

ATLANTIA - ROME

Arrival Prot. 018 Res. of 24 March 2010

24 March 2010

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 of Atlantia SpA

In conformity with articles 20 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 9 April 2010, in first call, and for 14 April 2010, 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. | CERCHIAI | Fabio |
| 8. | MALINCONICO | Carlo |
| 9. | MARI | Giuliano |
| 10. | MION | Gianni |
| 11. | PIAGGIO | Giuseppe |
| 12. | ZANNONI | Paolo |
| 13. | BELLAMOLI | Valerio |
| 14. | LAPUCCI | Massimo |
| 15. | TRONCONE | Marco |

The curricula vitae of the candidates, their representations, warranties and acceptance of their candidature and the attestation required by articles 20 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 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

(signature)

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 17 March 2010

Annual Prog No. 139407

8017156

Requested by _____

Place of birth _____

Date of birth _____

SINTONIA SA
1 PLACE D'ARMES
1136 LUXEMBOURG
TAX CODE 20002215358

Client. Code

This certificate, valid until 14 April 2010, 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 exercise of the right to attend the General Meeting of shareholders to be held: in first call (Ordinary and Extraordinary sessions) at VIA NIBBY, 20, ROME on 9 April 2010 at 11.00 am; and in second call (Ordinary and Extraordinary sessions) at VIA NIBBY, 20, ROME on 14 April 2010 at 11.00 am;

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

(signature)

(signature)

Shareholders' Meeting Proxy

BNP PARIBAS
SECURITIES SERVICES
Milan Branch

Annual Prog. no. _____

Number _____

To:

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

NOTICE OF SHAREHOLDERS' MEETING

SCHEMAVENTOTTO SPA
CORSO DI PORTA VITTORIA 16
20122 MILAN MI

VERONA, 15 MARCH 2010

Re: Notice 22000018 of 15 March 2010 valid until 14 April 2010

Notice of General Meeting

You are, hereby, advised that in compliance with art. 23 of CONSOB-Bank of Italy Resolution of 22 February 2008, the captioned notice has been made for your attendance at the ORDINARY AND EXTRAORDINARY General Meeting

Meeting in 1st Call 9 April 2010 at 11:00 a.m.
ROME, VIA ANTONIO NIBBY, 20

Meeting in 2nd Call 14 April 2010 at 11:00 a.m.
ROME, VIA ANTONIO NIBBY, 20

by ATLANTIA SPA

This notice was provided, at our request, by SGSS SpA, registered offices at Via Benigno Crespi 19/A, Milan – MAC 2, Tax and VAT number 03126570013, ABI code 03307, member of the centralised securities services system at which UNICREDIT PRIVATE BANKING SPA has deposited the financial instruments held by its clients.

The purpose of the notice provided by SGSS SpA was to confirm participation in the Centralised Securities Services System by

SCHEMAVENTOTTO SPA – CORSO DI PORTA VITTORIA, 16
20122 MILAN MI TAX CODE AND VAT NUMBER 03460140266

holder of securities account 6671/10863960/0, in which the following financial instruments are deposited:

IT0003506190 ATLANTIA quantity 171,856,494.00

bearing the following notations: none

Should you be unable to attend the General Meeting, you may appoint a proxy whose name must be indicated at the bottom of this form.

Finally, we remind you that, pursuant to art. 2372 of the Italian Civil Code, the following may not be appointed to act as proxies at the General Meeting: “members of the company’s management or supervisory bodies or employees thereof, or subsidiaries of the company or members of the management and supervisory bodies or employees thereof”.

Yours faithfully,

UniCredit Private Banking

Form of Proxy	
Name of proxy:	
is hereby appointed to represent	
and to exercise the voting rights thereof.	
Date	Signature

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

I, the undersigned Alberto CLÔ, born on 26 January 1947 domiciled in Bologna 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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.

10 March 2010

Yours faithfully,

Alberto CLÔ
(signature)

REPRESENTATION

I, the undersigned Alberto CLÔ, 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,

10 March 2010

Alberto CLÔ

(signature)

Curriculum vitae

of Alberto Clô

- Date and place of birth*** 26 January 1947, Bologna
- Marital status*** Married with two children
- Address and contact details***
Home: Piazza Porta Castiglione, 12/2 – 40136 Bologna
(tel. 051 – 582892 – Fax: 051 – 656 0020)
- Office: Via Castiglione, 25 – 40124 Bologna (Tel. 051 6560012/051 6560020) E-mail: alberto.clo@unibo.it
- Education** 1970:
- Degree in Political Sciences (First Class) studying under Prof. Romano Prodi and Prof. Paolo Mengozzi, University of Bologna
- Diploma of Merit after Course in International Institutions, University of Geneva.
- 1971-1972: Diploma of Merit and Advanced Qualification, “Enrico Mattei” School (ENI)
- 1972: Tutor of Energy Economics at the “Enrico Mattei” School (ENI)
- Current university post*** 2008 Ordinary Professor of Applied Economics, Economics Faculty, University of Bologna, where he teaches courses on “Industrial economics” (three-year) and “The Economics of Public Services” (teacher training college)
- Research and publications*** He has been engaged in research in the fields of industrial economics, energy economics, environmental economics and published various texts and more than 200 essays. He published *Economia e politica del petrolio* (ed., Compositori, Bologna) in 1997 and 2000, translated by Kluwer Academic Publishers as “Oil Economics and Policy”; *Eni 1953-2003* (ed. Compositori, Bologna) in 2004; *Energia e Tecnologia* (ed. Compositori, Bologna) in 2005; *Il rebus energetico* (ed. Il Mulino, Bologna) in 2008; and *Energia e Mezzogiorno* (with R. Paternò, ed. Il Mulino, Bologna) in 2009.
He has collaborated and collaborates with leading national newspapers.
- Other scientific Activities*** In 1980 he founded the magazine “Energia” with Prof. Romano Prodi and has been Editor-in-Chief since 1984.
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.

Public and
professional
activities

1980-1981: Director of ENI.

1984-1995: Director of Selm (subsequently Edison).

1992-1995: Director of ENEA.

1995 (17 January) – 1996 (17 May): 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.

1996: Made *Cavaliere di Gran Croce dell'Ordine «Al Merito della Repubblica Italiana»*, honours conferred by the President of the Republic of Italy.

1998-2003: Director of Finmeccanica.

1998-2004: Chairman of "Società Aeroporti Marconi Bologna".

1999: Independent Director of ENI.

2003-2007: Independent Director of ASM Brescia SpA.

2003: Independent Director of Autostrade SpA (subsequently Atlantia SpA).

2003: Independent Director of Italcementi SpA; from 2007 Lead Independent Director.

2002: Independent Director of De Longhi SpA; from 2007 Lead Independent Director.

Bologna, February 2010

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

List of directorships currently held by Prof. Alberto Clô in companies listed on regulated markets or of significant size at 10 March 2010:

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

Bologna, 10 March 2010

Yours faithfully,

Alberto Clô
(signed)

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 domiciled 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 appointed at that company's General Meeting to be held in first call on 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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.

Bologna, 10 March 2010

Yours faithfully,

Alberto CLÔ

(signature)

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

I, the undersigned Gilberto BENETTON, born on 19 June 1941 in Treviso domiciled at the Benetton Group SpA, Villa Minelli 1, Ponzano Veneto (Treviso), tax code BNTGGBR41H19L470G, 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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.

12 March 2010

Yours faithfully,

Gilberto BENETTON

(signature)

REPRESENTATION

I, the undersigned Gilberto BENETTON, born on 19 June 1941 in Treviso, tax code BNTGGBR41H19L407G, 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

12 March 2010

(Gilberto BENETTON)

(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 Group, Mediobanca, Sintonia SA, Atlantia (motorway and airport infrastructure), Pirelli & C. and Allianz. He is responsible for all the family's financial and property investments.

A passionate sportsman, he promotes the Group's activities in 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 2010

GILBERTO BENETTON

Date of birth: 19 June 1941

Place of birth: Treviso

Address: Via dei Lombardi 3, 31100 Treviso

As of

11 March 2010

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	
Atlantia SpA	Director	
Benetton Group SpA	Director	
Allianz SpA	Director	
Mediobanca SpA	Director	
Pirelli & C. SpA	Director	
Sintonia SA	Director	

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

I, the undersigned Alessandro BERTANI, born on 11 April 1966 in Rho (MI) and domiciled 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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.

15 March 2010
Yours faithfully,

Alessandro BERTANI
(signature)

REPRESENTATION

I, the undersigned Alessandro BERTANI, born on 11 April 1966 in Rho (MI), tax code BRT LSN 66D11 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,

15 March 2010

Alessandro BERTANI
(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

Listed companies

- From 2009 Atlantia SpA

Unlisted companies

- From 2000 Burgo Group SpA
- From 2005 Istituto Europeo di Oncologia Srl (1)
- From 2006 ASA Autostrade Sud America Srl
- From 2008 Sintonia SA
- From 2008 Schemaventotto SpA

15 March 2010

(1) 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 and domiciled 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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 2010

Yours faithfully

Stefano CAO

(signature)

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,
24 March 2010*

Stefano CAO

(signature)

STEFANO CAO

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

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

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.

He was an independent Director of Telecom Italia SpA from April 2007 to April 2008.

In April 2009 he was elected as a non-executive Director of Atlantia SpA, a company listed on the Italian Stock Exchange, and Autostrade per l'Italia SpA.

In April 2009 he was elected as a non-executive Director of Gemina SpA, a company listed on the Italian Stock Exchange, and Aeroporti di Roma SpA.

He was a non-executive Director of Telecom Italia SpA from February 2009 to December 2009.

STEFANO CAO

SCHEDULE OF POSITIONS HELD

Current positions held in corporate bodies:

- CEO of Sintonia SA (from 16 February 2009)
- Director of Gemina SpA (from 16 March 2009)
- Director of Aeroporti di Roma SpA (from 11 March 2009)
- Director of Sagat SpA (from 7 May 2009)
- Director of Atlantia SpA (from 24 April 2009)
- Director of Autostrade per l'Italia (from 23 April 2009)

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

I, the undersigned Giovanni CASTELLUCCI, born on 23 July 1959 in Senigallia (AN) and domiciled 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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 2010

Yours faithfully,

Giovanni CASTELLUCCI
(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,
23 March 2010

Giovanni CASTELLUCCI
(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 of Giovanni Castellucci's corporate positions as of 14 January 2010 is provided at your request:

<i>Company</i>	<i>Position</i>
Autostrade Sud America Srl	CEO
Autostrade per il Cile Srl	CEO
Atlantia SpA	CEO
Autostrade per l'Italia SpA	CEO
IGLI SpA	Director
Impregilo SpA	Deputy Chairman, Director and member of the Executive Committee

Rome 14 March 2010

**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 and domiciled 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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.

10 March 2010

Yours faithfully,
(signature)
(Roberto CERA)

REPRESENTATION

I, the undersigned Roberto CERA, born on 24 June 1955 in Milan, tax code CRERRT55H24F2050, 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.

10 March 2010

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 and, from 2009, of Salini Costruttori SpA and, from 2010, of Todini Costruzioni Generali SpA.

**SCHEDULE OF MANAGEMENT AND SUPERVISORY BOARD POSITION
HELD (2010)**

1. Member of the Board of Directors of Atlantia SpA – non-executive and non-independent Director currently in office.
2. Member of the Board of Directors of Salini Costruttori SpA - non-executive and non-independent Director from 2009.
3. Member of the Board of Directors of Todini Costruzioni Generali SpA - non-executive and non-independent Director from 2010.

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

I, the undersigned Fabio CERCHIAI, born on 14 February 1944 in Florence and domiciled at San Polo no. 2761, Venice, tax code CRC FBA 44 B 14 D 612 B, 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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;

Yours faithfully,

Fabio CERCHIAI
(signature)

18 March 2010

REPRESENTATION

I, the undersigned Fabio CERCHIAI, born on 14 February 1944 in Florence, tax code CRC FBA 44 B 14 D 612 B, 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,

(Fabio CERCHIAI)

(signature)

18 March 2010

CURRICULUM OF FABIO CERCHIAI

Born in Florence on 14 February 1944 and resident in Venice.

Graduated in Economics and Commerce from the University of Rome (1966) with First Class degree.

Began his career with Assicurazioni Generali in 1964. Rose through the ranks throughout his career, becoming General Manager for Italy in 1994.

From 1997 to 2002, CEO, and from 2001, Deputy Chairman of Assicurazioni Generali.

From 28 April 2000 to 8 September 2003, Chairman of INA and Assitalia.

Has been a member of the boards of directors of many insurance and financial companies in Italy and overseas.

Chairman of Meliorbanca from 8 November 2004 to 28 April 2009.

Chairman of ANIA's Road Safety Foundation from 29 January 2004 to 18 March 2008.

From 28 May 2008 to 30 May 2009 Chairman of the ABI-ANIA Federation, a body in which, as a result of the rotation of roles, is now Deputy Chairman.

From 10 December 2002 Chairman of ANIA (the National Association of Insurance Companies).

From December 2001 a member of the Italian Academy of Business Economics.

From 20 January 2005 Deputy Chairman of Diplomatia.

From 20 October 2005 a Director of Edizione Srl.

A Director of the Venice Foundation.

A Director of the Teatro La Fenice Foundation.

From 26 July 2007 Chairman of Fest- Fenice Servizi Teatrali.

Chairman of the permanent ANIA-Consumers Forum Foundation from 16 November 2007.

From 29 January 2008 Chairman of the ARCA insurance group.

On 27 March 2009 appointed a member of CNEL, representing businesses in the insurance sector, having been nominated by the Prime Minister.

Chairman of Gualtieri Associati SpA, a company providing advisory services to financial institutions.

**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 and domiciled at Via del Teatro Valle 20, Rome, tax code MLNCRL50E31H501L, 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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.

Rome, 10 March 2010

Yours faithfully,

Carlo MALINCONICO

(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,
Rome, 10 March 2010

(Carlo MALINCONICO)
(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*;**
- **President of the Committee set up by the Minister of the Environment to review the Environmental Code (Ministrial Decree gab/dec/2009/0000055 of 3 July 2009);**
- **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”;**
- **Director of Atlantia SpA and Autostrade per l’Italia SpA;**
- **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 Mazzaroli, 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, 10 March 2010

Carlo MALINCONICO
(signature)

Schedule of management and supervisory board positions held in other companies

- Partner and Sole Director of Malinconico e Associati Srl unipersonale.

The above company provides support for the Malinconico Law Firm.

Rome, 10 March 2010

Yours faithfully,

Carlo MALINCONICO
(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 and domiciled at Via del Teatro Valle 20, Rome, tax code MLNCRL50E31H501L, 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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 art.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.

Rome, 10 March 2010

Yours faithfully,

Carlo MALINCONICO

(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) and domiciled 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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.

16 March 2010

Yours faithfully,

Giuliano MARI
(signature)

REPRESENTATION

I, the undersigned Giuliano MARI, born on 21 June 1945 in Terracina (LT), tax code MRAGLN45H21L120Q, 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 4delD 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.

16 March 2010

Yours faithfully,

Giuliano MARI
(signature)

CURRICULUM VITAE GIULIANO MARI

1968: Degree (First Class) in Chemical Engineering from La Sapienza University, Rome.

1986 - 1992: **IMI** Loans Department (head of regional office in Rome and Large Corporate department)

1992 - 1995: Director of Corporate Finance at **IMI**

1992 - 1995: CEO of **Sige Investimenti SpA**

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

1999 - 2002: CEO and General Manager of **IMI Investimenti SpA**, a holding company with 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 in the past:

- **Banca Fideuram:** Member of the Executive Committee
- **Banca IMI**
- **Edison**
- **Aeroporti di Roma**
- **IRIDE:** Member of the Internal Control Committee

Principal Directorships held currently:

LISTED COMPANIES

- **ENGINEERING INGEGNERIA INFORMATICA SPA** - Chairman of the Remuneration Committee

UNLISTED COMPANIES

- **BCC PRIVATE EQUITY SGR SPA** – Independent Director and member of the Investment Committee
- **APE SGR SPA** - Chairman

16 March 2010

(signed)

Schedule of current Directorships

LISTED COMPANIES

- ENGINEERING INGEGNERIA INFORMATICA SPA - Independent Director and Chairman of the Remuneration Committee

UNLISTED COMPANIES

- APE SGR SPA – Independent Director - Chairman
- BCC PRIVATE EQUITY SGR SPA – Independent Director
- CENTROPLAST SPA – Chairman
- SELI SPA
- SDN SPA

(signed)

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) and domiciled 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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 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.

16 March 2010

Yours faithfully,

Giuliano MARI

(signature)

**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) and domiciled at Edizione Srl, Calmaggiore 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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.

11 March 2010

Yours faithfully,

Gianni MION

(signature)

REPRESENTATION

I, the undersigned Gianni MION, born on 6 September 1943 in Vò (PD), tax code MNIGNN43P06M103I, 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,

11 March 2010

*Gianni MION
(signature)*

POSITIONS HELD BY GIANNI MION – MARCH 2010

<i>COMPANY</i>	<i>POSITION</i>
AUTOGRILL SPA	DIRECTOR
AUTOGRILL GROUP INC.	DIRECTOR
ATLANTIA SPA	DIRECTOR
BENETTON GROUP SPA	DIRECTOR
BURGO GROUP SPA	DIRECTOR
EDIZIONE SRL	CEO
FONDAZIONE CASSA DI RISPARMIO DI VENEZIA	DIRECTOR GENERAL
LUXOTTICA GROUP SPA	DIRECTOR
IL GAZZETTINO SPA	DIRECTOR
EUROSTAZIONI SPA	DIRECTOR
SINTONIA SA	DIRECTOR

Curriculum Vitae

Mion Gianni

Born September 6, 1943

Resident at: Viale Monfenera, 2 – 31100 Treviso

Married - Two children

Graduated in Economics from the University of Venice in 1966

Qualified Chartered Accountant

CEO 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
- Sintonia SA

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

Treviso, March 2010

**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 domiciled 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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.

Aosta, 17 March 2010

Yours faithfully,

Giuseppe PIAGGIO

(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,

17 March 2010

*Giuseppe PIAGGIO
(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.

Professional experience:

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

Practising Chartered Accountant, following registration on 27 January 1964, in Turin until 1966 and subsequently in Aosta, specialising in taxation, accountancy and corporate 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.

(signature)

POSITIONS HELD BY GIUSEPPE PIAGGIO

<i>Company</i>	<i>Registered office</i>	<i>Chairman Board of Stat. Aud. and Audit Committee</i>	<i>Standing Statutory Auditor</i>	<i>Alternate Statutory Auditor</i>	<i>Chairman of BoD</i>	<i>Deputy Chairman of BoD</i>	<i>Executive Committee</i>	<i>Director</i>
Atlantia SpA	Rome						X	X
Autostrade per l'Italia	Rome							X
Casinò de la Vallée – Extra. Admin. in liquid.	Aosta – St. Vincent	X						
Chenevier SpA	Charvensod		X					
Cogne Acciai Speciali SpA	Aosta	X						
Courmayeur Mont Blanc Funivie SpA	Courmayeur	X						
Courmayeur Impianti Risalita SpA	Courmayeur	X						
Effetti SpA	Turin		X					
Fondazione Courmayeur	Courmayeur	X						
Fondazione CRT	Turin							X
Grand Saint Bernard SpA	Saint Rhemy	X						
IGLI SpA	Milan							X
Impregilo SpA	Milan						X	X
Institut Agricole Regional	Aosta							X
Istituto Diocesano Sostentamento Clero	Aosta	X						
Maffè & Socci Srl	Aosta			X				
Perseo SpA	Turin							X
Petroltermica Comac Olcea SpA	Bairo	X						
Schemaventotto SpA	Milan				X			
Siski Srl	St. Christophe	X						
Soc. Ital. Traforo Monte Bianco – SITMB SpA	Courmayeur					X		
Società Orione Investimenti SpA	Turin							X
Tangenziali Esterne Milano SpA	Milan		X					
Tangenziale Esterna SpA	Milan		X					
Tecnomec SpA	Arnad	X						

Updated at 17 March 2010

(Signature)

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

I, the undersigned Paolo ZANNONI born on 17 August 1948 in Ravenna and domiciled at Flat 6, 9 Wilbraham Place, SW1X 9AE, tax code ZNNPLA48M17H199J, 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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.

12 March 2010

Yours faithfully,

Paolo ZANNONI
(signature)

REPRESENTATION

I, the undersigned Paolo ZANNONI born on 17 August 1948 in Ravenna, tax code ZNNPLA48M17H199J, 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,

12 March 2010

*Paolo ZANNONI
(signature)*

Name: Paolo

Surname: Zannoni

Born in Ravenna on 17 August 1948

Resident at: 9 Wilbraham Place, SW1X 9AE, London – UK

Tax code: ZNNPLA48M17H199J

LIST OF POSITIONS

<i>NAME AND SURNAME</i>	<i>POSITION</i>	<i>COMPANY</i>
Paolo Zannoni	Chairman of BoD	Prysmian SpA
	Chairman of BoD	Dolce & Gabbana Holding Srl
	Director	Gado Srl
	Director	Atlantia SpA**
	Senior Faculty Fellow at the School of Organization and Management	Yale University
	Senior Research Fellow at the Yale Macmillan Center for International and Area Studies	

Brief description of professional experience

Paolo Zannoni is Chairman of the Board of Directors of Prysmian SpA and Dolce & Gabbana Holding Srl. He is a Director of GADO Srl, a Senior Faculty Fellow at Yale University's School of Organization and Management and a Senior Research Fellow at the Yale Macmillan Center for International and Area Studies. He graduated with a First Class Honours Degree in Political Science from the University of Bologna in 1972, before obtaining a Master's Degree in 1976 and an M. Phil. in Political Science from Yale University in 1978. He joined the Fiat group in 1979 as a special assistant to the Chairman of the Board of Directors and, in 1985, became President of Fiat Washington, Inc., based in Washington DC. He was transferred to Moscow in 1990 as head of Fiat's representative office in the USSR. He returned to Italy in 1992 to take up the post of Senior Vice President for the Development of International Affairs at the Fiat group. He left the Fiat group in 1994 to become a managing director at an investment bank.

*** Paolo Zannoni has been a Director of Atlantia SpA since 5 March 2010.*

**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 and domiciled 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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 2010

Yours faithfully,

Valerio BELIAMOLI

(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,
24 March 2010*

*Valerio BELIAMOLI
(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 Chairman of Investimenti Infrastrutture SpA, CEO of Schemaventotto SpA and a Director of Autostrade per l'Italia SpA and Aeroporti di Roma SpA.

Luxembourg, 16 March 2010

Valerio BELLAMOLI

SCHEDULE OF POSITIONS HELD

Current positions held in corporate bodies:

- Chairman of Investimenti Infrastrutture SpA
- Director of Aeroporti di Roma SpA (from 11 March 2009)
- CEO of Schemaventotto SpA (from 14 July 2008)
- Director of Autostrade per l'Italia SpA (from 22 April 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 and domiciled at Sintonia SA, 1, Place d'Armes, L-1136 Luxembourg, tax code LPCMSM69S22H501T, 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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 2010

Yours faithfully,

Massimo LAPUCCI
(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 2010

Massimo LAPUCCI
(signature)

Massimo Lapucci

Sintonia SA
L-1136 Luxembourg
1, Place d'Armes

+352 2626 621 (off. tel)

E-mail:
massimo.lapucci@sintonia.lu

Professional experience

Sintonia SA <i>Investment Director</i>	Luxembourg	1/2009 - present
Ferrovie dello Stato SpA <i>Head of Group Strategic Planning and M&A</i>	Rome	2002 - 2008
Iipse 2000 SpA - (Telefonica SA group) <i>Head of Business Planning for international UMTS start-up (3G mobile)</i>	Rome/ Madrid	2001 - 2002
Ernst & Young LLP <i>Manager, corporate finance and strategy consultant primarily in the transport, telecommunications, energy and utilities sectors</i>	Rome, London, Milan	1997 - 2001
Andersen Mba SpA <i>Corporate finance consultant in the financial institutions, telecommunications and energy sectors</i>	Rome, London, Milan	1996 - 1997

Education and Fellowships

World Fellows Program - Yale University 2006 World Fellow	Yale, USA	2006 - 2007
London Business School (Mergers & Acquisitions Programme).	London, UK	2004
"Muenster University" (Corporate Finance - post-graduate programme).	Muenster, Berlin	1995
La Sapienza University (Degree in Economics and Commerce, First Class with Honours)	Rome	1990 - 1995

Professional qualifications Certified to practice as a Chartered Accountant.

Selected Publications

- "Surfing the value: social responsibility in management and corporate communication" White paper - 2008;
- "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).

Principal lectureships

- Contract Lecturer in "Introduction to business economics", LUISS University, Rome 2007-2009

Personal information

Citizenship : Italian
Place and date of birth: Rome, 22 November 1969

Schedule of positions currently held (updated to 10 March 2010):

Company	Country	Position
Schemaventotto SpA	Italy	Director
Autostrade per l'Italia SpA	Italy	Director
Autostrade per il Cile Srl	Italy	Director
Autostrade dell'Atlantico Srl	Italy	Director
Stalexport Autostrady SA	Poland	Member Supervisory Board
Triangulo do Sol Auto-Estradas SA	Brazil	Director
Concesionaria Nororient SA	Chile	Director
Concesionaria de Los Lagos SA	Chile	Director
Concesionaria Autopista Vespucio Sur SA	Chile	Substitute Director
Concesionaria Litoral Central SA	Chile	Substitute Director

**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 and domiciled 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 9 April 2010 at 11:00 a.m. or, if necessary, in second call on 14 April 2010 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 2010

Yours faithfully,

Marco TRONCONE
(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 16;*
 - 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,

24 March 2010

Marco TRONCONE
(signature)

SCHEDULE OF POSITIONS HELD

Current positions held in corporate bodies:

- Director of Aeroporti di Roma SpA (from 11 March 2009)
- Director of Investimenti Infrastrutture SpA (from 28 April 2009)

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 Investment Director at Sintonia SA (from January 2009) and a Director of Aeroporti di Roma SpA and Investimenti Infrastrutture SpA.