



Press Release

2011 Annual General Meeting

Rome, 20 April 2011 – The Annual General Meeting of Atlantia SpA's shareholders (AGM), chaired by Fabio Cerchiai, was held today in ordinary and extraordinary session.

Financial statements for 2010 approved

The AGM examined and approved Atlantia SpA's financial statements for the year ended 31 December 2010.

Atlantia SpA's financial statements for the year ended 31 December 2010 report profit for the year of €509.9m. Atlantia SpA's equity at 31 December 2010 amounts to €6,413.0m.

The AGM also examined the Atlantia Group's consolidated financial statements for the year ended 31 December 2010.

The Group's total revenue for 2010 amounts to €3,750.0m, marking an increase of €261.7m (7.5%) on 2009 (€3,488.3m). On a like-for-like basis, total revenue is up €114.8m (3.4%). Gross operating profit (EBITDA) of €2,284.5m is up €145.1m (6.8%) on the figure for 2009 (€2,139.4m). On a like-for-like basis, gross operating profit is up €150.6m (7.2%).

Profit attributable to equity holders of the parent (€682.9m) is up €120.4m (21.4%) on the figure for 2009 (€562.5m), increasing by 13.2% on a like-for-like basis.

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Equity attributable to equity holders of the parent amounts to €3,183.4m at 31 December 2010, whilst the Group's net debt at 31 December 2010 amounts to €9,657.3m.

Dividend for 2010

The AGM approved the payment of a dividend of €0.746 per share, with payment of a final dividend of €0.391 on 23 May 2011, following payment of an interim dividend of €0.355 in November 2010. The dividend per share is unchanged with respect to 2009, although following the bonus issue approved by the Company's shareholders on 14 April 2010 (1 new share for every 20 held) the full-year dividend is up 5% compared with 2009.

Amendments to the 2009 Share Option Plan

The AGM, pursuant to and for the purposes of article 114-*bis* of the Consolidated Finance Act, approved a number of changes deemed necessary in order to ensure that there is no alteration in the substantive aspects of the 2009 Share Option Plan approved by the AGM held on 23 April 2009, as a result of the bonus issue approved by the AGM of the Company's shareholders held on 14 April 2010 and any further bonus issues that may be approved in future. The changes to the 2009 Share Option Plan are contained in the supplement to the information memorandum prepared pursuant to art. 84-*bis* of CONSOB Regulation 11971 of 14 May 1999, as subsequently amended, which has been made available to the public as required by law and may be consulted on the Company's website at www.atlantia.it, to which reference should be made for further information.

Additional incentive plans

The AGM approved the adoption of three separate share-based incentive plans, which may be long-term in nature, consisting of share options and/or share grants for certain executive Directors and key management personnel within the Group. Details of the plans are contained in the information memorandum prepared pursuant to art. 84-*bis* of CONSOB Regulation 11971 of 14 May 1999, as subsequently amended, which has been made available

to the public as required by law and may be consulted on the Company's website at www.atlantia.it, to which reference should be made for further information.

Board's authority to purchase and sell treasury shares

Having revoked the unused portion of the authority to buy back and sell the Company's shares, granted by the General Meeting of 14 April 2010, the AGM granted the Board a new authority to buy back, in accordance with the relevant laws, up to 60,029,713 shares within 18 months of the resolution, including the 12,050,446 treasury shares previously bought by the Company and not yet sold in execution of previous shareholder resolutions.

The resolution will enable the Board to purchase treasury shares in order to intervene in the market to stabilise Atlantia's share price, should movements in the price provide evidence of abnormal share price movements. Such movements include those linked to excess volatility or a lack of market liquidity, or to placements of shares by shareholders that impact on the share price or, more generally, to unexpected market conditions. The treasury shares may be used in share exchanges or contributions, or as part of extraordinary capital transactions or financing transactions involving the assignment or disposition of treasury shares.

The purchase price for the shares must not be less than 20% below and not more than 20% above the official price of the shares recorded on the trading day prior to each transaction.

The resolution authorises the Board to establish the criteria to be used to determine the price for each sale and/or the method, terms and conditions for using the treasury shares, taking account of the methods of implementation actually employed, the price performance of the shares over the period prior to the transaction and the best interests of the Company. To this end, a total of €1,250m has been transferred from the extraordinary reserve to the reserve for the purchase of treasury shares.

Bonus issue

The AGM, meeting in extraordinary session, examined and approved the proposal to implement a bonus issue, pursuant to art. 2442 of the Italian Civil Code, of up to a maximum par value of €30,014,857.00, via the issue, on 6 June 2011, of 30,014,857 new ordinary shares, ranking equally in all respects with the existing issued ordinary shares, and consequent amendment of art. 6 of the Articles of Association. The proposed transaction

provides a way of implementing the previously announced dividend policy, via an increase in the number of shares in issue.

Amendments to the Articles of Association

The AGM, meeting in extraordinary session, also examined and approved a number of amendments to the Articles of Association and the addition of a new article in order to bring the document into line with the changes introduced by Legislative Decree 27 of 27 January 2010, which has transposed into Italian law the EU directive regarding exercise of certain rights by shareholders of listed companies, and CONSOB Resolution 17221 of 12 March 2010, as subsequently amended and added to, regarding related party transactions.

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Finally, a summary of shareholder resolutions and the minutes of the ordinary and extraordinary sessions of the AGM will be made available to the public within the terms and according to the procedures required by the relevant laws.

Given that the AGM did not approve any changes to the Annual Report, reference should be made to the document already made available at Borsa Italiana SpA (www.borsaitaliana.it) and on the Company's website (www.atlantia.it/it/corporate-governance/assemblea_19-20_aprile11.html) within the terms provided for by art. 154-ter of Legislative Decree 58/98, as subsequently amended and added to.

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In addition to the conventional IFRS financial indicators contained in this press release, certain alternative performance indicators have been included (e.g., EBITDA) in order to permit a better appraisal of the company's results and financial position. These indicators have been calculated in accordance with market practice.