



Press Release

AGM 2012

Rome, 24 April 2012 – The Annual General Meeting of Atlantia SpA's shareholders (AGM), chaired by Fabio Cerchiai, was held today in ordinary and extraordinary session.

Financial statements for 2011 approved

The AGM examined and approved Atlantia SpA's financial statements for the year ended 31 December 2011.

Atlantia SpA's financial statements for the year ended 31 December 2011 report profit for the year of €484.5m. Atlantia SpA's equity at 31 December 2011 amounts to €6,483.3m.

The AGM also examined the Atlantia Group's consolidated financial statements for the year ended 31 December 2011.

The Group's total revenue for 2011 amounts to €3,976.3m, marking an increase of €254.7m (6.8%) on 2010 (€3,721.6m). On a like-for-like basis⁽¹⁾ total revenue is up €28.5m (0.8%). Gross operating profit (EBITDA) of €2,385.3m is up €116.5m (5.1%) on the figure for 2010 (€2,268.8m). On a like-for-like basis, gross operating profit is up €64.7m (2.9%).

⁽¹⁾ After stripping out the contribution to revenue from Triangulo do Sol, consolidated from 1 July 2011, and the toll increases matching the increase in the concession fee payable.

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Profit attributable to owners of the parent (€830.3m) is up €147.4m (21.6%) on the figure for 2010 (€682.9m) and benefits from the gain of €135m on the sale of controlling interests in Strada dei Parchi and Autostrada Tirrenica. On a like-for-like basis⁽²⁾, profit attributable to owners of the parent is up 4.5%.

Equity attributable to owners of the parent amounts to €3,510.0m at 31 December 2011, whilst the Group's net debt at 31 December 2011 amounts to €8,970.2m.

Traffic on the Italian network

During the presentation of the operating results, Atlantia's CEO described recent traffic trends on the network operated by Autostrade per l'Italia. Preliminary figures for the first three months of 2012 show, in comparison with the same period of the previous year, a reduction of 8.7%, with vehicles with "2 axles" down 8.9% and vehicles with 3 or more axles down 7.7%. The traffic figures for the first quarter of 2012, however, reflect a number of non-recurring events (strikes by lorry drivers, exceptional snowfall, the leap year). After adjusting for these events, traffic is down approximately 5.3% in the first quarter of 2012, compared with the same period of 2011.

Dividend for 2011

The AGM approved the payment of a dividend of €0.746 per share, with payment of a final dividend of €0.391 from 24 May 2012, following payment of an interim dividend of €0.355 in November 2011. The dividend per share is unchanged with respect to 2010, although following the bonus issue that took place in June 2011 (1 new share for every 20 held) the full-year dividend is up 5% compared with 2010.

Board's authority to purchase and sell treasury shares

Having revoked the unused portion of the authority to buy back the Company's shares, granted by the General Meeting of 20 April 2011, the AGM granted the Board a new authority to buy back, in accordance with the relevant laws, up to 63,031,199 shares within 18 months of the resolution, including the 12,652,968 treasury shares previously bought by the Company and not yet sold in execution of previous shareholder resolutions.

⁽²⁾ After stripping out Triangolo do Sol's contribution and the impact of impairments and non-recurring income and gains.

The resolution will enable the Board to purchase treasury shares in order to intervene in the market to stabilise Atlantia's share price, should movements in the price provide evidence of abnormal share price movements.

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

The resolution authorises the Board to establish the criteria to be used to determine the price for each sale and/or the method, terms and conditions for using the treasury shares, taking account of the methods of implementation actually employed, the price performance of the shares over the period prior to the transaction and the best interests of the Company.

To this end, a total of €1,250m has been transferred from the extraordinary reserve to the reserve for the purchase of treasury shares.

Engagement of independent auditors

In view of the fact that the engagement of KPMG SpA as independent auditors expired with the approval of the financial statements for the year ended 31 December 2011, the AGM approved the Board of Statutory Auditors recommendation regarding the engagement of Deloitte & Touche as independent auditors for the financial years 2012-2020, in accordance with the terms and conditions recommended by the Board of Statutory Auditors.

Election of a member of the Board of Directors

The AGM elected Monica Mondardini, previously co-opted on to the Board of Directors at its meeting of 20 January 2012, as a member of the Board of Directors until the expiry of the current Board's term of office (until approval of the financial statements for the year ended 31 December 2012).

Election of Statutory Auditors and the Chairman of the Board of Statutory Auditors for the financial years 2012-2013-2014

The AGM elected the new Board of Statutory Auditors for the financial years 2012-2013-2014. The new members are: Standing Auditors Tommaso Di Tanno, Raffaello Lupi, Alessandro Trotter, and the Alternate Giuseppe Maria Cipolla, elected from the list submitted by the shareholder, Schemaventotto SpA, and Standing Auditors Corrado Gatti and Milena Motta, and the Alternate Fabrizio Riccardo Di Giusto, elected from the list

submitted by a group of asset managers and institutional investors. Corrado Gatti, the first candidate on the list submitted by minority shareholders receiving the highest number of votes, was elected Chairman of the Board of Statutory Auditors.

Bonus issue

The AGM, meeting in extraordinary session, examined and approved the proposal to implement a bonus issue, pursuant to art. 2442 of the Italian Civil Code, of up to a maximum par value of €31,515,600.00, via the issue, on the first available date in the stock exchange calendar for June of this year, of 31,515,600 new ordinary shares, ranking equally in all respects with the existing issued ordinary shares, and consequent amendment of art. 6 of the Articles of Association. The proposed transaction provides a way of implementing the previously announced dividend policy, via an increase in the number of shares in issue.

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

Given that the AGM did not approve any changes to the Annual Report, reference should be made to the document already made available at Borsa Italiana SpA (www.borsaitaliana.it) and on the Company's website (http://www.atlantia.it/it/corporate-governance/assemblea_23-24_aprile12.html), within the terms provided for by art. 154-ter of Legislative Decree 58/98, as subsequently amended.

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