

REPORT OF THE BOARD OF DIRECTORS OF ATLANTIA SPA ON APPROVAL OF A LONG-TERM SHARE-BASED INCENTIVE PLAN FOR EMPLOYEES AND EXECUTIVE DIRECTORS OF THE COMPANY AND ITS DIRECT AND INDIRECT SUBSIDIARIES, AS INDICATED IN ITEM 5 ON THE AGENDA FOR THE ANNUAL GENERAL MEETING TO BE HELD IN FIRST CALL ON 15 APRIL 2014 AND IN SECOND CALL ON 16 APRIL 2014

Dear Shareholders,

This report is issued in accordance with article 114-*bis*, paragraph 1, and article 125-*ter*, paragraph 1 of Legislative Decree 58 of 24 February 1998, as amended (the "CFA") and article 84-*ter* of CONSOB Resolution 11971 of 14 May 1999, as amended (the "Regulations for Issuers" or "RI") to describe the rationale for the proposed adoption of a new phantom share option plan for employees and/or executive directors of Atlantia SpA ("Atlantia" or the "Company") and its subsidiaries within the meaning of article 2359 of the Italian Civil Code (the "Subsidiaries" and together with the Company, the "Group"), to be designated the "2014 Phantom Share Option Plan" (the "Plan" or "2014 Phantom SOP"), that the Board of Directors of Atlantia SpA ("Atlantia" or the "Company") resolved to propose to shareholders at the Annual General Meeting called by public notice on 14 March 2014 and to be held at the registered office at Via Antonio Nibby 20, Rome, in first call at 11.00 a.m. on 15 April 2014, and in second call at the same place at 11.00 a.m. on 16 April 2014 to discuss and deliberate on, among other things, the following agenda item:

"5. APPROVAL OF A LONG-TERM SHARE-BASED INCENTIVE PLAN FOR EMPLOYEES AND EXECUTIVE DIRECTORS OF THE COMPANY AND ITS DIRECT AND INDIRECT SUBSIDIARIES. RELATED AND RESULTING RESOLUTIONS"

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The statutory disclosures required by current legislation, which will also be included in the information memorandum to be made available to the public, together with this report, pursuant to art. 84-*bis* of the RI.

1. Reasons for adoption of the 2014 Phantom SOP

The purpose of the 2014 Phantom SOP is to foster management loyalty by providing incentives for the creation of value for the Company and to promote the managerial efficiency of key

management personnel within the Company and at its Subsidiaries, and to promote and diffuse a culture of value creation throughout the strategic and operational decision-making process.

2. 2014 Phantom SOP Beneficiaries

The Board of Directors shall - on the recommendation of the Human Resources Committee - select the employees and/or executive directors of the Company and its Subsidiaries to participate in the 2014 Phantom SOP (the "**Beneficiaries**") from among key management personnel in the Company and its Subsidiaries with regard to the creation of value.

3. Methods and implementing provisions of the 2014 Phantom SOP, particularly with respect to the extent to which it is subject to certain conditions specifically with respect to the attainment of predetermined results

The following summary of the terms and conditions of the 2014 Phantom SOP has been extracted from the draft approved by the Board of Directors on 7 March 2014 (the "**2014 Phantom SOP Terms and Conditions**") on the recommendation of the Human Resources Committee with the agreement of the Board of Statutory Auditors in accordance with art. 2389 of the Italian Civil Code.

The duration of the 2014 Phantom SOP will be from the date of approval until 31 December 2022, subject to the investment and minimum holding requirement provided for in the 2014 Phantom SOP Terms and Conditions and described in greater detail below, which will remain in effect until expiry of the terms set out therein.

The 2014 Phantom SOP regards an indeterminate number of free, non-transferable *inter vivos* options (the "**Options**"), each of which – in accordance with the 2014 Phantom SOP Terms and Conditions - will give Beneficiaries the right to payment of a gross amount in cash (the "**Bonus**") at a price (the "**Exercise Price**") equal to the arithmetic mean of the official price of the Company's ordinary shares (the "**Shares**") on each trading day of the electronic trading market organised and managed by Borsa Italiana SpA during the period from the day preceding the date – with reference to each Beneficiary and each award cycle - on which the Board of Directors selects the Beneficiary (the "**Offering Date**") to the same day of the preceding month (both inclusive) as may be revised from time to time in accordance with the 2014 Phantom SOP Terms and Conditions.

The Options will be granted to Beneficiaries in three annual award cycles: 2014, 2015 and 2016.

Beneficiaries may be selected on different dates, provided that selection takes place by: (i) 31 December 2014 for the first cycle; (ii) 31 December 2015 for the second cycle; and (iii) 31 December 2016 for the third cycle.

The Company will, for each award cycle, provide the Beneficiaries with a copy of the 2014 Phantom SOP Terms and Conditions and the acceptance form showing the maximum number of options granted and the relevant Exercise Price.

Beneficiaries may participate in the 2014 Phantom SOP by signing and returning to the Company the Acceptance Form and a copy of the 2014 Phantom SOP Terms and Conditions (duly completed and signed) within ten days of their receipt; the candidate will otherwise be disqualified.

Options shall be deemed granted on the date the Company receives the duly completed and signed Acceptance Form as attested by the Company's signed receipt and confirmation of the Acceptance Form.

Options granted in this manner will vest and, hence become “**Vested Options**”, if, and only if, by the end of the third year following the Offering Date for the Options (the “**Vesting Period**”), the minimum operating/financial performance target for (alternatively) the Group, the Company or for one or more Subsidiaries, as indicated for each Beneficiary in the Acceptance Form (the “**Hurdle**”) has been met or exceeded. If the Hurdle condition is not met, allowing for any leeway permitted by the 2014 Phantom SOP Terms and Conditions, Beneficiaries will permanently forfeit their right to exercise the Options granted unless otherwise determined by the Board of Directors.

The Board of Directors may, for each award cycle, at its sole discretion, require the attainment of additional objectives for the vesting of all or a part of the Options granted.

As explained in detail in the 2014 Phantom SOP Terms and Conditions, Vested Options may be exercised, thus becoming “**Exercisable Options**” as explained below:

(i) in part from the first day of the three-year period beginning from the date of the first day immediately following the end of the Vesting Period – except for during the 30 days prior to the Board of Directors’ approval of the Company’s financial statements and half-year interim report and the 15 days prior to the Board of Directors’ approval of the interim reports for the first and third quarters of the year, during which exercise of the Options is not permitted (the “**Lock-up Period**”) -, or the working days included in the period specifically indicated to Beneficiaries in the other cases cited in the 2014 Phantom SOP Terms and Conditions, during which the Exercisable

Options may be exercised (the “**Exercise Period**”); and

(ii) the remaining part from the end of the first year after the start of the Exercise Period.

The number of Exercisable Options shall, in all cases, be computed in accordance with the 2014 Phantom SOP Terms and Conditions in application of a mathematical algorithm that includes “**Current Value**” (i.e., the arithmetic mean of the official price of the Company's ordinary shares on each trading day of the electronic trading market organised and managed by Borsa Italiana SpA during the period from the day on which the Beneficiary submits the bonus request form pursuant to the 2014 Phantom SOP Terms and Conditions, to the same day of the preceding month, both inclusive), plus a sum equivalent to the total dividends per Share distributed to shareholders by the Company in the period between the Offering Date and the last day of the Exercise Period in which the Beneficiary submits the bonus request form in accordance with the 2014 Phantom SOP Terms and Conditions. In the event of distributions during the period used as the basis for computation of the above arithmetic mean, for the purposes of the computation the official price of the Shares on the days prior to the date of payment of the dividend must be reduced by an amount equal to the dividend paid.

Beneficiaries may also exercise their Exercisable Options, unless otherwise decided by the Board to the benefit of the Beneficiary, on one or more occasions but only in the minimum quantities provided for in the 2014 Phantom SOP Terms and Conditions.

The right to exercise the Options granted is strictly dependent on the continuing effectiveness of the concession granted by ANAS to Autostrade per l'Italia SpA and/or the concession granted to Aeroporti di Roma SpA by ENAC (the Italian Civil Aviation Authority) or suspended in the event of initiation of a procedure to terminate the Autostrade per l'Italia SpA - ANAS and/or Aeroporti di Roma SpA - ENAC concessions. This information will be provided to the Board of Directors and included in each Beneficiary's Acceptance Form.

The right to exercise the Options is structurally and functionally linked to continuing employment as a manager and/or director of the Company or of one of the Subsidiaries, unless otherwise decided by the Board of Directors to the benefit of Beneficiaries. Therefore:

- in the event of termination of employment, where the date of (i) receipt by the manager or director of notification of termination of their employment as a manager and/or director (in the event of a unilateral decision and independently of the actual date on which employment

is effectively terminated, as indicated therein), or of (ii) termination of employment as a manager and/or director (in the event of a mutual agreement or on the death of the Beneficiary) (the “**Termination Date**”) is prior to the end of the Vesting Period, following (i) dismissal by the Company for cause, or due to subjective reasons pursuant to the collective labour agreement; or (ii) voluntary resignation by the Beneficiary, the Beneficiary will permanently lose the right to exercise the Options Granted (even if Vested and/or Exercisable);

- in all other cases in which the Termination Date is prior to the end of the Vesting Period, the Beneficiary (or his or her heirs) may be able to maintain their right to exercise, in whole or in part, the Options granted only after prior approval of the Board of Directors, which has sole responsibility for any decisions to that effect;
- in the event of receipt of a letter of reprimand (pursuant to and for the purposes of art. 7 of Law 300/70), and until receipt of notification notifying the resulting penalty or the Company’s or Subsidiary's decision not to take any action, the right to exercise the Options granted shall be suspended.

The natural expiry of a director’s term of office followed immediately by re-election, without any interruption, will not be deemed a termination of existing directorships held by Beneficiaries in the Company or one of the Subsidiaries.

Exercise of the Options granted will give Beneficiaries the right to payment of the Bonus, in accordance with the 2014 Phantom SOP Terms and Conditions.

At the date of payment of the Bonus, Beneficiaries who qualify as “executive directors” and “key management personnel”, within the meaning of art. 7 of the Corporate Governance Code for listed companies, as selected by the Board of Directors, will be required to purchase on the electronic trading market organised and managed by Borsa Italiana SpA a number of Shares equivalent to a total investment equal to: (i) for Beneficiaries who qualify as “key management personnel”, 40% of the Bonus paid to them, after the withholdings required by law; and (ii) for Beneficiaries who are “executive directors”, the lower of (i) 40% of the Bonus paid to them, after the withholdings required by law; and (ii) an amount (“M”) (if positive) computed in application of the following formula:

$$M = (2 * RAL) - VAP$$

where:

“RAL” is the Beneficiary’s gross annual fixed salary at 1 January immediately preceding the exercise date for the related Options, being the sum of the Beneficiary’s gross annual fixed salary as an employee and fixed remuneration for the position of director; and

“VAP” is the Value of the Shares held on the date of payment of the Bonus.

The Shares purchased by Beneficiaries in compliance with the above requirement will be subject to a minimum holding requirement – and cannot, therefore, be sold, contributed, exchanged, loaned, or be part of any other transaction *inter vivos* – unless authorised in writing by the Board of Directors, until expiry of the following terms: (i) for Beneficiaries who qualify as “executive directors”, until the Date of Termination; and (ii) for Beneficiaries who qualify as “key management personnel”, for three years after the date of purchase of the Shares.

In the event of extraordinary transactions involving the Company’s issued capital not expressly provided for in the 2014 Phantom SOP Terms and Conditions, such as, by way of example but not limited to, mergers, demergers, capital reductions due to losses by the cancellation of shares, reductions of the par value of the shares due to losses, bonus issues, rights issues or private placements undertaken by the Company, including those in connection with contributions in kind, share consolidations or splits, or legislative or regulatory amendments or any other event that might affect the Options, the Shares or the Plan, the Board of Directors shall introduce into the 2014 Phantom SOP Terms and Conditions, independently and without the need for further approval by a general meeting of the Company’s shareholders, all such amendments and additions as deemed necessary or appropriate to ensure, within the limits allowed by the applicable laws at such time, that the substantive and financial aspects of the Plan remain unchanged.

In the event of extraordinary transactions resulting in a change in the size of the Group (such as, by way of example but not limited to, acquisitions and/or the sale of investments and/or divisions) and capable of altering the Objectives, the Board of Directors, at the same time as and together with the resolution approving the extraordinary transaction, shall, independently and without the need for further approval by a general meeting of the Company’s shareholders, introduce the necessary or appropriate changes to the Objectives in order to mitigate the impact of the transaction on the Objectives.

In particular, the Board of Directors may modify, by increasing or reducing, among other things, by way of example and not limited to: (i) the definition and/or the maximum number and/or the type of Options and/or Shares, and (ii) the Exercise Price and the vesting and exercise conditions of the Options.

In the event that the Company's shares are delisted, the Beneficiaries shall be entitled to the early exercise all the Options granted (even though they may not yet be eligible for exercise). To this end, Beneficiaries will be given a Bonus Request Form, indicating the relevant exercise period. This exercise period shall not be less than 10 working days from the date on which Beneficiaries receive the form, whilst the initial exercise date shall fall prior to the effective date of the Company's delisting, it being understood that, unless otherwise indicated by the Board of Directors, failure in full or in part by Beneficiaries to exercise the Options granted, within this exercise period, will result in Beneficiaries' forfeiture of the right to subsequently exercise any outstanding Options granted.

4. **Support for the 2014 Phantom SOP, if any, from the Special fund to encourage workers to acquire participating interests in companies, under article 4, paragraph 112, of Law 350 of 24 December 2003**

It is not currently envisaged that support for the 2014 Phantom SOP, pursuant to article 4, paragraph 112, of Law 350 of 24 December 2003, will be provided by the Special fund to encourage workers to acquire participating interests in companies.

5. **Method of determining prices or criteria for the determination of prices for the subscription or purchase of shares**

Exercise of the Options granted under the 2014 Phantom SOP does not grant the right to subscribe or purchase Shares, but to payment of the Bonus.

As explained above, the Option Exercise Price will be equal to the arithmetic mean of the official prices of the Company's ordinary shares recorded each trading day on the stock exchange organised and managed by Borsa Italiana SpA, during the period from the day preceding the Offering Date and the same day of the preceding month (both inclusive), as adjusted in accordance with the 2014 Phantom SOP Terms and Conditions.

6. **Lock-up of shares obtained or options granted with the exercise of such options, with special reference to the period during which any transfer to the company or third parties is allowed or prohibited**

The Options will be granted free of charge to the Beneficiaries personally and may not be transferred *inter vivos*, be subject to restrictions or be part of any disposition for any reason.

Exercise of the Options granted under the 2014 Phantom SOP does not grant the right to subscribe or purchase Shares, but to payment of the Bonus.

The Shares purchased by Beneficiaries in compliance with the above requirement will be subject to investment and minimum holding requirements – and cannot, therefore, be sold, contributed, exchanged, loaned, or be part of any other transaction *inter vivos* – unless authorised in writing by the Board of Directors, until expiry of the terms set out in the 2014 Phantom SOP Terms and Conditions.

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For the reasons explained above, the Board of Directors proposes the following resolutions for your approval:

“The Ordinary General Meeting of Atlantia SpA’s shareholders, based on the Report of the Board of Directors and the relevant annexes (including the Information Memorandum prepared pursuant to art. 114-bis of the CFA and art. 84-bis of the RI), having noted the recommendation of the Human Resources Committee and the favourable opinion of the Board of Statutory Auditors pursuant to art. 2389 of the Italian Civil Code, and having regard to art. 114-bis of the CFA and the regulations issued by the CONSOB,

RESOLVES

- 1. to approve, for the intents and purposes of art. 114-bis of the CFA, the adoption of a phantom share option plan (the “2014 Phantom SOP”) for employees and/or executive directors of the Company and its Subsidiaries, as selected by the Board of Directors (with any interested parties abstaining from time to time), on the recommendation of the Human Resources and Remuneration Committee, from among key management personnel within the Group with respect to the creation of value in conformity with the guidelines set out in the report by the Board of Directors (and the appended information memorandum) as attached to these minutes under sub-paragraph “[•]”, authorising the Board of Directors to finalise the terms and conditions cited in the text in conformity with said guidelines;*
- 2. to grant the Board of Directors, with the authority to sub-delegate, the broadest powers necessary or appropriate to proceed with full implementation of the 2014 Phantom SOP and to provide for disclosure to the market of all the required details, preparation and/or finalization of any document which might be*

necessary or appropriate in relation to the resolutions, pursuant to the applicable legislative and regulatory provisions, and, in general, to implement these resolutions”.

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Rome, 14 March 2014

Atlantia SpA

for the Board of Directors

Chairman

Fabio Cerchiai