

THIS NOTICE (AND THE INFORMATION CONTAINED HEREIN) MAY NOT BE DISSEMINATED, EITHER DIRECTLY OR INDIRECTLY, IN OTHER JURISDICTIONS, PARTICULARLY JAPAN, CANADA AND THE UNITED STATES OF AMERICA, OR IN ANY OTHER COUNTRY IN WHICH THE ISSUANCE OF THE SECURITIES MENTIONED IN THIS NOTICE IS NOT PERMITTED WITHOUT SPECIFIC AUTHORISATIONS FROM THE COMPETENT AUTHORITIES AND/OR COMMUNICATED TO INVESTORS RESIDING IN SAID COUNTRIES. ANY PARTY THAT COMES INTO POSSESSION OF THIS NOTICE MUST FIRST CHECK THE EXISTENCE OF SAID REGULATIONS AND RESTRICTIONS AND COMPLY WITH THEM. THE SECURITIES MENTIONED IN THIS NOTICE HAVE NOT BEEN, AND ARE NOT EXPECTED TO BE IN THE FUTURE, REGISTERED PURSUANT TO THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED; THEREFORE, THEY CANNOT BE OFFERED OR SOLD, EITHER DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION.

ATLANTIA S.p.A.

(incorporated as a joint stock company in the Republic of Italy)

**NOTICE OF RESULTS OF MEETING
of the holders of
€135,000,000 Zero Coupon Senior Guaranteed Notes due 2 April 2032
ISIN: XS0761524205 Common Code: 076152420
issued under its €10,000,000,000 Euro Medium Term Note Programme
guaranteed by
Autostrade per l'Italia S.p.A. (the “Guarantor”)
(the “Notes”)**

NOTICE IS HEREBY GIVEN to the holders of the Notes (the “**Noteholders**”) that, at the meeting of the Noteholders, convened as a single call meeting by the notice of meeting published on 11 November 2016 (the “**Notice**”) and held on 14 December 2016 at 12.30 p.m. (CET) at the offices of the Issuer at Via Alberto Bergamini, 50 00159 Rome, Italy, (the “**Meeting**”), the Extraordinary Resolution relating to the Agenda set out in such Notice was duly passed by the requisite majority of the Noteholders in accordance with the provisions set out in the Conditions and the Trust Deed.

This notice is given pursuant to Condition 17 and the provisions of Schedule 3 to the Trust Deed. Unless the context otherwise requires, words and expressions used herein and defined in the Trust Deed or the Notice (as applicable) are used herein as so defined.

All the information on the transaction are included in the press releases and in the other documents previously distributed, which are available on the website of the Issuer (www.atlantia.it).

Certain information as to the results of the Meeting is set forth below:

Notes represented at the Meeting	100% of the outstanding principal amount of the Notes
Votes cast in favour of the Extraordinary Resolution	100% of the outstanding principal amount of the Notes represented at the Meeting
Votes cast against the Extraordinary Resolution	0%
Notes for which the vote has not been cast at the Meeting	0%

15 December 2016

This Notice is given by:

Atlantia S.p.A.

The Chairman of the Board of Directors

(dott. Fabio Cerchiai)

CONTACTS

The Issuer

Atlantia S.p.A.

Via Antonio Nibby, 20
00161 Rome
Italy

The Guarantor

Autostrade per l'Italia S.p.A.

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Italy

The Principal Paying Agent

The Bank of New York Mellon, London Branch

One Canada Square
E14 5AL London
United Kingdom
Attention: Corporate Trust Services
Fax: +44 20 7964 2536

Tabulation Agent

The Bank of New York Mellon, London Branch

One Canada Square
E14 5AL London
United Kingdom
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