

ATLANTIA S.p.A.

Registered office: Via Antonio Nibby, 20, Rome

Issued capital: € 600,297,135.00 (fully paid-in)

Tax code and Rome Companies' Register no. 03731380261

NOTICE OF CALL TO ORDINARY AND EXTRAORDINARY GENERAL MEETING

The holders of voting rights are hereby called to attend the Ordinary and Extraordinary General Meeting to be held at the Company's registered office at Via Antonio Nibby, 20 in Rome at 11.00am on 19 April 2011, in first call, and, if necessary, in second call on 20 April 2011 at the same time and place, in order to pass resolutions on the following

AGENDA

Ordinary session:

1. Financial statements for the year ended 31 December 2010. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Appropriation of profit for the year. Presentation of consolidated financial statements for the year ended 31 December 2010. Related and resulting resolutions.
2. Changes to the 2009 Share Option Plan following bonus issues and an increase in the number of plan Options. Related and resulting resolutions.
3. New long-term incentive plans in the form of share-based payments, consisting of share options and/or share grants for executive directors and managers of the Company and its direct and indirect subsidiaries. Related and resulting resolutions.
4. Authority, 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 Regulation adopted with Resolution 11971 and subsequent amendments, to purchase and sell treasury shares, subject to prior revocation of

the unused portion of the authority granted by the General Meeting of 14 April 2010. Related and resulting resolutions.

Extraordinary Session:

1. Bonus issue, pursuant to article 2442 of the Italian Civil Code, with a par value of € 30,014,857.00, via the issue of 30,014,857 new ordinary shares, ranking equally in all respects with the existing issued ordinary shares, within the limits represented by distributable reserves. This will require the amendment of art. 6 of the Articles of Association. Related and resulting resolutions.
2. Proposed amendment of articles 12, 14, 16, 20, 27, 28 and 32 of the Articles of Association and the addition of a new art. 34, with the resulting renumbering of the following articles. Related and resulting resolutions.

Documentation

The full text of the proposed resolutions, together with the related reports and documents to be submitted to the General Meeting, will be made available to the general public at the Company's registered office, at Borsa Italiana SpA and on Company's website (www.atlantia.it/en/corporate-governance/assembly.html), and in the other forms provided for by CONSOB regulations, within the terms required by laws and regulations in force.

The holders of voting rights may obtain a copy of the above documentation.

Information regarding the issued capital on the date of call to the General Meeting

The Company's issued capital consists of 600,297,135 ordinary shares with a par value of € 1.00 each. Each share grants the right to one vote (excluding treasury shares, which currently total 12,050,446).

Right to attend General Meeting and the exercise of voting rights

Only those persons may attend and vote at General Meetings who have been notified as having voting rights to the Company by an "intermediary" so authorised in

accordance with applicable legislation; such notification having been issued in accordance with records at the close of business on 8 April 2011, being the seventh stock exchange trading day preceding the date set for the General Meeting in first call (the "Record Date"), in conformity with articles 86-sexies of Legislative Decree 58 of 24 February 1998 (the "Consolidated Finance Act).

Any deposits in and withdrawals from custody accounts subsequent to the Record Date shall be without effect to a person's right to vote at General Meeting. Persons who are, consequently, registered as having title to shares only subsequent to the Record Date shall have no right to attend or vote at the General Meeting.

Such notification by the intermediary must arrive no later than 14 April 2011, being the close of business of the third stock exchange trading day preceding the date set for the General Meeting in first call. The right to attend and vote at General Meeting, however, shall be valid to the extent that the relevant notice is received by the Company no later than the opening of the General Meeting, regardless of call.

Shareholders still in the possession of share certificates in scrip form are required to provide the intermediary with the share certificates for entry into the centralised scripless share certificate system and apply for the issuance of the above notification.

The Office of the Chairman will be opened two hours prior to the time set for the General Meeting in order to identify attendees and verify their right to attend the meeting.

Proxies

All holders of rights to vote at and attend the General Meeting may appoint a representative through the issuance of a written proxy, subject to any legal and regulatory limitations. A Proxy Form that can be downloaded from the Company's website, www.atlantia.it/en/corporate-governance/assemblee.html, and printed out

may also be used.

Proxies so appointed may, instead of providing the original form, fax a copy to +39-06-88345203 or send an electronic version of the form to atlantia@pecserviziotitoli.it or upload the form to the relevant page of the Company's website www.atlantia.it/en/corporate-governance/assembly.html, attesting and accepting personal liability for the conformity of the copy with the original. Proxies are under a statutory obligation to retain the original of the form and any voting instructions received for one year from the close of the business at the General Meeting.

The Appointed Representative within the meaning of art. 135-*undecies*, Consolidated Finance Act

Subject to the above, the Company, as permitted by article 135-*undecies* of the Consolidated Finance Act, has mandated Servizio Titoli SpA of Via Mantegna 6, Milan as the Appointed Representative, to which persons with voting rights may provide voting instructions on any and all agenda items by 15 April 2011, being the close of business on the second stock exchange trading day preceding the date set for the General Meeting in first call.

The authorisation must be provided to the Appointed Representative by using the relevant proxy form available from the Company's website www.atlantia.it/en/corporate-governance/assembly.html.

The authorisation is without effect with respect to motions for which voting instructions have not been issued.

Such authorisations and voting instructions shall be irrevocable and must arrive no later than 15 April 2011, being the close of business of the second stock exchange trading day preceding the date set for the General Meeting in first call.

Right to ask questions

Shareholders may ask questions on agenda items either before or during the General Meeting and answers must be provided no later than the General Meeting. The Company may provide a collective answer to questions on the same subject. No reply is, however, required for questions the answers to which can be found in the "Questions and Answers" page on the Company's website.

Questions must be sent to the Company from the specific page on the Company's website www.atlantia.it/corporate-governance/assemblee.html or by facsimile to +39 06-43632339 or to the certified e-mail address atlantia@pecserviziotitoli.it.

All persons asking questions must provide details of their identity.

Right to add General Meeting agenda items

Shareholders, separately or collectively, representing one fortieth of the issued capital may, within ten days of the publication of this notice, and in accordance with article 126-bis, Consolidated Finance Act, apply for the addition of agenda items indicating the subject matter in the application. Applications must be made in writing accompanied by proof of entitlement, by facsimile to +39 06-43632339 or to the certified e-mail address atlantia@pecserviziotitoli.it.

No agenda items may be added with respect to matters for which the General Meeting is required by law to deliberate on the recommendation, proposal or report of the directors.

More information on these rights and their exercise may be obtained from the above-mentioned Company's website.

POSTAL VOTING

Provision has not been made for votes to be cast by mail or electronically.

Full copies of the Articles of Association, the General Meeting Regulations and the

Corporate Governance Code are available at www.atlantia.it.

Rome, 15 March 2011

Atlantia SpA

The Chairman

Fabio Cerchiai