



**ANNUAL REPORT ON CORPORATE GOVERNANCE
AND THE OWNERSHIP STRUCTURE**
Pursuant to art. 123 bis of the Consolidated Finance Act ("CFA")
(2012)

TRADITIONAL MANAGEMENT AND CONTROL MODEL

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

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INTRODUCTION

This report is intended to provide a general and complete overview of the corporate governance system adopted by Atlantia SpA.

In compliance with the legal and regulatory obligations in this regard, the Report contains information on the ownership structure, adhesion to the Codes of Conduct and the observance of the consequent commitments, highlighting the choices that the Company has made in application of corporate governance principles.

The text of this Report is published on the internet website of the Company, www.atlantia.it/en/corporate-governance/ and has been sent to the Italian Stock Exchange according to the terms and procedures set forth under applicable regulations.

1. PROFILE OF ATLANTIA SpA

The Articles of Association of Atlantia provide that the Company has the following corporate purpose:

- a) the acquisition of investments and interests in other Companies and Entities;
- b) the financing, including the issuance of guarantees, indemnities and collateral and the technical, industrial and financial coordination of Companies or Entities in which it has shares;
- c) any equity, real estate, financial and industrial investment, whether in Italy or abroad.

Ancillary to its principal business, the Company may also purchase, own, manage, use, update and develop, directly or indirectly, trademarks, patents and know-how concerning electronic tolling systems and related or connected activities.

In accordance with the current Articles of Association, Atlantia has adopted a traditional type system of management and control. Corporate management is assigned to the Board of Directors, while all aspects concerning supervisory functions are assigned to the Board of Statutory Auditors and responsibility for auditing the Company's accounts to the Independent Auditors appointed by General Meeting of the shareholders.

2. INFORMATION ON THE OWNERSHIP STRUCTURE

a) Structure of the issued capital

Atlantia SpA's issued capital consists of 661,827,592.00 ordinary voting shares with a par value of €1.00 each. Information on share-based incentive plans, in the form of stock options and/or stock grants, is provided in the remuneration report prepared pursuant to art. 84-*quater* of the Regulations for Issuers, which is available on the Company's website (www.atlantia.it/en/corporate-governance/assemblee.html).

b) Significant interests in the Company

Based on disclosures made to the Company and the CONSOB pursuant to art. 120 of Legislative Decree 58/98, the following shareholders had significant interests in Atlantia SpA as at 31 December 2012:

- Edizione Srl¹ with 46.408%, held through Sintonia SpA (formerly Sintonia SA)²;
- Fondazione Cassa di Risparmio di Torino with 6.316%; Black Rock Inc. with 5,006%
- Lazard Asset Management LLC with 2.057%;
- Atlantia SpA holds treasury shares amounting to 2.007% of its issued capital.

c) Shareholder agreements

Pursuant to art. 122 of the Consolidated Finance Act ("CFA") and the relevant provisions of the Regulations for Issuers, a shareholder agreement was executed on 15 January 2008 between Sintonia SA (now Sintonia SpA), Sintonia SpA (now Edizione Srl), Mediobanca – Banca di Credito Finanziario SpA and Sinatra sarl (a company owned by GS Infrastructure Partners), concerning Sintonia SA and, in certain clauses, Atlantia SpA (the "Agreement"). An extract of the Agreement was published in the daily newspapers, *il Sole 24 Ore*, *Milano Finanza* and *Finanza & Mercati* on 25 January 2008.

On 15 April 2008 Elmbridge Investment Pte. Ltd. ("Elmbridge") became a party to the Agreement. Subsequently, on 19 December 2008, certain terms and conditions in the Agreement relating to Sintonia SA were varied (Capital increases, Co-sale rights and obligations, composition and decision-making quorum for Board of Directors' resolutions). The variations were then published in *Il sole 24 Ore*.

An announcement was made on 25 November 2010 of a change in the number of shares held in the then Sintonia SA and contributed to the Agreement by Mediobanca and Elmbridge in accordance with the Agreement's provisions. An extract of these amendments was submitted to CONSOB and published in "Il Sole 24 Ore" on 28 November 2010.

During 2011 Edizione Srl, also acting on behalf of the other signatories, announced, in compliance with the related regulations in force, changes in the number of shares in Sintonia and in Atlantia SpA held by Elmbridge and covered by the Agreement. The changes were announced in notices published in *Il Sole 24 ore*.

The changes in 2011 were an increase in the number of shares held by Elmbridge in Sintonia from 86,664 (8.92% of share capital) to 184,529 (13.80% of share capital). 290,120,718 shares or 46.028% of share capital, on the other hand, were held directly and indirectly in Atlantia by the then Sintonia SA through Schemventotto SpA.³

¹ After the merger of Edizione Holding SpA and Sintonia SpA with Ragione became effective, on 1 January 2009, Ragione took the name of Edizione Srl and assumed direct control of the sub-holding, Sintonia SpA, which in turn controls investments in the utilities and infrastructure sectors, including, among others, Atlantia.

² Having moved its registered office to Italy, Sintonia SA transformed its legal form into an Italian "società per azioni" and was entered into Milan Companies' Register under the name Sintonia SpA.

³ The merger of Schemaventotto SpA (100% Sintonia) with and into Sintonia SpA was completed on 4 October 2012. Sintonia SpA became a direct shareholder of Atlantia as of that date (shareholding of 46.408% as at 31 December 2012).

The following amendments in 2012 to the Agreement were announced in accordance with statutory requirements at that time and published in *Il Sole-24 Ore*:

- Elmbridge, a company wholly owned by Government of Singapore Investment Corporation (Ventures) Pte Ltd, transferred its entire shareholding in Sintonia of 184,529 shares (13.80% of share capital) to Pacific, a Luxembourg company which is also 100% indirectly held by the company Government of Singapore Investment Corporation (Ventures). Pacific, consequently, replaced Elmbridge as a party to the Agreement;
- in addition to the above, it was also announced that Schemaventotto SpA (a wholly owned subsidiary of Sintonia) had acquired a further 2,394,796 shares in Atlantia SpA or 0.38% of share capital;
- following the transfer of Sintonia SA's registered office from Luxembourg to Italy and its transformation into an Italian *società per azioni* named Sintonia SpA, the parties to the Agreement met on 21 June 2012 to make certain modifications to the Agreement, which were summarised in an announcement in *Il Sole 24 Ore* on 26 June 2012. The new text of the Agreement was filed with the Rome Companies Register on the same date. The amendments, however, did not alter the number of shares brought into the Agreement which, consequently, remain unchanged.

d) Change of control and similar clauses

The Single Concession Agreement in force, executed on 12 October 2007 by the subsidiary, Autostrade per l'Italia, and ANAS – and approved by Law 101 dated 6 June 2008 – expressly identifies the requirements that, in the event of a change of control of the operator, pursuant to art. 2359 of the Italian Civil Code, must be met by the new controlling entity. The failure to meet such requirements may result in termination of the concession.

Specifically, these requirements are:

- equity shown in the prior year financial statements of at least €10 million for each percentage point of the interest in the operator's issued capital;
- location of the corporate headquarters in a country not included in the list of tax havens;
- maintenance of the operator's corporate headquarters in Italy and of its technical and management expertise, and also an undertaking to ensure that the operator has the means to fulfil its obligations under the agreement;
- a management body composed of persons meeting the related professional and, if appropriate, independence requirements pursuant to Legislative Decree 58/1998, and who satisfy the requirements for companies listed on a stock exchange, as established by the laws of the country in which the company has its headquarters.

A substantially similar clause is included in the single concession agreements of the motorway operators controlled by Autostrade per l'Italia (except for the company that manages the Mont Blanc Tunnel), which were signed in 2009 and approved pursuant to Law 191 of 23 December 2009. These agreements came into effect at the end of 2010, following the execution of documents implementing the requirements of the CIPE resolutions of 13 May 2010.

e) Authority to purchase treasury shares

Pursuant to art. 123 *bis*, first paragraph, letter m), CFA, shareholders at General Meeting on 24 April 2012, revoked the unexecuted part of the previous authority dated 20 April 2011, granting the Board of Directors, pursuant to arts. 2357, *et seq.*, of the Italian Civil Code and art. 132 of Legislative Decree 58 of 24 February 1998, the powers to, within 18 months, purchase on the market, a maximum of 63,031,199 par value €1.00 treasury shares - including the 12,652,968 treasury shares already acquired by the Company and not yet sold as at 24 April 2012.

The General Meeting also required, subject to funds sufficient for the Company's investment plans, that the above treasury share purchases be made at a price of not less than 20% and not more than 20% of the market price of Atlantia shares as recorded by Borsa Italiana SpA on the

preceding exchange trading day subject, notwithstanding the above, to market practice and Consob regulations as may be in force from time to time.

Finally, the General Meeting authorised the Board of Directors to establish the criteria for the determination from time to time of the selling price and/or method, terms and conditions of the transfer of all treasury shares in portfolio, consequently, including any in portfolio at the date of the cited General Meeting, having due regard to methods of sale actually used, the share's price performance during the preceding period and the Company's best interests. In the event of all or a part of treasury sales acquired and/or already held in portfolio, the undistributable reserve "Purchase of treasury shares reserve" is fully or partially released to the "Extraordinary Reserve". Finally, the number of treasury share in portfolio at the end of 2012 was 13,285,616, or 2.007% of issued capital.

f) Management and coordination activities

Sintonia SpA, which transferred its registered office from Luxembourg to Italy and was merged with Schemaventotto SpA in 2012, is the majority shareholder of Atlantia SpA.

Sintonia SpA holds sufficient voting rights to exercise dominant influence at the ordinary general meetings of Atlantia SpA's shareholders, pursuant to art. 2359 of the Italian Civil Code, as referred to by art. 2497-*sexies* of the Code.

The fact that Atlantia is deemed not to be subject to management and coordination by the parent, Sintonia SpA, was confirmed in a specific joint declaration sent to Atlantia SpA on 12 March 2009 by Sintonia SA and Schemaventotto SpA. Given that there have not been any further announcements or changes in circumstances, the basis for considering Atlantia as not subject to management and coordination by its parents, Sintonia SA and Schemaventotto SpA, is deemed to be unchanged.

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.

Given that there have not been any further announcements or changes in the relevant circumstances, the basis for considering Atlantia as not subject to management and coordination by its parent, Sintonia SpA is deemed to be unchanged.

With reference to relations between Atlantia SpA and its 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, since the circumstances that previously determined this situation had not changed.

As noted in previous reports, 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.

As a result, Autostrade per l'Italia and Autostrade per l'Italia's subsidiaries have complied with the requirements of art. 2497 bis of the Italian Civil Code and continue to do so at this time.

It should be noted that:

- the information required by article 123-*bis*, first paragraph, letter i) (*agreements between the company and directors, ... which provide for indemnities in the case of resignation or*

dismissal without cause or if their employment ceases following a public tender offer) are illustrated in the remuneration report published pursuant to art. 123 ter, CFA;

- *the information required by article 123-bis, paragraph one, letter l) (the regulations applicable to the election and replacement of directors ... and the amendment of the articles of association, if different from the applicable legal and regulatory requirements) are illustrated in the section of the Report concerning the Board of Directors (section 4.1).*

3. COMPLIANCE

Atlantia SpA's corporate governance system is based on a collection of rules that are in line with the most recent market and regulatory standards. It has been designed to enable stakeholders to share in the Company's strategies. This system has been created and revised over time by the introduction of rules that substantially correspond to the evolution of business and the requirements of the 2011 Corporate Governance Code prepared by the Corporate Governance Committee for Listed Companies except in the circumstances described further below. As explained in the reports on corporate governance and the ownership structure published in previous years, having approved its own Corporate Governance Code on 14 December 2007, the Company substantially implemented the recommendations in 2007 contained in Borsa Italiana's Corporate Governance Code of 2006.

The Board of Directors revised its Corporate Governance Code on 11 November 2011 and 14 December 2012 incorporating amendments of December 2011 to the Corporate Governance Code for Listed Companies by the Corporate Governance Committee for Listed Companies also implementing certain recommendations in December 2012 contained therein as explained further below. Atlantia's Board of Directors also resolved to facilitate all measures needed to effectively comply with the requirements of the Company's Corporate Governance Code by early 2013 but in no case later than the approval of this Report on Corporate Governance and the Ownership Structure. On 15 February 2013 and 8 March 2013, the Board of Directors implemented, as explained elsewhere in this Report, its resolutions approved in compliance with Atlantia's Corporate Governance Code.

The full text of the latest version of Atlantia SpA's Corporate Governance Code, as revised by the Board of Directors on 14 December 2012, is available on the Company's website at www.atlantia.it/en/corporate-governance/.

The regulations contained in the Articles of Association and the General Meeting Regulations complete the Company's corporate governance system.

This Report has been prepared using the format provided by Borsa Italiana for the fourth version of corporate governance reports.

4. BOARD OF DIRECTORS

4.1 Election and replacement

The Board of Directors amended the Articles of Association by resolution of 13 July 2012 in accordance with Law 120 of 12 July 2011 which inserted new paragraphs 1 ter, article 147 ter and 1 bis, article 148 of the CFA (Legislative Decree 58/98, as amended) requiring listed companies to assure balanced gender quotas amongst and between persons nominated for election as directors. Articles 19 and 20, in particular, were amended with respect to appointments to the Board of Directors in as far as the method of compiling lists is concerned and the additional requirement for gradual transitional arrangements, to assure compliance with gender quotas when determining the results of elections to the Board Directors. Article 21 was also amended with respect to the replacement of directors in compliance with statutory requirements on gender quotas. All appointments to the Board of Directors are made with reference to lists, presented by Members and the retiring Board of Directors, containing sequentially numbered candidates. The lists of candidates for the position of Director are to be deposited at the Company's registered office at least twenty-five days before the date of the General Meeting to be held as a first or one call meeting. The lists are made available to the public, according to the procedures required by the applicable regulations, at least 21 days prior to the date of the General Meeting to be held in first or one call. Each Member has the right to present or participate in presenting only one list and any candidate included in more than one list will be disqualified. No list may contain a number of candidates exceeding the maximum number of Directors as provided by the Articles of Association. Each list must include at least two candidates who meet the independence requirements established by law, and one of these must be entered in first place on the list. Lists containing a number of candidates equal to or higher than three must indicate:

- at least a fifth of the candidates belonging to the least represented gender for the first term of office in application of Law 120 of 12 July 2011;
- at least a third of the candidates belonging to the least represented gender for the following two terms of office.

Only those Members who, singly or jointly with other Members, at the date on which the lists were deposited with the Company, represent at least one percent of the issued capital, or the minimum shareholding to be determined in accordance with the applicable laws and regulations, may submit a list.

The percentage of 1% is in line with the CONSOB regulations contained in resolution 17633 of 26 January 2011. Each Member proposing a list must submit or mail a certificate issued by the intermediaries in accordance with the law and regulations in force, to the registered office within twenty-one days before the date of the relevant General Meeting to be held as a first or one call meeting, attesting to their holding of the minimum percentage shareholding required in order to submit lists. Each list must be accompanied by: exhaustive information regarding candidates' personal and professional details; - declarations of the individual candidates accepting their candidature and providing a personal warranty that there is no fact or deed that could give rise to their disqualification and that they meet the legal requirements for holding such office, and that, where applicable, they meet the independence requirements established by the legislation and regulations in force; an indication of the identities of the Members who have submitted the lists and their total percentage shareholding.

Any individual having the right to vote may only vote for one list. Members of the Board of Directors will be elected in the following manner:

- a) for the purposes of allocation of the Directors to be elected, account is not taken of lists that do not obtain a percentage of votes at least equal to half of the percentage required for submission of the lists;

- b) four fifths of the Directors to be elected are taken in sequential order from the list receiving the majority of votes cast by the holders of shares carrying voting rights, and in compliance with the legislation in force concerning gender quotas. Any fractions are rounded down to the nearest whole number;
- c) the other Directors are taken from the other lists that are not in any manner connected, even indirectly, with the shareholders who submitted or voted for the list that obtained the most votes. For this purpose, the votes cast for those other lists are successively divided by one, two, three up to the number of Directors to be elected;
- d) the resultant quotients are allocated to the candidates on each list who are then be ranked in decreasing order by the total quotients allocated to them: the candidates elected are those with the highest quotients, provided that the required balance between the gender quotas has been complied with;
- e) if, on completion of the election and the above procedures, legislation concerning the balance between the gender quotas elected has not been complied with, the candidates elected from the various lists are ranked in decreasing order, based on the quotients calculated in accordance with the procedure described in letter c);
- f) the candidate from the most represented gender with the lowest quotient in the ranking is thus replaced by the first of the candidates from the least represented gender to not be elected and belonging to the same list. If there are no other candidates in this list, the above replacement will be approved by the General Meeting with the majority required by law. If replacement of the candidate from the most represented gender with the lowest quotient in the ranking does not, however, enable the minimum quota required by the legislation in force to be reached, the above replacement process is also applied to the candidate from the most represented gender with the penultimate quotient, and so on rising from the lowest ranked candidate;
- g) in the event that there are candidates with equal quotients, that candidate on the list from which no Director has already been elected or with the lowest number of Directors elected, is deemed elected, provided that the legislation in force concerning the balance between gender quotas has been complied with. In the event of a tie of list votes, and, therefore, equal quotients, the General Meeting will hold a new election and the candidate receiving the majority of votes is elected.

From the next election of Board Directors after 31 December 2012, at least one third of directors will be independent provided that Atlantia is a component of the FTSE-MIB index.

Such number is rounded in the event that it is not a whole number.

The number of independent Directors may, however, never be less than two.

Atlantia has not yet implemented a policy to avoid the concentration of corporate roles in one individual person because of the belief that the decision to concentrate Group roles in one individual should be assessed by the Board of Directors as and when required and on a case by case basis without prejudice to the continuing nature of non-Group positions held.

The Board of Directors in office as at 31 December 2012 was elected by shareholders at the General Meeting of 14 April 2010.

At the General Meeting held on 14 April 2010, the shareholders approved the proposal that the number of members of the Board of Directors should be fifteen and, in accordance with art. 19, paragraph 3 of the Articles of Association, voted to fix the term of office of the new Board of Directors as three financial years.

Fifteen Directors were therefore appointed for the financial years 2010, 2011 and 2012, based on the lists submitted by the shareholders according to the terms and procedures provided for by art. 20 of the Articles of Association and published in national daily newspapers.

Pursuant to art. 20, letter b) of the Articles of Association, 12 Directors were elected from the majority list submitted by the shareholders, Sintonia SA (now Sintonia SpA) and Schemaventotto SpA (now merged with Sintonia SpA): Fabio Cerchiai, Chairman; Giovanni Castellucci, Chief Executive Officer; Gilberto Benetton; Alessandro Bertani; Stefano Cao; Roberto Cera; Alberto Clò; Carlo Malinconico; Giuliano Mari; Gianni Mion, Giuseppe Piaggio and Paolo Zannoni.

Pursuant to art. 20, letter c) of the Articles of Association, 3 Directors were elected from the minority list submitted by the Fondazione Cassa di Risparmio di Torino: Alberto Bombassei; Antonio Fassone and Antonio Turicchi.

The Director, Carlo Malinconico, resigned his directorship with effect from 30 November 2011.

After the end of the financial year, the Board of Directors, at their meeting of 20 January 2012, co-opted Monica Mondardini on to the Board in place of Carlo Malinconico, pursuant to art. 2386 of the Italian Civil Code.

The General Meeting of Shareholders on 24 April 2012 elected Monica Mondardini to the Board of Directors.

Succession planning

The Human Resources and Remuneration Committee, with the professional support of advisers, has analysed best practice in Italy and abroad with respect to succession planning for executive Directors. The conclusions were presented to Atlantia's Board of Directors.

Based on the analysis and information at its disposal, the Committee concluded that the time needed for the temporary phase of identifying suitable candidates was consistent with the need to refrain from compromising the Company's day-to-day business, given the quality of line management and the expertise of the Company's employees.

Atlantia's Board of Directors are the body with responsibility for coordinating and managing any unexpected replacement of a serving Director. The procedures and timing are linked to the related circumstances.

4.2 Composition

The Board of Directors in office as at 31 December 2012 were, consequently, composed of fifteen Directors: thirteen non-executive Directors and two executive Directors (the Chief Executive Officer and the Chairman). The number and powers of non-executive Directors are such as to ensure that their opinions carry significant weight in the decision-making process and that their specific skills and expertise are brought to bear on deliberations, thus helping to ensure that the decisions taken are in keeping with the Company's best interests.

Currently, the Directors, Messrs Benetton, Bertani, Bombassei, Cao, Cera, Clò, Fassone, Mari, Mion, Mondardini, Piaggio, Turicchi and Zannoni are considered to be non-executive. The Company's Corporate Governance Code specifies that Directors accept their election 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 2 summarises the number of positions in such companies held by each Director as at 31 December 2012, in addition to their position in Atlantia SpA. Annex A lists the positions.

In order to enable the Directors to carry out their duties in an informed manner, the Company's Chairman has launched a number of initiatives aimed at increasing their knowledge of the Company and how it operates, including updates on developments in the regulatory environment. So-called "induction days" were held on 20 January, 14 June and 20 September 2012, during which Board members and Statutory Auditors were provided with information concerning strategy and the status

of international business development, technology and payment systems, the Single Concession Agreement of 12 January 2007 between Autostrade per l'Italia and ANAS (now the Ministry of Infrastructure and Transport – Department for Motorway Concessions) and communications.

Information on independent Directors is provided in section 4.5.

The number of years in service since originally appointed at the Atlantia General Meeting of 26 November 2003 are shown in the annexed Table B.

The personal and professional details of Director in service at 31 December 2012 are shown in Annex A.

The Board may at its discretion, however, 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 financial, banking and insurance companies, or in any other large companies, such that these positions are compatible with the effective performance of their duties as a Director of the Company.

The Board formulate such opinions with reference to claims on the time of Directors and Statutory Auditors in order to ensure that such officers are able to satisfactorily perform their duties.

The reaction of the Board of Directors to any general waiver by the General Meeting of the prohibition of completing with the Company must be consistent with legislation regarding the powers authorised by the General Meeting as permitted by art. 2390, Italian Civil Code.

Atlantia has not yet implemented criterion 1.C.1.h) of the December 2011 Corporate Governance Code for Listed Companies relating to the requirement to provide information obtained through the evaluation of the functioning, size and composition of the Board of Directors in as far as Shareholders are concerned, and the professional experience of its members, prior to the election of a new Board of Directors. This is derived from the requirements of the Articles of Association having regard to the appointment of Directors based on lists presented by majority and minority shareholders.

There is no reason that Shareholders should refrain from asking members of the retiring Board of Directors as to the necessary professional experience.

4.3 Role of the Board of Directors

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 creating shareholder value.

In performing its duties, the Board of Directors must comply 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.

The Board of Directors oversees the proper execution and implementation of powers that it has delegated and has the power to issue directions regarding the powers so delegated and to assume responsibility for related transactions. The Board of Directors must, in any event, continue to be vested with policy-making and control powers in respect of the overall operations of the Company in its various components.

The Board of Directors is provided with accurate and timely reports by holders of delegated powers within the Company regarding the performance of those powers and with respect to the Company's business undertakings and their outlook, as well as transactions entered into by the Company and the Group that are considered material due their size or nature. Consequently, as required by art. 27 of the Articles of Association, Directors delegated with specific powers reports to the Board of Statutory Auditors on transactions having significant effects on the results of operations and financial position entered into by the Company and Subsidiaries, particularly having regard to any such transactions that involve Directors acting on their own behalf or on behalf of third parties. Such reports are made on the occasion of Board meetings to be held at least every quarter or, for urgent matters, in documentation to be sent by registered mail to each standing Auditor.

The Board of Directors has, among other things, sole responsibility for:

- drawing up and adopting 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 Organisational, Management and Control Model adopted by Atlantia SpA;
- approving and periodically monitoring the implementation of short and long-term strategic, operating and financial plans for the Company and the Group, in addition to making any changes that become necessary to engage in transactions of strategic importance not originally contemplated in the plans;
- ensuring that transactions with related parties are at all times subject to its sole control, and conducted in compliance with any relevant Consob regulations as implemented the internal procedures of the Company and the Group;
- determining the nature and level of risk compatible with the Company's strategic objectives;
- approving annual budgets for the Company and consolidated budgets for the Group;
- approving transactions entered into by the Company that are of strategic or commercial significance or have a material effect on the Company's results of operations, financial position or cash flows;
- examining, assessing and approving, as required by the Articles of Association, relevant legislation and this Atlantia's Corporate Governance Code, the interim and annual reports required by statute and regulation as may be in force from time to time, which are to be submitted to the Board of Statutory Auditors in accordance with the Company's procedures;
- determining, conferring and revoking powers of the Chairman, Chief Executive Officer and any other executive Directors; appointment of members of the Human Resources and Remuneration and the Risk Control and Corporate Governance and the Independent Directors for related party transactions committees, establishing any limits thereto, the manner in which their powers are to be 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 their delegated powers and duties;
- determining, subsequent to having reviewed proposals by the Human Resources and Remuneration 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, executive Directors 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 established by the Company's Corporate Governance Code;
- assessing the adequacy of the organisational, administrative and accounting structure of the Company and the Group; reviewing and assessing the general performance of the Company and the Group with periodic comparison of actual with forecast results; reviewing and assessing the existence of any conflicts of interest; the performance of such reviews with reference to information received from delegated bodies, the Company's and Group's management and the internal audit function, and particularly any information received from the Chairman, Chief Executive Officer and the Risk Control and Corporate Governance Committee;
- deciding, at the proposal of the Chief Executive Officer, the composition of the corporate bodies of strategically important subsidiaries;
- determining, at the proposal of the Chief Executive Officer, the powers and duties of the Company's General Manager, where appointed, without prejudice to the powers of shareholders;

- in consultation with the Human Resources and Remuneration Committee to the extent so responsible, the approval and implementation of any cash or share incentive plans for the Company's employees, determining the content and criteria of such plans for the employees of subsidiaries belonging to the Group;
- ensuring compliance with the procedure for reporting to the Board of Statutory Auditors, pursuant to art. 150 of Legislative Decree 58/98.

The Board of Directors, subject to the consent of the Internal Control, Risk and Corporate Governance Committee:

- a) determine guidelines for the internal control and risk management system and review their adequacy at least once a year in terms of the nature of the company and the risks to which it is exposed. The Board also ascertain the effectiveness of the system and require the Director responsible for the internal control and risk management system to establish and maintain effective risk management and internal control procedures;
- b) having consulted the Board of Statutory Auditors and the Director responsible for the internal control and risk management system, approve, at least once a year, the work plan developed by the head of internal audit;
- c) having consulted the Board of Statutory Auditors, assess the findings of the independent auditors as may be contained in a letter of recommendations and the report on material deficiencies detected during the course of the independent audit.

The Board of Directors, on the proposal of the Director responsible for the risk management and internal control system and subject to the consent of the Internal Control, Risk and Corporate Governance Committee and having consulted with the Board of Statutory Auditors:

- i) appoint the head of internal audit or revoke such appointment;
- ii) ensure that the head of internal audit has the resources needed to properly perform his duties;
- iii) determine the head of internal audit's pay consistent with corporate policy.

In consultation with the Board of Statutory Auditors, the Board of Directors also appoint and dismiss the Manager Responsible for Financial Reporting.

The Board of Directors meets at least four times a year, or whenever deemed appropriate by the Chairman. Meetings may also be called by Directors and/or the Board of Statutory Auditors and/or Statutory Auditors, in accordance with law and the Articles of Association.

At the beginning of each meeting, the Chairman and the Chief Executive Officer inform the Board of Directors about significant events that have occurred since the last meeting and, at least on a quarterly basis, about the overall performance of the Company and the Group, the outlook and their exercise of the powers granted to them. Prior to the meeting, and subject to the procedure for managing price sensitive information, the Directors are provided with adequate information and documentation regarding the matters to be discussed and included in the agenda. The material, which includes the wording of the resolutions to be voted on, must normally be sent to the Directors at least three days before the date of the meeting to which it refers.

Any Director may propose agenda items for future meetings of the Board of Directors. Every Director is also entitled to raise issues, during the meeting, that are not on the agenda. The meeting decides whether or not to deliberate issues not on the agenda by majority vote of all the Directors present.

The participation at Board of Director meetings of the General Manager, where appointed, the Chief Financial Officer, the Manager Responsible for Financial Reporting and of any other managers – in

relation to agenda items for which the Board deems their contribution to be of consequence – is deemed to be consistent with management of the Company in pursuit of the creation of shareholder value.

The Chairman, with attendees' consent, may invite other external persons to attend meetings of the Board of Directors as observers or in order to provide support or advice.

Activities in 2012

During 2012 the Board of Directors of Atlantia SpA held a total of 11 meetings.

The average percentage attendance at the 11 Board of Directors' meetings held was approximately 92% (the percentage attendance of each of the Directors in office in 2012 is shown in Table 2).

On the occasion of the meetings Directors were provided with all the necessary documentation to ensure fruitful participation in Board discussions.

The Company's Chief Financial Officer, who is also the person assigned the role of Manager Responsible for Financial Reporting, participated in all Board meetings.

In order to ensure the timeliness and completeness of pre-meeting information for the Board of Directors, documentation was sent in 2012 relating to board meeting agenda items in compliance, to the fullest extent possible, and without prejudice to procedures for confidential or price sensitive information, with the requirement for adequate information and examination of documents no less than three days prior to Board of Directors meetings.

The Chairman assured that Directors are able to participate in initiatives aimed at providing them with sufficient expertise in the sector in which Atlantia works, corporate dynamics and their evolution as well as the regulatory environment. Information regarding 2012 is contained in paragraph 4.2 Composition.

At its meeting of 20 September 2012, the Board of Directors approved the calendar of Board meetings it expects to be held during 2013. On this basis, 12 meetings have been planned.

A financial calendar is published by the end of the first month after the close of the financial year, showing the dates of Board of Directors' meetings to examine the annual and interim reports and the date of the General Meeting to approve the annual report. The financial calendar is available on the Company's website at www.atlantia.it.

As of the date of this report, three meetings had been held in 2013.

In 2012, the Board of Directors assessed the adequacy of the organisational structure of the Company and its consolidated subsidiaries of strategic relevance to the Group (list annexed to the Company's financial statements) based on current procedures and practice.

The Board of Directors evaluated the Company's performance in 2012 after considering information provided by executive officers and comparing planned with actual results.

The Board of Directors also approved the operations of Atlantia and its subsidiaries to the extent important to Atlantia's strategy, earnings, assets and cash flow based on the provisions of paragraph 4.3 and the Company's Corporate Governance Code.

On 17 January 2013, the Atlantia Board of Directors approved participation in the streamlining required by arts. 70, paragraph 8, and paragraph 1-bis of CONSOB Resolution 11971/1999 as amended, delegating, however, disregarding, as permitted, the obligation to publish the information required by Annex 3B of the Resolution for mergers, demergers, capital increases by contribution of assets in kind, acquisitions and disposals.

Assessment of the size, composition and functionality of the Board of Directors

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

At its meeting of 10 November 2011, the Board of Directors decided that, after two years of internal self-assessment, this year's assessment should be conducted with the support of an external consultant. The Board of Directors approved the appointment of an external, specialist and

independent consultant at its meeting of 16 December 2011 to assist the Board in preparing its self-assessment. Crisci & Partners were consequently retained to assist in the self-assessment process. The Board of Directors noted the Crisci & Partners' draft of the self-assessment at the Board meeting of 9 March 2012. The self-assessment was conducted on the basis of a questionnaire and one-to-one interviews, which took place during January and February 2012.

The questionnaire and related interviews covered different aspects regarding the composition and functionality of the Board and the various Board committees. The results were then analysed in order to identify any room for improvement.

The self-assessment confirmed that high degree of Atlantia's compliance with Borsa Italiana's Corporate Governance Code and the continuing functionality of the Board in accordance with the very highest standards.

The following aspects were assessed:

- the role and responsibilities of the Board of Directors;
- the adequacy of the number of members and its composition, taking into account the presence of independent and minority Directors, and the tasks assigned to each member;
- the quality, organisation and conduct of Board meetings and the related impact on decision-making;
- the significance of the matters reserved to the Board and the related discussions;
- the quality of information on matters relating to the Company and its operations;
- the usefulness and frequency of "continuous induction meetings" in order to expand awareness of the most important strategic and operational aspects;
- the roles, responsibilities and functionality of Board committees;
- the adequacy of communication between the Board and senior management;
- the effectiveness of corporate governance.

The self-assessment demonstrated that Atlantia's Board is fully involved in strategic decision-making, overseeing the implementation of plans, management controls and the assessment and approval of material transactions.

The Board's current composition is deemed to be fully adequate for its role, in terms of both size and the combination, depth and scope of expertise and experience at its disposal.

The number and representativity of independent Directors is deemed to be appropriate, above all in view of the quality of discussions and the weight given to their contributions.

The frequency, duration and organisation of Board meetings are deemed to be excellent. The degree of information and the speed with which it is provided ensure that members have sufficient information to play a full and informed part in the discussion of matters brought to the Board's attention.

The Internal Control and Corporate Governance Committee (now the Internal Control, Risk and Corporate Governance Committee) benefits from a high degree of expertise, thanks to the wide-ranging experience of its members and the productive cooperation of the company departments required to provide it with the necessary information.

The Human Resources Committee adequately fulfil their role with regard to remuneration and incentive plans.

There was particular appreciation for the role played by periodic induction meetings, which allow participants to continually expand on their knowledge of key issues. These meetings are normally provided with support from the members of Atlantia's management team, giving Board members the chance to be given recognition and appreciation.

Briefly, the assessment of Atlantia's Board of Directors highlighted the following areas of excellence: its composition and the expertise and experience of its members, the frequency and organisation of meetings, the quality and timeliness of information enabling lively and active discussion, which benefits from the Chairman's close attention to timings and priorities.

The Board thus believes that it carries out its role in full compliance with the Corporate Governance Code.

The self-assessment process also brought to light certain areas for improvement, such as: the advisability of increasing the amount of international expertise and experience at the Board's disposal, in view of the Company's growth strategies; the advisability of providing Atlantia's Board with documents summarising certain purely technical aspects of the activities carried out by the subsidiary, Autostrade per l'Italia; the potential for using the Company's intranet to provide Directors with privileged access to readily available and more complete information on the various aspects of operations.

At its meeting of 9 March 2012, the Board of Directors examined and discussed the results of the self-assessment, which were again positive or substantially in line, or better than, those of previous years in relation to the various aspects assessed. The Board noted the potential for improvement and will proceed with the related in-depth assessment and implementation, as appropriate.

The Board of Directors approved the Group budget for 2013 on 17 January 2013 and noted the medium to long-term projections for the group.

The Board of Directors, on the proposal of the Director responsible for the risk management and internal control system and subject to the consent of the Internal Control, Risk and Corporate Governance Committee and having consulted with the Board of Statutory Auditors appointed the head of the internal audit function on 15 February 2013.

On 18 February 2013, Service Instruction 1/2013 added the following to the areas of responsibility to the Internal Audit Function pursuant to the Company's Corporate Governance Code:

- establishment and revision of the risk map pursuant to Legislative Decree 231/01, as amended, revising, where required, in accordance with the instructions of the Supervisory Body, the Organisational, Management and Control Model and assistance to the supervisory bodies of Italian and international subsidiaries;
- provision of support, where requested, to the Board of Statutory Auditors, the Ethics Officer and the Manager Responsible and the Supervisory Body;
- determination and revision of internal audit and risk management methodologies through the provision of continual development in accordance with best practice in addition to the provision of training and information on internal controls.

At its meeting of 8 March 2013 and in implementation of the Corporate Governance Code, as revised on 14 December 2012, the Board of Directors conducted analyses and discussions on the nature and level of risk consistent with the issuer's strategic objectives.

Also on 8 March 2013, the Board of Directors, on the proposal of the Director responsible for the internal control and risk management system and with the approval of the Internal Control, Risk and Corporate Governance Committee, in consultation with the Board of Statutory Auditors, established guidelines for the internal control and risk management system.

The Internal Control and Corporate Governance Committee (now the Internal Control, Risk and Corporate Governance Committee) examined the current 2012/2013 Audit Plan in April 2012.

The new Board of Directors to be appointed at the Annual General Meeting in 2013 will be responsible for the approval of the new Audit Plan, on the proposal of the Director responsible for the internal control and risk management system subject to the approval of the Internal Control, Risk and Corporate Governance Committee in consultation with the Board of Statutory Auditors.

This change was made partly because of the possible change in the Group's basis of consolidation as a result of a merger with Gemina SpA.

4.4 Executive officers

Executive Committee

The Board of Directors has not appointed an Executive Committee.

Chairman of the Board of Directors

30 of the Articles of Association, the Chairman is vested with the powers of representation before third parties and in legal proceedings.

The Chairman also has an executive role, in as much as, in addition to the powers attributed by law and the Articles of Association, the following duties have also been assigned to him:

- to follow, in accordance with the plans approved at Board level, general initiatives designed to promote the image of the Company and the Group in Italy and abroad, and manage the related communications;
- to follow any legal issues relating to the Company and the Group;
- to follow the preparation of strategic, industrial and financial plans by the Chief Executive Officer;
- to follow the operating and financial performance of the Company and the Group;
- ensure the accuracy and promptness of disclosures communicated to market regulators;
- to follow the preparation of external and investor relations strategies;
- to represent, in implementation of resolutions approved by the relevant corporate bodies, the Company at the ordinary and extraordinary general meetings of companies 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;
- to oversee relationships between the Company, the Group, taken as a whole, and Italian and non-Italian authorities, entities and organisations, including those of a multilateral nature.
- to ensure that Directors receive all the necessary documentation three days in advance regarding items on the agenda for Board meetings, in order for them to participate effectively in the business of Board meetings;
- to ensure adequate information flows between the Company's Board and other management and corporate bodies to assure that decisions are consistent with Board resolutions.

Chief Executive Officer

At its meeting of 14 April 2010, the Board of Directors re-appointed Giovanni Castellucci as Chief Executive Officer and General Manager.

The Chief Executive Officer is responsible for the execution of Board resolutions and is the most senior manager with responsibility for the management of Group companies.

In the event that the Chief Executive Officer is also a director of another issuer not belonging to the same Group, of which the chief executive officer is a Director of Atlantia, the Board of Directors shall consider it a key requirement that any claims on the time of Directors and Statutory Auditors must leave sufficient time for such officers to satisfactorily perform their duties in accordance with point 1.5 of the Company's Corporate Governance Code.

This situation does currently exist.

Atlantia observes the requirement of art. 2391, Italian Civil Code, that directors must notify other directors and the Board of Statutory Auditors of any interest of the director or a third party in a transaction of the Company advising the nature, terms, origin and importance. In the event such

director is the Chief Executive Officer, the director should refrain from becoming involved in the transaction delegating all powers to the Board.

The Chief Executive Officer has, among other things, been assigned the following duties:

- the preparation of proposals to the Board of Directors regarding both short and long-term strategic business and financial plans;
- the development of action and investment plans for the Company's and the Group's activities in Italy and abroad in addition to any revisions to such plans needed to undertake strategic transactions not originally foreseen
- for the budget and the Group's consolidation;
- to identify the tools and procedures needed to implement the internal control and risk management system;
- to prepare, in accordance with the Board of Directors' guidelines, external and investor relations strategies and implement the relevant contact plans; in agreement with the Chairman, to define and implement plans for contacting strategic investors;
- in connection with the management and coordination of subsidiaries, the management of relations at grantors in connection with execution of the concessions granted to each of the subsidiaries;
- to acquire and sell equity interests of any kind and, in general, to conclude any stock market transaction of up to €5,000,000 per transaction, even though the transaction consists of a series of smaller transactions carried out on different occasions.

The General Manager has, among other things, been assigned the following duties:

- to execute contracts with any third party in relation to the business purpose, provided that the amount does not exceed €5,000,000 per contract;
- to execute deeds and agreements intended to settle disputes, involving amounts of up to €2,000,000 per settlement;
- to execute deeds and agreements for the extension of loans to Group companies and guarantees to, or on behalf of, third parties (including Group companies), provided that the amount does not exceed €5,000,000 per transaction;
- to execute deeds and agreements for the issue of surety bonds in favour of third parties and in the interests of the Company's direct and indirect subsidiaries, involving a maximum notional amount of €5,000,000, to guarantee the proper fulfilment of the obligations undertaken, for whatever reason, by the Company's direct and indirect subsidiaries.

The Chief Executive Officer regularly (in any event, at least quarterly) submits the same report to the Board of Directors and the Board of Statutory Auditors on the activities performed in discharging his duties, ensuring, above all, that the Board of Directors receives adequate information on significant, irregular, unusual or related party transactions, or transactions in which the Chief Executive Officer acts in his own interest or in the interests of third parties, so that the Board of Directors may, in turn, formally report to the Board of Statutory Auditors.

Similar reporting requirements are applicable to executive Directors in respect of the activities performed in discharging their duties.

At its meeting of 14 December 2012, the Board of Directors appointed a director to oversee the good working order of the internal control and risk management system.

4.5 Independent Directors

A suitable number of non-executive Directors qualify for the role of independent Director.

On the basis of the provisions of the Company's Corporate Governance Code, A Director will normally, but not necessarily, be disqualified from being an independent Director if the Director:

- a) directly or indirectly controls the issuer, including control exercised through subsidiaries, trustees or through a third party, or is able to exercise significant influence over the issuer, or participates in a shareholders' agreement through which one or more persons may exercise control or significant influence over the issuer;
- b) has, or had in the previous 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) with any prominent representative thereof;
- 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 of 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 that, 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 and key management personnel;
- e) receives, or has received in the previous three years, from the issuer or a subsidiary or parent of the issuer, significant additional remuneration compared to the "fixed" (as determined by Atlantia) remuneration paid to a non-executive Director of the issuer, including participation in performance-related incentive plans, 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 a shareholder or a Director of a company or entity belonging to the group of companies appointed to audit the issuer's accounts;
- h) is a close family member of an individual who holds any one of the above positions or engages in any one of the above activities;
- i) was a Director of the Company for more than nine of the last twelve years.

The independence of Directors is periodically reviewed by the Board of Directors, based on information provided by the individuals concerned. For this purpose, the Board, based on the statements provided, examine the Director's direct or indirect commercial, financial or professional relationships with the Company, assessing their significance both in absolute terms and with reference to the economic and financial position of the individual concerned. This also takes account of any relations that, although not significant from a financial viewpoint, are of particular importance for the prestige of the interested party. The results of the Board of Directors' reviews must be disclosed to the market.

The determination of a Director's independence by the Board of Directors subsequent to appointment is made in accordance with art. 144 *novies*, paragraph 1 bis, letter a) of the Regulations for Issuers.

Any criteria used for the determination of independence other than that provide by the Code is assessed, as and when necessary, by the Board of Directors.

The quantitative and qualitative governance criteria used by the Company to ascertain the importance of relations being examined are set out in point 3.2 of Atlantia's Corporate Governance Code.

The compliance with independence requirements of the Directors in office as at 31 December 2011 was assessed during the meeting of the Board of Directors of Atlantia SpA on 14 April 2010, which examined the information provided by the Directors (in their curricula vitae, the lists of positions held and the statements made by them) and their trading, financial and professional relationships with the Company, including those of an indirect nature.

In turn, pursuant to art. 15, paragraph 6 of the Company's Corporate Governance Code, the Board of Statutory Auditors, at its meeting on 14 May 2010, verified the correct application of the criteria and procedures adopted by the Board of Directors in assessing the independence of Directors.

The following members of the Board of Directors of Atlantia SpA elected by the General Meeting of 14 April 2010 qualified as independent: Messrs Bombassei, Clò, Malinconico (who subsequently resigned), Mari and Turicchi. These Directors all met the independence requirements provided for by both the CFA (art. 148, paragraph 3) and the Company's Corporate Governance Code (art.

The new member of the Board, Monica Mondardini, co-opted on 20 January 2012 to replace Mr Malinconico, and appointed at the General Meeting of 24 April 2012, met the necessary requirements.

3.1). Pursuant to art. 3.2 of the Company's Corporate Governance Code, the independence of Directors is periodically assessed by the Board of Directors. In this regard, on 17 February 2012 and 15 February 2013 the Board of Directors carried out this assessment based on statements provided by the individuals concerned.

As a result, the Board of Statutory Auditors, at their meetings of 17 February 2012 and 8 March 2013, verified the correct application of the criteria and procedures adopted by the Board of Directors in assessing the independence of Directors.

The outcome of the assessments conducted by the Board of Directors and the Board of Statutory Auditors was disclosed to the market.

There were five independent directors on the Board as at 31 December 2012.

On the next renewal of the Board of Directors and, to the extent Atlantia is still a component of the FSE MIB, at least one third of the Board of Directors must be independent. In the event one third is not a whole number, it is rounded. The number of independent Directors may, however, never be less than two.

Atlantia's Corporate Governance Code requires the independent Directors to meet separately in closed session at least once a year.

4.6 Lead Independent Director

On the basis of the provisions of art. 30 of the Articles of Association, the Chairman and Chief Executive Officer are authorised to represent the Company.

The separation of the positions of Chairman and Chief Executive Officer renders the appointment of a Lead Independent Director unnecessary.

5. THE PROCESSING OF CORPORATE INFORMATION

With regard to the internal management and publication of documents and information relating to Atlantia, with specific reference to price sensitive information, the Company's Board of Directors has adopted the following procedures:

- the Procedure for Market Announcements;
- the Code of Conduct for Internal Dealing.

Both documents are available on the internet at: www.atlantia.it/en/corporate-governance/ and in the company intranet.

The Procedure for Market Announcements, approved by the Board of Directors in its meeting on 17 September 2009, regulates the internal management and publication of price sensitive information by Atlantia SpA and its subsidiaries (meaning the companies controlled directly or indirectly by Atlantia), as provided for in the related regulations and in compliance with art. 8 of the Company's Corporate Governance Code and section 7 of the Group's Code of Ethics.

In particular, the Chairman and Chief Executive Officer are responsible for managing confidential information, in line with the requirements of Atlantia's Corporate Governance Code (articles 6.3, letter c, and 8.1) and the powers conferred upon them. The Chairman is responsible for proper and punctual disclosure to market regulators and the Chief Executive Officer for providing the market with trading updates.

In compliance with the requirements of Legislative Decree 58/98, as amended, the International Corporate and Legal Affairs unit of Autostrade per l'Italia's Legal Department is responsible for keeping the register of persons who have access to price sensitive information or information liable to become so. The same department also informs interested parties that they have been included in the register and reminds them of the responsibilities involved in accessing and properly managing information they may come into possession of and the relevant confidentiality requirements.

The procedure for market announcements is completed and supplemented by the provisions of the Code of Conduct for internal dealing, approved by the Board of Directors at its meeting of 15 July 2010, in implementation of the provisions of art. 114, paragraph 7, Legislative Decree 58/1998 and arts. 152 *sexies*, 152 *septies* and 152 *octies* of Consob Resolution 11971. The Code regulates the disclosure obligations in respect of Atlantia SpA and the Market as regards the purchase, sale, subscription or exchange of shares issued by Atlantia or financial instruments 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 lock-up periods, during which the above transactions are prohibited.

6. BOARD COMMITTEES

Atlantia's Corporate Governance Code revised in December 2012 retained two committees provided for by the Corporate Governance Code of the Committee for the Corporate Governance of Listed Companies. The committees retained were the Human Resources Committee which was renamed the Human Resources and Remuneration Committee and the Internal Control and Corporate Governance Committee which was renamed the Internal Control, Risk and Corporate Governance Committee.

The Company does not have a Nominations Committee for the reasons explained below.

7. 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:

- the reason the committee was required by art. 5 of the December 2011 revision of the Corporate Governance Code of Listed Companies was the need to make the process of nominations transparent, which, however, was already fulfilled by the cited article of the Articles of Association; and that
- based on past experience, Atlantia SpA's shareholders have so far not had difficulty in submitting nominations.

8. HUMAN RESOURCES AND REMUNERATION COMMITTEE

As provided by article 10 of Atlantia's Corporate Governance Code, the Board of Directors has set up a board committee called the Human Resources and Remuneration Committee, which has five non-executive Directors. The Committee has investigative functions and provides consultation and advice to the Board.

It was decided to grant the Board of Directors the widest powers possible when determining the Committee's composition to assess the experience, professionalism and independence of the non-executive directors considered to be the best candidates for the committee.

At least one Board member has appropriate financial expertise and experience, as assessed by the Board of Directors at the time of election.

At its meeting of 14 December 2012, the Board of Directors decided to retain the current composition of the Committee until the next re-election of Atlantia's Board of Directors.

The Committee elects a Chairman from among its members and

- a) submits proposals to the Board relating to the establishment of a general policy for the remuneration of the Chairman, the Chief Executive Officer, executive Directors and key management personnel – including for the purpose of preparing the Board's report describing the policy, to be presented to the Annual General Meeting – and periodically assesses the adequacy, overall consistency and effective application of the general remuneration policy approved by the Board;
- b) submits proposals to the Board relating to the overall remuneration of the Chairman, the Chief Executive Officer, executive Directors and key management personnel (in the latter case, based on the information provided by the Chief Executive Officer) and, at the proposal of the Chief Executive Officer, relating to the criteria on which the remuneration of the Company's and the Group's senior management is based, including the relevant performance targets related to the variable component of the remuneration;
- c) monitors application of decisions taken by the Board, verifying above all the effective achievement of performance targets;
- d) examines any share-based or cash incentive plans for employees of the Company and the Group, the criteria on which the composition of the corporate bodies of strategically important subsidiaries is based, and strategic staff development policies.

The members of the Human Resources and Remuneration Committee at the end of 2011 were the non-executive Directors, Stefano Cao, Giuseppe Piaggio and Prof. Paolo Zannoni, and Prof. Alberto Clò.

On 20 January 2012 Atlantia's Board of Directors co-opted Monica Mondardini as a new member of the Board, in addition to nominating her a member of the Human Resources and Remuneration Committee. At its first meeting held on 2 March 2012, Prof. Alberto Clò was appointed Chairman.

As required by the Corporate Governance Code, the Chairman and Chief Executive Officer/General Manager attend the Committee's meetings, except for meetings at which proposals regarding their own remuneration are discussed.

In 2012 the Committee held eight meetings with an average duration of approximately two hours (the percentage attendances of Committee members at the meetings are shown in Table 2) and took decisions and formulated proposals regarding the following points:

- Proposed remuneration report for Atlantia SpA and Autostrade Meridionali SpA;
- Final amounts for the 2011 MBO scheme for the Chief Executive Officer/General Manager of Atlantia – Chief Executive Officer of Autostrade per l'Italia SpA and senior management;
- Determination of the 2012 MBO 2011 criteria for the Chief Executive Officer/General Manager of Atlantia – Chief Executive Officer of Autostrade per l'Italia SpA and senior management;
- 2011 Share Option Plan and 2011 Share Grant Plan (second cycle awards), Share Grant Plan - MBO (2011 final);
- Effects of the bonus share issue on the 2012 long-term share-based incentive plans;

- Staff development: high-potential staff;
- Executives and senior management: current situation and succession plans;

Four meetings are planned for 2013.

Autostrade per l'Italia's Head of Human Resources also attends Committee meetings, acting as the Committee's Secretary and taking minutes. The Company, through the head of Human Resources, ensures that the Committee has access to the information and functions necessary for the performance of its duties and, if so required, the Committee may avail itself of external consultants, quantifying the related expenses.

The Board has been supported by verifiably independent leading consultancy firms for the above matters.

The Human Resources and Remuneration Committee has adopted its own Regulations, approved at the meeting of 31 January 2013 which govern its composition, responsibilities and procedures.

The Regulation's provisions include that the Chairman of the Board of Statutory Auditors (or other Standing Auditor designated by the Chairman) should participate in meetings whenever matters are deliberated for which the Statutory Auditors recommendation is required; this particularly includes meetings where the overall compensation of Chairman of the Board of Directors, the Chief Executive and other Directors is determined or the criteria for the remuneration of Company and Group key management personnel and senior management for approval by the Board of Directors as recommended by the Board of Statutory Auditors.

9. REMUNERATION OF DIRECTORS

In view of the principles and implementation criteria set out in art. 6 of the December 2011 revision of the Company's Corporate Governance Code, as reflected in art. 10 of Atlantia's Corporate Governance Code, the general remuneration policy for Directors and key management personnel (approved by Atlantia's Board of Directors on 15 February 2012), is from this year described in a separate Remuneration Report to be approved, on the recommendation of the Human Resources and Remuneration Committee, by the Company's Board of Directors, and which will be submitted to shareholders at the Annual General Meeting in April 2013. The Report will be available on Atlantia's website.

As a result of the above, all the information on remuneration to be provided in the Report on Corporate Governance and the Ownership Structure, including the information required by art. 123-bis of the CFA, is contained in the above Report.

10. INTERNAL CONTROL, RISK AND CORPORATE GOVERNANCE COMMITTEE

Role and composition

As required by the Corporate Governance Code for Listed Companies of December 2011, Atlantia's Internal Control and Risk Committee was renamed the "Internal Control, Risk and Corporate Governance Committee" by the Board of Directors on 14 December 2012. Atlantia's 14 December 2012 revision to its Corporate Governance Code requires the Committee's members be selected from non-executive directors so that the Board of Directors is presented with the widest range possible of experience, professionalism and independence of the non-executive directors considered to be the best candidates for the committee, one of which should represent non-controlling interests. At least one member should have adequate experience of accounting and finance or risk management. The Committee elects a Chairman from among its members.

As a rule, the Internal Control, Risk and Corporate Governance Committee meets once every two months at the request of one of its members. Its members establish the Committee's procedural rules.

As required by the Corporate Governance Code, the Chairman of the Board of Statutory Auditors (or another standing Auditor, at his request) attends Committee meetings. Depending on the issues to be deliberated, the Chairman of the Board of Directors, the Chief Executive Officer, the Manager Responsible for Financial Reporting, all standing Auditors, the head of Internal Audit and any other managers whose presence is deemed necessary may be invited to take part.

The Internal Control, Risk and Corporate Governance Committee provides support, with due examination, for the Board's evaluation of and decisions relating to the internal control and risk management system as well as those relating to approval of financial reports. The Committee is responsible for those matters delegated to it by the Board of Directors having regard to Corporate Governance.

The Internal Control, Risk and Corporate Governance Committee:

- a) assists the Board of Directors in carrying out its responsibilities as defined in Article 11.3 of the Company's Corporate Governance Code;
- b) at the request of the Chief Executive Officer, expresses opinions on specific aspects of the identification of the main business risks and the design, implementation and management of the internal control and risk management system;
- c) evaluates the work plan developed by the head of internal audit, examine the periodic reports prepared by the same and oversee the independence, adequacy, effectiveness and efficiency of the internal audit function;
- d) assesses, together with the manager responsible for financial reporting, the independent auditors and the Board of Statutory Auditors, the adequacy of the accounting standards used, the propriety of their application and their consistency for the purposes of preparation of separate and consolidated financial statements;
- e) reports to the Board of Directors, at least every six months on the occasion of approval of annual and half-year financial statements, with respect to the activities regarding internal control and risk management and the adequacy of the system;
- f) has powers to require the internal audit of specific operating areas. Such internal audits must be reported to the Chairmen of the Board of Statutory Auditors;
- g) carries out any other duties assigned by the Board of Directors;
- h) through adequate investigation, supports the decisions of the Board of Directors with respect to the approval of periodic financial statements;
- i) makes recommendations to the Board of Directors regarding the corporate governance report for the purposes of describing the characteristics of the risk management and internal control system and the extent to which it is fit for purpose.

e) conducts investigations to ensure and monitor compliance with the requirements of the Code of Ethics and, in general, the applicable legislation and regulations.

The Committee also oversees compliance and the periodic revision of corporate governance procedures pursuant to Legislative Decree 231/01, as amended, and compliance with the Organisational, Management and Control Model and the Company's Code of Ethics.

The Committee's functions are entirely independent of those of the Supervisory Board, with which it engages in wide-ranging exchanges of information.

The Committee is:

- (i) empowered to request information from the Supervisory Board; and,
- (ii) required to provide information requested by the Supervisory Board.

In carrying out its duties, the Internal Control, Risk and Corporate Governance Committee has the right to access the information and functions necessary for the performance of its duties.

Atlantia's Board of Directors decided on 14 December 2012 to retain the services of the non-executive members of the Board of Directors (appointed by the Board of Directors on 14 April 2011): Giuseppe Piaggio, Chairman, Antonino Turicchi, and Giuliano Mari. Messrs. Mari and Turicchi have represented their independence within the meaning of art. 148, para. 3, CFA and art. 3 of the Company's Corporate Governance Code.

Mr. Turicchi was elected from the minority list.

All three members are in possession of accounting and financial and/or risk management experience deemed adequate by the Board of Directors when they were appointed.

Activities

The Internal Control and Corporate Governance Committee (now the Internal Control, Risk and Corporate Governance Committee) met 14 times in 2012, with an average duration of approximately 2 hours (the percentage attendances of Committee members at the meetings are shown in Table 2).

The Chairman of the Board of Directors and the Chief Executive Officer were invited to all the meetings. Of the 14 meetings held, the Chairman of the Board of Directors attended 12 and the Chief Executive Officer 9. The Chairman of the Board of Statutory Auditors attended 11 meetings.

The Committee's work is coordinated by Mr. Piaggio, the Chairman.

Committee meetings are minuted by the secretary to the Committee with the minutes being submitted at the next meeting to Committee members for approval.

In carrying out their duties, the Committee was able to access the company information needed for its duties.

Four meetings are planned for 2013. Four meetings have been held between 1 January 2013 and the date of this Report.

The Committee deliberated the following matters in 2012:

- Report on the activities carried out in the second half of 2011 and January 2012;
- Assessment of the adequacy, efficacy and effective functioning of the internal control system during 2011;
- Examination of the documentation relating to the composition and functioning of the Board of Directors and its Committees;
- 2011 impairment tests;
- Examination of the 2011 Annual Report on Corporate Governance;
- Proposed amendments to the Articles of Association in consequence of Law 120 of 12 July 2011 on gender quotas;
- Focus on service areas;

- Amortisation of goodwill (current accounting policy, potential for new accounting policies and their limitations);
- Revision of the procedure for the appointment of statutory auditors and the monitoring of their work.

The Committee also met with the Heads of Internal Audit and Risk Management in 2012 with respect to:

- the Committee's post audit activities particularly regarding subsidiaries;
- proposed audit and risk management plan for 2012/2013;
- audit and risk management activities in 2012.

As part of their assessment of internal control and risk management, the Committee also met in 2012 with:

- Autostrade per l'Italia's and Atlantia SpA's supervisory boards;
- the Heads of Human Resources and Organisational Compliance;
- the Manager responsible for financial reporting;
- the Head of Financial Accounting;
- the Independent Auditors;
- members of the Ethics Committee;
- the Head of Operational Compliance;
- the Committee of Independent Directors with responsibility for Related Party Transactions.

Numerous meetings were held with the Chief Financial Officer and the Independent Auditors in connection with the draft financial statements for the year ended 31 December 2011 and the consolidated interim financial statements for the six months ended 30 June 2012. The activities pursuant to the fifth paragraph of art. 154 *bis*, CFA, were examined at these meetings.

The Committee was provided with information by the Chairman of the Committee of Independent Directors with Responsibility for Related Party Transactions regarding the most important matters dealt with by the Committee.

The participation of all of the above was at the Committee's invitation for the discussion of pertinent agenda items.

The Committee held numerous meetings in 2012 on the revisions of the Corporate Governance Code for Listed Companies of December 2011. The outcome of these meetings was the proposal to the Board of Directors of corporate governance arrangements for the incorporation into the Company's Corporate Governance Code of the revisions to the Corporate Governance Code for Listed Companies.

The Committee's work was supported by the Corporate Governance System and Rules group.

11. THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

As set out in the 14 December 2012 revision of the Company's Corporate Governance Code, the internal control and risk management system consists of all of the rules, procedures and organisational structures designed to enable, via the adequate identification, measurement, management and monitoring of the main risks, sound and correct management of the Company in a manner consistent with predetermined objectives.

The risk management and internal control system established by the Board of Directors is based on the following general principles:

- a) operational powers assigned taking account of the nature, ordinary size and risks associated with the various categories of transaction; scope for the exercise of powers is closely linked to the duties delegated;
- b) the organisational structures arranged in such a way as to avoid functional overlaps and the concentration of responsibility for highly critical or risky activities in one individual, without adequate authorisation processes;
- c) each process is subject to an adequate system of parameters and a related periodic report designed to measure efficiency and effectiveness;
- d) the professional knowledge and skills available within the organisation are periodically analysed in terms of their match with the objectives assigned;
- e) operating processes defined in such a way as to ensure that there are adequate documentary records enabling their continuous assessment in terms of fairness, consistency and responsibility;
- f) security systems that guarantee an adequate level of protection for the organisation's assets and access to data as required in order to carry out the activities assigned;
- g) the risks connected to achievement of objectives are identified and periodically monitored and updated. Events threatening the organisation's business continuity must be appropriately assessed and the related protections adapted;
- h) the risk management and internal control system must be subject to continuous supervision to enable periodic assessment and ongoing adaptation.

An effective internal control and risk management system contributes to:

- i) monitoring the efficiency, measurability and verifiability of the Company's operations and, in general, verifying and monitoring the correctness and reliability of corporate governance and management of the Company's and the Group's businesses;
- ii) ensuring and checking the quality and reliability of accounting, management and financial information, in general, including controls of the related registration processes and information flows;
- iii) ensuring and monitoring compliance with the requirements of the Code of Ethics and, in general, the applicable legislation and regulations;
- iv) ensuring implementation of and compliance with the Organisational, Management and Control Model pursuant to Legislative Decree 231/2011 and regulatory requirements;
- v) protecting the value of the Company's assets, including the prevention of fraudulent activity that may damage the Company and the financial markets.

The function of the Board of Directors, as explained in the section on its role, is, subject to the consent of the Internal Control, Risk and Corporate Governance Committee:

- to determine guidelines for the internal control and risk management system and review their adequacy at least once a year in terms of the nature of the company and the risks to which it is exposed. The Board also ascertain the effectiveness of the system and require the Director responsible for the internal control and risk management system to establish and maintain effective risk management and internal control procedures;

- and, having consulted the Board of Statutory Auditors and the Director responsible for the internal control and risk management system, approve, at least once a year, the work plan developed by the head of internal audit;
- and, having consulted the Board of Statutory Auditors, assess the findings of the independent auditors as may be contained in a letter of recommendations and the report on material deficiencies detected during the course of the independent audit.

The Company's Corporate Governance Code requires the Board of Directors, on the proposal of the Director responsible for the risk management and internal control system and subject to the consent of the Internal Control, Risk and Corporate Governance Committee and having consulted with the Board of Statutory Auditors, to:

- i) appoint the head of internal audit or revoke such appointment;
- ii) ensure that the head of internal audit has the resources needed to properly perform his duties;
- iii) determine the head of internal audit's pay consistent with corporate policy.

The Board of Directors approved the Group budget for 2013 on 17 January 2013 and noted the medium to long-term projections for the group.

At its meeting of 8 March 2013, the Board of Directors examined, as described below, the adequacy of the internal control and risk management system on the proposal of the Director responsible for the internal control and risk management system, with the consent of the Internal Control, Risk and Corporate Governance Committee.

The Board of Directors, on the proposal of the Director responsible for the risk management and internal control system and subject to the consent of the Internal Control, Risk and Corporate Governance Committee and having consulted with the Board of Statutory Auditors appointed the Head of the Internal Audit Function on 15 February 2013.

On 18 February 2013, Service Instruction 1/2013 added the following to the areas of responsibility to the Internal Audit Function pursuant to the Company's Corporate Governance Code:

- establishment and revision of the risk map pursuant to Legislative Decree 231/01, as amended, revising, where required, in accordance with the instructions of the Supervisory Body, the Organisational, Management and Control Model and assistance to the supervisory bodies of Italian and international subsidiaries;
- provision of support, where requested, to the Board of Statutory Auditors, the Ethics Officer and the Manager Responsible and the Supervisory Body;
- determination and revision of internal audit and risk management methodologies through the provision of continual development in accordance with best practice in addition to the provision of training and information on internal controls.

Also at its meeting of 8 March 2013, the Board of Directors, on the proposal of the Director responsible for the internal control and risk management system and with the approval of the Internal Control, Risk and Corporate Governance Committee in consultation with the Board of Statutory Auditors established guidelines for the internal control and risk management system.

The Internal Control and Corporate Governance Committee (now the Internal Control, Risk and Corporate Governance Committee) examined the current 2012/2013 Audit Plan in April 2012. The new Board of Directors to be appointed at the 2013 General Meeting will be responsible for the approval of the new Audit Plan, on the proposal of the Director responsible for the internal control and risk management system subject to the approval of the Internal Control, Risk and Corporate Governance Committee in consultation with the Board of Statutory Auditors.

This change was made partly because of the possible change in the Group's basis of consolidation as the result of a merger with Gemina SpA.

At its meeting of 8 March 2013 and in implementation of the revised Corporate Governance Code, the Board of Directors conducted analyses and discussions on the nature and level of risk consistent with the issuer's strategic objectives.

11.1 Director responsible for the internal control and risk management system

The Board of Directors determine guidelines for the internal control and risk management system and review their adequacy at least once a year in terms of the nature of the Company and the risks to which it is exposed. The Board also ascertain the effectiveness of the system and require the Director responsible for the internal control and risk management system to maintain effective risk management and internal control procedures.

The Director Responsible for the Internal Control and Risk Management System determines the tools and the implementation procedures for the risk management and internal control system, in accordance with the guidelines set by the Board of Directors, overseeing the overall adequacy of the system, its functionality, and its adaptation to changes in the operating environment and in the legislative and regulatory frameworks. They also propose the appointment of a member of staff to head the internal audit function or the revocation of such appointment.

The head of Internal Audit reports his findings to the Chairman and the Director responsible for the internal control and risk management system as well as to the Chairman, the Internal Control, Risk and Corporate Governance Committee and Board of Statutory Auditors.

The Director responsible for the internal control and risk management system implements modifications to the internal control and risk management procedures as required by audit findings.

The Director responsible for the internal control and risk management system has powers to require the internal audit of specific operating areas and compliance with internal rules and procedures for company operations. Such internal audits are notified to the Chairmen of the Board of Directors, Control, Risk and Corporate Governance Committee and Board of Statutory Auditors.

The Director responsible for the internal control and risk management system promptly reports any problems and critical issues, found through the Director's activities or notified to the Director, to the Internal Control, Risk and Corporate Governance Committee (or Board of Directors) in order for the Committee (or the Board of Directors) to take the appropriate action.

On 14 December 2012, following the publication the revised Corporate Governance Code for Listed Companies, the Board of Directors revised the Company's Corporate Governance Code and, with the consent of the Internal Control, Risk and Corporate Governance Committee, designated the Chief Executive Officer as the Director Responsible for the Internal Control and Risk Management System.

Activities

The Director Responsible for the Internal Control and Risk Managements System continued the 2012 activities into early 2013 of the Executive Director Responsible for the Oversight of the Functioning of the Internal Control System and:

- oversaw the identification of the main business risks (strategic, operational, financial and compliance), taking into account the nature of Atlantia's and its subsidiaries' operations. The risks identified were presented to the Board of Directors on 8 March 2013 for examination;
- implemented the guidelines established by the Board of Directors overseeing the development, implementation and management of the internal control and risk management system satisfying himself as to its adequacy, efficacy and good working order;

- oversaw the adaptation of the system to the Company's operating dynamics and the legal and regulatory environment.

The Executive Director Responsible for the Oversight of the Functioning of the Internal Control System participated in nine meetings in 2012 of the Internal Control and Corporate Governance Committee (now the Internal Control, Risk and Corporate Governance Committee).

The Executive Director Responsible for the Oversight of the Functioning of the Internal Control System determines the tools and the implementation procedures for the risk management and internal control system, in accordance with the guidelines set by the Board of Directors, overseeing the overall adequacy of the system, its functionality, and its adaptation to changes in the operating environment and in the legislative and regulatory frameworks.

The Director Responsible for the Internal Control and Risk Management System proposed a candidate for appointment as the Head of Internal Audit, internal control and risk management system guidelines and a 2013 audit plan to the Board of Directors in February 2013.

11.2 Head of Internal Audit Function

The Board of Directors approved the revised wording of the Company's Corporate Governance Code on 14 December 2012 as amended to reflect the revised version of the Corporate Governance Code for Listed Companies and revoked its resolution implementing the previous version of the Company's Corporate Governance Code.

The Board of Directors, on the proposal of the Director responsible for the risk management and internal control system and subject to the consent of the Internal Control, Risk and Corporate Governance Committee and having consulted with the Board of Statutory Auditors, appointed Simone Bontempo to head the Internal Audit Function.

On 18 February 2013, Service Instruction 1/2013 added the following to the areas of responsibility to the Internal Audit Function pursuant to the Company's Corporate Governance Code:

- establishment and revision of the risk map pursuant to Legislative Decree 231/01, as amended, revising, where required, in accordance with the instructions of the Supervisory Body, the Organisational, Management and Control Model and assistance to the supervisory bodies of Italian and international subsidiaries;
- provision of support, where requested, to the Board of Statutory Auditors, the Ethic Officer and the Manager Responsible and the Supervisory Body;
- determination and revision of internal audit and risk management methodologies through the provision of continual development in accordance with best practice in addition to the provision of training and information on internal controls.

The Head of Internal Audit Function is responsible for verifying that the risk management and internal control system is properly functioning and is fit for purpose.

The head of the internal audit function is required to:

- a) audit, on an ongoing and *ad hoc* basis and in compliance with international standards, the good working order and adequacy of the risk management and internal control system through the application of an audit plan, duly approved by the Board of Directors, based on a structured analysis and ranking of material risks;
- b) be provided with direct access to all information required for the performance of his duties;
- c) prepare periodic reports containing sufficient information on audit activities, the method of risk management and compliance with plans developed for risk mitigation. The periodic reports contain an assessment of the internal control and risk management system;
- d) promptly present reports on events of particular relevance;

- e) distribute the reports pursuant to d) and e) above to the Chairmen of the Board of Statutory Auditors, the Risk Control and Corporate Governance Committee and the Board of Directors, as well as to the Director responsible for the internal control and risk management system;
- f) ascertain, as part of the audit plan, the reliability of information systems including accounting systems.

Consistent with the preceding version of Atlantia's Corporate Governance Code, the Board of Directors procured the services of two, sufficiently independent, individuals in 2012 to ascertain the good working order of the internal control and risk management system.

There appointment was described in the previous Reports available on the Company's internet site www.atlantia.it.

Internal Audit was asked to audit the adequacy and good working order of the internal control system. The Head of Internal Audit, who reports to the Chairman of the Board of Directors, is not responsible for any operating areas. He has direct access to the information required for the performance of his duties, in addition to adequate resources for his work. He regularly reports his findings.

Internal Audit conducts audits of Atlantia SpA and its Italian and international subsidiaries based on individual service contracts.

Internal Audit engages in the activities listed below whilst assuring the necessary degree of independence, expertise and professional diligence as established in international professional practice standards and the Code of Ethics:

- assessment of Atlantia's internal control system;
- operational, financial and compliance audits focusing on aspects of Legislative Decree 231/01 in implementation of the annual audit plan developed on a top-down risk-based approach and approved by the Internal Control and Corporate Governance Committee and, with respect to Legislative Decree 231/01, the Atlantia SpA Supervisory Board;
- surprise audits at the request of the persons responsible for the internal control system or senior management;
- monitoring the implementation of measures to remedy audit findings in accordance with the recommendations;
- support of the Ethics Officer with respect to signed, unsigned and confidential reports received in connection with preliminary investigations in support of the assessments by the Company's various control bodies;
- development and revision of internal audit operating methodologies and processes to policy and best practice.

The Chief Executive Officer revises to the internal control system, whenever required to remedy any weaknesses found. The Internal Audit unit is also responsible for monitoring, via its follow-up activities, implementation of the corrective actions identified, reporting to the Chief Executive Officer, Co-General Managers and the relevant managers and the supervisory bodies.

The **Risk Management unit** is responsible for overseeing the risk management process at Group level. The work is performed through the proper implementation and development of the COSO Enterprise Risk Management⁴ (ERM) methodological framework, adopted seven years ago by Atlantia. This framework is designed to identify, assess, manage and monitor the risks included in the Company's current Business Risk Model: compliance and regulatory risks, regarding the

⁴ Committee of Sponsoring Organizations of the Treadway Commission: Enterprise Risk Management – Integrated Framework, 2004

possibility of sanctions as a result of the violation of laws/regulations or of breaches of the terms and conditions of its agreement with ANAS SpA; and operational risks, regarding the occurrence of any event that may prevent achievement of the Company's objectives.

In relation to the risks identified, the Risk Management unit may submit proposals to senior management regarding changes to the design of the existing internal control system (*ex-ante* activities), monitoring their implementation and providing support to the departments involved. In this regard, the Company has put in place a risk management policy requiring managers to report risks to the unit for further investigation. The Risk Management unit then initiates a formal procedure and takes action, even though not envisaged by the annual plan. The process is completed with the production of a detailed report and a number of summaries.

During 2012 the Risk Management unit also supported its corresponding units within the motorway operators controlled by Autostrade per l'Italia in conducting annual updates of their risk catalogues, based on the ERM model. Where necessary, new improvements were identified for each of the companies examined.

The Risk Management unit was also engaged in the ongoing change management process, helping to develop a risk culture within the Company in order to increase management's awareness of the risks and controls involved in the processes for which they are responsible. In 2012 this objective was pursued through periodic on-the-job training for managers in Autostrade per l'Italia, covering the risks and control systems for which they are responsible, providing them with an ongoing point of reference for day-to-day management.

Main characteristics of existing risk management and internal control systems in relation to the financial reporting process

In the context of the internal control system, in particular with reference to the process of financial reporting, the Group has implemented and continually revises an internal control system for financial reporting, based on a series of administrative and accounting procedures such as to guarantee their truthfulness, accuracy, reliability and punctuality in accordance with the regulations governing their preparation.

This system complies with international best practices and, in particular, the "CoSo Report" published by the Committee of Sponsoring Organizations of the Treadway Commission, which provides for five components (auditing environment, risk assessment, audit activities, information systems and communication flows, monitoring) that operate at the level of organisational entity and/or operating/administrative process, based on their characteristics.

The internal control system for financial reporting provides for regulations, procedures and guidelines by virtue of which Atlantia SpA ensures the exchange of data and information with its subsidiaries, thereby ensuring their coordination. In particular, this activity is carried out through the distribution, by the Parent Company, of regulations for the application of the reference accounting standards, such as the "Guidelines for preparation of the IFRS reporting package used in drawing up the Group's consolidated financial statements", and procedures regulating the preparation of the separate and consolidated financial statements and of the interim accounts and reports. The operational processes put in place by subsidiaries on the basis of the Parent Company's guidelines are applicable to the above.

The setting up of audits is performed after a process conducted according to a top-down approach, aimed at identifying the organisational entities, processes and specific activities capable of generating the risk of unintentional errors or fraud that could have a material impact on financial information. The risk is assessed in terms of its potential impact on the basis of quantitative and qualitative indicators.

Phases of the existing risk management and internal control system in relation to the financial reporting process

The process of monitoring the internal control system for financial reporting is reiterated on a six-monthly basis in compliance with the provisions contained in art. 154 bis, paragraph 5 of the CFA. The process is broken down into the following phases:

- *Revision of scope* the identification of significant data and information is carried out with reference to Atlantia SpA's separate financial statements and the Atlantia Group's consolidated financial statements, and is based on the assessment of qualitative and quantitative aspects concerning, firstly, the selection of significant companies to be included in the analysis, and then the classes of transaction and significant accounts involved in the audited administrative and accounting processes.

Once data/information in the financial statements is classified as significant, it is linked to the business processes originating them to identify the audit procedures to be subject to the assessment of their adequacy and effective application, in order to obtain certification pursuant to art. 154 bis of the CFA. As regards the automatic audit processes identified, the assessment of adequacy and effective application also covers the design and implementation of general IT audits supporting the relevant applications.

- *Monitoring the adequacy of administrative and accounting procedures:* the process of analysing and assessing the internal control system for financial reporting includes both an assessment of the adequacy of audits at entity level and the determination of the effectiveness of the design of key control procedures identified at process level. The process controls, which are designed to cover one or more accounting risks, are examined in order to assess their adequacy in terms of design effectiveness.

In order to identify and classify any potential errors in financial information, reference is made to the standard "content" of financial statements: the existence and occurrence of events, completeness, assessment and registration, rights and obligations, presentation and disclosure.

The risks are assessed in terms of potential impact on the basis of quantitative and qualitative indicators and assuming the absence of controls (at an inherent level).

For this purpose, monitoring activities are provided for, to be conducted initially by the management of the unit responsible for implementation of the controls and, in order to ensure the effective assessment and consistent design of the control system, by the unit available to the Manager Responsible for Financial Reporting.

- *Monitoring of the effective application of administrative and accounting procedures:* the monitoring of the effective application of administrative and accounting procedures is conducted with regard to the effective implementation of key controls.

The assessment procedure is chosen on the basis of the underlying risk: this choice takes into account the strengths and weaknesses of the control environment that may condition the outcome of the assessments made, the complexity of the control, the type of control (manual or automatic), the level of judgement required during the process and the dependence of the control on the functionality of other controls.

The monitoring activities involve sampling techniques in line with international best practices.

- *Assessment of possible problems that may be reported and certification:* on termination of the monitoring activities, an assessment of the significance of any possible anomalies or problems reported for the purpose of certification pursuant to art. 154 bis of the CFA is conducted.

Assessment of the adequacy, efficacy and effective functioning of the internal control and risk management system

With regard to the above provision in the Company's Corporate Governance Code, requiring the Board of Directors to assess the adequacy, efficacy and effective functioning of the internal control and risk management system, during the year the Board noted the six-monthly reports in which the Internal Control and Corporate Governance Committee (now the Internal Control, Risk and

Corporate Governance Committee), the Supervisory Board, the Ethics Officer and the Manager Responsible for Financial Reporting described their activities during the year. Additionally, at the meeting of 8 March 2013, after noting the conclusions of the analysis by the Internal Control, Risk and Corporate Governance Committee of the detailed information provided by staff responsible for the internal control and risk management system, the Board of Directors was of the opinion that the internal control and risk management system, as a whole, may be deemed adequate, efficacious and in good working order.

11.3 Organisational Model (Legislative Decree 231/2001)

During 2012, Atlantia continued the analysis and revision of its organizational, management and control tools to meet the requirements of Legislative Decree 231/01, as amended. This was done to ensure that its Organisational, Management and Control Model keeps pace with regulatory developments and organisational changes during the year.

The model is comprised of:

a General Part, which synthesises the relevant provisions of Decree 231, describes the structure and purpose of the Model, establishes the composition and role of the Supervisory Board, establishes the criteria and methods for reporting required information to the Supervisory Board and describes the disciplinary system for breaches of the Model's requirements;

Special Parts developed with respect to the risk of criminal activities which have been identified for Atlantia as the following: Crimes against the Public Administration, Corporate Crimes and Market Abuse. The Special Parts of the Model set out the following:

all types of offence potentially applicable to the Company, with a summary of the offences and a series of examples of the related potential criminal behaviour;

the so-called areas of activities at risk of criminal offence, identifying both the susceptible areas (areas in which it is possible to commit the offence) and the processes that facilitate such offences;

general and specific audit protocols for each area at risk of criminal offence, thus defining rules to be applied by persons operating in such areas;

descriptions of the audit and inspection activities within the purview of the Supervisory Board.

An updated list of the offences referred to in Legislative Decree 231/01, and taken into account in mapping the activities at risk, is annexed to the Model.

The Model in its current form is based on the deliberations and analysis carried out by the Supervisory Board and a penal code expert, and derives from an examination of developments in regulations and jurisprudence relating to organisational models (with particular reference to the most recent pronouncements and judgements) and comparison with the models adopted by blue-chip companies or public service providers.

The adoption of the Organizational, Management and Control Model, of which the Code of Ethics is one of the elements, has contributed towards implementation of the Company's internal control system, as indicated in the new Corporate Governance Code.

Atlantia's Supervisory Board is chaired by Renato Granata, President Emeritus of the Italian Constitutional Court and the First Honorary President Adjunct of the Court of Cassation. Other members of the Supervisory Board are the Head of Legal Affairs and the Head of Internal Audit. The Board met six times in 2012, dealing with issues resulting from regulatory changes, revision of the Model and implementation of the Action Plan for monitoring and assessing the adequacy and effective implementation of the Model.

Particular attention was given to the activities of the Autostrade per l'Italia Supervisory Board partially through meetings with that Board.

As envisaged in Organisational Model, during 2012 Atlantia's Supervisory Board reported periodically to the Company's Board of Directors and Board of Statutory Auditors on the activities carried out, with regard to both revision of the Organisational, Management and Control Model and monitoring.

In common with Atlantia's Supervisory Board, the supervisory boards of Group Companies have implemented their action plans for monitoring and assessing the adequacy of their Organizational, Management and Control Models. The required operating assessments were conducted by the Parent Company's Internal Audit unit, and periodical reports concerning supervisory activities during the various reporting periods were drawn up and sent to the respective boards of directors and boards of statutory auditors.

11.4 Independent Auditors

In consequence of their engagement on 24 April 2012, Deloitte & Touche SpA are the Independent Auditors engaged to perform the statutory audit of the separate and consolidated financial statements, the periodical assessment of the propriety of bookkeeping and a limited scope audit of the consolidated interim reports of Atlantia SpA for the financial years 2012-2020.

The Board of Statutory Auditors and the Independent Auditors periodically exchange information and data on their respective audits.

On 23 July 2012, the Company issued its revised Procedure for the engagement of Independent Auditors and the monitoring of other engagements with a view to determining corporate responsibility and internal operating methods in support of the Board of Statutory Auditors for the engagement of statutory external auditors in accordance with law and regulation as in force from time to time and the management of the relationship with the Independent Auditors and its affiliates.

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 internal audit procedures.

11.5 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 listed 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 14 April 2010, the Board of Directors confirmed the Chief Financial Officer (CFO) Giancarlo Guenzi as the Manager Responsible for Financial Reporting, having obtained the favourable opinion of the Board of Statutory Auditors, establishing his term of office as until the termination of the term of the Board of Directors currently in office.

For the purposes of the attestations issued by the Chief Executive Officer and the Manager Responsible for Financial Reporting on the separate and consolidated annual financial reports concerning, among other aspects, the adequacy and effective application of the administrative and accounting procedures, the internal control system was revised from an administrative and accounting viewpoint during 2012.

The effective application of the administrative and accounting procedures was assessed, with the help of a major specialised consultancy firm, through a monitoring plan involving both the audit and governance framework and important process level controls of key entities and processes.

The Manager Responsible for Financial Reporting reports on a six-monthly basis to the Internal Control and Corporate Governance Committee, which in turn reports to the Board of Directors and

Board of Statutory Auditors of the Parent Company, on fulfilment of the obligations and conduct of the monitoring activities required for the attestations provided for by art.

154 *bis* of the CFA. The Manager Responsible for Financial Reporting also coordinates and collaborates with the other corporate bodies that conduct audits as part of the internal control system. This is done in order to obtain all the information required to carry out their activities, and to ensure the effectiveness and efficiency of the attestation process and includes the Risk Management and Internal Audit units.

11.6 Coordination of individuals involved in the internal control and risk management system

The coordination of communication between and among individuals involved in the internal control and risk management system is the responsibility of the Chairman of the Board of Directors in accordance with the Chairman's operating powers conferred by the Corporate Governance System and Rules group.

12. DIRECTORS' INTERESTS AND RELATED PARTY TRANSACTIONS

Related party transactions are subject to the provisions of CONSOB Resolution 17221 of 12 March 2010, as amended and as implemented within the Company and the Group in the form of internal procedures.

Further information is also contained in art. 34 of the Articles of Association on related party transactions.

Pursuant to CONSOB Resolution 17221 of 2010, on 11 November 2010 Atlantia's Board of Directors - with the prior approval of the Independent Directors on the Related Party Transactions Committee, dated 8 November 2010 – approved the procedure designed to ensure the transparency and integrity of related party transactions.

The procedure defines the scope of application of the rules governing related party transactions (transactions of greater and lesser significance and transactions within the purview of the general meeting), the related cases of exclusion, and the procedures for drawing up and updating the list of related parties.

The new procedure has, from 1 January 2011, replaced the previously adopted standards for conducting Atlantia's related party transactions.

In compliance with the provisions of CONSOB Regulations on related party transactions (Resolution 17221 of 12 March 2010, as amended), on 21 October 2010 Atlantia set up the Committee of Independent Directors with responsibility for Related Party Transactions, as shown below.

12.1 Committee of Independent Directors with responsibility for Related Party Transactions

This committee is comprised of three Directors, all independent, and is responsible for:

- a. formulating an opinion on Atlantia's Procedure for Related Party Transactions and related amendments (CONSOB regulation on related party transactions, art. 4.3);
- b. expressing an opinion on any amendments to the Articles of Association (CONSOB regulation on related party transactions, art. 4.3);
- c. performing, during the negotiation and examination of Atlantia's related party transactions of greater significance, the functions provided by art. 8, paragraph 1.b of the CONSOB regulation on related party transactions linked to the involvement of the Committee, or of one or more delegated members;
- d. expressing an opinion on Atlantia's related party transactions of greater significance (art. 8, paragraph 1.c) of the CONSOB regulation on related party transactions).

In terms of composition, the Committee elected by Atlantia's Board of Directors on 21 October 2010 included the following independent Directors: Giuliano Mari, Prof. Carlo Malinconico and Alberto Bombassei.

Following the resignation from the Committee of Mr. Bombassei on 9 June 2011, the Board of Directors appointed Prof. Alberto Clò to the committee on the same date.

Subsequently, on 30 November 2011, Prof. Malinconico resigned as a Director of Atlantia and thus as a member of the Committee. On 20 January 2012 the Board of Directors co-opted Monica Mondardini on to the Board in place of Carlo Malinconico and elected her as a member of the Related Party Transactions Committee. Monica Mondardini's appointment was subsequently confirmed at the General Meeting of 24 April 2012.

Giuliano Mari was elected chairman of Atlantia's Related Party Transactions Committee at the Committee meeting of 27 January 2011.

The Committee has adopted its own procedural Regulations, approved at the meeting of 13 December 2010 and then amended on 27 January 2011.

The Committee met five times in 2012.

On 11 December 2012 the Committee examined Atlantia's Procedure for Related Party Transactions (approved by the Board of Directors on 11 November 2010, with the prior agreement of the Committee on 8 November 2010, and in force from 1 January 2011) in order to assess the need for any changes to the Procedure.

The examination was conducted in compliance with the Procedure itself, which requires the Board of Directors, with the prior agreement of the Related Party Transactions Committee, to assess the need for any changes to the Procedure at least once a year.

At the end of this examination, the Committee deemed that it was not necessary to make any changes or additions to Atlantia's existing Procedure for Related Party Transactions.

This opinion was then notified to Atlantia's Board of Directors at the meeting of 14 December 2012.

13. ELECTION OF STATUTORY AUDITORS

As required by Art. 34 of the Articles of Association, members of the Board of Statutory Auditors are elected using voting lists and in compliance with law in force having regard to the balance between gender quotas. Should the application of gender quotas not result in a whole number of Board members belonging to the least represented gender, this number is rounded up to the nearest whole number.

Individuals who hold a number of posts as director or standing auditor equal to or above the maximum established by the applicable regulations, or do not meet the requirements for integrity, professionalism and independence required by the applicable regulations, may not be included in voting lists. At least two Standing Auditors and one Alternate shall be selected from among individuals listed in the register of auditors, who have been engaged in the statutory audit of accounts for a period of not less than three years. Statutory Auditors not meeting such requirement are selected from amongst those persons with at least three years wide-ranging experience in:

- a) the management and control of or administrative duties in joint-stock companies having share capital of at least two million euros; or,
- b) professional activities or university instruction in legal, business and finance subjects; or,
- c) managerial functions at government or public administration entities engaged in lending, finance or insurance. The lists indicate the names of one or more candidates, which must not exceed the number of Statutory Auditors to be elected, with each name assigned a sequential number.

Each list consists of two sections: one for candidates for the office of Standing Auditor and one for Alternates. Each section must contain the names of one or more candidates. Lists that, taking into account both sections, contain a number of candidates equal to or higher than three must indicate:

- at least a fifth of the candidates belonging to the least represented gender for the first term of office in application of Law 120 of 12 July 2011;
- at least a third of the candidates belonging to the least represented gender for the following two terms of office. Where the number of candidates for Alternate Auditor is equal to or higher than two, they must be of two different genders. Only those Members who, singly or jointly with other Members, at the date on which the lists were deposited with the Company, represent at least the percentage shareholding required by the preceding art. 20 for the submission of lists of candidates for the position of Director. Lists submitted by Members are submitted to the registered office at least twenty-five days prior to the date of the General Meeting to be held as a first or one call meeting. The lists are made available to the public, according to the procedures required by the applicable regulations, at least 21 days prior to the date of the General Meeting to be held in first or one call. If, at the end of the above term of twenty-five days, only one list has been submitted, or only lists submitted by Members associated with each other – as defined by the CONSOB pursuant to art. 148, section 2 of Legislative Decree 58/1998 – qualifying persons may continue to submit lists, via their deposit at the registered office, up to the latest deadline provided for by the laws and regulations in force. In this case, the size of shareholding required to qualify for the right to submit lists is reduced by half. In this case, the size of shareholding required to qualify for the right to submit lists is reduced by half. No Member, nor Members belonging to the same group or Members party to a shareholder pact, may submit or vote for more than one list, including via a proxy or a trust company, and any candidate included in more than one list is disqualified.

Each list is accompanied by:

- information on the Members who have submitted the lists and their total percentage shareholding, together with certificates attesting to their ownership of the related shares;
- exhaustive information regarding candidates' personal and professional details;
- declarations from the individual candidates accepting their candidature and a personal warranty that there is no fact or deed which could give rise to their disqualification and that they meet the legal requirements for holding such office, including compliance with the limit on the total number of positions held, as established by the laws and regulations in force, and indicating any positions as director or statutory auditor held at other joint-stock companies;

- a declaration from Members other than those who singly or jointly hold a controlling or relative majority interest, certifying the absence of any association.
- as defined by the CONSOB pursuant to art. 148, section 2 of Legislative Decree 58/1998 – with such Members.

Any lists not in compliance with the above are deemed to have not been submitted. Any individual having the right to vote may only vote for one list. Members of the Board of Statutory Auditors are elected in the following manner:

a) three Standing Auditors and one Alternate to be elected are taken in sequential order from the list receiving the majority of votes cast by the holders of shares carrying voting rights, and in compliance with the legislation in force concerning gender quotas.

b) the remaining two Standing Auditors are taken from the other lists. For that purpose, the votes cast for those other lists shall be successively divided by one and two. The resultant quotients shall be allocated to the candidates on each list who are then ranked in decreasing order by the total quotients allocated to them: the candidates elected shall be those with the highest quotients, provided that the required balance between the gender quotas has been complied with. The quotients attributed in this manner to the candidates of the various lists will then be ranked in decreasing order: the two candidates elected are those with the highest quotients subject to the compliance with gender quotas.

c) if, on completion of the election and the above procedures, legislation concerning the balance between the gender quotas elected has not been complied with, the candidates elected from the various lists are ranked in decreasing order, based on the quotients calculated in accordance with the procedure described in letter b). The candidate from the most represented gender with the lowest quotient in the ranking is thus replaced by the first of the candidates from the least represented gender to not be elected and belonging to the same list. If there are no other candidates in this list, the above replacement is approved by the General Meeting with the majority required by law.

If replacement of the candidate from the most represented gender with the lowest quotient in the ranking does not, however, enable the minimum quota required by the legislation in force to be reached, the above replacement process is also applied to the candidate from the most represented gender with the penultimate quotient, and so on rising from the lowest ranked candidate. In the event that candidates have equal quotients, the General Meeting hold a new election and the candidate receiving the majority of votes shall be elected, provided that the legislation in force concerning the balance between gender quotas has been complied with.

The Chairman of the Board of Statutory Auditors must be the first candidate on the minority list that obtains the highest number of votes. The remaining Alternate Auditor is drawn from the list which receives the highest number of votes among the list submitted and voted for by Members who are not associated with the majority shareholders as defined by law.

d) Any Statutory Auditors not appointed using voting lists, are appointed by General Meeting resolution approved with the majority required by law in compliance with the legislation in force concerning the balance between gender quotas.

e) In the event that a Statutory Auditor elected by the majority is replaced, the Alternate receiving the majority of votes is appointed. In the event that a Statutory Auditor elected by the minority is replaced, the Alternate elected by minority shareholders shall be appointed, or, failing this, the next ranked candidate from the same list or, failing this, the first candidate on the minority list that obtained the second highest number of votes. Replacement must, in any event, take place in compliance with the legislation in force concerning the balance between gender quotas.

14. COMPOSITION AND FUNCTIONALITY OF THE BOARD OF STATUTORY AUDITORS

On 24 April 2012, the General Meeting elected, through the slate voting procedure, the Board of Statutory Auditors for the financial years 2012-2013-2014. Tommaso Di Tanno, Raffaello Lupi and Alessandro Trotter were elected as standing auditors while Giuseppe Maria Cipolla was elected as alternate auditor on the basis of the list submitted jointly by an investment management company and other institutional investors, which obtained the largest number of votes. The Chairman, Corrado Gatti, standing auditor Milena Motta and alternate auditor Fabrizio Riccardo Di Giusto were elected in accordance with the provisions of article 148 of Legislative Decree 58/1998, as 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 (the number of positions is shown in Table 3, whilst details of the related positions is available on the CONSOB's website at www.sai.consob.it/web), 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.

At its meeting of 11 May 2012, 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, and updated on 11 November 2011, 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 should 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 still met the independence requirements.

Pursuant to the Corporate Governance Code, any Statutory Auditor who, either themselves or on behalf of third parties, has an interest in a specific Company transaction, must promptly inform the other Statutory Auditors and the Chairman of the Board of Directors as regards the nature, terms and extent of their interest.

The Atlantia SpA Board of Statutory Auditors met a total of 15 times in 2012, seven of which for the preceding Board and eight times for the current Board (the percentage of meetings actually attended by members of the board is reported in Table 3).

It should also be pointed out that the Board of Statutory Auditors normally meets with the same regularity as the Board of Directors. At its meeting of 14 December 2012, the schedule of 13 meetings for 2013 was approved.

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 the Internal Audit unit.

In accordance with art. 15, paragraph 6 of the Company's Corporate Governance Code, the Board of Statutory Auditors:

at their meeting of 17 February 2012, verified the correct application of the criteria and procedures adopted by the Board of Directors, at the meeting held on the same date, in assessing the independence of Directors. The Chairman of the Board of Statutory Auditors, or another standing

Statutory Auditor at his request, attended the meetings of the Internal Control and Corporate Governance Committee.

The Board of the Statutory Auditors monitored, in accordance with art. 149, paragraph 1.c bis of the CFA, the implementation of the corporate governance rules provided for in Atlantia's Corporate Governance Code.

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

Partly in the light of the amendments introduced by Legislative Decree 39/2010, in 2010 the Board of Statutory Auditors assumed the role of the Internal Control and Audit Committee, overseeing:

- i) the financial reporting process;
- ii) the effectiveness of internal control, internal audit and risk management systems;
- iii) the legally-required audit of the separate and consolidated financial statements;
- iv) the independence of the Independent Auditors, in particular as regards the provision of non-audit services to the company whose financial statements were being audited.

This requirement was included in article 15.4 of the Corporate Governance Code following the above revision approved on 11 November 2011.

At the General Meeting approving the financial statements for the year ended 31 December 2011, shareholders approved the reasoned proposal (approved at the meeting of 1 March 2012) of the preceding Board of Statutory Auditors to engage Deloitte & Touche as statutory auditors for the period 2012 - 2020. The firm had been selected on the basis of a tender by the preceding Board.

14.1 Procedure for reporting to the Board of Statutory Auditors

At its meeting of 16 July 2009, the Board of Directors approved the revised Procedure for reporting to the Board of Statutory Auditors pursuant to art. 150, paragraph 1 of Legislative Decree 58/1998, which replaced the decree that had been in force since December 2004.

The objective of this procedure is, firstly, to ensure that the Board of Statutory Auditors is provided with all the information it needs to perform the supervisory role assigned to it by the above Decree and, secondly, by favouring the transparency of the Company's management, to enable each Director to participate in its management in a more aware and informed manner. This procedure covers the flow of information between the Chief Executive Officer and the Board of Directors recommended by the Corporate Governance Code, and aims to confirm the centrality of the Company's Board of Directors, by ensuring that all members of the Board of Directors and Board of Statutory Auditors have access to the same information, and strengthen the internal control system.

The following information is to be provided under the procedure:

- details of activities carried out;
- material 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.

Each report reflects 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 material in terms of the Company's results of operations, financial position and cash flows. Specifically, in addition to transactions that fall within the purview of the Board of Directors, pursuant to article 2381 of the Italian Civil Code, the Articles of Association and the Corporate

Governance Code, material transactions conducted by Atlantia SpA or by its main direct or indirect subsidiaries include:

- the issue of financial instruments of a total amount in excess of € million;
- the loan, borrowing or provision of guarantees, and investments and divestments, including those relating to properties, involving amounts in excess of € million;
- acquisitions and sales of equity interests, companies or business units, assets and other individual transactions of an amount in excess of € million;
- extraordinary corporate transactions (capital increases, mergers, spin-offs, transfers, and/or the spin-out of business units, etc.).

During the year the Board of Directors reported to the Board of Statutory Auditors on a quarterly basis.

The text of the Procedure is available on the Company's website at www.atlantia.it/en/corporate-governance.

Furthermore, the Statutory Auditors participated in three inductions during the year for the purpose of providing the Boards of Directors and Statutory Auditors with information pertaining to the Company's operations, its corporate dynamics and evolution.

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 internal audit activities.

15. 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. It is headed by Massimo Sonogo. 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 material 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 for 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.

In order to facilitate direct communication with the financial community and with all stakeholders, the Company has designed and created a readily identifiable and accessible website (www.atlantia.it), where information concerning the Company is made available.

16. 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 the smooth running of and informed participation at meetings. The information is made available on a specific page of the Company's website.

The Corporate Governance Code requires General Meetings to be treated as forums to provide shareholders with reports on the Company's operating performance and outlook, in accordance with the regulations governing 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 pass resolutions and to exercise the prerogatives designed to protect minority shareholders.

The functioning of General Meeting, the related powers, the rights of those entitled to vote and how to exercise the rights are governed by the laws and regulations in force.

The Company's Articles of Association - which on 21 October 2010 were amended to reflect the provisions of Legislative Decree 27 of 27 January 2010, implementing the community directive on the exercise of certain rights of shareholders in listed companies and CONSOB Resolution 17221 of 12 March 2010, which introduced regulations for related party transactions (see the section of this report on the Articles of Association) - provide for the following.

To be entitled to attend general meetings and to exercise voting rights, the holders of voting rights are required to send a notice to the Company through their intermediary, in accordance with the laws and regulations in force (article 13). In particular, pursuant to the laws applicable in this area, the right to attend and to vote can be exercised by such persons as are holders of voting rights at the end of the seventh stock exchange trading day preceding the date set for the General Meeting in first call (the "Record Date") for which the intermediary sent the communication required by law. Persons who assume ownership of shares after the record date are not entitled to attend and vote at the General Meeting.

Furthermore, the holders of voting rights may appoint a proxy also by electronic means; the proxy can also be notified through the website or by certified email, in accordance with the procedures indicated in the notice of the General Meeting.

Furthermore, for each General Meeting the Company designates a person whom shareholders can appoint as a proxy, by the second stock exchange trading day prior to the date set for the General Meeting in first call, with voting instructions on all or some of the items on the agenda. The proxy is effective only for the matters for which voting instructions have been provided.

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.

Among other things, the Regulations set out the procedure for qualifying shareholders to request to speak on items on the Agenda.

The full text of the Articles of Association and the General Meeting Regulations are available on the Company's website at <http://www.atlantia.it/en/corporate-governance/statuto-codici-procedure.html>.

In 2012, the Annual General Meeting was held in ordinary and extraordinary session on 24 April.

The Ordinary General Meeting:

- examined and approved Atlantia SpA's financial statements for the year ended 31 December 2011;
- decided the amount of the dividend;
- authorised, pursuant and for the purposes of articles 2357 *et seq.* of the Italian Civil Code, article 132 of Legislative Decree 58 of 24 February 1998 and article 144-bis of the CONSOB Regulations adopted with Resolution 11971 as subsequently amended, the purchase of treasury shares, subject to prior revocation of the unused portion of the authority granted by the General

Meeting of 20 April 2011 (see information in this report on the authority to purchase treasury shares);

- approved the motion of the Board of Statutory Auditors for the engagement of Deloitte & Touche SpA as statutory auditors for the period 2012-2020 on the terms and conditions proposed by the Board of Statutory Auditors;
- approved the appointment of Monica Mondardini, previously co-opted by the Board of Directors at its meeting of 20 January 2012, as a member of the Board of Directors for the remaining term of office of the current Board of Directors being the approval of the financial statements for the year ended 31 December 2012;
- appointed as Statutory Auditors for the financial years 2012-2013-2014 Messrs: Corrado Gatti, Chairman of the Board of Statutory Auditors, Tommaso Di Tanno, Raffaello Lupi, Alessandro Trotter and Milena Motta, Standing Auditors, and Giuseppe Maria Cipolla and Fabrizio Riccardo Di Giusto as Alternates, determining the pay for the Board of Statutory Auditors as €75,000.00 for the Chairman €50,000.00 for each Standing Auditor and an attendance allowance of €250.00 for participating in meetings of corporate bodies;
- approved the first section of the Remuneration Report prepared in compliance with art. 123-ter, Legislative Decree 58 of 24 February 1998.

The Extraordinary General Meeting:

- approved a bonus issue, pursuant to article 2443 of the Italian Civil Code, with a par value of €31,515,600.00, through the issuance of 31,515,600 new ordinary shares, ranking equally in all respects with the existing issued ordinary shares, within the limits represented by the capitalisation of the Extraordinary Reserve with an allotment of one bonus share for each 20 ordinary shares held;
- approved the consequent amendment of article 6 of the Articles of Association to change the amount of issued capital (currently €661,827,592.00) and the number of shares outstanding (661,827,592).

Finally, nine Directors requested the floor during the Meeting.

The Board of Directors endeavour to provide shareholders with adequate information on the items on the agenda, making the related reports available to the public in the manner and in accordance with the timing provided for by law.

TABLES

TABLE 1 INFORMATION ON THE OWNERSHIP STRUCTURE OF ATLANTIA SpA

BREAKDOWN OF THE ISSUED CAPITAL AS AT 31 DECEMBER 2012				
	No. of shares	% of issued capital	Listed	Rights and obligations
Ordinary shares	661,827,592	100	Italian Stock Exchange	Rights and obligations provided for ordinary shares

SIGNIFICANT SHAREHOLDINGS AS AT 31 DECEMBER 12			
Reporting entity	Direct shareholder	% of ordinary shares	% of voting shares
Edizione Srl	Sintonia SpA	46.408	46.408
Fondazione Cassa di Risparmio di Torino	Fondazione Cassa di Risparmio di Torino	6.316	4.383
Lazard Asset Management LLC	Lazard Asset Management LLC	2.057	2.057
BlackRock Inc.	BlackRock Asset Management Ireland Ltd.; BlackRock Institutional Trust Company NA; BlackRock Fund Managers Ltd.; BlackRock Advisors (UK) Ltd.; BlackRock Investment Management LLC; BlackRock Financial Management INC; BlackRock Japan CO Ltd; BlackRock Asset Management Deutschland AG; BlackRock Asset Management Australia Ltd.; BlackRock Asset Management Canada Ltd.; BlackRock Fund Advisors; BlackRock Investment Management (UK) Ltd; BlackRock (Netherlands) BV; BlackRock Investment Management (Australia) Ltd; BlackRock Advisors LLC; BlackRock International Ltd; BlackRock Life Ltd; Ishares (DE) I Investment Alktiengesellschaft; BlackRock (Luxembourg) S.A.	5.006	5.006
Atlantia SpA	Atlantia SpA	2,007	-

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

Board of Directors											Internal Control, Risk and Corporate Governance Committee		Human Resources and Remuneration Committee		Executive Committee (4)	
Position	Members	In office from	In office until	List (M/m)	Executive	Non-executive	Independent as per Code	Independent as per CFA	% (1)	No. of other positions (2)	(3)	% (1)	(3)	% (1)	(3)	% (1)
Chairman	CERCHIAI Fabio	14 Apr 2010	approval of fin. st. 2012	M	X				100	7						
Chief Executive Officer	CASTELLUCCI Giovanni	14 Apr 2010	approval of fin. st. 2012	M	X				100	1						
Director	BENETTON Gilberto	14 Apr 2010	approval of fin. st. 2012	M		X			100	6						
Director	BERTANI Alessandro	14 Apr 2010	approval of fin. st. 2012	M		X			91	3						
Director	BOMBASSEI Alberto	14 Apr 2010	approval of fin. st. 2012	m		X	X	X	91	5						
Director	CAO Stefano	14 Apr 2010	approval of fin. st. 2012	M		X			100	9			X			
Director	CERA Roberto	14 Apr 2010	approval of fin. st. 2012	M		X			73	3						
Director	CLÒ Alberto	14 Apr 2010	approval of fin. st. 2011	M		X	X	X	91	3			X (§)			
Director	FASSONE Antonio	14 Apr 2010	approval of fin. st. 2012	m		X			100	3						
Director	MARI Giuliano	14 Apr 2010	approval of fin. st. 2012	M		X	X	X	100	2	X					
Director	MION Gianni	14 Apr 2010	approval of fin. st. 2012	M		X			91	7						
Director	MONDARDINI Monica	20 Jan 2012	approval of fin. st. 2012	M		X	X	X	82	4			X (#)			
Director	PIAGGIO Giuseppe	14 Apr 2010	approval of fin. st. 2012	M		X			100	5	X		X			
Director	ZANNONI Paolo	14 Apr 2010	approval of fin. st. 2012	M		X			64				X			
Director	TURICCHI Antonio	14 Apr 2010	approval of fin. st. 2012	m		X	X	X	100	1	X					
Quorum required for the submission of lists at the time of the latest election: 1%																
A Nominations Committee is not provided for in Atlantia 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 slate vote).																
The Remuneration Committee was renamed the Human Resources and Remuneration Committee in Atlantia SpA's new Corporate Governance Code approved in December 2012, which also widened its brief and increased the number of members.																
Number of meetings held during the reporting period	Board of Directors: 11					Internal Control, Risk and Corporate Governance Committee: 14 in 2012					Human Resources Committee: 8					

NOTES

(*) This column indicates M/m according to whether the member was elected from the majority (M) list or a minority (m) list.

(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 Board of Directors has decided not to appoint an Executive Committee.

(§) Prof. Alberto Clò was appointed Chairman of Human Resources and Remuneration Committee at the meeting held on 2 March 2012.

(#) Monica Mondardini was elected a member of the Human Resources and Remuneration Committee at the meeting held on 20 January 2012.

Annex A

Summary of the personal and professional details of Atlantia Directors as at 31 December 2012

<u>First and last names</u>	<u>Position at Atlantia</u>	<u>Age</u>
Fabio Cerchiai	Chairman	68
Giovanni Castellucci	Chief Executive Officer	53
Gilberto Benetton	Director	71
Alessandro Bertani	Director	46
Alberto Bombassei	Director ⁽¹⁾	72
Stefano Cao	Director	61
Roberto Cera	Director	57
Alberto Clô.....	Director ⁽¹⁾	65
Antonio Fassone.....	Director	63
Giuliano Mari	Director ⁽¹⁾	67
Gianni Mion	Director	69
Monica Mondardini.....	Director ⁽¹⁾	52
Giuseppe Piaggio.....	Director	74
Antonino Turicchi	Director ⁽¹⁾	47
Paolo Zannoni	Director	64

⁽¹⁾ Directors having declared their possession of the requisites of independence.

Fabio Cerchiai.

Fabio Cerchiai was appointed Chairman in April 2010 and holds a degree in economics and business studies. He started his career in 1964 at Assicurazioni Generali. He has been Chairman of ANIA (the National Association of Insurance Companies). He has been a director of Edizione Srl since 2005 and Chairman of the Board of Directors of the ARCA Insurance Group since 2008. Mr. Cerchiai was appointed to the CNEL on 27 March 2009 on the proposal of the Chairman of the Council of Ministers representing the insurance sector. He has been Chairman of Fondiaria SAI SpA since October 2012 and of Milano Assicurazioni SpA from November 2012. He has been Chairman of Autostrade per l'Italia SpA since 2010.

Giovanni Castellucci

Giovanni Castellucci has been a Director since June 2006. Mr. Castellucci graduated in mechanical engineering from the University of Florence in 1984 before completing an MBA at SDA Bocconi in Milan. From 1988 to 1999 he worked for the Boston Consulting Group, a leading management consultancy firm, in Paris until 1991 and then Milan from 1991, where he became a partner responsible for Italian Customer Service and Pharma Practices. In January 2000 he was appointed Chief Executive Officer of the Barilla Group. He joined Atlantia in 2001 as General Manager. Since April 2005 he has

been Chief Executive Officer of Autostrade per l'Italia, maintaining the position of General Manager of Atlantia. He has served as Chief Executive Officer of Atlantia SpA since 2006.

Gilberto Benetton

Gilberto Benetton has been a Director since 2003. He was one of the founders of the Benetton Group in 1965 and is now Chairman of the Board of Directors of Edizione Srl and Autogrill. He is also director of Benetton Group SpA, Mediobanca SpA, Pirelle & C SpA and Sintonia SpA.

Alessandro Bertani

Alessandro Bertani has been a Director since April 2009. Mr. Bertani took a degree in economics and business studies at SDA Bocconi in Milan in 1990 and was employed at Mediobanca SpA from 1992 became a deputy central manager in April 2006. He is a Director of Burgo Group SpA, Istituto Europeo di Oncologia Srl, where he is also a member of the Executive Committee, and Sintonia SpA.

Alberto Bombassei

Alberto Bombassei has been a Director since April 2006. Mr. Bombassei graduated with honours from the University of Bergamo. He served as Deputy Chairman of Confindustria for industrial relations, social affairs and welfare. He is the founder and Chairman of the Board of Directors of Brembo SpA and a director of Ciccolella SpA, Italcementi SpA, Pirelli & C SpA., Nuovo Trasporti Viaggiatori SpA and Fiat Industrial SpA.

Stefano Cao

Stefano Cao has been a Director since April 2009. Mr. Cao took a degree in mechanical engineering and was employed at Saipem SpA from 1976 to 2000 serving as Chairman and Chief Executive Officer from 1999 to 2000. He joined ENI SpA in 2000 as General Manager until August 2008. He has been Chief Executive Officer of Sintonia SpA and is now a director of Sintonia SpA, Gemina SpA, Aeroporti di Roma SpA, Autostrade per l'Italia SpA, Aeroporti Holding SpA., Aeroporto di Firenze SpA, Petrofec Ltd. and Sagat SpA. He is a member of the A2A management board.

Roberto Cera

Roberto Cera has been a Director since 2003. Mr. Cera graduated in law from the University of Milan in 1978. He is also the Group's external legal consultant through the legal firm Bonelli Erede Pappalardo, where he is a senior partner. He is a director of Salini Costruzioni SpA, Salini SpA and Impregilo SpA.

Alberto Clô

Alberto Clo has been a Director since May 2003. Professor Clo took a degree in political science from the University of Bologna in 1970. He is an associate professor of industrial economics at the University of Bologna. He holds the position of director at De Longhi SpA, IREN SpA and Italcementi SpA.

Antonio Fassone

Antonio Fassone has been a Director since 2003. Mr. Fassone graduated in architecture from the Turin Polytechnic in 1976 and has been a registered architect since 1974. Prior to joining the Group, he was a councillor of the municipality of Asti responsible for public works and economic activities. He is President of the Piemonte section of the

National Institute of Town Planning and is also a member of the Town Planning Technical Commission of the Piedmont Region. He is a director of the Fondazione Cassa di Risparmio di Torino and Chairman of the Board of Directors of Ivera24 Abitare Sostenibile SpA.

Giuliano Mari

Giuliano Mari has been a Director since April 2009. Mr. Mari graduated in chemical engineering from the University of Rome La Sapienza. He was employed at IMI SpA from 1969 to 2002 and held the positions of Chairman and Director General of IMI Investimenti SpA from 1999 to 2002. He subsequently served as Director General of Cofiri SpA from 2002 to 2004. Mr. Mari is a director of Engineering Ingegneria Informatica SpA and Assietta Private Equity SpA.

Gianni Mion

Gianni Mion has been a Director since 2003. Mr. Mion graduated in economics and business studies from the Ca' Foscari University of Venice in 1966. Prior to joining the Group he was the Finance Director at Marzotto Spa, Deputy General Manager at Gepi SpA, controller at McQuay Europa SpA and an auditor at KPMG. Mr. Mion is Deputy Chairman at Edizione Srl and Chairman of Sintonia SpA. He is also a director of Benetton Group SpA, Autogrill, Aeroporti di Roma SpA, Burgo Group SpA, Gemina SpA.

Monica Mondardini

Monica Modardini was appointed Director in January 2012. She holds a degree in statistics and economics from the University of Bologna. Prior to joining the Group she was a member of the Executive Committee at Hachette Livre and a Director of the international branch, General Manager of Europ Assistance, head of Planning and Control for the Generali group and Chief Executive Officer of Generali Spain. She is currently Chief Executive Officer and General Manager of the Editoriale L'Espresso group and an independent director of Crédit Agricole and SCOR SE. She is a statutory auditor of Trevi Group SpA.

Giuseppe Piaggio

Giuseppe Piaggio has been a Director since 2003. Mr. Piaggio is Deputy Chairman of Tunnel Monte Bianco. He graduated in economics and business studies from the University of Turin in 1961 and was registered as a *dottore commercialista* in 1963. Prior to joining the Group, Mr. Piaggio provided tax advisory services and was a consultant for the Bank of Italy. Mr. Piaggio is a director of Autostrade per l'Italia SpA, Fondazione Cassa di Risparmio di Torino, Società Mediterranea delle Acque SpA. He is Chairman of the Board of Statutory Auditors of Cogne Acciai Speciali SpA.

Antonino Turicchi

Antonino Turicchi has been a Director since April 2009. He graduated in economics and business studies from the University of Rome and holds a masters degree in economics from the University of Turin. Mr. Turicchi worked at the Minister of Economy and Finance from 1994 to 2002 and was General Manager of Cassa Depositi e Prestiti SpA from 2002 to 2009. He has directorships at Alitalia SpA and Autostrade per l'Italia SpA.

Paolo Zannoni

Paolo Zannoni has been a Director since March 2010. Mr. Zannoni took a degree in political science from the University of Bologna in 1972. He is Chairman of Prysmian

SpA and Dolce & Gabbana Holding Srl and is a director of GADO Srl. He joined the Fiat Group in 1979 to rise to the position of President of Fiat Washington, Inc. He became Deputy Chairman of Foreign Relations and Development at the Fiat Group which he left in 1994 to become Managing Director of Goldman Sachs.

TABLE 3: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS

Position	Members	In office from	In office until	List (M/m)*	Independent as per Code	(%)**	Number of other positions held
Chairman	Corrado Gatti	24 Apr 2012	approval st. 2014 fin.	m	X	100	10
Standing Auditor	DI TANNO Tommaso	24 Apr 2012	approval st. 2014 fin.	M	X	75	9
Standing Auditor	LUPI Raffaello	24 Apr 2012	approval st. 2014 fin.	M	X	87.50	1
Standing Auditor	Milena Motta	24 Apr 2012	approval st. 2014 fin.	m	X	87.50	2
Standing Auditor	TROTTER Alessandro	24 Apr 2012	approval st. 2014 fin.	M	X	100	9
Alternate Auditor	CIPOLLA Giuseppe Maria	24 Apr 2012	approval st. 2014 fin.	M	X	-	-
Alternate Auditor	Fabrizio Riccardo Di Giusto	24 Apr 2012	approval st. 2014 fin.	m	X	-	-
Number of meetings held in a calendar year: 15							
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

(*) This column indicates M/m according to whether the member was elected from the majority (M) list or a minority (m) list

(**) This column shows the percentage attendance of Auditors at meetings of the Board of Statutory Auditors

TABLE B

Number of years in position from initial appointment in Atlantia SpA
(commencing with the General Meeting of 26 November 2003)

Directors in service at 31 December 2012	YEARS OF SERVICE
GILBERTO BENETTON	10
ALESSANDRO BERTANI	4
ALBERTO BOMBASSEI *	7
STEFANO CAO	4
GIOVANNI CASTELLUCCI	7
ROBERTO CERA	10
FABIO CERCHIAI	3
ALBERTO CLO' *	10
ANTONIO FASSONE	10
GIULIANO MARI *	4
GIANNI MION	10
MONICA MONDARDINI *	1
GIUSEPPE PIAGGIO	10
PAOLO ZANNONI	3
ANTONINO TURICCHI *	4

* Independent Director

ANNEX 1

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
CERCHIAI Fabio	<ul style="list-style-type: none"> ➤ Chairman of Autostrade per l'Italia SpA ➤ Chairman of Arca Assicurazioni SpA ➤ Chairman of Arca Vita SpA ➤ Chairman of Cerved SpA ➤ Chairman of Fondiaria-Sai SpA (from October 2012) ➤ Chairman of Milano Assicurazioni SpA (from November 2012) ➤ Director of Edizione Srl
CASTELLUCCI Giovanni	<ul style="list-style-type: none"> ➤ Chief Executive Officer of Autostrade per l'Italia SpA
BENETTON Gilberto	<ul style="list-style-type: none"> ➤ Chairman of Autogrill SpA ➤ Chairman of Edizione Srl ➤ Director of Benetton Group SpA ➤ Director of Mediobanca SpA ➤ Director of Pirelli & C. SpA ➤ Director of Sintonia SpA
BERTANI Alessandro	<ul style="list-style-type: none"> ➤ Director of Burgo Group SpA ➤ Director of Istituto Europeo di Oncologia Srl ➤ Director of Sintonia SpA
BOMBASSEI Alberto	<ul style="list-style-type: none"> ➤ Chairman of Brembo SpA ➤ Director of Italcementi SpA ➤ Director of Fiat Industrial SpA ➤ Director of Pirelli & C SpA ➤ Director of Nuovo Trasporto Viaggiatori SpA
CAO Stefano	<ul style="list-style-type: none"> ➤ Director of Autostrade per l'Italia SpA ➤ Director of Aeroporti Holding SpA ➤ Director of Aeroporti di Roma SpA ➤ Director of Aeroporto di Firenze SpA ➤ Director of Gemina SpA ➤ Director of Petrofac Limited ➤ Director of Sagat SpA ➤ Director of Sintonia SpA ➤ Member of the Management Board of A2A SpA
CERA Roberto	<ul style="list-style-type: none"> ➤ Director of Impregilo SpA ➤ Director of Salini Costruzioni SpA ➤ Director of Salini SpA
CLÔ Alberto	<ul style="list-style-type: none"> ➤ Director of De Longhi SpA ➤ Director of IREN SpA

DIRECTOR	OTHER POSITIONS
	➤ Director of Italcementi SpA
FASSONE Antonio	<ul style="list-style-type: none"> ➤ Director of Fondazione Cassa di Risparmio di Torino ➤ Director of Fondazione Sviluppo e Crescita ➤ Chairman of IVREA 24 Abitare Sostenibile SpA
MARI Giuliano	<ul style="list-style-type: none"> ➤ Director of Engineering Ingegneria Informatica SpA ➤ Director of Assietta Private Equity SpA
MION Gianni	<ul style="list-style-type: none"> ➤ Chairman of Sintonia SpA ➤ Deputy Chairman of Edizione Srl ➤ Director of Aeroporti di Roma SpA ➤ Director of Autogrill SpA ➤ Director of Benetton Group SpA ➤ Director of Burgo Group SpA ➤ Director of Gemina SpA
MONDARDINI Monica	<ul style="list-style-type: none"> ➤ Chief Executive and General Manager - Gruppo Editoriale L'Espresso SpA ➤ Director of Credit Agricole SA ➤ Director of SCOR S.E. ➤ Director of Trevi Group SpA
PIAGGIO Giuseppe	<ul style="list-style-type: none"> ➤ Deputy 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 Società Mediterranea delle Acque SpA ➤ Chairman of the Board of Statutory Auditors of Cogne Acciai Speciali SpA
TURICCHI Antonino	➤ Director of Alitalia
ZANNONI Paolo	<ul style="list-style-type: none"> ➤ Chairman of Prysmian SpA ➤ Chairman of Dolce & Gabbana Holding Srl ➤ Director of Gado Srl