

## Schedule 3

### Amended Final Terms

Final Terms dated ~~[●]~~. Originally dated 16 May 2013

**Atlantia Autostrade per l'Italia S.P.A.**  
Issue of EUR 75,000,000 3.750 per cent. Senior Notes due 9 June 2033  
~~Guaranteed by Autostrade Per l'Italia S.P.A.~~  
under the €10,000,000,000  
**Euro Medium Term Note Programme**

#### Part A - Contractual Terms

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “Conditions”) set forth in the ~~Offering Circular dated 31 October 2012 which constitutes a base prospectus (the “Offering Circular”) for the purposes of Directive 2003/71/EC (the “Prospectus Directive”) as amended (which includes the amendments made by Directive 2010/73/EU (the “2010 PD Amending Directive”)~~ to the extent that such amendments have been implemented in the relevant Member State of the European Economic Area) Second Supplemental Trust Deed. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive. These Final Terms contain the final terms of the Notes and must be read in conjunction with such ~~Offering Circular~~ Conditions.

~~Full information on the Issuer, the Guarantor and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Offering Circular. The Offering Circular is available for viewing on the website of the Irish Stock Exchange at: [http://www.ise.ie/debt\\_documents/Base%20Prospectus\\_c8171b88-3d51-4fae-a878-53687158a920.pdf](http://www.ise.ie/debt_documents/Base%20Prospectus_c8171b88-3d51-4fae-a878-53687158a920.pdf).~~

1. ~~(ii) Guarantor:~~ Autostrade per l'Italia S.p.A.  
~~Atlantia S.p.A.~~ (i) Issuer:
2. (i) Series Number: 13  
(ii) Tranche Number: 1  
(iii) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: Euro (“EUR”)
4. Aggregate Nominal Amount of Notes:
  - (i) Series: EUR 75,000,000
  - (ii) Tranche: EUR 75,000,000
5. Issue Price: Not Applicable
6. (i) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000.

- |     |      |  |   |
|-----|------|--|---|
|     | (ii) | Calculation Amount:                          | EUR 1,000   |
| 7.  | (i)  | Issue Date:                                  | 17 May 2013   |
|     | (ii) | Interest Commencement Date:                  | Issue Date  |
| 8.  |      | Maturity Date:                               | 9 June 2033   |
| 9.  |      | Interest Basis:                              | 3.75 per cent. Fixed Rate (further particulars below)   |
| 10. |      | Redemption/Payment Basis:                    | Redemption at par   |
|     |      |  | Subject to any purchase and cancellation or early redemption the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount. |
| 11. |      | Change of Interest Redemption/Payment Basis: | or Not Applicable   |
| 12. |      | Put/Call Options:                            | Not Applicable  |
| 13. | (+)  | Status of the Notes:                         | Senior, unsecured   |

(ii) ~~Status of the Guarantee:~~ ~~Senior~~

#### Provisions Relating to Interest (if any) Payable

- |     |       |                                      |  |
|-----|-------|--------------------------------------|--|
| 14. |       | <b>Fixed Rate Note Provisions</b>    | Applicable   |
|     | (i)   | Rate of Interest:                    | 3.75 per cent. per annum payable annually in arrear  |
|     | (ii)  | Interest Payment Date(s):            | 9 June in each year starting from and including 9 June 2014 to and including the Maturity Date, subject to the Following Business Day Convention.              |
|     |       |                                      | There will be a first long coupon payable for the period from and including the Issue Date to but excluding the first Interest Payment Date, being 9 June 2014 |
|     | (iii) | Fixed Coupon Amount:                 | EUR 37.50 per Calculation Amount   |
|     | (iv)  | Broken Amount(s):                    | EUR 39.86 per Calculation Amount, payable on the first Interest Payment Date falling on 9 June 2014  |
|     | (v)   | Day Count Fraction:                  | Actual/Actual - ICMA   |
|     | (vi)  | Determination Dates:                 | Each Interest Payment Date   |
| 15. |       | <b>Floating Rate Note Provisions</b> | Not Applicable   |
| 16. |       | <b>Zero Coupon Note Provisions</b>   | Not Applicable   |

#### Provisions Relating to Redemption

- |     |  |                    |                |
|-----|--|--------------------|----------------|
| 17. |  | <b>Call Option</b> | Not Applicable |
| 18. |  | <b>Put Option</b>  | Not Applicable |

19. **Final Redemption Amount of each Note** EUR 1,000 per Calculation Amount

20. **Early Redemption Amount** As per the Conditions

**General Provisions Applicable to the Notes**

21. **Form of Notes:**

**Bearer Notes:**

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only in the limited circumstances specified in the Permanent Global Note

22. **New Global Note:** Yes

23. **Financial Centre(s):** Not Applicable

24. **Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):** No

**Responsibility**

The Issuer ~~and the Guarantor accept~~accepts responsibility for the information contained in these Final Terms.

~~Signed on behalf of Atlantia S.p.A.~~

}

~~By: .....~~  
~~Duly authorised~~

~~Signed on behalf of the Autostrade per l'Italia S.p.A.~~

}

~~By: .....~~  
~~Duly authorised~~

## Part B - Other Information

### 1. Listing

- |       |  |                |
|-------|--|----------------|
| (i)   | Listing  | None           |
| (ii)  | Admission to trading                                       | Not Applicable |
| (iii) | Estimate of total expenses related to admission to trading | Not Applicable |

### 2. Ratings

Ratings: The Notes to be issued have not been rated.

### 3. Interests of Natural and Legal Persons Involved in the Issue

Save as discussed in “Subscription and Sale and Transfer and Selling Restrictions”, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- |      |                         |   |
|------|-------------------------|---|
| (i)  | Reasons for the offer   | General funding purposes, in accordance with the section entitled “Use of Proceeds” under “General Information” in the Offering Circular. |
| (ii) | Estimated net proceeds: | Not Applicable  |

### 5. Yield

Indication of yield: 3.75 per cent.

### 6. Operational Information

ISIN: XS0928529899

Common Code: 092852989

German WKN: A1HKMV

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): The Bank of New York Mellon  
One Canada Square  
E14 5AL London  
United Kingdom

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes

Note that the designation “yes” simply means that

the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all other times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met

## 7. **Distribution**

Method of distribution:	Non-syndicated
(i) If syndicated, names and addresses of Managers and underwriting commitments:	Not Applicable
(ii) Stabilising Manager(s) (if any):	Not Applicable
If non-syndicated, name and address of Dealer:	Deutsche Bank Aktiengesellschaft Grosse Gallusstrasse 10-14 60272 Frankfurt am Main Germany
U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D