

Final Terms dated 6 June 2014

ATLANTIA S.P.A.

Issue of EUR 125,000,000 3.24 per cent. Senior Notes due 10 June 2034

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 30 October 2013 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) and the supplemental Offering Circular dated 6 June 2014 read in conjunction with the Offering Circular. 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 as so supplemented.

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 as so supplemented. The Offering Circular and the supplemental Offering Circular are available for viewing during normal business hours at Via Antonio Nibby, 20, 00161 Rome, Italy, and copies may be obtained from this address. The Offering Circular, the supplemental Offering Circular and the Final Terms will also be published on the website of the Irish Stock Exchange (www.ise.ie).

- | | | | |
|----|-------|--|--|
| 1. | (i) | Issuer: | Atlantia S.p.A. |
| | (ii) | Guarantor: | Autostrade per l'Italia S.p.A. |
| 2. | (i) | Series Number: | 16 |
| | (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 125,000,000 |
| | (ii) | Tranche: | EUR 125,000,000 |
| 5. | | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 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:	10 June 2014
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	10 June 2034
9.	Interest Basis:	3.24 per cent. Fixed Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(i) Status of the Notes:	Senior
	(ii) Status of the Guarantee:	Senior
	(iii) Date Board approval for issuance of Notes and Guarantee respectively obtained:	CEO Resolution of 5 June 2014 as empowered by Board Resolution of 19 September 2013 and 20 September 2013, respectively.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	3.24 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	10 June in each year starting from and including 10 June 2015 up to and including the Maturity Date
	(iii) Fixed Coupon Amount:	EUR 32.40 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual – ICMA
	(vi) Determination Dates:	Not Applicable
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Call Option	Not Applicable
18.	Put Option	Not Applicable
19.	Final Redemption Amount of each Note	EUR 1,000 per Calculation Amount

20. Early Redemption Amount

Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption: EUR 1,000 per Calculation Amount

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 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

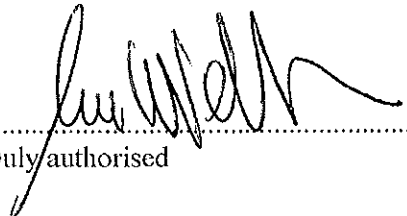
PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the Irish Stock Exchange of the Notes described herein pursuant to the €10,000,000,000 Euro Medium Term Note Programme of Atlantia S.p.A.

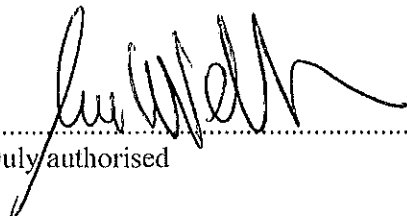
RESPONSIBILITY

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

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

} 
.....
Duly authorised

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

} 
.....
Duly authorised

PART B – OTHER INFORMATION

1. LISTING

- | | | |
|-------|--|---|
| (i) | Listing | Irish Stock Exchange |
| (ii) | Admission to trading | Application has been made to the Irish Stock Exchange for the Notes to be admitted to the Official List and to trading on its regulated market with effect from the Issue Date. |
| (iii) | Estimate of total expenses related to admission to trading | EUR 500 |

2. RATINGS

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

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

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 corporate purposes in accordance with the section entitled “Use of Proceeds” in the Offering Circular. |
| (ii) | Estimated net proceeds: | Not Applicable |

5. Fixed Rate Notes only – YIELD

Indication of yield: 3.24 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

ISIN Code:	XS1075052024
Common Code:	107505202
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

London E14 5AL

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

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated
 - (A) names and addresses of Managers and underwriting commitments: Not Applicable
 - (B) Stabilising Manager(s) (if any): Not Applicable
- (iii) If non-syndicated, name and address of Dealer: Crédit Agricole Corporate and Investment Bank
9 quai du Président Paul Doumer
92920 Paris-La-Défense
France
- (iv) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D