



ANNUAL REPORT ON THE CORPORATE GOVERNANCE
SYSTEM AND THE OWNERSHIP STRUCTURE

*pursuant to articles 123 bis of the Consolidated Finance Act, 89 bis of the CONSOB Regulations for
Issuers and art. IA.2.6 of Instructions Accompanying the Rules of the Markets*

(2008)

TRADITIONAL MANAGEMENT AND CONTROL MODEL

Report approved on 20 March 2009

www.atlantia.it/it/corporate-governance/

Introduction

This Report aims to provide a full description of the corporate governance system adopted by Atlantia SpA.

In compliance with the related legal and regulatory requirements, the Report also contains information on the ownership structure, adherence to the Codes of Conduct and compliance with the related commitments, indicating the choices made by the Company in application of corporate governance principles.

The full text of this Report is available on the company's website at www.atlantia.it/it/corporate-governance/ and was filed with Borsa Italiana according to the terms and procedures established in the applicable regulations.

Profile of Atlantia

Atlantia's Articles of Association establish that the Company's business purpose is: a) the acquisition of investments and interests in other companies and entities; b) the arrangement of financing for companies and entities in which the Company has an interest, which shall include the provision of indemnities, sureties, guarantees and real security as well as technical, industrial and financial coordination; c) all types of foreign and Italian portfolio and direct investments in securities and real property.

Ancillary to its principal business, the Company may also acquire, directly or indirectly, hold, handle, use, improve and develop trademarks, patents and know-how relating to electronic toll-collection systems and all similar or related activities.

In accordance with the current Articles of Association, management of the Company is assigned exclusively to the Board of Directors, whilst supervisory functions are the responsibility of the Board of Statutory Auditors and responsibility for auditing the Group's accounts is assigned to the Independent Auditors, whose appointment is approved by General Meeting of shareholders.

Based on the provisions of art. 30 of the Articles of Association, the Chairman and Chief Executive Officer represent the Company.

Separation of the roles of Chairman and Chief Executive Officer means that it is not necessary to appoint a Lead Independent Director.

Ownership structure

Atlantia's **share capital** consists of 571,711,557 ordinary voting shares, with a par value of €1.00 each.

On the basis of disclosures to the Company and the CONSOB pursuant to art. 120 of Legislative Decree 58/98, the following shareholders have **significant interests in the Company at 31 December 2008**:

- Gilberto Benetton & C.'s Ragione SAPA, which holds 40.067% of Atlantia's issued capital via Sintonia SA, which directly holds 8.00% and indirectly, via its subsidiary, Schemaventotto SpA, a further 30.060%¹, and via Atlantia's possession of treasury shares (2.007%). From 1 January 2009, the date on which the merger of Edizione Holding SpA and Sintonia SpA with and into Ragione came into effect, Ragione has changed its name to Edizione Srl and now directly controls the sub-holding, Sintonia SA, which controls investments in the utilities and infrastructure sectors, such as, among others, Atlantia;

¹ From June 2008 the non-proportional partial spin-off of Schemaventotto was effective and this company thus ceased to hold an absolute majority of Atlantia's issued capital. Following the withdrawal of the other shareholders (Abertis, Fondazione CRT, Assicurazioni Generali and Unicredit) the Benetton family's Sintonia is Schemaventotto's sole shareholder.

- Abertis Infraestructuras SA via Acesa Italia Srl, with 6.68%;
- Fondazione Cassa di Risparmio di Torino, with 6.68%;
- Assicurazioni Generali SpA, which directly and indirectly holds 3.422%;
- AABAR Investments PJSC via Sopela Beteiligungsverwaltungs GmbH, with 3.34%;
- HSBC Bank Plc, with 2.163%.

Shareholder agreements

On 15 January 2008 a shareholders' agreement was entered into pursuant to art. 122 of the Consolidated Finance Act and the relevant provisions of the Regulations for Issuers. The agreement is between and among Sintonia SA, Sintonia SpA, Mediobanca – Banca di Credito Finanziario SpA and Sinatra Sarl (a company owned by GS Infrastructure Partners), and relates to Sintonia SA and, with regard to certain clauses, to Atlantia SpA. The extract of the shareholders' agreement was subsequently published in the newspapers "il Sole 24 Ore", "Milano Finanza" and "Finanza & Mercati". On 15 April 2008 Elmbridge Investment Pte. Ltd. became a party to the agreement of 15 January 2008, which was amended as of the same date.

On 19 December 2008 certain clauses of the agreement executed on 15 January 2008, as amended on 15 April 2008, relating to Sintonia SA (Capital increases, Co-sale rights and obligations, composition and quorum for Board of Directors' resolutions).

Compliance

Atlantia SpA's Corporate Governance system is designed to enable stakeholders to share in the Company's strategies. This system has been created over time via the introduction of rules that substantially correspond with the development of the business and the indications provided by Borsa Italiana SpA in its Guidelines to the Corporate Governance Code for Listed Companies.

It is based substantially on the principles and criteria of the Borsa Italiana's Corporate Governance Code of March 2006.

The Company's current **Corporate Governance Code**, adopted in December 2007, has - except for certain specific items and exemptions described below - substantially applied the principles and criteria set out in Borsa Italiana's Corporate Governance Code.

As explained in the Corporate Governance Reports published by the Company since 2001, it had already substantially incorporated the recommendations contained in Borsa Italiana's Corporate Governance Code for listed companies of 1999 and in the revised version of July 2002.

These recommendations were thus implemented by the Company during 2008, as detailed later in this Report, which has been prepared in accordance with indications from Assonime and Emittenti Titoli ("Guide to the preparation of the Corporate Governance Report", dated February 2004) and, where appropriate, the indications contained in the experimental format for corporate governance reports published by Borsa Italiana in February 2008.

The full text of the latest version of Atlantia SpA's Corporate Governance Code, dated December 2007, is available on the Company's website at www.atlantia.it/it/corporate-governance/.

Corporate governance regulations are supplemented by the provisions contained in the Articles of Association and the General Meeting Regulations.

The **Articles of Association**, that were revised in April 2004 to reflect the new Reform of Company Law, were recently amended first by resolution of the Extraordinary Shareholders' Meeting of 4 May 2007 in which the proposed change of name of Autostrade SpA to Atlantia SpA was approved and subsequently, on 15 June 2007, by resolution of the Board of Directors approving the revision of the Articles of Association in accordance with Law 262/2005 (the Savings Law) as supplemented by Legislative Decree 303/2006 (the Coordination Decree).

Autostrade's Articles of Association and the **General Meeting Regulations** govern the conduct of Ordinary and Extraordinary General Meetings.

The full texts of the Articles of Association and General Meeting Regulations are available on the Company's website at www.atlantia.it/it/corporate-governance/.

Management and coordination

Sintonia SA, via Schemaventotto SpA, directly and indirectly holds a relative majority of the issued capital of Atlantia SpA. Sintonia SA does not exercise management and coordination of Atlantia SpA. Schemaventotto SpA transferred control of Atlantia SpA to the current majority shareholder during 2008. It is, therefore, possible to confirm that Sintonia SA, in part via its interest in Schemaventotto SpA, holds sufficient voting rights to exercise dominant influence at ordinary general meetings of Atlantia SpA's shareholders, pursuant to art. 2359 of the Italian Civil Code, as cited by art. 2497-sexies of the Code.

Despite this, the reasons for which Atlantia is deemed not be subject to management and coordination by the parent, Sintonia SA, relate to the absence, in fact, of the conditions for the exercise of such powers. The related legal presumption is not applicable to Sintonia SA, given that, since it acquired majority control of Atlantia, it has at no time assumed the right to exercise sole management, in its essential aspects, of the Company or of the Group of which it is the Parent Company.

Moreover, the relationship between Sintonia SA and Atlantia does not, based on current practice and prevailing standards, provide evidence of management and coordination of a subsidiary by a parent. In this sense, there are no organisational and functional links between the two companies, and there is no centralised cash management system in place. In addition, the fact that Atlantia SpA's Board of Directors has sole responsibility for examining and approving strategic, business and financial plans and the adequacy of the organisational structure and administrative and accounting systems is further confirmation that the relationship in question does not exist.

This was confirmed in a specific joint declaration sent to Atlantia SpA on 12 March 2009 by Sintonia SA and Schemaventotto SpA, on the basis of which the pre-existing circumstances and structure of group relations have not changed. This effectively means that neither Sintonia SA nor Schemaventotto SpA has ever exercised management and coordination of Atlantia or of the Group of which it is the Parent Company. Moreover, the declaration confirmed and left unchanged the information and explanations approved by the Board of Directors of Schemaventotto SpA and communicated to Atlantia in the past, in order to permit the latter, in its role as a holding company, to independently exercise management and coordination of its direct and indirect subsidiaries.

On 20 March 2009 Atlantia's Board of Directors thus issued an attestation stating that Atlantia is not subject to the management and coordination of either Sintonia SA or Schemaventotto SpA.

With reference to relations between Atlantia SpA and the subsidiary, Autostrade per l'Italia SpA, after due consideration on 14 February 2008 Atlantia's Board of Directors acknowledged that Autostrade per l'Italia continues to be subject to the management and coordination of Atlantia.

As noted in the previous year's Report, following the reorganisation of the Group in 2007, confirming Atlantia SpA's role as a holding company responsible for investments and portfolio strategies and Autostrade per l'Italia's role as an independent sub-holding company operating in the motorway sector, the Board of Directors, on 14 December 2007, partially in consequence of the company's new Corporate Governance Code, transferred responsibility for management and coordination of the concessionaires and industrial companies controlled by its subsidiary to Autostrade per l'Italia itself. Companies controlled by Autostrade per l'Italia were consequently requested to comply with the requirements of art. 2497 bis of the Italian Civil Code.

Board of Directors

Role

The Board of Directors is the corporate body responsible for the management of the Company and is, therefore, the only body with the **authority** and **full powers** to conduct the affairs of the company in pursuit of the priority objective of increasing shareholder value.

In performing its duties, the Board complies with the principles of proper management of the company and its affairs by observing all relevant laws and regulations and requirements of the Code of Ethics.

It oversees the proper execution and performance of powers that it has delegated and has the power to direct the performance of powers so delegated and to assume responsibility for related transactions.

It receives accurate and prompt reports by holders of delegated powers within the Company regarding the performance of those powers and with respect to company's business undertakings and their outlook as well as transactions entered into by the Company and the Group that are considered important due their size or nature.

Duties and responsibilities

The Board of Directors is exclusively responsible, among other things, for:

- drawing up and adopting of the Company's corporate governance rules, setting out the guidelines for the Group's corporate governance;
- appointments to the Supervisory Board established by the Board of Directors in accordance with Legislative Decree 231 of 8 June 2001 and approval of the Management and Control Organisational Model adopted by Atlantia SpA;
- approving short and long-term strategic, operating and financial plans for the Company, its subsidiaries and the Group in addition to modifications that become necessary to undertake strategic transactions that were originally not included in the plans;
- assuring that transactions with related parties are at all times subject to its exclusive control, are in compliance with laws and regulations and with the Corporate Governance Code;
- approving annual budgets for the Company and consolidated budgets for the Group;
- approving transactions entered into by the Company which are of strategic, commercial significance or have a material effect on the Company's cash flows and financial position;
- determination, conferral and revocation of powers to the Chairman, Chief Executive Officer and any other directors with special authorities; appointment of members of the Human Resources and Internal Control and Corporate Governance Committees, establishing any limits thereto, manner in which such powers are exercised and the frequency at which the officers (at least quarterly) and committees (at least half yearly) holding such powers are required to report on the activities undertaken in the performance of those delegated powers and duties;
- determining, subsequent to having reviewed proposals by the Human Resources Committee and consulted with the Board of Statutory Auditors in accordance with law, the remuneration of the Chairman, the Chief Executive Officer and, if appointed, directors with special responsibilities and, unless the preserve of general meetings, the allocation of the total funds so earmarked to individual members of the Board and Board Committees, as required by this Code;
- determination of the adequacy of the organisational, administrative and accounting structure of the Company and the Group; review and assessment of the general performance of the Company and the Group with periodic comparison of actual with forecast results; review and assessment of the existence of any conflicts of interest; performance of such reviews with reference to information received from delegated bodies, Company and Group management and the internal audit function and particularly any information received from the Chairman, Chief Executive Officer and the Internal Control Committee;
- subject to any powers of general meetings, and in consultation with the Human Resources Committee to the extent so responsible, the approval and implementation of any monetary or

share incentive plans for the Company's employees as well as determining the contents and criteria of such plans for employees of subsidiaries belonging to the Group;

- the appointment of one or more individuals to take charge of the Company's internal controls.

In consultation with the Board of Statutory Auditors, as required, the Board of Directors also appoints and terminates the appointment of the manager responsible for financial reporting.

The Corporate Governance Code requires the Board of Directors to review, at least once a year, the composition and performance of the Board and its Committees.

It may, at its discretion, express an opinion on the maximum number of positions as directors or statutory auditors in companies listed in Italy, or abroad, that directors of the Company may hold in finance, banking and insurance, or in any other large companies, such that these positions are compatible with the effective performance of their duties of a Director of the Company.

In this respect, the Board of Directors has, at the end of 2007, noted the structure, role, composition and functioning of the Board and its Committees, as reflected in the opinions and recommendations of a Board Review conducted by a leading international firm of specialist consultants.

In 2008 Atlantia's Directors held an informal off-site meeting, which was also open to the Statutory Auditors, at which they discussed, with the support of the above international firm of specialist consultants, the functioning of the Board of Directors, strategy and the organisational structure.

Election and Composition

The Articles of Association and the new Corporate Governance Code require that nominations for directorships, together with documentation containing all relevant information, be deposited at the Company's head office at least 15 days prior to the date of the relevant General Meeting. Only shareholders, or groups of shareholders, holding at least 1% of the Company's share capital (or any lower amount as determined by relevant legislation and regulations) may submit lists.

Compared with the situation referred to in the previous year's Report, in 2008 the Board of Directors was reduced in size from fifteen to **fourteen members**, as a result of the following events.

The General Meeting of 7 April 2006 elected the fifteen directors for **2006, 2007 and 2008** from lists published in the national press, which were deposited by shareholders in compliance with deadlines and in the manner required by art. 20 of the Articles of Association.

At that General Meeting, 12 directors were elected from the majority list submitted by Schemaventotto SpA, pursuant to article 20, paragraph a) of the Articles of Association: Gian Maria Gros-Pietro, Chairman; Vito Gamberale, Chief Executive Officer (CEO); Gilberto Benetton; Amerigo Borrini; Roberto Cera; Sergio De Simoi; Piero Di Salvo; Antonio Fassone; Giuseppe Guarino; Gianni Mion; and Giuseppe Piaggio and Salvador Alemany Mas.

The Director, Giuseppe Guarino, submitted a letter of resignation on 2 May 2006 and was replaced on 12 May 2006 through the co-option of the General Manager, Giovanni Castellucci, who was to remain in office, pursuant to the provisions of art. 2386, section 1 of the Italian Civil Code, until the following General Meeting. At the same meeting, the Board elected Giovanni Castellucci as CEO, having, at a previous meeting on 2 May 2006, voted to revoke, for just cause, the powers conferred on Vito Gamberale by the Board on 7 April 2006.

The Director, Vito Gamberale, thus resigned his position by letter dated 21 May 2006.

The subsequent Ordinary General Meeting of 30 June 2006 thus elected Giovanni Castellucci and Luisa Torchia as directors to replace Vito Gamberale and Giuseppe Guarino.

The Board of Directors' meeting held immediately following the General Meeting of 30 June 2006 then elected Giovanni Castellucci as Chief Executive Officer, a position he holds in addition to the position of General Manager.

The General Meeting of 7 April 2006 also elected 3 directors from the minority list, pursuant to art. 20, section 11b) of the Articles of Association: Alberto Bombassei, Alberto Clò and Guido Ferrarini.

In a letter dated 4 April 2008 the Director, Amerigo Borrini, submitted his resignation with effect from 23 April 2008.

In addition, in a letter dated 29 April 2008 the Director, Sergio De Simoi, submitted his resignation with effect from the same date.

The Board of Directors' meeting of 9 May 2008 thus co-opted the Director, Claudio Cominelli, to replace Amerigo Borrini, and the Director, Francesco Paolo Mattioli, to replace Sergio De Simoi.

Finally, in a letter dated 18 June 2008 the Director, Salvador Alemany Mas, submitted his resignation with effect from 25 June 2008.

The Board of Directors did not proceed to co-opt a replacement for this latter Director and, for this reason, the current Board consists of fourteen members: Gian Maria Gros-Pietro, Chairman; Giovanni Castellucci, CEO; Gilberto Benetton; Alberto Bombassei; Roberto Cera; Alberto Clò; Claudio Cominelli; Piero Di Salvo; Antonio Fassone; Guido Ferrarini; Francesco Paolo Mattioli; Gianni Mion; Giuseppe Piaggio; and Luisa Torchia.

The General Meeting of 7 April 2006 then also authorised the general and precautionary **waiver of the prohibition contained in the non-competition clause of art. 2390 of the Italian Civil Code**, for the Company's Directors, subject to the proviso that each Director inform the Board of any activity carried out in competition with the Company. In this regard, at meetings held by the Board of Directors in 2008, Directors who were aware of the existence of such circumstances in connection with certain transactions promptly informed the Board.

The Board of Directors currently comprises twelve non-executive Directors and two executive Directors (the CEO and the Chairman).

The number and powers of **non-executive Directors** are such as to ensure that their opinions have a significant effect on board resolutions and that their specific skills and expertise are brought to bear on deliberations thus contributing to decision-making in keeping with the Company's best interests.

Currently, non-executive directors include Messrs Benetton, Bombassei, Cera, Clò, Cominelli, Di Salvo, Fassone, Ferrarini, Mattioli, Mion, Piaggio and Torchia.

It should be noted that Directors accept their appointment when they believe that they can devote enough time to carry out their duties diligently, also in view of the **number of positions** as a director or statutory auditor held in other Italian and foreign companies listed on regulated markets, and in financial, banking, insurance or other large companies. Table I summarises the number of positions held by each Director in such companies in addition to Atlantia SpA, and Annex A provides details of those positions.

An adequate number of non-executive directors fulfil the requirements to act as **independent Directors**.

Pursuant to the Company's Corporate Governance Code, a Director would normally, but not necessarily, be disqualified from being an independent Director if the Director:

- a) controls, directly or indirectly, the issuer, including control exercised through subsidiaries, trustees or through a third party, or is able to exercise over the issuer dominant influence, or participates in a shareholders' agreement through which one or more persons may exercise a control or considerable influence over the issuer;
- b) has, or had in the preceding year, a direct or indirect commercial, financial or professional relationship of significance with (i) the issuer, a subsidiary of the issuer or any prominent representative of such parties, (ii) with a party, who, either alone or together with others through a shareholders' agreement, controls an issuer or (for companies or entities) or with any prominent representative;
- c) is or was, at any time during the previous three years, an employee of the issuer, one of its subsidiaries or any party controlling the issuer through a shareholders' agreement or is a prominent representative of the issuer;
- d) is or was, at any time during the previous three years, a prominent representative of the issuer or any of the issuer's strategically important subsidiaries; or of a company jointly controlled with the issuer; or, a company or other entity, whether acting alone or in concert with others through a shareholders' agreement controls the issuer or is able to exercise significant influence. 'Prominent representative' means the Chairman, legal representative, executive directors or key managers;

- e) receives, or has received in the preceding three years, from the issuer or a subsidiary or holding company of the issuer, significant additional remuneration compared to the "fixed" remuneration of non-executive director of the issuer, including the participation in incentive plans linked to the company's performance, including share option plans;
- f) is the executive director in another company in which an executive director of the issuer is a director;
- g) is shareholder or director of a company or entity belonging to the group of companies appointed to audit the issuer's accounts;
- h) is a close relative of an individual who holds any one of the above positions or engages in any one of the above activities.

For the avoidance of doubt, the reasons that could, but not necessarily, prohibit an individual from being an independent director as listed in the Company's Code, approved in December 2007, does not include the prohibition of art. 3.C.I, letter e) of Borsa Italiana's Code (the disqualification of persons, who served as a director of the issuer for more than nine of the past twelve years, to act as an independent director). Due to the fact that the substance, rather than the form, of this prohibition should result in the disqualification of an individual to act as an independent director, a review of the substance of powers and information acquired, rather than the title of positions held, by directors for their past three mandates as directors was believed to be in the best interests of the Company. Such reviews, however, remain subject power of the Board of Directors to vary the results of such reviews at any time.

Moreover, none of the independent members of the Board of Directors has held that position for more than nine of the last twelve years.

The independence of Directors is periodically reviewed by Atlantia SpA's Board of Directors, by considering information provided by the individual parties concerned. The results of the Board's reviews are disclosed to the market.

The independent members of Atlantia SpA's Board of Directors are Messrs Bombassei, Clò, Di Salvo, Ferrarini and Mattioli. In 2008, the above information remained unchanged.

Atlantia's new Code requires independent Directors to separately meet in closed session at least once a year. In this regard, in 2008 the independent Directors held 2 meetings; the first meeting dealt with matters of a strategic nature and corporate governance, whilst the second examined the question of related party transactions.

Remuneration

In application of CONSOB requirements, the Directors' report on operations provides an indication, among other things, of the annual remuneration paid to members of the management and supervisory bodies.

The remuneration paid to members of the Board of Directors and of the various Board committees is fixed by General Meeting.

The remuneration paid to the Directors who are members of the Executive Committee, to which the Board has assigned specific powers limited to overseas transactions, are fixed by the Board itself.

The total compensation payable to the Chairman and CEO/General Manager is also fixed by the Board of Directors, at the proposal of the Human Resources Committee and in consultation with the Board of Statutory Auditors.

With the exception of the CEO/General Manager, Directors' remuneration is not linked to the Company's operating results, nor, save for the same exception, do Directors participate in monetary or share-based incentive plans.

Directors are paid "attendance fees" based on their participation at Board of Directors' and internal Committee meetings.

The Chairman's remuneration consists solely of a fixed amount, determined on the basis of the powers assigned.

The remuneration of the CEO/General Manager consists of a fixed portion, determined on the basis of the powers assigned, and a variable portion based on the achievement of specific business and

quality targets, which are set from year to year at the proposal of the Human Resources Committee and approved by the Board of Directors.

At its meeting of 7 November 2008 the Company's Board of Directors also resolved, at the proposal of the Human Resources Committee, to pay a one-off bonus to the CEO/General Manager linked to the results achieved in 2007 and 2008.

The CEO/General Manager is also among the beneficiaries of the new long-term incentive plans (the 2009 Share Option Plan and the 2008-2010 Three-year Cash Incentive Plan, or TIP) aimed at senior managers and certain key managers within the Company and the Group. These two plans were approved by the Company's Board of Directors on 7 November 2008. Further details of these plans is provided in the Directors' report on operations.

Variable remuneration paid to the Company's and the Group's senior managers is linked to the achievement of business and quality targets set from year to year by the CEO and validated by the Human Resources Committee.

Senior managers are also among the beneficiaries of the new long-term incentive plans (the 2009 Share Option Plan and the 2008-2010 Three-year Cash Incentive Plan, or TIP) approved by the Company's Board of Directors on 7 November 2008.

Total gross remuneration received by the Company's and the Group's senior managers during 2008 amounts to €2,415,200.

This amount represents the total gross remuneration received by Antonino Galatà, Operations Directors, Gianpiero Giacardi, Human Resources Director, Giancarlo Guenzi, Chief Financial Officer, Lorenzo Lo Presti, Customer Operations Director, Roberto Mengucci, Overseas Operations Director, Riccardo Mollo, technical Services Directors, and Gennarino Tozzi, Network Development Operations Director.

Activities in 2008

Atlantia SpA's Board of Directors held twelve meetings in 2008. The average attendance was around 88% (the percentage of attendance for each Director currently in office is shown in Table I).

During the meetings, appropriate documents were made available to ensure informed participation and decision-making.

All meetings of the Board of Directors were attended by the Company's Chief Financial Officer, who is the manager responsible for the Company's financial reporting.

At its meeting of 7 November 2008 the Board of Directors approved the calendar of meetings to be held in 2009. On this basis, a total of 12 meetings have been planned.

The Company's financial calendar, setting out the dates of the Board of Directors' meetings to be held to examine the annual results, the quarterly and half-year interim results and the date of the Annual General Meeting called to approve the annual report, is published by the end of the first month after the end of each financial year. The financial calendar is available on the Company's website at www.atlantia.it.

Executive Committee

As reported last year, in 2005, during the call for tenders for the privatisation of motorways in France, the Board – in order to keep sensitive information confidential and prevent potential conflicts of interest – deemed it opportune to confer special powers to some directors for the joint evaluation of the strategy to be implemented in the call for tenders. On 7 April 2006, in implementation of art. 28 of the Articles of Association, the Board decided to make this solution permanent by setting up the Executive Committee and conferring to it a series of powers limited to overseas transactions. These powers include:

- drawing up plans for implementing the Board's international strategy;
- examining and approving participation in international tenders and initiatives, either on behalf of the Company or any Group companies, and the related structure of transactions;

- examining and approving the establishment of companies, temporary and other forms of consortia or similar entities in order take part in international projects;
- examining and approving financial transactions in connection with participation in international tenders and projects.

At its meeting of 27 August 2008, the Board also gave the Executive Committee authority to examine and assess Atlantia's proposed participation in the "New Alitalia" project, on the understanding that it was to report back to the Board of Directors on the activities carried out in exercising this authority.

The Executive Committee consists of five directors: the Chairman and CEO are members by right. The other three directors that have been appointed are Alberto Bombassei, Gianni Mion and Giuseppe Piaggio.

The Executive Committee met eleven times in 2008.

Chairman

Pursuant to art. 30 of the Articles of Association, the **Chairman** represents the Company in dealings with third parties and the courts.

The Chairman performs an **executive role** as, in addition to **powers** conferred by legislation and the Articles of Association, he is entrusted with the following duties:

- monitoring, in line with programmes approved by the corporate bodies, of general initiatives for promoting the corporate image;
- representation, in implementation of resolutions approved by the relevant corporate bodies, of the Company at ordinary and extraordinary general meetings or entities in which the Company holds interests, with discretionary powers to confer specific powers on the Company's employees or other parties with respect to participation in such meetings;
- oversee relationships between the Company and Italian and non-Italian Authorities, entities and organisations, including those of a multilateral nature.

Chief Executive Officer

The Chief Executive Officer is responsible for implementing resolutions approved by the Board of Directors.

The Chief Executive Officer is responsible for submitting proposals to the Board of Directors regarding (i) strategic, operating and financial plans, including long-term plans, for the Company, its subsidiaries and the Group in addition to modifications that may be required from time to time to undertake strategic transactions that were originally not planned; (ii) the Company's budget and the Group's consolidated budget.

In addition, the CEO:

- a) assures that organisational, administrative and accounting systems are adequate, given the nature and volume of the Company's and Group's operations, to provide the relevant reports to the Board of Directors while assuring that all information contained therein is kept confidential;
- b) assures the ongoing and continuous monitoring of the performance of the Company and the Group;
- c) oversees relations between the Company and institutional investors;
- d) informs and proposes matters to the Board for which the Chief Executive Officer is responsible.

Pursuant to *ad hoc* resolutions, the CEO is vested with such powers to carry out day-to-day operations as are not the reserve of the Board of Directors and the Chairman, pursuant to law, the Articles of Association and the Corporate Governance Code.

The main financial limits set for the CEO are as follows: €3,500,000 for individual contracts with any third party related to the Company's business purpose; €3,500,000 per transaction, even if executed in instalments, relating to the purchase and sale of equity interests and, in general, to any stock market transaction; €2,000,000 to settle disputes; €2,000,000 per transaction relating to loans to Group companies and guarantees given to, or on behalf of, third parties.

The CEO reports to the Board of Directors and the Board of Statutory Auditors promptly, and in any event at least quarterly, on the activities conducted in accordance with the powers delegated, ensuring specifically that the Board of Directors is given adequate information, so that the Board may in turn provide a formal account to the Board of Statutory Auditors on any significant, atypical, unusual or related party transactions, or on transactions in which the CEO has a declared interest or an interest on behalf of third parties.

Board Members given authority to engage in transactions during the year are under similar obligations.

Committees

Atlantia's new Corporate Governance Code, approved in December 2007, maintains the Committees required by the March 2006 version of Borsa Italiana's Corporate Governance Code except that the Remuneration Committee has been renamed the Human Resources Committee, the powers of which have been increased as explained below. The Company does not have a Nominations Committee for the reasons explained below.

The Human Resources Committee (previously the Remuneration Committee)

Activities

In 2008 the Human Resources Committee, consisting of the independent Director Alberto Bombassei, as Chairman, the Director Giuseppe Piaggio, the Director Gianni Mion, the independent Director Alberto Clò and the Director Amerigo Borrini (replaced with effect from 12 June 2008 by the independent Director Francesco Paolo Mattioli), held three meetings (the percentage of members attending the meetings is shown in Table 1). Decisions and proposals were made regarding the following matters:

- An organisational review of Autostrade per l'Italia SpA;
- Criteria for selecting members of the boards of directors and boards of statutory auditors of Group companies;
- The Group's HR policies (activity 2000-2006, policies and actions 2007-2010);
- Establishment of guidelines and the related amounts for the remuneration of the Group's senior and middle managers for 2008;
- Determination of the criteria for the MBO plan for 2008 for the Group's senior management;
- Determination of the final amounts to be paid to the Group's senior management and executives under the MBO plan for 2007;
- Criteria for the overall remuneration paid to the CEO/General Manager of Atlantia – CEO of Autostrade per l'Italia SpA;
- Criteria for the remuneration of senior managers;
- Long-term Incentive Plan for the Group's management;
- Determination of the salary to be paid to the CEO/General Manager of Atlantia – CEO of Autostrade per l'Italia SpA.

The Committee was advised by a major firm of consultants with regard to certain of the above matters.

Internal Control and Corporate Governance Committee

Role and composition

This Committee advises, makes recommendations and generally assists in evaluating the adequacy of the Group's internal control and corporate governance systems.

The Company's new Corporate Governance Code requires the majority of the Committee's members to be non-executive directors, the majority of whom are independent directors including at least one

minority director, and one of the Committee's members with ample experience in accounting and finance.

The members of the Internal Control and Corporate Governance Committee in 2008 were the non-executive Director, Giuseppe Piaggio (Chairman), the non-executive, independent Director, Piero Di Salvo and the non-executive, independent Director, Guido Ferrarini, who was elected by minority shareholders.

The Chairman of the Board of Statutory Auditors (or another standing Statutory Auditor, at his request) also attends Committee meetings. Depending on the issues to be dealt with, the Chairman of the Board of Directors, the CEO, all standing Statutory Auditors and the heads of Internal Auditing and Risk Management may be invited to take part.

The duties and responsibilities of the Committee are specifically indicated in Atlantia SpA's Corporate Governance Code, which is available on the Company's website at www.atlantia.it/it/corporate-governance/.

Moreover, the Committee's work is completely independent of that of Supervisory Board, with which it regularly exchanges information.

Activities

During 2008 the Internal Control and Corporate Governance Committee met on ten occasions to discuss the following matters (the percentage of attendance at Committee meetings is shown for each individual member in Table I).

- the update at 30 September 2007 of the standards on which the management and control organisational models of Atlantia and Autostrade per l'Italia, as established by Legislative Decree 231/01, are based;
- the internal control plan for Group companies in 2008;
- the report on the corporate governance system for 2007 and compliance with the corporate governance code for listed companies;
- report to the Board of Directors on the activities carried out in the second half of 2007;
- periodic reports on its activities pursuant to art. 154-bis, paragraph 5 of the Consolidated Finance Act;
- update on the work assigned to the independent auditors;
- examination of models for appointing independent auditors to carry out the works assigned;
- a meeting with the independent auditors regarding the financial statements for the year ended 31 December 2007;
- report to the Board of Directors on the activities carried out in the first half of 2008;
- Committee's internal controls of Group companies in view of the provisions of the new Corporate Governance Code;
- system of sanctions for Directors, Statutory Auditors and managers with reference to the management and control organisational model established by Legislative Decree 231/01;
- proposed collaboration for Phase III of the "enterprise risk management" project;
- a meeting with the independent auditors regarding the interim half-year report;
- amendment of art. 1.4 of the Code of Ethics;
- analysis of relations between Atlantia and Sintonia;
- meeting with the CFO on issues raised in the interim quarterly report for the nine months ended 30 September 2008.

Nominations Committee

As reported last year, a nominations committee was not established to recommend candidates to the Board of Directors, as new directors are appointed by list vote, in accordance with the procedure provided for by art. 20 of the Articles of Association. Such procedure is transparent and compliant with the requirements of the Corporate Governance Code for Listed Companies.

Atlantia's Board of Directors did not, therefore, deem it necessary to appoint such a committee, considering that:

- such committee is appointed – though not as an obligation but merely as an option granted to the Board of Directors – to ensure, pursuant to article 6 of the March 2006 version of the Corporate Governance Code prepared by the Corporate Governance Committee for Listed Companies, the transparency of the selection procedure, a need that is fulfilled in Autostrade's case by the above article of the Articles of Association; and that
- based on past experience, Atlantia SpA's shareholders have never had a need to submit nomination proposals.

Board of Statutory Auditors

The Articles of Association and the new Corporate Governance Code require that nominations of Statutory Auditors and relevant documentation be deposited at the Company's head office at least 15 days prior to the date of relevant General Meeting. Only shareholders, or groups of shareholders, holding at least 1% of the Company's share capital (or any lower amount as determined by relevant legislation and regulations) may submit lists.

The General Meeting of 7 April 2006 elected the Board of Statutory Auditors by list vote (which provides for the election of two standing Statutory Auditors and one alternate Statutory Auditor by minority shareholders) for the financial years 2006-2008. The following auditors were elected by majority shareholders: Alessandro Trotter, Tommaso Di Tanno and Angelo Maglietta, standing Statutory Auditors, and Giandomenico Genta, alternate Statutory Auditor. The Chairman, Marco Spadacini, the standing Statutory Auditor, Raffaello Lupi, and the alternate Statutory Auditor, Giuseppe Maria Cipolla, were elected by minority shareholders (pursuant to art. 148 of Legislative Decree, 58/1998, as subsequently amended by Law 262/2005).

All the Statutory Auditors in office meet the integrity and experience requirements provided for by the applicable laws. The Articles of Association also disqualify persons holding a number of management and supervisory positions equal to or greater than the maximum number, as established by relevant legislation, from being appointed as a Statutory Auditor. In this regard, art.144-terdecies of the CONSOB's Regulations for Issuers (Limits on the accumulation of positions) states that anyone who is a member of the boards of statutory auditors of five issuers is disqualified from becoming a member of an issuer's Board of Statutory Auditors. A member of an issuer's board of statutory auditors may take up other positions as a director or statutory auditor in the companies defined in Book V, Title V, Chapters V, VI and VII of the Italian Civil Code, provided they do not exceed the maximum of six points resulting from application of the calculation model contained in Annex 5-bis, Format 1. Exempt positions and positions as a director or statutory auditor of small companies are not taken into account in calculating the accumulation of positions.

Pursuant to art. 144-quinquiesdecies of the CONSOB's Regulations for Issuers, members of the Board of Statutory Auditors are required to list the positions held at the date of publication of their report to the General Meeting of shareholders (pursuant to art. 153 of the Consolidated Finance Act), in an annex to the report, prepared pursuant to Format 4 of annex 5-bis of the CONSOB's Regulations for Issuers.

At its meeting of 7 November 2008, the Board of Statutory Auditors – based on the fact that art. 15, paragraph 2 of the Corporate Governance code, approved by Atlantia's Board of Directors on 14 December 2007, requires that “*Statutory Auditors be chosen from among persons who qualify as independent, including on the basis of the criteria established in this Code with regard to the Directors*”, and that “*the Board of Statutory Auditors shall check compliance with these criteria after election and subsequently annually, reporting on the outcome of the checks in the corporate governance report*” – checked that all the Company's Statutory Auditors met the independence requirements.

Table 2 summarises the positions held as director or statutory auditor in 2008 by each member of the Board of Statutory Auditors in the companies defined in Book V, Section V, Paragraphs V (joint-stock companies), VI (limited partnerships) and VII (limited liability companies) of the Italian Civil Code, in addition to their position in Atlantia SpA. Annex B lists such positions.

During 2008 Atlantia SpA's Board of Statutory Auditors met on 11 occasions (the percentage of attendance is shown for each individual Statutory Auditor in Table 2).

In carrying out its duties, the Board of Statutory Auditors had periodic meetings during the year with Independent Auditors, the manager responsible for financial reporting and the head of Internal Audit department.

The Chairman of the Board of Statutory Auditors, or another Statutory Auditor delegated to attend, was present at the meetings of the Internal Control and Corporate Governance Committee.

Before issuing their reports on the financial statements, the Board of Statutory Auditors and the Independent Auditors exchanged information on the checks carried out.

During 2008 the Board of Statutory Auditors oversaw the independence of the Independent Auditors, checking the nature and entity of any services other than auditing provided to Atlantia SpA and its subsidiaries by the Independent Auditors, and by entities belonging to its network.

Independent Auditors

KPMG SpA is the auditing firm responsible for auditing the annual separate and consolidated financial statements, periodic checks on accounting procedures, and reviewing the consolidated interim financial statements of Atlantia SpA for the financial years 2006-2011.

The Board of Auditors and the Independent Auditors exchange information deriving from their respective audit activities.

On 23 April 2007, the Company issued the Procedure for Relations with the Independent Auditors in order to define operational responsibilities and procedures for managing relationships between Group companies and their independent auditors.

The procedure relates to senior management and the managements of Group companies who, in the performance of their duties, have direct or indirect contact with independent auditors during their audit procedures.

Procedure for market announcements

The management of confidential information is the responsibility of the Chairman, in agreement with the CEO. The Company's Board of Directors, which had already approved the **Procedure for Market Announcements** in July 2004, responded to the reforms introduced by Law 262/2005 (the so-called "Savings Law") and Law 62/2005 (the so-called "European Union Law 2004") by approving a new procedure in March 2006, which was revised on 5 October 2007 in accordance with the most recent pronouncements of the CONSOB in that regard and the most recent modifications to the internal organisation.

This procedure governs communication of confidential information to the market on the part of Atlantia SpA and subsidiaries (meaning subsidiaries either directly or indirectly controlled by Atlantia), as required by related legislation and art. 8 of the Company's Corporate Governance Code (art. 9 of the previous Corporate Governance Code) and section 7 of the Group's Code of Ethics.

The full text of the Procedure for Market Announcements can be viewed on the Company's website at www.autostrade.it/investor/corporate-governance/.

The procedure for market announcements is complemented and integrated by the provisions of the **Code of Conduct for Internal Dealing**, the most recent version of which was also approved in March 2006 in implementation of the provisions pursuant to art. 114 comma 7 of Legislative Decree 58/1998 and articles 152 *sexies*, 152 *septies* and 152 *octies* of CONSOB Regulation 11971. The Code governs the disclosure requirements in respect of Atlantia SpA and the market, relating to the purchase, sale, subscription or exchange of shares issued by Atlantia or financial instruments underlying the shares, where such transactions amount to a total of €5,000 per year.

The Company's Code identifies Relevant Persons and "Persons closely linked to Relevant Persons", also establishing that it is the responsibility of a Relevant Person to indicate other Persons who, in relation to the activities performed by or tasks assigned to them, including for limited periods of time, are subject to the same rules as Relevant Persons.

The Code provides for periods during which the above transactions are prohibited

The full text of the Code of Conduct for Internal Dealing can be viewed on the Company's website at www.atlantia.it/it/corporate-governance/.

Procedure for related party transactions

The Board of Directors approved the **Procedure for Related Party Transactions** in July 2004. Their approval was also made with reference to the relevant provisions of art. 71 *bis* of CONSOB Regulation 11971 of 14 May 1999 and subsequent amendments and IAS 24 "Related Party Disclosures".

The Procedure contains a code of conduct for related party transactions, establishing the criteria for identifying such transactions and the principles to be applied.

The full text of the Procedure for Related Party Transactions can be viewed on the Company's website at www.atlantia.it/it/corporate-governance/.

Atlantia's new Corporate Governance Code, approved on 14 December 2007, establishes that transactions in which a Director, Statutory Auditor, the General Manager or an executive to whom special powers have been conferred by the Board of Directors has an interest, whether acting on their own behalf or on behalf of a third party, and transactions with related parties, are to be approved and executed in accordance with the principles of transparency and substantive and procedural correctness, as well as any principles adopted by the Board of Directors, on the recommendation of the Internal Control and Corporate Governance Committee, and set out in the related regulations.

Atlantia's Corporate Governance Code also requires all Directors and Statutory Auditors to promptly report, at least quarterly, to the Board of Directors and the Board of Statutory Auditors all transactions in which such persons have an interest, either acting on their own behalf or on behalf of third parties, with respect to the origination, terms and scope of such interest.

Following approval of Atlantia's new Corporate Governance Code, the Company began the process of updating and progressively reviewing its Procedure for Related Party Transactions, also in the light of further consultation regarding this matter initiated by the CONSOB in April 2008.

Details of the related party transactions carried out by the Company during 2008 are provided in the paragraph on "Related party transactions" in the section "Atlantia SpA: financial review and related party transactions" in the Directors' report on operations.

Procedure for reporting to the Board of Statutory Auditors

Procedure for relations with the Board of Statutory Auditors

In December 2004, the Board of Directors approved a specific **Procedure for Reporting to the Board of Statutory Auditors**, pursuant to art. 150, paragraph 1 of Legislative Decree 58/1998, to replace the previous procedure.

The purpose of the Procedure is to ensure that the Board of Statutory Auditors is provided with all information required to carry out its supervisory function pursuant to the above Decree and, by increasing management transparency, to allow each Director to play a more informed role in the Company's management. The Procedure includes the exchange of information between the Chief Executive Officer and the Board of Directors as recommended by the Corporate Governance Code. The objective is to confirm the Board's central role in the Company's management, ensuring that all members of the Board of Directors and the Board of Statutory Auditors are kept fully informed, in addition to strengthening internal control systems.

According to the procedure, information to be reported to the Board of Statutory Auditors includes:

- details of activities carried out;
- the most significant transactions in terms of impact on the Company's results of operations, financial position and cash flows;
- details of the activities through which the Company exercises its management and coordination functions, other than those already reported in connection with the activities carried out;

- atypical or unusual transactions and any other activity or transaction deemed necessary to report to the Board of Statutory Auditors.

The reports reflect activities and transactions performed in the period of time (no more than three months) following the period (also no more than three months in length) covered by the previous report.

For the purposes of the reports, the procedure identifies transactions whose impact might be regarded as significant in terms of the Company's results of operations, financial position and cash flows. Specifically, in addition to transactions that are the reserve of the Board of Directors, pursuant to article 2381 of the Italian Civil Code, as well as the Articles of Association and the Corporate Governance Code, significant transactions conducted by Atlantia SpA or by its main direct or indirect subsidiaries include:

- issuance of financial instruments for a total amount in excess of €5 million;
- borrowing or lending as well as the provision of guarantees, investment and divestment, including properties, for amounts in excess of €5 million;
- acquisitions and sales of equity interests, companies or business units, assets and other transactions for amounts each in excess of €5 million;
- mergers and demergers.

During the year the Board of Directors kept the Board of Statutory Auditors up to date by reporting to it on a quarterly basis.

The text of the Procedure can be viewed on the Company's website at www.atlantia.it/it/corporate-governance.

Following approval of Atlantia's new Corporate Governance Code in December 2007, the Company, partly on the basis of the experience gained as a result of application of the Procedure, began the process of updating the document.

With respect to Legislative Decree 231/2001 and the Group's Code of Ethics, the **Procedure for Relations with the Board of Statutory Auditors** was issued in February 2007 to define the responsibilities and operational procedures for managing relations with the Board of Statutory Auditors.

This procedure relates to the staff of Atlantia and its subsidiaries who, in the performance of their duties, have direct or indirect contact with Statutory Auditors during their audit activities.

Manager responsible for financial reporting

Pursuant to art. 33 of the Articles of Association, and in compliance with art. 154 bis of the Consolidated Finance Act, the Board of Directors, subject to obtaining the required opinion of the Board of Statutory Auditors, appoints and dismisses the manager responsible for financial reporting, who must meet the necessary professional requirements. The manager is selected from candidates with at least three years experience in positions with appropriate responsibility for administration and finance, or administration and control in quoted joint-stock companies, and who possess the integrity required by the regulations in force. The Directors fix the related remuneration and the term of office, which is renewable, and grant the manager all the authority and instruments necessary in order to carry out the duties assigned to them by law.

At its meeting of 9 November 2007, the Board of Directors, subject to the prior approval of the Board of Statutory Auditors, appointed the Chief Financial Officer (CFO), Giancarlo Guenzi, as the manager responsible for financial reporting until the conclusion of the Board of Directors' term of office.

In 2008, the update of the administrative and accounting controls forming part of the internal control system was carried out. This was done to permit the Chief Executive Officer and the manager responsible for financial reporting to issue their attestations on the annual separate and consolidated financial statements and the consolidated interim report regarding, among other things, the adequacy and effective application of administrative and accounting procedures.

As part of this process, the analysis of significant Group entities and the related significant processes was updated through mapping of the steps taken to assure the existence of controls (at entity and process level) designed to monitor the risk relating to compliance with the laws, regulations and accounting standards regarding periodic financial reporting.

The effectiveness of the administrative and accounting procedures was verified, with the assistance of a leading firm of specialist consultants, through a monitoring programme of the control and governance environment, as well as key process level controls of significant entities and processes.

Internal control system

The system of internal controls consists of all of the rules, procedures and organisational structures required by the Corporate Governance Code to assure the sound and correct management of the Company in a manner consistent with predetermined objectives.

The Board of Directors develops guidelines for the system of internal controls and assesses its adequacy and proper functioning, by ensuring that the main business risks (operational, financial and risks of any other nature) are adequately identified, managed and has delegated **responsibility for overseeing the system to the Chief Executive Officer**.

The Chief Executive Officer defines the tools and the implementation procedures for the internal control system, in accordance with the guidelines set by the Board of Directors, overseeing the overall adequacy of the system, its performance, and its adaptation to changes in the operating environment and in the legislative and regulatory frameworks. He also proposes the appointment or revocation of one or more persons to be in charge of internal controls.

In order to check the proper working of the internal control system, the Board of Directors relies on the Internal Control and Corporate Governance Committee, as well as on one or more adequately independent managers equipped with the proper tools to carry out these duties.

The **heads of internal control**, who are the Managers of the Internal Audit and Risk Management Departments, report directly to the Chairman, the Chief Executive Officer, the Internal Control and Corporate Governance Committee and the Board of Statutory Auditors.

The Chief Executive Officer makes changes to the internal control system, whenever required, to remedy any weaknesses found by audits.

The **Internal Audit** department is responsible for monitoring and checking the proper performance of the internal control system.

This activity is carried out through internal audit initiatives, implemented within the scope of the department's annual plan, designed to verify the adequacy and functionality of the Internal Control System and compliance with the laws and internal procedures and regulations.

The Internal Audit department also monitors the "Organisational, management and control model pursuant to Legislative Decree 231/01" on behalf of the Company's Supervisory Board.

The Internal Audit department's role is to identify, during its internal audit activities and its monitoring of the Organisational, management and control model pursuant to Legislative Decree 231/01, improvements to the internal control system in order to propose the necessary corrective actions to the CEO, the related managers and the supervisory bodies.

The Internal Audit department is also responsible for monitoring, via its follow-up activities, implementation of the corrective actions identified, reporting to the CEO, the related managers and the supervisory bodies.

The **Risk Management** department is responsible for overseeing the risk management process at Group level. This takes the form of the correct implementation and development of the COSO Enterprise Risk Management framework², designed to identify, assess, manage and monitor the risks included in the Company's current Business Risk Model: compliance and regulatory risks, regarding the possibility of sanctions as a result of violations of laws/regulations or breach of the terms and conditions of the new agreement with Anas SpA; and operational risks, regarding the occurrence of any event that may prevent achievement of the Company's objectives.

² The Committee of Sponsoring Organizations of the Treadway Commission: Enterprise Risk Management – Integrated Framework, 2004.

In relation to the risks identified, the department also provides the necessary support to the other departments involved in reviewing the design of the internal control system and monitoring implementation of the resulting changes.

The department is also responsible for change management, which takes the form of training programmes and information campaigns designed to extend risk awareness throughout the Company, to make management aware of the need for controls of the processes under their responsibility and of the potential impact of any inadequacies in the Company's risk management.

Legislative Decree 231/2001

In 2008, Atlantia continued the analysis and adaptation of its organisational, management and control tools to the requirements of Decree 231/2001, as subsequently amended. This, above all, entailed the implementation of the **Management and Control Organisational Model** adopted by Atlantia, in collaboration with a criminal lawyer, with respect to the evolution of legislation and the modifications to the organisation during the year.

Adoption of the Management and Control Organisational Model, of which the Code of Ethics forms part, contributed to implementation of the Company's Internal Control System, as indicated in the new Corporate Governance Code.

The Principles guiding the implementation of Atlantia's Management and Control Organisational Model and the Code of Ethics are available on the Company's website at www.atlantia.it/it/corporate-governance.

Atlantia's **Supervisory Board**, chaired by Renato Granata, Emeritus Chairman of the Constitutional Court and the First Honorary Adjunct Chairman of the Supreme Court, consists of the Company's General Counsel and the head of the Internal Audit department. In 2008 the Board met 13 times, to deal with the issues associated with regulatory changes and implementation of the Action Plan for the monitoring and evaluation of the Management and Control Organisational Model adopted by the Company.

In accordance with the Organisational Model, during 2008 Atlantia's Supervisory Board reported periodically to the Company's Board of Directors and Board of Statutory Auditors on the activities performed with regard to both updates to the Management and Control Organisational Model and the controls made, including those conducted by the Internal Audit department.

With regard to Group companies, the respective Supervisory Boards, in keeping with the steps taken by Atlantia's Supervisory Board, have implemented their own action plans to monitor and assess the adequacy of the Management and Control Organisational Models adopted in each case. The Parent Company's Internal Audit department performed all the planned audits and periodic reports on the supervisory activities carried out during the reference periods have been prepared and submitted to the relevant boards of directors and boards of statutory auditors.

Shareholder relations

General Meetings

The Directors encourage and facilitate the highest possible attendance of shareholders at General Meetings, in particular by providing all the necessary information and documents to ensure smooth running and aware participation at meetings. The information is made available on a special page of the Company's internet site.

The new Corporate Governance Code requires that General Meetings be treated as forums to provide shareholders with reports on the Company's operations and outlook, in accordance with the rules and regulations on price sensitive information. In the event of significant changes in the Company's overall capitalisation, in the shareholder structure and in the number of shareholders, the directors assess the appropriateness of recommending changes to the Memorandum of Association to the General Meeting as regards the majorities required to implement actions and to exercise the prerogatives designed to protect minorities.

The Company's Articles of Associations provide that all those persons may participate in General Meetings, who have obtained, by the date stipulated by statute as may be in effect from time to time, the attestation of the intermediary that the holder has the right to vote. All restrictions on share transfers shall be cancelled after that date.

The General Meeting Regulations, shown at the end of the Articles of Association, provide for the orderly and functional proceedings of Ordinary and Extraordinary General Meetings of shareholders. The full texts of the Articles of Association and the General Meeting Regulations are available on the Company's website at www.atlantia.it/it/corporate-governance/.

In 2008 the Company held its Annual General Meeting on 22 April 2008 to approve the financial statements for the year ended 31 December 2007 and to grant the Directors authority to purchase and sell the Company's own shares.

Investor relations

Atlantia's financial reporting is aimed at all its stakeholders.

To this end, the Company has set up a specific Corporate Finance and Investor Relations department, which is responsible for relations with the Italian and international financial community. The department is responsible for providing the market with timely, complete and clear quantitative and qualitative descriptions of the Company's strategies and results of operations, communicating with the market (investors and financial analysts) in all respects through:

- **periodic and extraordinary mandatory disclosures** in the form of:
 - regular publication of annual and interim financial statements;
 - publication of prospectuses relating to extraordinary transactions affecting the Company;
- **mandatory disclosures on significant events**, made in accordance with Legislative Decree 58 of 24 February 1998 and the CONSOB Regulations for Issuers. In fact, the principles laid down therein, and any subsequent amendments, are adopted in accordance with the Corporate Governance Code for Listed Companies and Borsa Italiana's Guide for Reporting to the market, and in accordance with the instructions in the above-mentioned "Procedure for Market Announcements";
- **voluntary information to investors and analysts** provided in regular meetings (road shows, conference calls, one-on-one meetings) with institutional investors in the main financial centres, both in Italy and abroad.

TABLE 1: STRUCTURE OF THE BOARD OF DIRECTORS AND BOARD COMMITTEES

Board of Directors							Internal Control and Corporate Governance Committee		Human Resources Committee (previously Remuneration Committee)	
Position	Members	Executive	Non-executive	Independent	(1)	No. of other positions (2)	(3)	(1)	(3)	(1)
Chairman	GROS-PIETRO Gian Maria	X			100	5				
Chief Executive Officer	CASTELLUCCI Giovanni	X			100	9				
Director	BENETTON Giberto		X		75	14				
Director *	BOMBASSEI Alberto		X	X	83	4			X	100
Director	CERA Roberto		X		92	-				
Director *	CLÓ Alberto		X	X	83	3			X	33
Director	COMINELLI Claudio ⁽⁴⁾		X		100	4				
Director	DI SALVO Piero		X	X	92	3	X	100		
Director	FASSONE Antonio		X		100	1				
Director *	FERRARINI Guido		X	X	83	1	X	90		
Director	MATTIOLI Francesco Paolo ⁽⁴⁾		X	X	78	9			X	0
Director	MION Gianni		X		83	9			X	100
Director	PIAGGIO Giuseppe		X		100	6	X	100	X	100
Director	TORCHIA Luisa		X		58	2				
A Nominations Committee is not provided for in Autostrade SpA's Corporate Governance Code, given that, in accordance with the Articles of Association, election of the Board of Directors takes the form of a transparent procedure (a list vote).										
The Remuneration Committee was renamed the Human Resources Committee in the new Corporate Governance Code approved in December 2007, which also widened its brief and increased the number of members.										
Number of meetings held during the year		Board of Directors: 12			Internal Control and Corporate Governance Committee: 10			Remuneration Committee: 3		

NOTES

(*) An asterisk indicates that the Director has been elected to represent minority shareholders.

(1) This column shows the percentage attendance of Directors at Board and Committee meetings, respectively.

(2) This column shows the number of directorships or positions as a Statutory Auditor held by the Director in other listed Italian or overseas companies, financial companies, banks, insurers or companies of significant size.

(3) The "X" in this column indicates that the Director is a member of the Committee.

(4) The Director, Claudio Cominelli, and the Director, Francesco Paolo Mattioli, were co-opted on to the Board at the meeting of 9 May 2008. Claudio Cominelli replaced the Director, Amerigo Borrini, who had resigned with effect from 23 April 2008. Francesco Paolo Mattioli replaced the Director, Sergio De Simoi, who had resigned with effect from 29 April 2008.

➤ The Board decided not to replace the Director, Salvador Alemany Mas, who resigned with effect from 25 June 2008.

TABLE 2: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS

Position	Members	Percentage attendance at meetings of the Board	No. of other positions ⁽¹⁾
Chairman *	SPADACINI Marco	100	14
Standing Auditor	DI TANNO Tommaso	82	17
Standing Auditor *	LUPI Raffaello	64	-
Standing Auditor	MIGLIETTA Angelo	91	19
Standing Auditor	TROTTER Alessandro	100	13
Alternate Auditor *	CIPOLLA Giuseppe Maria	-	-
Alternate Auditor	GENTA Giandomenico	-	25
Number of meetings during the calendar year: 11			
The right to submit lists is only granted to shareholders who alone or with other shareholders represent at least 1% of the voting shares at Ordinary General Meeting (art. 32 of the Articles of Association)			

NOTES

- (*) An asterisk indicates that the Statutory Auditor has been elected to represent minority shareholders.
- (1) This column shows the number of positions held by the Statutory Auditor in companies as defined in Book V, Title V, Chapters V, VI and VII of the Italian Civil Code (as shown in the list, prepared pursuant to art. 144 *quinquiesdecies* of the CONSOB Regulations for Issuers, attached to the Statutory Auditors' report prepared pursuant to art. 153, paragraph 1 of the Consolidated Finance Act).

TABLE 3: OTHER PROVISIONS OF THE CORPORATE GOVERNANCE CODE

	YES	NO	Short description of reasons for deviation from Code recommendations
System of powers and related party transactions			
Has the Board attributed powers setting:			
a) any limits	X		none
b) any procedures for their exercise	X		"
c) any frequency for reporting?	X		"
Has the Board kept the prerogative to review transactions with a significant impact on the results of operations, the financial position and cash flows (including related party transactions)?	X		"
Has the Board set guidelines and criteria for identifying "significant" transactions?	X		"
Are the above guidelines and criteria described in the annual report?	X		"
Has the Board defined specific procedures for examining and approving related party transactions?	X		"
Are the procedures for the approval of related party transactions described in the annual report?	X		"
Procedure of the most recent appointment of directors and auditors			
Were the names of candidates for election to the Board of Directors filed at least ten days in advance?	X		none
Was exhaustive information provided on the background of candidates for election to the Board of Directors?	X		"
Did candidates for election to the Board of Directors submit information regarding their suitability to qualify as independent?	X		"
Were the names of candidates for the Board of Auditors filed at least ten days in advance?	X		"

Table 3, continued

	YES	NO	Short description of reasons for deviation from Code recommendations
Was exhaustive information provided on the background of candidates for the Board of Auditors?	X		none
General Meetings			
Did the Company implement General meeting Regulations?	X		"
Are these Regulations attached to the annual report (or are instructions provided on where they can be obtained/downloaded)	X		"
Internal Control			
Did the Company appoint a person to take charge of internal controls?	X		"
Do these persons report to managers other than operational managers?	X		"
Organisational units in charge of internal control (under article 93 of the Code)	INTERNAL AUDIT and RISK MANAGEMENT		
Investor Relations			
Did the company appoint a head of Investor Relations?	X		"
Organisational unit and details (address/telephone/fax/e-mail) of the head of investor relations	Corporate Finance and Investor Relations: MASSIMO SONEGO Via Antonio Nibby 20 - 00161 ROME - ITALY Tel.: 06/44172610 - e-mail: investor.relations@atlantia.it		

ANNEX A

LIST OF OTHER POSITIONS HELD BY THE DIRECTORS IN OTHER ITALIAN AND FOREIGN COMPANIES LISTED ON ITALIAN AND INTERNATIONAL REGULATED MARKETS, AND IN FINANCIAL, BANKING, INSURANCE OR LARGE COMPANIES

DIRECTOR	OTHER POSITIONS
GROS-PIETRO Gian Maria	<ul style="list-style-type: none"> ➤ Chairman of Autostrade per l'Italia SpA ➤ Chairman of Perseo SpA ➤ Director of Edison SpA ➤ Director of Fiat SpA ➤ Director of SEAT Pagine Gialle SpA
CASTELLUCCI Giovanni	<ul style="list-style-type: none"> ➤ Vice Chairman of Impregilo SpA ➤ CEO of Autostrade per l'Italia SpA ➤ CEO of Autostrade Sud America Srl ➤ Director of Aeroporti di Roma SpA ➤ Director of Autostrade del Brennero SpA (until 23 December 2008) ➤ Director of Autovie Venete SpA (until 23 December 2008) ➤ Director of IGLI SpA ➤ Director of Pedemontana Veneta SpA (until 20 June 2008) ➤ Director of Sintonia SA (until 1 December 2008)
BENETTON Gilberto	<ul style="list-style-type: none"> ➤ Chairman of Asolo Golf Club (sporting association) ➤ Chairman of Asolo Golf Club Srl ➤ Chairman of Autogrill SpA ➤ Chairman of Edizione Holding SpA * ➤ Chairman of Sintonia SpA * ➤ Chairman of Verde Sport SpA ➤ Vice Chairman of the Benetton Foundation ➤ Sole Director of Immobiliare Marca Srl ➤ Sole Director of Regia Srl ➤ Director of Allianz SpA ➤ Director of Benetton Group SpA ➤ Director of Pirelli & C. SpA ➤ Director of Sintonia SA ➤ Member of Mediobanca SpA's Supervisory Committee (until October 2008)
BOMBASSEI Annex A continues (2/3)	<ul style="list-style-type: none"> ➤ Chairman of Brembo SpA ➤ Director of Ciccolella SpA ➤ Director of Italcementi SpA ➤ Director of Pirelli & C SpA
CERA Roberto	—
CLÔ Alberto	<ul style="list-style-type: none"> ➤ Director of De Longhi SpA ➤ Director of ENI SpA ➤ Director of Italcementi SpA

DIRECTOR	OTHER POSITIONS
COMINELLI Claudio	<ul style="list-style-type: none"> ➤ Director of Europ Assistance Italia SpA ➤ Director of Generali Multipensione Solutions Sicav ➤ Director of Impregilo SpA ➤ Director of Simgenia Sim SpA
DI SALVO Piero	<ul style="list-style-type: none"> ➤ Chairman of Autostrade Meridionali SpA ➤ Chairman of the Board of Statutory Auditors of 3C SpA ➤ Director of Tangenziale di Napoli SpA (until 20 March 2008)
FASSONE Antonio	<ul style="list-style-type: none"> ➤ Director of Fondazione Cassa di Risparmio di Torino
FERRARINI Guido	<ul style="list-style-type: none"> ➤ Chairman of TLX SpA
MATTIOLI Francesco Paolo	<ul style="list-style-type: none"> ➤ Chairman of Sofipa SGR SpA ➤ Vice Chairman of Fiat Partecipazioni SpA ➤ Director of Beretta Holding SpA ➤ Director of CAI SpA ➤ Director of Internazionale Holding Fiat SA ➤ Director of ITEDI SpA ➤ Director of Prysmiam SpA ➤ Director of Sara Assicurazioni SpA ➤ Director of Sara Immobili SpA
MION Gianni	<ul style="list-style-type: none"> ➤ CEO of Edizione Holding SpA * ➤ CEO of Sintonia SpA * ➤ Director of Aeroporti di Roma SpA ➤ Director of Autogrill SpA ➤ Director of Benetton Group SpA ➤ Director of Burgo Group SpA ➤ Director of Luxottica Group SpA ➤ Director of Sintonia S.A. ➤ Director of Telecom Italia SpA
PIAGGIO Giuseppe	<ul style="list-style-type: none"> ➤ Chairman of Schemaventotto SpA ➤ Vice Chairman of Società Italiana pA per il Traforo del Monte Bianco ➤ Director of Autostrade per l'Italia SpA ➤ Director of Fondazione Cassa di Risparmio di Torino ➤ Director of IGLI SpA ➤ Director of Impregilo SpA
TORCHIA Luisa	<ul style="list-style-type: none"> ➤ Director of ACEA SpA (until 21 October 2008) ➤ Director of Cassa Depositi e Prestiti

* From 1 January 2009, the date on which the merger of Edizione Holding SpA and Sintonia SpA with and into Gilberto Benetton e C.'s Ragione SpA came into effect, Ragione has changed its name to Edizione Srl, of which the Directors, Gilberto Benetton and Gianni Mion, are Chairman and CEO, respectively.

ANNEX B

LIST OF OTHER POSITIONS HELD BY STATUTORY AUDITORS IN OTHER COMPANIES AS DEFINED IN BOOK V, TITLE V, CHAPTERS V, VI AND VII OF THE ITALIAN CIVIL CODE

STATUTORY AUDITOR	OTHER POSITIONS
SPADACINI Marco	<ul style="list-style-type: none"> ➤ Director of A. Mondadori Editore SpA ➤ Director of Compagnia Fiduciaria Nazionale SpA ➤ Chairman of the Board of Statutory Auditors of AMBI SpA ➤ Chairman of the Board of Statutory Auditors of Apple Computer Italia Srl ➤ Chairman of the Board of Statutory Auditors of Apple Computer SpA ➤ Chairman of the Board of Statutory Auditors of Chanel Srl ➤ Chairman of the Board of Statutory Auditors of F2I S.G.R. SpA ➤ Chairman of the Board of Statutory Auditors of SORIN SpA ➤ Standing Auditor of Fondiaria SAI SpA ➤ Standing Auditor of AXA Assicurazioni SpA ➤ Standing Auditor of AXA Partecipazioni SpA ➤ Standing Auditor of Centurion Immobiliare SpA ➤ Standing Auditor of EXPO 2015 SpA ➤ Standing Auditor of INVESTIM Srl
DI TANNO Tommaso	<ul style="list-style-type: none"> ➤ Chairman of Assicurazioni di Roma Mutua ➤ Chairman of Assicurazioni di Roma Vita ➤ Chairman of Movytel SpA ➤ Chairman of Sisal Holding Finanziaria SpA ➤ Chairman of Sisal SpA ➤ Director of INA Assitalia SpA ➤ Chairman of the Board of Statutory Auditors of Airone SpA ➤ Chairman of the Board of Statutory Auditors of Airone City Liner SpA ➤ Chairman of the Board of Statutory Auditors of Airone Technic SpA ➤ Chairman of the Board of Statutory Auditors of Banca Monte dei Paschi di Siena ➤ Chairman of the Board of Statutory Auditors of British American Tabacco Italia SpA ➤ Chairman of the Board of Statutory Auditors of British American Tabacco Southern Europe SpA ➤ Chairman of the Board of Statutory Auditors of European Avian Service SpA ➤ Chairman of the Board of Statutory Auditors of MPS Immobiliare SpA ➤ Chairman of the Board of Statutory Auditors of Vodafone Omnitel NV ➤ Standing Auditor of Alitalia SpA ➤ Standing Auditor of CAI FIRST SpA
LUPI Raffaello	—

STATUTORY AUDITOR	OTHER POSITIONS
MIGLIETTA Angelo	<ul style="list-style-type: none"> ➤ Chairman of Intercontabile Srl ➤ Director of Dessert Roma Srl (until 25 September 2008) ➤ Director of Esprinet SpA ➤ Director of F2I SGR SpA ➤ Director of Intercontabile Srl ➤ Director of Nuova Tagliamento SpA ➤ Director of Realtà Vailog SpA ➤ Director of Società Italiana Prodotti Alimentari S.I.P.A. SpA ➤ Chairman of the Board of Statutory Auditors of BSL Bertola Servizi Logistici SpA ➤ Chairman of the Board of Statutory Auditors of FBH SpA ➤ Chairman of the Board of Statutory Auditors of Sisal SpA ➤ Chairman of the Board of Statutory Auditors of Valtidone SpA ➤ Standing Auditor of Astor Finanziaria Immobiliare Srl ➤ Standing Auditor of Fonti di Vinadio SpA ➤ Standing Auditor of Edizioni Anabasi Srl ➤ Standing Auditor of Laboratoire Lierac Italia Srl ➤ Standing Auditor of Oltre di Oltre Gestioni Srl Società in Accomandita per Azioni (until 15 September 2008) ➤ Standing Auditor of Ponte SpA ➤ Standing Auditor of SOIMFI Srl
TROTTER Alessandro	<ul style="list-style-type: none"> ➤ Director of Esatri SpA ➤ Chairman of the Board of Statutory Auditors of Autostrade per l'Italia SpA ➤ Chairman of the Board of Statutory Auditors of Petraco SpA ➤ Chairman of the Board of Statutory Auditors of Radiall Elettronica Srl ➤ Chairman of the Board of Statutory Auditors of Rotolito Lombarda SpA ➤ Chairman of the Board of Statutory Auditors of SITECH (in liquidation) ➤ Chairman of the Board of Statutory Auditors of TLX SpA ➤ Chairman of the Board of Statutory Auditors of Unicredit Banca SpA ➤ Standing Auditor of Impregilo SpA ➤ Statutory Auditor of Schemaventotto SpA ➤ Statutory Auditor of Siena Mortgages OO-I SpA ➤ Statutory Auditor of Ulisse SpA ➤ Statutory Auditor of Unicredit Consumer Financing Bank SpA
CIPOLLA Giuseppe Maria	—

STATUTORY AUDITOR	OTHER POSITIONS
GENTA Giandomenico	<ul style="list-style-type: none"> ➤ Chairman of the Board of Statutory Auditors of ASTER – Azienda Servizi Territoriali Genova SpA ➤ Chairman of the Board of Statutory Auditors of Colligo Holding SpA ➤ Chairman of the Board of Statutory Auditors of EUROFIDI Società Consortile di Garanzia Collettiva Fidi ScpA ➤ Chairman of the Board of Statutory Auditors of Finanziaria Sviluppo Impresa SpA ➤ Chairman of the Board of Statutory Auditors of Rental Camper SpA ➤ Standing Auditor of ARBI SpA ➤ Standing Auditor of ATMOS SpA ➤ Standing Auditor of Autofontana SpA ➤ Standing Auditor of Autostrade per l'Italia SpA ➤ Standing Auditor of Equitalia Sestri SpA ➤ Standing Auditor of La Casalinga Srl ➤ Standing Auditor of S.I.A. –Servizi Integrati di Archiviazione SpA ➤ Standing Auditor of Sitraci SpA ➤ Standing Auditor of Tecnilab S.p.A ➤ Standing Auditor of Venchi SpA ➤ Alternate Auditor of Acquedotto Langhe e Alpi Cuneesi SpA ➤ Alternate Auditor of DALL'O Srl ➤ Alternate Auditor of Petrol Cap SpA ➤ Alternate Auditor of Tecnoindustrie Merlo SpA ➤ Alternate Auditor of Treemme Technology Srl ➤ Alternate Auditor of V2 SpA ➤ Auditor of Fingranda SpA ➤ Auditor of Sciovie del Viver Entracque Srl ➤ Sole Auditor of Comuni Riuniti della Piana del Varaita Srl ➤ Steering Committee member, Fondazione Cassa di Risparmio di Torino