAGLN45H21L120C, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 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

I, hereby, undertake to promptly notify any subsequent act or fact that may result in a change to the information contained in this representation.

24 March 2009

Yours faithfully,

Giuliano MARI

(illegible signature)

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

I, the undersigned Francesco Paolo MATTIOLI, born on 9 September 1940 in Rome with address for service at Via Vincenzo Ussani 8, Rome, tax code MTTFNC40P09H501B, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 the 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.

24 March 2009
Yours faithfully,

Francesco Paolo MATTIOLI
(illegible signature)

REPRESENTATION

I, the undersigned Francesco Paolo MATTIOLI, born on 9 September 1940 in Rome, tax code MTTFNC40P09H501B, 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 D.Lgs. 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,

24 March 2009

Francesco Paolo MATTIOLI
(illegible signature)

REPRESENTATION OF BEING IN POSSESSION OF THE REQUISITES FOR INDEPENDENCE

(only for directors)

I, the undersigned Francesco Paolo MATTIOLI, born on 9 September 1940 in Rome with address for service at Via Vincenzo Ussani 8, Rome, tax code MTTFNC40P09H501B, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 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.

to 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.

24 March 2009

Yours faithfully,

Francesco Paolo MATTIOLI
(illegible signature)

Francesco Paolo Mattioli

Born in Rome on 9 September 1940 and resident there at Via Vincenzo Ussani 8, tel. 06.65742731 mobile 335.7854853

- Commenced work in April 1962 at the Rome stock exchange as a stock broker until May 1967.
- From 1 June 1967 employed by Alitalia, to prepare for its stock market listing, in the Financial and Foreign Exchange Division of which he became head in 1972.
- Again in the IRI Group, he was employed by Italstat in February 1974 as Director of Group Finance and Investment Coordination. In May 1975, he became Director of Finance of Fiat and, subsequently, in 1978, also of Planning, Administration and Control.
- In 1979, he became assistant to the CEO of Fiat Auto (Ghidella, engineer) responsible for Administration, Planning, Control, Finance, Legal and Company Affairs.
- On 1 January 1981, he was appointed Head Office Director of Fiat SpA responsible for all financial activities and Diversified Sectors of the Group.
- He became Chief Financial Officer of Fiat SpA in 1992.
- On 1 July 1999, he was appointed Executive Vice President Fiat SpA responsible for Diversified Sectors.
- As an advisor to Fiat, he is currently responsible for the High Speed/Capacity Rail Project for the lines for which Fiat is General Contractor (Florence-Bologna and Turin-Milan) pursuant to the FS/Fiat agreement of October 1991, for which he has been directly responsible since inception.

Education:

- Diploma in the classics in 1958 from the Collegio S. Giuseppe Istituto De Merode, Rome.
- Graduated in jurisprudence from the La Sapienza University, Rome, in February 1963.
- Masters Degree in Business Administration in September 1970 awarded by Harvard University, Boston.
Lecturer in Microeconomics and Corporate Finance at ISVOR, Turin.

Previous positions

Chairman: FIDIS, PRIME, IMPREGILO, COGEFAR-IMPRESIT, ATTIVITÀ' IMMOBILIARI. Deputy

Chairman: GEMINA, RINASCENTE, BANCA AMBROSIANO-VENETO, TORO ASSICURAZIONI, SNIA BPD.

Currently, at the Fiat Group, Vice President of Fiat Partecipazioni SpA, member of the Board of Directors of ITEDI (editorial, communications and publicity sub-holding company) and Fiat Group International.

Chairman of Sofipa SGR SpA (Unicredito Group)

Director of Beretta Holding SpA, Prysmian SpA, SARA Assicurazioni SpA, SARA Immobili SpA, ATLANTIA SpA and Alitalia SpA

(illegible signature)

March 2009

Francesco Paolo Mattioli Via
Vincenzo Ussani 8
00100 Rome

Atlantia SpA

Please be advised that I am a member of the Boards of Directors of the following companies.

ITEDI SpA	Turin	03670960016	Board Member
Fiat Partecipazioni SpA	Turin	01641110018	Deputy Chairman of the Board
Fiat Group International.	Lugano, Switzerland	n/a	Board Member
Beretta Holding SpA	Gardone di Val Trompia	03297010179	Board Member
Prysmiam SpA	Milan	REA 04866320965	Board Member
Sara Assicurazioni SpA	Rome	00885091009	Board Member
Sara Immobili SpA	Rome	03643340965	Board Member
Alitalia SpA	Rome	02500880121	Board Member
Sofipa SGR SpA	Rome	05383401006	Chairman of the Board

Yours faithfully,

Francesco Paolo MATTIOLI
(illegible signature)

Rome, 16 March 2009

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

I, the undersigned Gianni MION, born on 6 September 1943 in Vò (PD) with address for service at Edizione S.r.l., Calmaggione 23, Treviso, tax code MNIGNN43P06M103I, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 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.

23 March 2009

Yours faithfully,

Gianni MION
(illegible signature)

REPRESENTATION

I, the undersigned Gianni MION, born on 6 September 1943 in Vò (PD), tax code MNIGNN43P06MIO3I, 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,

23 March 2009

Gianni MION
(illegible signature)

Curriculum Vitae

Mion Gianni

Born September 6, 1943

Married - Two children

Graduated in Economics from the University of Venice in 1966

**Managing Director of Edizione Srl (Holding company of the Benetton Family)
since 1986**

Present Positions: **Member of the Board of Directors of the following
companies:**

Benetton Group

Autogrill

Atlantia

Fondazione Cassa di Risparmio di Venezia

Luxottica Group

Burgo Group

Previous Positions: **CFO Marzotto SpA (1985-86)**
CEO Fintermica SpA (1983-85) Deputy General
Manager Gepi SpA (1974-1982) Controller di McQuay
Europe SpA (1973-1974) Auditor with KPMG
(formerly Peat Marwick, Mitchell) 1967-1973)

Treviso, March 2009

POSITIONS HELD BY DR. GIANNI MION

As of March 2009

<i>COMPANY</i>	<i>POSITION</i>	<i>APPOINTMENT</i>	<i>UNTIL</i>
AUTOGRILL SPA	DIRECTOR	19/5/1997	31.12.2010
		15/5/2001	31.12.2010
AUTOGRILL GROUP INC.	DIRECTOR MEMBER OF THE HUMAN RESOURCES COMMITTEE	26.2.2009	
ATLANTIA SPA (previously Autostrade)	DIRECTOR	from 19.4.2000	31.12.2008
	MEMBER OF THE HUMAN RESOURCES COMMITTEE		31.12.2008
	EXECUTIVE COMMITTEE		31.12.2008
BENETTON GROUP SPA	DIRECTOR	from 22.11.1990	31.12.2009
	EXECUTIVE COMMITTEE		31.12.2009
BRENVEY	DIRECTOR	21.05.2008	
BURGO GROUP SPA	DIRECTOR	28/4/2004	
	MEMBER OF THE HUMAN RESOURCES COMMITTEE	11/5/2007	
EDIZIONE SRL	CEO	01/01/2009	31/12/2011
FONDAZIONE CASSA DI RISPARMIO DI VENEZIA COMMISSIONE PER IL PATRIMONIO	CONSIGLIERE GENERALE	11 April 2003	23.4.2013
		from 16.07.2004	
LUXOTTICA GROUP SpA	DIRECTOR CHARIMAN OF THE HUMAN RESOURCES COMMITTEE	from 14/9/2004	31.12.2008
IL GAZZETTINO SPA	DIRECTOR	from 4.8.2006	31.12.2008
EUROSTAZIONI SPA	DIRECTOR	from 25/5/99	31.12.2010
SINTONIA SA	DIRECTOR	from 19.11.2001	Annual re-election

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

I, the undersigned Giuseppe PIAGGIO, born on 8 March 1938 in Aosta with address for service at my office at Corso Padre Lorenzo 29, Aosta, tax code PGGGPP38C08A326H, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 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.

23 March 2009

Yours faithfully,

Giuseppe PIAGGIO

(illegible signature)

REPRESENTATION

I, the undersigned Giuseppe PIAGGIO, born on 8 March 1938 in Aosta, tax code PGGGPP38C08A326H, 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 D.Lgs.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,

23 March 2009

Giuseppe PIAGGIO
(illegible signature)

CURRICULUM VITAE

Giuseppe Piaggio, born on 8 March 1938 in Aosta where he is resident at Via Sant'Anselmo 4; married with three children.

Graduated in Economics and Commerce from the Università degli Studi, Turin on 8 July 1961 scoring 110/110.

Qualified as a chartered accountant (*Dottore Commercialista*) in 1963, currently practising at Corso Padre Lorenzo 29, Aosta, tel.: 0165/267119.

A Registered Official Auditor since 24 June 1970 and, subsequently, an Auditor of Accounts.

Author of certain publications relating to finance and regional economics ("*Ordinamento finanziario della Valle d'Aosta*", 1962, "*Monografia economica della Valle d'Aosta*", 1964, "*2° Monografia economica della Valle d'Aosta*", 1975) and articles appearing in national and regional periodicals.

Extraordinary commissioner appointed by the Ministry of Justice for the founding of the Order of *Dottori Commercialisti* of the Valle d'Aosta.

Activities:

Assistant to the Microeconomics chair at the Faculty of Economics and Commerce of Turin from 1963 to 1966.

Practising *Dottore Commercialista*, following registration on 27 January 1964, in Turin until 1966 and subsequently in Aosta, specialising in taxation, accountancy and company affairs.

Professional activities include and have included positions as statutory auditor and director of listed and unlisted companies (including government owned companies) and entities operating in various sectors including credit, insurance, public concessions, services and manufacturing.

(illegible signature)

Aosta, 16 March 2009

Dr. Andrea Grillo

ATLANTIA SPA

Via A. Bergamini, 50

00159

ROME

Please be advised that I hold the following positions in listed, financial, banking, insurance companies of significant size:

- *Chairman of the Board of Directors of Schemaventotto Spa;*
- *Director of Atlantia Spa;*
- *Director of Impregilo Spa;*
- *Director of Autostrade per l'Italia Spa;*
- *Director of Igli Spa;*
- *Director of Fondazione CRT;*
- *Deputy Chairman of Società Italiana Traforo Monte Bianco.*

Yours sincerely,

Dr. Giuseppe Piaggio
(illegible signature)

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

I, the undersigned Valerio BELIAMOLI, born on 18 January 1960 in Verona with address for service at Sintonia SA, 1 place d'Armes, L - 1136 Luxembourg, tax code BLLVLR60A18L781Z, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 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.

31 March 2009

Yours faithfully,

Valerio BELIAMOLI
(illegible signature)

REPRESENTATION

I, the undersigned Valerio BELIAMOLI, born on 18 January 1960 in Verona (VR), tax code BLLVLR60A18L781Z, 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 D.Lgs.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,
31 March 2009-04-20

Valerio BELIAMOLI
(illegible signature)

CURRICULUM VITAE

Valerio Bellamoli was born in 1960 in Verona and obtained a degree in Civil Engineering in 1985 from the Università degli Studi, Padua.

He obtained a masters degree in Business Administration from INSEAD, Fontainebleau, France in 1990.

He has been General Manager of Sintonia SA, Luxembourg, since April 2008.

He has held positions as director in Italian and international banks and financial institutions primarily working in the field of finance and investments in the infrastructure sector, specifically:

- from 2003 to 2008, various positions in companies in the Cassa Depositi e Prestiti SpA group including Chief Investment Officer of Infrastrutture SpA (2003-2005), Director of Infrastructure and Major Civil Works of Cassa Depositi e Prestiti SpA, (2005-2007), Chief Operating Officer of the Galaxy Fund, Paris, a joint venture between Cassa Depositi e Prestiti SpA, Caisse de Depots et Consignations and KfW specialised in the venture capital investments in infrastructure projects (2007-2008).
- from 2000 to 2003, he was Director of Barclays Capital, Milan.
- from 1995 to 2000, he was director of Mediocredito Centrale SpA, Rome, where he was also the Head of Project Finance.
- from 1988 to 1995 he worked in the Credit Department of IMI SpA at the Padua regional headquarters and subsequently at national headquarters in Rome.

From 1986 to 1988 he obtained professional experience at ECO S.r.l (software) and Americanino SpA (assistant to the GM)

He is currently holds directorships at Investimenti Infrastrutture SpA (from 22 April 2008), Telco SpA (from 29 September 2008) and Aeroporti di Roma SpA (from 11 March 2009).

Luxembourg, **31 MARCH 2009**

SCHEDULE OF POSITIONS HELD

Current positions held in corporate bodies:

- Director of Investimenti Infrastrutture SpA (from 22 April 2008)
- Director of Telco SpA (from 29 September 2008)
- Director of Aeroporti di Roma SpA (from 11 March 2009)

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

I, the undersigned Massimo LAPUCCI, born on 22 November 1969 in Rome with address for service at Sintonia SA, 1, Place d'Armes, L-1136 Luxembourg, tax code LPCMSM69S22H50IT, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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 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.

24 MARCH 2009

Yours faithfully,

Massimo LAPUCCI
(illegible signature)

REPRESENTATION

I, the undersigned Massimo LAPUCCI, born on 22 November 1969 in Rome, tax code LPCMSM69S22H501T, 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 D.Lgs.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,

24 March 2009

Massimo LAPUCCI
(illegible signature)

Massimo Lapucci

Residence: L-1136 Luxembourg

+352 2626 621 (off. tel)

E-mail:

Sintonia SA

+352 621 22 51 76 (mobile)

massimo.lapucci@sintonia.lu

1, Place d'Armes

From 2009, Investment Director in Sintonia SA, investment company headquartered in Luxembourg with a portfolio of investments focused, internationally, on infrastructure and telecommunications specifically motorways, bridges, tunnels, airports and railway stations.

To 2008, head of Strategic Planning, Research and Mergers and Acquisitions for Ferrovie dello Stato SpA (The FS Group holding company).

Consolidated experience in mergers and acquisitions (from origination to closing, primarily in the EU and Middle East) and in strategic and business planning in the transportation, telecommunications, infrastructure and financial services sectors.

Yale World Fellow and Lecturer (Private Equity and M&A) at Yale University (USA). International research into mergers and acquisitions.

Visiting lecturer in "Introduction to business economics" (an English language course) at LUISS.

Many years experience as a Director in EU companies including Rete Ferroviaria Italiana S.p.A, TX Logistik AG (Germany), Logistica SA (France), Intercontainer SA Belgium.

Languages: Italian (first language), English, French and German (all fluent), Spanish (working knowledge).

Professional experience

Sintonia SA

Luxembourg

1/2009 - present

Investment Director

Ferrovie dello Stato SpA

Rome

9/2002 -12/2008

Head of Strategic Planning, Research and Corporate Actions (M&A)

As Head of Corporate Actions, responsible for Group development and direct supervision of portfolio investment strategies, origination, preparation, economic, financial evaluation and execution of corporate actions (corporatisations, acquisitions, spin-offs, mergers, sales of shareholdings and divisions, joint ventures). Also responsible for transactions and negotiations with counterparties from letter of intent to closing.

As head of Strategic Planning and Research for the FS Group, responsible for guidelines and policies relating to planning and strategic control and in charge of implementation. Development of the company's and group's business plans. Responsible for analysis and monitoring of the sector's macroeconomic environment, the competitive environment and competitors through the assessment of business growth opportunities.

Ipse 2000 SpA - (Telefonica Moviles)

Rome/ Madrid

2001 - 2002

Head of Business Planning

Responsible for business planning for the international UMTS start-up project (3G mobile telecoms company). Directly reported to the Director of Strategy and the CEO. As head of Business Planning responsible for the development of a model business plan and various scenarios and business plans to submit to the Board of Directors for examination. Also analysed overall consistency with strategy and value proposition thus assuring the execution of corrective action by the various areas involved needed to assure the results of the plans were consistent with the objectives and strategies identified.

Ernst & Young LLP

Rome, London, Milan

1997 - 2001

Manager

1999

Corporate finance and strategy consultant primarily in the banking, financial institutions, services, telecommunications and energy sectors. Representative of the E&Y European e-Finance competence centre. Initially as consultant and then as manager work on projects with direct contact to chief and senior managers of major corporations in Italy and throughout Europe successfully managing medium to large sized workgroups.

Massimo Lapucci

Andersen Mba SpA **Rome, Milan, London** 1996 - '97

Consultant

Corporate finance consultant in the financial institutions, telecommunications and energy sectors.
Focus on the development of management board systems for local banks; feasibility studies and business planning for non-routine financial transactions.

Avis Rent a Car: **Rome, London** 1996

Financial and business analyst

Preparation of financial, budgeting and financial analyses. Reported to the UK business planning manager.

Education and Fellowships

World Fellows Program Yale University **Yale, Connecticut, USA** 2006 - Jan 2007

2006 World Fellow (only Italian Fellow admitted to date)

<http://www.yale.edu/worldfellows/>

Major: Competitive Strategy - Grand Strategy - China
economic and social changes

Lectured at Yale in corporate strategy (evaluation and M&A), finance, CSR.

Research - "Private Equity and M&A: an international outlook".

London Business School, (Mergers & Acquisitions Programme). **London** 2004

"Muenster University", (Corporate Finance - postgraduate specialisation programme). **Muenster, Berlin** 1995

La Sapienza University, (Degree in Economics and Commerce); ranking: top 2%. **Rome** 1990 -1995

Professional qualifications Certified to practice as a Chartered Accountant (*Dottore Commercialista*).

Selected Publications

- "Surfing the value: social responsibility in management and corporate communication" White paper - *In progress*;
- "La comunicazione del valore d'impresa" - *La comunicazione di pubblica utilità 2* - Franco Angeli Pub. 2004;
- "Evaluation issues in start-up projects: the UMTS case" - *Mobile Communication Press* - Sept. 2002;
- "To be or Net to be" *ISFOL* Institute Pub.- Dee 2000;
- "Financial Risk Management in Banking: recent trends" *Mondo Bancario* (Nr. 4/1999).

Lectureships

- Lecturer in "Introduction to business economics" (lectures in English) LUISS University, Rome 2007-2008;
- "International strategy and M&A operations" - La Sapienza University, Rome; 2003- 2007.
- "Project Financing and Corporate Value" - Master Management in Public Administration- LUMSA University - Roma; 2003-2007.
- "Strategic Planning in start-up project" - Master Media & Entertainment - La Sapienza University, Rome; 2003-2007.
- "Marketing and strategic planning" "LUISS Management" - LUISS University, Rome; 2002.
- "The Fundamental of e-Economy, Centrimark Institute of Prof. W. G. Scott - Catholic University, Milan, 2000.

Personal info.

Citizenship	Italian
	SSN (USA) : xxx-xx-0253
Birth	22 November 1969 - Rome

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

I, the undersigned Marco TRONCONE, born on 1 January 1971 in Naples with address for service at 6 Avenue Joseph Sax , Luxembourg, tax code TRN MRC 71A01 F839K, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA 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 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 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:

X 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.

27 March 2009

Yours faithfully,

Marco TRONCONE
(illegible signature)

REPRESENTATION

I, the undersigned Marco TRONCONE, born on 1 January 1971 in Bologna, tax code 71A01, 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. 1942 of 2 March 1963;
 - 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,

27 March 2009

Marco TRONCONE
(illegible signature)

CURRICULUM VITAE

Born in Naples on 1 January 1971, Marco Troncone has a degree in Chemical Engineering (1994) and a Master's Degree in Business Administration (1996).

From 1994 to 1995, he worked as a process engineer in the Technip group, an engineering company for the petrochemicals sector.

In 1997, he joined AT Kearney, a firm of management consultants, and assisted the senior management of leading Italian and international industrial groups in projects regarding strategy and organisation, development and M&A and planning. He has gained experience specifically in the transportation infrastructure sector (roads and airports), utilities and energy, telecommunications and aerospace & defence for leading Italian and international companies.

He became a Principal in 2004 and, until 2006, was a member of the Core European Telecommunications and High Tech Team.

He became a member of the Core European Transportation and the Core European Energy and Utilities Teams in 2006.

He is currently working in Sintonia SA as Investment Director (from January 2009).

He became a Director of Aeroporti di Roma SpA in March 2009.

SCHEDULE OF POSITIONS HELD

Current positions held in corporate bodies:

- Director of Aeroporti di Roma SpA (from 11 March 2009)

ACCEPTANCE OF THE NOMINATION TO THE POSITION OF STATUTORY AUDITOR OF
ATLANTIA SPA

I, the undersigned Tommaso DI TANNO, born on 8 November 1949 in Andria (BA) with address for service at Via G. Paisiello 33, Rome, tax code DTNTMS49S08A285U, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA of candidates for the position of Statutory Auditor of Atlantia SpA to be appointed at that company's Shareholders' Meeting, first meeting convened for 22 April 2009 at 11:00 a.m. or, if necessary, the second meeting convened for 23 April 2009 at the same time, hereby

accept

the nomination as a **Statutory Auditor** 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 Statutory Auditor of that company;
- the possession of the requisites pursuant to legislation currently in force for the position of Statutory Auditor of Atlantia SpA as per the attached representation;
- the possession of the requisites as required by article 148, third paragraph of Legislative Decree 58/1998 and the requisites for independence as required by article 3.1 of Atlantia SpA's Corporate Governance Code (cross referenced by article 15.2 of the Code);
- to not exceed the cumulative limit of positions held on management and supervisory boards pursuant to legislation as may be in force from time to time.

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.

24 March 2009

Yours faithfully,

Tommaso DI TANNO
(illegible signature)

REPRESENTATION

I, the undersigned Tommaso DI TANNO, born on 8 November 1949 in Andria (BA), tax code DTNTMS49S08A285U, 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 professionalism and integrity as required by articles 1 and 2 of Ministry of Justice Decree 162 of 30 March 2000, specifically including:

with respect to professionalism:

– to have been entered in the Register of Auditors in conformity with the Ministerial Decree of 12 April 1995 as published in the Official Gazette 31-bis of 21 April 1995 and holding the position of Statutory Auditor in the following companies:

- _____ from _____ to _____ ;
- _____ from _____ to _____ ;
- _____ from _____ to _____ ;
- _____ from _____ to _____ ;

*See attached
curriculum
vitae*

ALTERNATIVELY (in the event not in possession of the requisites pursuant to paragraph 1 of article 1 of Ministerial Decree 162/2000)

- to have at least three years experience in those activities listed under letters a), b) and c) of paragraph 2, article 1 of Ministerial Decree 162/2000 as described in detail;
- and to not be in any of the situations listed in paragraphs 4 and 5 of Ministerial Decree 162/2000;

with respect to integrity:

- 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,

24 March 2009

(Tommaso Di TANNO)
(illegible signature)

Prof. Tommaso Di Tanno

Corporate Positions

AIRONE SPA	Chairman of the Board of Statutory Auditors
AIRONE CITY LINER SPA	Chairman of the Board of Statutory Auditors
AIRONE TECHNIC SPA	Chairman of the Board of Statutory Auditors
ALITALIA SPA	Statutory Auditor
ASSICURAZIONI DI ROMA Mutua	Chairman of the Board of Directors
ASSICURAZIONI DI ROMA Vita	Chairman of the Board of Directors
ATLANTIA SPA	Statutory Auditor
BANCA MONTE DEI PASCHI DI SIENA	Chairman of the Board of Statutory Auditors
BRITISH AMERICAN TOBACCO ITALIA SPA	Chairman of the Board of Statutory Auditors
BRITISH AMERICAN TOBACCO SOUTHERN EUROPE SPA	Chairman of the Board of Statutory Auditors
CAI FIRST SPA	Statutory Auditor
EUROPEAN AVIAN SERVICE SPA	Chairman of the Board of Statutory Auditors
INA ASSITALIA SPA	Director
MOVYTEL SPA	Chairman of the Board of Directors
MPS IMMOBILIARE SPA	Chairman of the Board of Statutory Auditors
SISAL HOLDING FINANZIARIA SPA	Chairman of the Board of Directors
SISAL SPA	Chairman of the Board of Directors
VODAFONE OMNITEL NV	Chairman of the Board of Statutory Auditors

Prof. Tommaso Di Tanno

59 years of age, founder of the firm Di Tanno & Associati, with offices in Rome and Milan (25 chartered accountants and 19 attorneys).

Professor of Tax Law at the University of Siena. Coordinator of the Technical Tax Committee of Certi/Bocconi. Lecturer on the specialist course in Tax Law at Bocconi University. Lecturer at the Master's Degree Course in Taxation of "Il Sole 24 Ore". Member of numerous Italian and international taxation research commissions. Director for economic and financial affairs at the Ministry of Finance (1996/2000). Member of the Italian Financial Market Committee.

Chairman of the Board of Directors of Sisal SpA and Assicurazioni di Roma. Member of the Board of Directors of INA-Assitalia SpA Chairman of the Boards of Statutory Auditors of: Banca Monte dei Paschi di Siena; Vodafone Italia and BAT Italia SpA; member of the Board of Statutory Auditors of Atlantia SpA and Alitalia CAI. Retired Chairman of the Boards of Statutory Auditors of Banca Nazionale del Lavoro (2002-2005) and Caltagirone SpA (2004-2007).

March 2009

(illegible signature)

ACCEPTANCE OF THE NOMINATION TO THE POSITION OF STATUTORY AUDITOR OF
ATLANTIA SPA

I, the undersigned Raffaello LUPI, born on 26 August 1956 in Rome with address for service at Via Soana 22, Rome, tax code LPURFL56M26H50IU, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA of candidates for the position of Statutory Auditor of Atlantia SpA to be elected at that company's General Meeting, to be held in first call on 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 at the same time, hereby

accept

the nomination as a **Statutory Auditor** 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 Statutory Auditor of that company;
- the possession of the requisites pursuant to legislation currently in force for the position of Statutory Auditor of Atlantia SpA as per the attached representation;
- the possession of the requisites as required by article 148, third paragraph of Legislative Decree 58/1998 and the requisites for independence as required by article 3.1 of Atlantia SpA's Corporate Governance Code (cross referenced by article 15.2 of the Code);
- to not exceed the cumulative limit of positions held on management and supervisory boards pursuant to legislation as may be in force from time to time.

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.

25 March 2009

Yours faithfully,

Raffaello LUPI
(illegible signature)

REPRESENTATION

I, the undersigned Raffaello LUPI, born on 26 August 1956 in Rome, tax code LPURFL56M26H501U, 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 professionalism and integrity as required by articles 1 and 2 of Ministry of Justice Decree 162 of 30 March 2000, specifically including:

with respect to professionalism:

As an ordinary university professor of tax law from 1 November 1990 and a practising attorney at law since 7 February 1996, to have the professional requisites as required by letter b), paragraph c of article 1 of Ministerial Decree 162/2000.

- to not have been entered in the Register of Auditors in conformity with the Ministerial Decree of 12 April 1995 as published in the Official Gazette 31-bis of 21 April 1995 and hold or have held the position of Statutory Auditor for the following companies:*
 - Autostrade Spa (Atlantia) from 2005 to 2008;*
- and to not be in any of the situations listed in paragraphs 4 and 5 of Ministerial Decree 162/2000;*

with respect to integrity:

- 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,

25 March 2009

Raffaello LUPI
(illegible signature)

FIRST AND LAST NAMES: Rafello Lupi
PLACE AND DATE OF BIRTH: Rome, 26 August 1956
EDUCATION: Degree in Economics and Commerce (July 1979) and in Jurisprudence (December 1982).
PROFESSIONAL QUALIFICATIONS: Attorney at law (and chartered accountant – <i>dottore commercialista</i>)
PLACE OF WORK: Rome
BUSINESS: Tax consultancy and publicist
<p>PUBLICATIONS:</p> <p>Over ten specialist and text books published on taxation in addition to hundreds of essays, articles and notes.</p> <p>Books, only:</p> <p><i>Metodi induttivi e presunzioni nell'accertamento tributario</i>, Giuffrè, 2008-09-08</p> <p><i>Profili Tributari delle fusioni di società</i>, Cedam 1989</p> <p><i>Le Illusioni fiscali</i>, il Mulino, 1996</p> <p><i>La contabilità aziendale spiegata ai giuristi</i>, Cedam, 1995</p> <p><i>Il diritto tributario in mille quesiti</i>, Giuffrè 1995</p> <p><i>Manuale giuridico professionale di diritto tributario</i> IPSOA 2001</p> <p><i>Fiscalità d'impresa e reati tributari</i> Il sole 24 ore 2000</p> <p><i>La fiscalità delle operazioni straordinarie d'impresa</i> (with D. Stevanato), Il sole 24 ore 2002</p> <p><i>Il reddito d'impresa</i> (with F. Crovato) Il sole 24 ore 2002</p> <p><i>Il diritto tributario nei rapporti internazionali</i> (with Stevanato and L. Carpentieri) Il sole 24 ore 2003</p> <p><i>Società diritto e tributi</i>, Il sole 24 ore 2005</p> <p><i>Evasione fiscale, inferno e paradiso</i>, IPSOA, 2008</p>
<p>MISCELLANEOUS: Ordinary Professor of Tax Law since 1990, first at the Ca Foscari University, Venice and then at the Faculty of Jurisprudence, Tor Vergata University, Rome where he still teaches.</p> <p>He was the principal of the central school of taxation of the Ministry of Finance and has participated in numerous research commissions.</p> <p>He was academic coordinator of the periodicals <i>Rivista di Diritto Tributario</i> and <i>Rassegna tributaria</i>. He is one of the founders of the periodical <i>Dialoghi tributari</i> which has been in publication since 2003, which he uses to develop a theory of taxation in accordance with the objectives shown in the attached programme.</p> <p>He is a co-director of a series on current problems of tax law, edited by Cedam. He also directs a series on issues of taxation edited by Il Sole 24 Ore.</p> <p>He established the <i>Fondazione studi tributari</i> in 2006 for the study of tax and administrative law for the determination of commercial capacity through the use of corporate accounting analytical instruments.</p>

ACCEPTANCE OF THE NOMINATION TO THE POSITION OF
STATUTORY AUDITOR OF ATLANTIA SPA

I, the undersigned Alessandro TROTTER, born on 9 June 1940 in Vimercate (MI), with address for service at P.le Cadorna 6, Milan, tax code TRTLSN40H09M052V, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA of candidates for the position of Statutory Auditor of Atlantia SpA to be elected at that company's General Meeting, to be held in first call on 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 at the same time, hereby

accept

the nomination as a **Statutory Auditor** 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 Statutory Auditor of that company;
- the possession of the requisites pursuant to legislation currently in force for the position of Statutory Auditor of Atlantia SpA as per the attached representation;
- the possession of the requisites as required by article 148, third paragraph of Legislative Decree 58/1998 and the requisites for independence as required by article 3.1 of Atlantia SpA's Corporate Governance Code (cross referenced by article 15.2 of the Code);
- to not exceed the cumulative limit of positions held on management and supervisory boards pursuant to legislation as may be in force from time to time.

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.

23 March 2009

Yours faithfully,

Alessandro TROTTER

(illegible signature)

REPRESENTATION

I, the undersigned Alessandro TROTTER, born on 9 June 1940 in Vimercate (MI), tax code TRTLSN40HO9MO52V, 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 professionalism and integrity as required by articles 1 and 2 of Ministry of Justice Decree 162 of 30 March 2000, specifically including:

with respect to professionalism:

- to have been entered in the Register of Auditors in conformity with the Ministerial Decree of 12 April 1995 as published in the Official Gazette 31-bis of 21 April 1995 and hold or have held the position of Statutory Auditor for the following companies:
 - Rotolilo Lombarda SpA from 1980 to present;
 - Unicredit Banca SpA from 2000 to present;
 - TLX SpA from 2000 to present.

ALTERNATIVELY (in the event not in possession of the requisites pursuant to paragraph 1 of article 1 of Ministerial Decree 162/2000)

to have at least three years experience in those activities listed under letters a), b) and c) of paragraph 2, article 1 of Ministerial Decree 162/2000 as described in detail;

- and to not be in any of the situations listed in paragraphs 4 and 5 of Ministerial Decree 162/2000;

with respect to integrity:

- 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,

23 March 2009

Alessandro TROTTER

(illegible signature)

OTHER ATTACHMENTS:

- Curriculum vitae
- Schedule of positions held

PROFESSIONAL CURRICULUM OF ALESSANDRO TROTTER

- Born on 9 June 1940 in Vimercate (MI), professional practice (Chartered Accountant – *Dottore Commercialista*) at Piazzale Cadorna 6, Milan (Tel. 02.72010553 - Facsimile. 02.72010546 - 72021770 - e-mail atrotter@trotter.it).
- Graduate in Economics and Commerce, Chartered Accountant (*Dottore Commercialista*) and, since 1967, Auditor
- Professional practice opened in January 1974 in Milan.

The practice, bearing the name of Trotter Studio Associato, consists of chartered accountants, civil attorneys-at-law, graduate employees and ten clerical and miscellaneous staff. Advisory services are provided to Italian and international clients operating in the industrial, banking and service sectors.

In the course of the practice's business, he has accepted positions of responsibility and trust for the Courts of Milan, Monza and the Ministry of Finance. He is Statutory Auditor and Chairman of the Boards of Statutory Auditors for companies and banks including Atlantia SpA, Autostrade per l'Italia SpA, Unicredit Consumer Financing SpA, Unicredit Banca SpA and Impregilo SpA He is a director of Equitalia Esatri SpA.

He has served as a Director of Banca Agricola Milanese, Banca Popolare di Milano; Deputy Chairman of Centrobanca SpA; Chairman of Italfondario SpA to December 2000; and, Executive Director of Mediobanca SpA He was President of the Italian institute of *Dottori Commercialisti* of Monza for the three years from 1989 to 1998.

Milan, 13 March 2009

(illegible signature)

DOTT. ALESSANDRO TROTTER

DOTTORE COMMERCIALISTA

PIAZZALE LUIGI CADORNA, 6 - 20123 MILANO

TEL. 02-7201 0553 (R.A.) - FAX 02-72010546 - 72021770 - 30410268

Milan, 13 March 2009

**Positions as Statutory Auditor or Director:
(* - position held for more than five years)**

ATLANTIA SPA Via Bergamini,50 <u>00159 ROME</u> VAT REGISTRATION NO. 03731380261	Statutory auditor Listed holding company	*
AUTOSTRADA PER L'ITALIA SPA Via Bergamini,50 <u>00159ROME</u> VAT REGISTRATION NO. 07516911000	Chairman of the Board of Statutory Auditors Motorway concessionaire	
EQUITALIA ESATRI SPA Via dell'Innovazione, 7 20126 MILAN VAT REGISTRATION NO. 09816500152	Director Tax collection	
IMPREGILO SPA Viale Italia, 1 20099 SESTO SAN GIOVANNI VAT REGISTRATION NO. 02895590962	Statutory Auditor Construction company	
PETRACO SPA Galleria Passatella, 2 <u>20122 MILAN</u> VAT REGISTRATION NO. 01480930153	Chairman of the Board of Statutory Auditors Petroleum product traders	*
RADIALE ELETTRONICA SRL Via Concordia 5 <u>20094 ASSAGO (MI)</u> VAT REGISTRATION NO. 04208310153	Chairman of the Board of Statutory Auditors Electronic product traders	*
FOTOLITO LOMBARDA SPA Piazzale Cadorna, 6 <u>20122 MILAN</u> VAT REGISTRATION NO. 10502500159	Chairman of the Board of Statutory Auditors Graphics	*

<p>SCHEMAVENTOTTO SpA Corso Trieste, 170 <u>10024 MONCALIERI (TO)</u> VAT REGISTRATION NO. 08015500013</p>	<p>Statutory auditor Holding company</p>	<p>*</p>
<p>SIENA MORTGAGES 00-1 SPA Via Pontaccio, 10 <u>20121 MILAN</u> VAT REGISTRATION NO. 13039920155</p>	<p>Statutory auditor s.p.v. for securitisations</p>	<p>*</p>
<p>SITECH in liquidation Via Bergamini, 50 <u>00159 ROME</u> VAT REGISTRATION NO. 05787751006</p>	<p>Chairman of the Board of Statutory Auditors Holding company</p>	<p>*</p>
<p>TLX SPA Corso Italia, 3 <u>MILAN</u> VAT REGISTRATION NO. 03421230966</p>	<p>Chairman of the Board of Statutory Auditors Financial instruments market</p>	
<p>ULISSE SPA Via Pontaccio, 10 <u>20121 MILAN</u> VAT REGISTRATION NO. 13039940153</p>	<p>Statutory auditor s.p.v. for securitisations</p>	<p>*</p>
<p>UNICREDIT CONSUMER FINANCING BANK SPA Via Calabria, 31 <u>20158 MILAN</u> VAT REGISTRATION NO. 12916650158</p>	<p>Statutory auditor Bank</p>	<p>*</p>
<p>UNICREDIT BANCA SPA Via Zamboni, 20 <u>40126 BOLOGNA</u> VAT REGISTRATION NO. 02843911203</p>	<p>Chairman of the Board of Statutory Auditors Bank</p>	

Yours faithfully,
(illegible signature)

Alessandro Trotter

**ACCEPTANCE OF THE NOMINATION TO THE POSITION OF ALTERNATE
STATUTORY AUDITOR OF ATLANTIA SPA**

I, the undersigned Giuseppe Maria CIPOLLA, born on 14 February 1964 in Palermo, with address for service at the Studio legale tributario, Viale Mazzini 11, Rome, tax code CPLGPP64BI4G273Y, having been included in the joint list of SINTONIA SA and SCHEMAVENTOTTO SpA of candidates for the position of Alternate Statutory Auditor of Atlantia SpA to be elected at that company's General Meeting, to be held in first call on 22 April 2009 at 11:00 a.m. or, if necessary, in second call on 23 April 2009 at the same time, hereby

accept

the nomination as a **Statutory Auditor** 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 Statutory Auditor of that company;
- the possession of the requisites pursuant to legislation currently in force for the position of Statutory Auditor of Atlantia SpA as per the attached representation;
- the possession of the requisites as required by article 148, third paragraph of Legislative Decree 58/1998 and the requisites for independence as required by article 3.1 of Atlantia SpA's Corporate Governance Code (cross referenced by article 15.2 of the Code);
- to not exceed the cumulative limit of positions held on management and supervisory boards pursuant to legislation as may be in force from time to time.

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.

25 March 2009

Yours faithfully,

Giuseppe Maria CIPOLLA

(illegible signature)

REPRESENTATION

I, the undersigned Giuseppe Maria CIPOLLA, born on 14 February 1964 in Palermo, tax code CPLGPP64BI4G273Y, 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 professionalism and integrity as required by articles 1 and 2 of Ministry of Justice Decree 162 of 30 March 2000, specifically including:

with respect to professionalism:

- to have at least three years experience in those activities listed under letters a), b) and c) of paragraph 2, article 1 of Ministerial Decree 162/2000 as described in detail; .*
- and to not be in any of the situations listed in paragraphs 4 and 5 of Ministerial Decree 162/2000;*

with respect to integrity:

- 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,

Giuseppe Maria CIPOLLA

(illegible signature)

25 March 2009

Curriculum vitae

Born on 14 February in Palermo, he is an extraordinary professor of Tax law at the Faculty of Jurisprudence of the Università degli studi, Cassino. He also teaches Comparative tax systems at the Faculty.

He is a visiting lecturer in Tax law at the Faculty of Jurisprudence at LUISS University – Guido Carli (“LUISS”).

He is a permanent lecturer at the Professional Law School of LUISS and the Postgraduate course in Tax Law, Accountancy and Tax Planning organised by the LUISS Business School.

He is a member of the academic committee for:

a) the doctorate research programme in Corporate Tax Law, LUISS (associates: Università degli studi, Cassino, Università degli studi, Teramo, Università degli studi, Campobasso), which has been co-financed since its inception by Università degli studi, Cassino;

b) the doctorate research programme on the protection of fundamental rights in case law of the national constitutional and other European courts administrated by Università degli studi, Cassino;

c) the Advanced Tax Law, Accountancy and Tax Planning course organised by the LUISS Business School. As part of that course, he was also responsible for the Assessments and tax procedures module for the academic year 2001-2002.

d) of the periodical *Rivista di diritto tributario*, ed. Giuffrè SpA;

e) of the periodical *TributImpresa*, ed. Istituto Poligrafico e Zecca dello Stato SpA

He is a member of the Research Commission on Tax Procedures under the auspices of the institute of chartered accountants (*dottori commercialisti*) of Rome.

He has been a member of the institute of attorneys-at-law of Rome and subsequently was admitted to practice before the Court of Cassations and other higher courts. Specialisations: tax procedures, tax audits, assessments, income taxes, VAT, stamp duty, international taxation, local taxes, duties, customs and excise.

In 2006, he was given academic responsibility for the training of tax magistrates of Lazio, Molise and Campania under the auspices of the Università degli studi, Cassino with the support of the Presidency of the Tax Tribunal.

He has held in the past and currently holds lectureships at the Higher School of Economics and Finance E. Vanoni of the Guardia di Finanza Academy and at the Tax Police School in Rome.

He was awarded a degree in Jurisprudence by the Catholic University of the Sacred Heart in Milan scoring 110/110.

As a doctor of research, he conducted research at the University of Rome Tor Vergata from 1995 to 2001.

By the Presidential Decree of 22 January 1996, he was appointed as a regular member of the Council of Administrative Justice for the Region of Sicily – Consultative Section. He participated in the Council without interruption from June 1996 to March 2004.

He is the author of the following publications:

➤ Monographs:

- *La prova tra procedimento e processo tributario*, Padua, 2005, pp. XVI-750.

➤ Articles, Entries in encyclopedias and Comments on court cases:

1. “*Il nuovo regime fiscale dei certificati di deposito e dei depositi bancari*”, in *Banche e Banchieri*, nos. 7/8 and 9 of 1988;
2. “*Il mercato unico europeo e la tassazione dei redditi derivanti da investimenti in depositi bancari e valori mobiliari*”, in *Banche e Banchieri*, nos. 5, 6 and 7/8 of 1989;
3. “*Francia: la tassazione dei principali strumenti finanziari e la fiscalità dell’impresa bancaria*”, in *AA.VV., Manuale per il 1993 e oltre - La fiscalità*, Rome, 1992;
4. “*A proposito di una recente sentenza della Cassazione sull’efficacia probatoria del processo verbale*”, in *Rivista di diritto finanziario e scienza delle finanze*, 1993, I, 88-145;
5. “*La giurisprudenza tributaria, le modifiche normative e le controversie in corso*”, in *Rassegna tributaria*, 1994, 408-417;
6. “*La depenalizzazione del contrabbando ed il principio di ultrattività delle leggi penali finanziarie*”, in *Rivista di diritto tributario*, 1994, II, 665-693;
7. “*Avvisi di liquidazione non impugnati: quando l’estensione degli atti impugnabili viola il diritto di difesa*”, in *Rassegna tributaria*, 1994, 1808-1813;
8. “*Rimborso di imposte pagate in base a ruolo*”, in *Rassegna tributaria*, 1995, 572-573;
9. “*L’applicazione delle imposte di registro, ipotecarie e catastali nella legge Amato*”, in *Rassegna tributaria*, 1996, 1495-1510;
10. “*L’utilizza ai fini IVA. dei coefficienti previsti dagli artt. 11 e 12 del d.l. n. 69/89 conv. dalla legge n. 154/89*”, in *AA.VV., “Il nuovo accertamento tributario tra teoria e processo*”, Rome 1996, 431-443;
11. “*Ritenuta alla fonte*”, in *Digesto-Discipline privatistiche - Sez. commerciale*, 4th ed., vol. XIII, Turin, 1997, 1-30;

12. *“Distribuzione di utili ai soci-persone fisiche di società cooperative ed applicazione della maggiorazione di conguaglio”*, in *Rassegna tributaria*, 1997, 735-748;
13. *“L'onere della prova”*, in *AA.VV.*, *“Giurisprudenza sistematica di diritto tributario - Il processo tributario”*, ed. F. Tesaurò, Turin, 1998, 527-552;
14. *“Le nuove disposizioni sulla liquidazione e riscossione delle imposte sui redditi, dell’IVA, dei contributi e dei premi dovuti agli enti previdenziali, sul controllo formale delle dichiarazioni, sulla soppressione dei servizi di cassa, e sui versamenti unitari per tributi determinati dagli enti impositori diversi dallo Stato”* in *AA.VV.*, *“Commento agli interventi di riforma tributaria”*, ed. M. Miccinesi, Padua, 1999, 27-66;
15. *“L'accertamento contabile e l'accertamento extracontabile nell’IVA”*, in *Rivista diritto tributario*, 2000, I, 615-710;
16. *“Sulla configurabilità di profili discrezionali ed equitativi nell'accertamento e nel processo tributario”*, in *Rassegna tributaria*, 2003, 174-190;
17. *“Le nuove materie attribuite alla giurisdizione delle Commissioni tributarie”*, in *Rassegna tributaria*, 2003, 463-485;
18. *“Presupposto, funzione economica e soggetti passivi delle accise nelle cessioni di oli minerali ad intermediari commerciali”*, in *Rassegna tributaria*, 2003, 1859-1893;
19. *“L'entrata in finzione dell’Agenzie delle entrate - L'accertamento ex art. 39 D.P.R. n. 600/1973”*, in *Quaderni del Consiglio di presidenza della giustizia tributaria*, 2004, no. 9, 323-398;
20. *“Sulla ripartizione degli oneri probatori nel processo tributario tra nuovi (quanto, forse, ormai tardivi) sviluppi giurisprudenziali e recenti modifiche normative”*, in *Rassegna tributaria*, 2006, 594-618;
21. *“Accise”* in *Dizionario di diritto pubblico* ed. S. Cassese, vol. I, Milan, 2006, 72-80;
22. *“Agenzie fiscali”* in *Dizionario di diritto pubblico* ed. S. Cassese, vol. I, Milan, 2006, 170-175;
23. *“Processo tributario (disciplina)”*, in *Dizionario di diritto pubblico* ed. S. Cassese, vol. V, Milan, 2006, 4589-4603;
24. *“Revirements giurisprudenziali e profili di illegittimità costituzionale nel doppio rito di trattazione del processo tributario”*, in *Rassegna tributaria*, 2006, 2090-2113;
25. *“Sull’efficacia probatoria delle percentuali di ricarico riferite al settore economico di appartenenza dell’impresa sottoposta al controllo fiscale”*, in *Giur. it.*, 2006, 2441-2444;
26. *“Procura alle liti ed omessa indicazione del nominativo del legale rappresentante della società”*, in *Massimario delle Commissioni tributarie della regione Puglia*, 2007, no. I, 108-111;
27. *“Natura dispositiva del processo tributario e principio di parità delle parti”*, in *Massimario delle Commissioni tributarie della regione Puglia*, 2007, no. I, 112-115;
28. *“Autorizzazione all’accesso domiciliare e sindacato delle Commissioni tributarie”*, in *Massimario delle Commissioni tributarie della regione Puglia*, 2007, no. 2, 27-29;
29. *“Costituzione in giudizio della parte resistente e preclusioni, processuali”*, in *Massimario delle Commissioni tributarie della regione Puglia*, 2007, no. 2, 95-97;
30. *“Dubbi di compatibilità con l’ordinamento comunitario dell’accisa sugli oli lubrificanti per usi diversi dalla combustione e dalla carburazione”*, in *Rassegna tributaria* 2007, 704-736;

31. "Agenzie fiscali", in *Digesto delle discipline privatistiche - Sez. commerciale, Aggiornamento*, vol. III, Turin, 2007, 25-45;
32. "La trattazione della controversia innanzi alle Commissioni tributarie tra istanze garantiste e battaglie di retroguardia", in *Massimario delle Commissioni tributarie della regione Puglia*, 2008, no. I, 210-219;
33. "Prova (diritto tributario)", in *Digesto delle discipline privatistiche - Sez. commerciale, Aggiornamento*, vol IV, Turin, 2008, 730-763;
34. "La trasparenza delle società estere nella legge sul risparmio: riflessioni di un tributarista", in *Giur. comm.*, 2008, 609-626;
35. "Commento all'art. 6 della legge. 28 dicembre 2005, n. 262", in *AA.VV.*, "La tutela del risparmio nella riforma dell'ordinamento finanziario - Commento alla legge 28 dicembre 2005, n. 262, ed ai provvedimenti attuativi", eds. L. De Angelis and N. Rondinone, Turin, Giappichelli, 2008, 315-334;
36. "Questioni risolte e questioni ancora aperte sull'autorizzazione degli uffici finanziari a proporre appello innanzi alle Commissioni tributarie regionali", to be soon published in *Rassegna tributaria* 2009;
37. "Sull'obbligo degli uffici periferici delle Agenzie fiscali ad acquisire dal superiore gerarchico l'autorizzazione a proporre appello innanzi alle Commissioni tributarie regionali", to be soon published in *Massimario delle Commissioni tributarie della regione Puglia*, 2009.

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- *Aiuti di Stato in materia fiscale*, Padua, 2007, pp. XX-586;
- *Formulario Commentato dei contratti*, Milan, 2008, pp. XXXVII-1644.