

Atlantia S.p.A. – Ordinary General Meeting of 23 April 2015 (1st call) – 24 April 2015 (2nd call)
– Proxy Form –

Please fill in this form with the requested information, sign it and send it to Atlantia following the instructions below¹

The undersigned²....., place of birth, date of birth, tax code,
address (town/city),
tel., email,
holder of the voting right in his/her capacity as:
 registered shareholder on **14/04/2015** – legal representative – a person vested with the voting right – secured creditor – borrower – beneficial owner –
 custodian – general manager – other (specify),
for ordinary shares in Atlantia (ISIN IT 0003506190)

registered in the name of ³..... place of birth date of birth..... tax code.
address/registered office (town) (street, square),
registered in securities account ⁴ no. at Italian bank code (ABI)..... sort code (CAB),
as stated in communication ⁵ no. performed by (Bank)

GRANTS A PROXY TO

⁶.....
to attend and represent him/her at Atlantia S.p.A.'s ordinary general meeting scheduled for 11:00 a.m. on 23 April 2015 on first call and 11:00 a.m. on 24 April 2015 on second call, in Rome, Via A. Nibby 20.

The undersigned also (optional)⁷

- grants the proxy holder the authority to be replaced by a person of the proxy holder's choosing
- specifies the replacement proxy holder (if necessary) as

Date and place Form of identification⁸ (type) issued by..... no. SIGNATURE/STAMP

Protection of persons and other parties with regard to the processing of personal data information notice in accordance with Article 13 of Italian Legislative Decree No. 196 of 30 June 2003

Please be advised that Atlantia S.p.A., with registered office in Rome, Via A. Nibby 20 ("Data Controller"), will process the personal data provided solely to allow the Data Controller to comply with the legal obligations concerning the general meeting. If any of the data requested on the proxy form not provided, the proxy holder will not be able to attend the general meeting. Personal data will be collected using manual and/or computerised tools and processed using methods that strictly relate to the purposes mentioned above in compliance with Italian Legislative Decree No. 196 of 30 June 2003 as subsequently amended.

Instructions for filling in and sending the form to Atlantia

¹ This proxy can be sent to the company via Computershare S.p.A. by:

- sending a fax to +39 0645417450, or
- attaching it to an email to atlantia@pecserviziotitoli.it.

² Specify the name and surname of the signatory holding the voting right and his/her capacity.

³ Specify the name and surname or the company name of the shareholder stated in the communication from the intermediary to Atlantia only if different from the signatory.

⁴ Specify the securities account number, the Italian bank code (ABI) and the sort code (CAB), or in any case its company name, which can be found on the securities portfolio statements.

⁵ Provide the reference number of any communication from the intermediary and its company name, if different from the depository of the securities account.

⁶ Specify the proxy holder's name and surname, and date and place of birth. Under Article 135-*decies* of the Italian Consolidated Law on Finance (the "TUF"), granting a proxy to a representative with a conflict of interest is permitted provided that the representative informs the holder of the voting right in writing of the circumstances giving rise to the conflict of interest and precise voting instructions are provided for each resolution.

⁷ Under Article 135-*novies* of the TUF, the signatory can authorise the proxy holder to arrange to be replaced by another person of his or her choice, without identifying the replacement proxy holder (provided he/she has no conflict of interest) or directly specify one or more replacements, and only in this case can a replacement be chosen who has a conflict of interest, without prejudice to what is mentioned in note 6 above.

⁸ Provide the details of a valid form of identification of the signatory granting the proxy.