

SUPPLEMENT DATED 22 JUNE 2018 TO THE
OFFERING CIRCULAR DATED 25 OCTOBER 2017



Autostrade per l'Italia S.p.A.

(incorporated as a joint stock company in the Republic of Italy)

€7,000,000,000

Euro Medium Term Note Programme

This base prospectus supplement (the “**Supplement**”) is supplemental to and must be read in conjunction with the Offering Circular dated 25 October 2017 (the “**Offering Circular**”) prepared by Autostrade per l'Italia S.p.A. (“**ASPI**”, “**Autostrade Italia**” or the “**Issuer**”) with respect to its €7,000,000,000 Euro Medium Term Note Programme (the “**Programme**”). Terms defined in the Offering Circular have the same meaning when used in this Supplement. References to titled sections in this Supplement are to the relevant sections of the Offering Circular.

This Supplement has been approved by the Central Bank of Ireland (the “**Central Bank**”), as competent authority under Directive 2003/71/EC (the “**Prospectus Directive**”), as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in the relevant Member State of the European Economic Area). The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive.

This Supplement and the information incorporated by reference herein are available for viewing, and copies may be obtained from, the registered office of the Issuer and from the specified offices of the Paying Agent for the time being in London.

With effect from the date of this Supplement, the Offering Circular shall be amended and supplemented in the manner described in this Supplement and each reference in the Offering Circular to “Offering Circular” shall be read and construed as a reference to the Offering Circular as amended and supplemented by this Supplement. To the extent that there is any inconsistency between (a) any statements in or incorporated by reference into this Supplement and (b) any statement in or incorporated by reference into the Offering Circular, the statements in this Supplement will prevail.

The purpose of this Supplement is to supplement the Offering Circular with: (i) the audited consolidated financial statements of ASPI as at and for the year ended 31 December 2017 and the unaudited consolidated financial statements of ASPI as at and for the three month period ended 31 March 2018; (ii) updates to the “*Risk Factors*” section; (iii) the new Board of Statutory Auditors of the Issuer, appointed upon the approval of the audited consolidated financial statements as at and for the year ended 31 December 2017; (iv) recent developments in the Group’s business, including regarding the Issuer’s credit rating; (v) updates to the “*Legal Proceedings*” section; (vi) updates to the “*Shareholders*” section; (vii) updates to the “*Form of Final Terms*” section; and (viii) updates to the “*General Information*” section.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular has arisen or been noted since the publication of the Offering Circular.

The credit ratings included or referred to in this Supplement have been issued by Standard & Poor’s Credit Market Services Europe Limited (“**S&P**”), by Fitch Italia S.p.A. (“**Fitch**”) and Moody’s Investors Service Ltd (“**Moody’s**”). A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating organisation. Each of S&P, Fitch and Moody’s is established in the European Union and is included in the list of credit rating agencies registered in accordance with Regulation (EC) No. 1060/2009 on Credit Rating Agencies as amended by Regulation (EU) No. 513/2011 (the “**CRA Regulation**”). This list is available on the ESMA website (<https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) (last updated on 1 May 2018).

The language of this Supplement is English. Certain legislative references and technical terms may have been cited in their original language in order that the correct technical meaning may be ascribed to them under applicable law.

Any websites referred to herein do not form part of this Supplement.

DOCUMENTS INCORPORATED BY REFERENCE

The following information has been filed with the Central Bank and shall be deemed to be incorporated by reference into the Offering Circular and shall supplement the section entitled “Incorporation by Reference” in the Offering Circular on pages 26 and 27 thereof:

- (a) the audited consolidated financial statements of Autostrade Italia as at and for the year ended 31 December 2017 with the accompanying notes and the auditors’ reports (available at: <https://www.autostrade.it/documents/10279/4408513/Annual-Report-ASPI-2017-Eng.pdf>), including the information set out at the following pages in particular:

	As at 31 December 2017
Audited consolidated annual financial statements of the Issuer	
Consolidated income statement	Pages 22 - 24
Consolidated statement of comprehensive income	Pages 25
Consolidated statement of financial position	Pages 26 - 28
Statement of changes in consolidated equity	Page 29
Consolidated statement of cash flows	Page 121
Additional information on the statement of cash flows	Page 122
Reconciliation of net cash and cash equivalents	Page 122
Notes to the consolidated financial statements.....	Pages 123 - 209
Auditors’ report	Pages 334 - 345

The consolidated annual financial statements of the Issuer as at and for the year ended 31 December 2017 are prepared in accordance with IFRS and have been audited, without qualification, by the Issuer’s independent auditors, Deloitte and Touche S.p.A.;

- (b) a press release on the audited consolidated financial statements of Autostrade Italia as at and for the year ended 31 December 2017 entitled “*Board approves consolidated financial statements and separate financial statements for 2017*” dated 2 March 2018 (available at: <https://www.autostrade.it/en/investor-relations/comunicati-stampa-finanziari/-/detail-ir/1252>); and
- (c) the unaudited consolidated financial statements of Autostrade Italia as at and for the three-month period ended 31 March 2018 set out in the press release entitled “*Autostrade per l’Italia Group’s Quarterly Results Announcement for three months ended 31 March 2018*” dated 11 May 2018 (available at: http://www.autostrade.it/documents/10279/4408513/2018-05-11_ASPI_Group_1Q2018_Results_-_ENG.pdf).

Non-IFRS financial measures

The documents incorporated by reference in this Offering Circular contain references to EBITDA. In the Issuer’s financial statements, EBITDA is calculated by deducting operating costs from operating revenue, with the exception of amortisation, depreciation, impairment losses and reversals of impairment losses, the operating change in provisions and other adjustments. EBITDA is not a measurement of performance under IFRS and should not be considered by prospective investors as an alternative to (a) net profit/(loss) as a measure of the Issuer’s operating performance, (b) cash flows from operating, investing and financing activities as a measure of the Issuer’s ability to meet its cash needs or (c) any other measure of performance under IFRS.

It should be noted that this non-IFRS financial measure is not recognised as a measure of performance under IFRS and should not be recognised as an alternative to operating income or net income or any other performance measures recognised as being in accordance with IFRS or any other generally accepted accounting principles. This non-IFRS financial measure is used by management to monitor the underlying performance of the business and operations but is not indicative of the historical operating results of the Issuer, nor is it meant to be predictive of future results. Since all companies do not calculate these measures in an identical manner, the Issuer’s presentation may not be consistent with similar measures used by other companies. Therefore, undue reliance should not be placed on any such data.

AMENDMENTS TO THE OFFERING CIRCULAR

Credit rating

The paragraph set out below shall supplement (i) the cover page of the Offering Circular and (ii) the section entitled “Overview of the Programme—Ratings” and shall be deemed to be incorporated in the Offering Circular in its entirety (i) in the cover page, after the paragraph ending with the following sentence: “A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency”, and (ii) at page 24, at the end of the section entitled “Overview of the Programme—Ratings”.

On 15 May 2018, Standard & Poor’s affirmed the BBB+ issuer rating of ASPI. The outlook on the rating was upgraded from “negative” to “stable” as a result of the ongoing acquisition of Abertis Infraestructuras S.A. (“**Abertis**”) by Atlantia.

Notice to Investors

The sub-section entitled “IMPORTANT – EEA Retail Investors” shall be deleted in its entirety and replaced by the following sub-section:

“IMPORTANT – EEA Retail Investors

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”).

For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the “**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “**Prospectus Directive**”). Consequently no key information document required by Regulation (EU) No. 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.”

The paragraph below shall be inserted after the new sub-section entitled “IMPORTANT – EEA Retail Investors” at the end of page 3 of the Offering Circular:

“MIFID II product governance / target market – The Final Terms in respect of any Notes will include a legend entitled “*MiFID II Product Governance*” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, “**MiFID II**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels. A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the “**MiFID Product Governance Rules**”), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MIFID Product Governance Rules.”

Risk Factors

Risks Relating to the Business of the Group

The risk factor entitled “Risks associated with the international financial crisis.” shall be deleted in its entirety and replaced by the following new risk factor:

“Risks associated with global macro-economic factors and the national political climate.

From the final quarter of 2007 to the beginning of 2014, the turmoil in the global financial system caused increasingly difficult conditions in the financial markets. These conditions led to a reduction in liquidity and greater volatility in the global financial markets and had a negative impact on the functioning of the financial markets and the global economy.

In response, some governments, international and supranational organisations and monetary authorities adopted measures aimed at increasing the liquidity of the financial markets, in order to boost global gross domestic product (GDP) growth and mitigate the risk related to the levels of sovereign debt of certain European countries.

Overall, 2017 was characterized by a global economic recovery. In the Eurozone, the overall positive scenario masks different trends of the member states’ economies, although differences have lessened over the course of the last few quarters. In the favourable international and European scenario, Italy recorded a period of economic recovery, increasing its GDP compared to previous recent years. Although still wide, the gap with the best performing economies of the Eurozone was reduced in 2017.

Subsequently, an inconclusive general election in Italy in March 2018 led to a prolonged period of negotiation among the rival parties and the Italian president and a coalition government was finally formed at the beginning of June 2018. This resulted in market instability and the economic implications of the policies of the new Italian government remain uncertain. In addition, a number of uncertainties remain in the current global macroeconomic environment.

Given the above, it is difficult to predict what impact such measures factors will have on the global economy and financial system and on the Italian economy in particular. It cannot be excluded that such factors may have a negative impact on the business of the Group and on the ability of the Issuer and the Group to access the capital markets, or to refinance its existing debt to meet their liquidity requirements.”

Risks Relating to an Investment in the Notes

The following risk factor shall be added on page 9 of the Offering Circular after the risk factor entitled “The Group’s leverage may have significant adverse financial and economic effects on the Group.”:

“The ongoing acquisition of Abertis by Atlantia, of which Autostrade Italia is a subsidiary, may constrain the credit quality of Autostrade Italia.

On 13 March 2018 and on 23 March 2018, Atlantia, Hochtief Aktiengesellschaft (“**Hochtief**”), a German company controlled by the Spanish listed company Actividades de Construcción y Servicios, S.A. (“**ACS**”) and ACS, the controlling entity of a group operating in the construction sector, entered into certain agreements in order to make a joint investment in Abertis (the “**Abertis Investment**”) through a special purpose vehicle (the “**SPV**”). In connection with the Abertis Investment, Atlantia will be required to make an equity contribution of up to €3.5 billion in the SPV and pay a consideration of up to €2.4 billion for the shares acquired in Hochtief. Therefore, the total amount required by Atlantia in connection with the Abertis Investment will be of up to €5.9 billion, which will be funded by the acquisition facilities up to €4.0 billion and by available cash up to €1.9 billion. As a result of the Abertis Investment, Atlantia will hold the majority stake of the SPV and thus Abertis will become part of the Atlantia Group.

Since Autostrade Italia is a subsidiary of Atlantia, the ongoing acquisition of Abertis by Atlantia will result in a significant increase in leverage for the Atlantia group. As such, the credit quality of the latter may somewhat constrain the credit quality of Autostrade Italia.”

Risks related to the Notes generally

The risk factor entitled “Tax law in Italy may restrict the deductibility of all or a portion of the interest expenses of the Issuer or the Group’s indebtedness, including interest expenses in respect of the Notes.” shall be deleted in its entirety and replaced by the following risk factor:

“Tax law in Italy may restrict the deductibility of all or a portion of the interest expenses of the Issuer or the Group’s indebtedness, including interest expenses in respect of the Notes.

Tax law in Italy may restrict the deductibility of all or a portion of the interest expenses of the Issuer or the Group’s indebtedness, including interest expenses in respect of the Notes. Article 96 of Decree No. 917 of 22 December 1986 (“**Decree 917**”) outlines the general rules on deductibility of interest expenses for Italian corporate income tax purposes. Specifically, subject to certain exceptions, such rules allow for the full tax deductibility of interest expenses and assimilated costs (collectively “**Interest Expenses**”) incurred by an Italian tax resident company in each fiscal year up to the amount of the interest income and assimilated proceeds (collectively “**Interest Income**”) accrued in the same fiscal year, as evidenced by the relevant annual financial statements. Any excess interest expense over that amount is deductible up to 30% of the gross operating income (*i.e.* earnings before interest, taxes, depreciation and amortization, EBITDA; or “**ROL**”) derived through the core business of the company. If, in a fiscal year, there is an excess of 30% ROL over the net Interest Expenses, the excess may be carried forward without limitation and may be used to increase the relevant ROL threshold in the following fiscal years. Interest Expenses not deducted in a fiscal year can be carried forward to the following fiscal years, provided that, in such fiscal years, the amount by which Interest Expenses exceeds Interest Income is lower than 30% of ROL. In case a resident company is part of a domestic fiscal unit (tax consolidation), Interest Expenses that cannot be deducted at stand-alone level by an entity belonging to the fiscal unit due to a lack of sufficient ROL can be deducted at the fiscal unit level to the extent of the excess ROL of other companies belonging to the same fiscal unit. Under Article 4 of Legislative Decree No. 147 of 14 September 2015, published in the Official Gazette No. 220 of 22 September 2015 (“**Internationalisation Decree**”), starting from 1 January 2016 ROL of non-resident controlled companies is no longer taken into account for interest deduction purposes.

Any future changes in Italian tax laws or in their interpretation (including any future limitation on the use of the ROL of the Issuer and its subsidiaries or changes in the tax treatment of Interest Expenses arising from any indebtedness incurred by the Issuer and its subsidiaries, including in respect of the Notes), the failure to satisfy the applicable Italian legal requirements relating to the deductibility of Interest Expenses incurred in respect of the Notes or the application by the Italian tax authorities of certain existing interpretations of Italian tax law may result in the Issuer or the Group’s inability to fully deduct their Interest Expenses in respect of the Notes, which may have a material adverse impact on the Group’s business, financial condition, results of operations or prospects.”

The following paragraph shall be added as the penultimate paragraph of the risk factor entitled “Reform of LIBOR and EURIBOR and other interest rate index and equity, commodity and foreign exchange rate index “benchmarks””:

“In addition, on 27 July 2017, the U.K. Financial Conduct Authority (the “**FCA**”), which regulates LIBOR, announced that it will no longer persuade or compel banks to submit rates for the calculation of the LIBOR benchmark after 2021 (the “**FCA Announcement**”). The FCA Announcement indicates that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021. At this time, it is not possible to predict the effect of any establishment of alternative reference rates or any other reforms to LIBOR that may be enacted in the United Kingdom or elsewhere. Uncertainty as to the nature of such alternative reference rates or other reforms may adversely affect the trading market for LIBOR-linked securities. The potential elimination of benchmarks, such as LIBOR, the establishment of alternative reference rates or changes in the manner of administration of

a benchmark could also require adjustments to the terms of benchmark-linked securities and may result in other consequences, such as interest payments that are lower than, or that do not otherwise correlate over time with, the payments that would have been made on those securities if the relevant benchmark was available in its current form.”

The Issuer – Board of Statutory Auditors

The subsection entitled “Board of Statutory Auditors” of the section entitled “The Issuer” on pages 30 and 31 of the Offering Circular shall be deleted in its entirety and replaced by the following section:

“Board of Statutory Auditors

The current Board of Statutory Auditors (*Collegio Sindacale*) of Autostrade Italia was appointed on 20 April 2018 in accordance with Autostrade Italia’s Memorandum and Articles of Association, and will hold office until the shareholders’ meeting called for the purpose of approving Autostrade Italia’s financial statements for the year ending 31 December 2020.

The current members of the Board of Statutory Auditors of Autostrade Italia are as follows:

Name	Title	Business Address
Giandomenico Genta	Chairman	Cuneo, Via Vittorio Amedeo II n. 3
Roberto Colussi.....	Auditor	Milano, Via Pontaccio n. 10
Giulia De Martino.....	Auditor	Roma, Via Archimede n. 44
Alberto De Nigro	Auditor	Roma, Via dei Bresciani n. 23
Antonio Parente	Auditor	Roma, Via Nomentana n. 2
Mario Venezia.....	Alternate Auditor	Roma, Via Conca d’Oro n. 206
Francesco Orioli.....	Alternate Auditor	Roma, Via Savoia n. 37

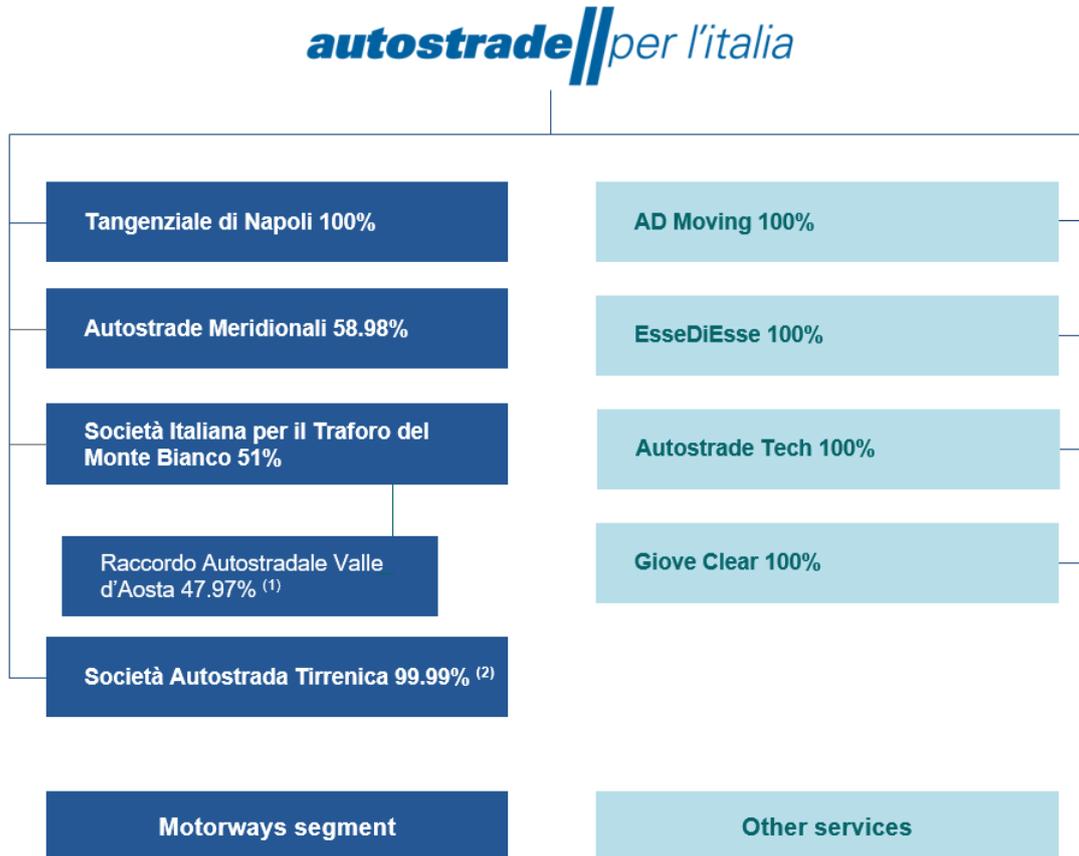
The business address of each of the members of the Board of Statutory Auditors for the purposes of their function as members of the Board of Statutory Auditors is shown in the above table.

Business Description of the Group

Introduction – History

The chart representing the Group in the subsection entitled “History” on page 34 of the Offering Circular shall be deleted in its entirety and replaced by the following:

“



(1) The percentage shown refers to the interest in terms of the total number of shares in issue, whilst the interest in ordinary voting shares is 58.00%.

(2) The percentage of interest in share capital refers to the interest in terms of the total number of shares in issue.

(*) The above chart only sets out the principal companies of the Group as of 22 June 2018.

”

Legal Proceedings

The subsection entitled “Legal Proceedings” on pages 49 to 58 of the Offering Circular shall be deleted in its entirety and replaced by the following section:

“Legal Proceedings

As part of the ordinary course of its business, companies within the Group are subject to a number of administrative, civil and criminal proceedings relating to the construction, operation and management of the Italian Group Network. The Group believes that none of these proceedings, individually or in the aggregate, will have a material adverse effect on its business, financial condition or prospects.

As at 31 December 2017, the Group had accrued a €6.6 million provision in its financial statements for litigation. In accruing such amount, which the Issuer believes to be appropriate, the following factors have been taken into account: (i) risks associated with the relevant legal proceeding; and (ii) relevant accounting principles, which require accrual of liabilities for probable and measurable risks. Consistent with accounting principles, no accrual has been made with respect to legal proceedings whose value cannot be determined, or for which the likelihood of an unfavourable outcome is only possible or remote. However, it is not possible to exclude unfavourable outcomes. Notwithstanding the above, based on available information and current provisions, the Issuer believes that such legal proceedings will not determine any material adverse effect on its financial statements, for amounts exceeding those allocated in the provisions for litigation, risks and charges in the financial statements as at and for the year ended 31 December 2017.

Criminal proceedings

Claim for damages from the Italian Ministry of the Environment

The Issuer is involved in a criminal proceeding pending before the Court of Florence, detached section (*sezione distaccata*) of Pontassieve, started in 2007 (concerning events dating back to 2005) against two managers of Autostrade Italia and other 18 persons belonging to contractors, for alleged breaches of environmental law relating to the work of construction of the “*Variante di Valico*”. The Ministry of the Environment applied to become a “civil party” (*parte civile*) through an application filed on 26 March 2013 and notified to Autostrade Italia on 10 April 2013. In their application, the Ministry of the Environment claimed monetary compensation for damages for approximately €800 million, jointly to all defendants.

The Office of the Prosecutor contested the qualification of materials deriving from the excavations of the tunnels as “waste” – consisting of soil removed during the progress of the excavation of the tunnel, mixed with other waste of construction and demolition containing dangerous substances. The Office of the Prosecutor claimed the illegality of the conduct of the managers of Autostrade Italia and of the contractors to which the works had been subcontracted, and in particular the fact that they allegedly used these materials for the construction of highway embankments and implementation of environmental remodelling measures set out in the projects and approved by the competent authorities.

On the basis of opinions rendered by Autostrade Italia’s counsel, the following is noted:

- in supervising the implementation of the work (and, in particular, in processing the materials deriving from excavations), Autostrade Italia has always acted and constantly discussed with institutions and the local authorities responsible for monitoring, in accordance with the *Disciplinare Unico* dated 8 August 2008, the management of soil and rocks originating from excavation works (which includes specific measures for the formation and management of these materials).
- the methodology used for these works is confirmed by ministerial decree N° 161/2012, which clarifies the conditions for reuse of soil and rock from excavation works as by-products (*sottoprodotti*), thus reaffirming the view shared with the Ministry of the Environment on 8

August 2008 through the abovementioned *Disciplinare*. The abovementioned ministerial decree sets out limits to polluting substances for purpose of reuse for highway infrastructures. Such limits are respected by the abovementioned materials, as certified (*asseverato*) by a technical report of the Engineering Department of Università degli Studi – Roma 3.

- the very high claim for monetary compensation of damages, introduced during the criminal proceedings (instead of prior activation of all necessary environmental restoration, if applicable), does not appear to comply with Italian law and European Directive 2004/35/EC. In this regard, in 2007 the European Commission started a procedure (Procedure n° 2007/4679) against Italy for infringement, that made some amendments to the Code for Environment in the law dated 6 August 2013 (so-called “**European Law 2013**”), among which was (at article 25 of the European Law 2013) repeal of the provisions about entitlement to damages “for monetary equivalent” (*per equivalente patrimoniale*) set forth at 311 of the Code for Environment, with no prejudice to restoration in kind (*risarcimento in forma specifica*) through specific remedies.
- in the remote case of a successful claim against the two managers involved, the Issuer believes that the recoveries will be limited.

Taking into account consistent opinions issued by its consultants, Autostrade Italia believes that the compensation requests are devoid of any ground. Therefore, due to the remoteness of the risk, it has not made any provision in the financial statements.

At the hearing held on 25 June 2013, Autostrade Italia appeared before the court (*costituzione in giudizio*) as the civilly liable entity (*responsabile civile*). The hearing was postponed to 27 December 2013 also to define the exceptions raised by the defence and subsequently, following the suppression of the section of Pontassieve pursuant to Legislative Decree 155/2012 and concentration of the existing claims on the Court of Florence, to 4 October 2013. The hearing was then postponed to 9 December 2013 also to define the exceptions raised by the defence. At the hearing held on 12 January 2015, the Court of Florence ruled that certain reports on inspections conducted by the police were null and void for procedural violations; a subsequent appeal by the Office of the Prosecutor was dismissed. Thirteen hearings were held between January and May 2015 in order to obtain evidence from the public prosecutor’s witnesses and consultants. The Court of Florence scheduled several hearings between September 2015 and February 2016 to obtain evidence from defendants’ witnesses and consultants. All defendants’ witnesses and consultants were heard from February 2016 to May 2016 and the Court of Florence scheduled two hearings for 19 July 2016 and October 2016, the first as the deadline for the filing of documents and the other for defendants’ voluntary declaration. At subsequent hearings held on 5 and 12 December 2016, the defendants wishing to file a deposition were heard. The Public Prosecutor made his closing statements at the hearings held in February 2017. The parties began to make their final depositions at the hearing of 27 March 2017 and in those that followed until June 2017. At the hearings of 17 and 21 September 2017, the parties concluded their depositions and the hearings were adjourned until 30 October 2017. At the hearing of 30 October 2017, the court dismissed the claims against the two managers of Autostrade Italia under Article 530, paragraph 1 of the Italian criminal code, based on the fact that there was no case to answer and set a term of 90 days for the court to file the reasons for its judgement.

The deadline for filing the court’s reasons for the judgements has been extended.

Car crash on 28 July 2013 on the Acqualonga flyover – A16 Napoli-Canosa Motorway

On 28 July 2013 a car crash occurred on the A16 motorway Napoli – Canosa on a flyover, involving a bus and several cars, as a consequence of which forty people died. Twelve current or former managers and employees of Autostrade Italia were under investigation for multiple manslaughter (*omicidio colposo plurimo*) charges. Following the seizure of certain materials and audits of certain relevant parts of the motorway, the prosecutor’s activities were completed on 5 September 2013. In May 2014, the experts appointed by the prosecutor filed their technical report.

The preliminary investigations were completed in January 2015 and all the parties under investigation were notified. In July 2015 the prosecutor requested a six-month extension of the preliminary investigation in order to allow the experts appointed by the parties to file their reports. The preliminary hearing was held on 16 July 2015 and the trial was adjourned to 24 September 2015 due to procedural violations. At the hearing held on 24 September 2015, the trial was adjourned to 22 October 2015 due to procedural violations. At the hearing held on 22 October 2015, the judge recognised the civil liability of Autostrade Italia and Reale Mutua Assicurazioni (the insurer of the bus). At the hearing held on 17 December 2015, the prosecutors requested the indictment of the defendants. At the hearing held on 14 January 2016, the lawyers for the defendants and the parties bringing the civil claim presented evidence before the judge, which was discussed at the hearings of 22 February 2016 and 14 March 2016. At the hearing held on 9 May 2016, the judge ruled the indictment of the defendants. At the hearing held on 9 November 2016, the Public Prosecutor began witness examination, which continued through the hearings held on 25 November 2016, 7 and 16 December 2016, 13 January 2017, 3, 17 and 22 February 2017, respectively. At the hearings held on 31 March 2017 and 21 April 2017, the witness examination was concluded and the defendants proceeded with their examination. The defendants' examination continued through hearings on 10 and 26 May 2017, 7 and 28 June 2017, 5 July 2017, 15 and 27 September 2017, 6 and 18 October 2017, 15 and 22 November 2017, 2 and 16 March 2018. At the hearings held on 6 and 20 December 2017, 24 and 31 January 2018, 28 March 2018, the defendants and the Public Prosecutor concluded the examination of the consultants appointed by defendants. The following hearings held on 6 and 20 April 2018, 4 and 18 May 2018 concerned examination and voluntary statements of the defendants.

The court has scheduled the following hearing on 13 July 2018 for the examination of two witnesses appointed by the Public Prosecutor.

In addition to the criminal proceedings, civil actions have been brought. In one action brought by Reale Mutua Assicurazioni more than 200 parties were summoned to court (including Autostrade Italia), in their role as plaintiffs, to whom the maximum sum payable (€6 million) under the insurance policy covering the vehicle was made available. During the hearing, a number of those summoned issued statements explaining that they also intended to claim damages from Autostrade Italia. In response, Autostrade Italia referred the claimants to its own insurance provider (Swiss Re International SE), with which it had taken out a third party liability insurance policy. With the authorization of the authority overseeing the proceedings, Autostrade Italia notified the summoning of the third party. Later, the heirs of the passengers fatally involved in the accident filed autonomous proceedings for compensation against Autostrade Italia, the insurer of the bus, the owner of the bus and the driver. In those actions Autostrade Italia successfully referred claimants to its own insurance provider as well. These actions were combined with the action brought by Reale Mutua Assicurazioni before the civil section of the court.

As at the date of this Supplement, almost all of the civil parties have received compensation and have therefore withdrawn their actions following payment of compensation by Autostrade Italia's insurance provider under the existing general liability policy.

In addition to the criminal proceedings, a number of civil actions have been brought by persons not party to the criminal trial. These actions have been combined by the Civil Court of Avellino.

The court subsequently authorised access to a number of mechanical parts from the coach, which is currently under seizure, requesting the intervention of the fire service during the operations scheduled for 22 February 2017 and 10 March 2017. On 18 May 2017, the court then rejected the independent experts' request to be permitted to carry out further mechanical testing of the coach and adjourned the hearing until 20 July, when the court rejected a request from Autostrade Italia's counsel to put the civil action on hold whilst awaiting the outcome of the criminal trial. The court then adjourned the case again to 15 February 2018, for the hearing of the independent experts. On 15 September 2017 the experts' draft report were submitted, in order to allow the experts appointed by the various parties to formulate their observations. On 15 February 2018, the court reserved judgement on the defendants'

request for a new or additional independent expert appraisal, adjourning the case to 19 April 2018. On 29 May 2018, the court requested the consultants appointed by it to provide a clarification report.

Car crash on 21 September 2013 on the A14

On 21 September 2013 a car crash occurred at Km 450 of the A14, as a consequence of which several people were killed. The Office of the Prosecutor in Vasto initiated a criminal investigation and on 23 March 2015 the Chief Executive Officer and, later, a further two executives of the Company received notice of completion of the investigation, containing a formal notification of charges.

The charges relate to negligent cooperation resulting in reckless manslaughter. The preliminary hearing, scheduled for 15 September 2015, was adjourned to 1 December 2015 due to procedural violations. The hearing of 1 December 2015 was adjourned to 1 March 2016 and the hearing of 1 March 2016 was adjourned to 17 May 2016, due to procedural violations.

At the hearing held on 17 May 2016, the defendants were indicted by the court, which scheduled a hearing for 12 October 2016. The hearing to be held on 12 October 2016 has been rescheduled for 24 November 2016. At the hearing of 24 November 2016, the parties requested leave to present their evidence to the court. At the hearing held on 23 February 2017, the court began to hear the witnesses for the prosecution, who continued and completed the process of giving evidence at the hearing held on 18 May 2017. At the hearing held on 23 October 2017, the witnesses for the defence were heard and one of them was examined. At the hearing held on 22 February 2018, the expert witnesses appointed by Autostrade Italia were heard. At the hearing held on 26 April 2018, the court has appointed an expert and scheduled the next hearing on 27 September 2018 for the examination of such expert.

Investigation by the Office of the Prosecutor in Florence relating to the state of New Jersey barriers installed on the section of motorway between Barberino and Roncobilaccio

An investigation is being conducted by the Office of the Prosecutor in Florence, which relates to the alleged state of disrepair of the New Jersey barriers on the section of motorway between Barberino and Roncobilaccio.

On 27 May 2014 an order was issued requiring Autostrade Italia to hand over certain documentation. The Office of the Prosecutor also ordered the seizure of the relevant New Jersey barriers. The barriers were released from seizure after a series of sample tests were conducted by experts appointed by the Office of the Prosecutor and Autostrade Italia. According to the appointed defence counsel, the Public Prosecutor's Office in Florence has requested that the charges against Autostrade Italia's personnel be dropped. This request is currently being assessed by the local office of the preliminary investigating magistrate.

The former General Manager, two executives and an employee of Autostrade Italia are under investigation. The Prosecution Office has not yet issued its decision.

Investigation by the Office of the Prosecutor in Prato

Following a fatal accident that occurred on 27 August 2014 that involved one of Pavimental's workers, the Office of the Prosecutor in Prato opened a criminal investigation against Pavimental employees for manslaughter. Also the R.U.P. (*Responsabile Unico del Procedimento*) of Autostrade Italia was under investigation.

In December 2014, the Issuer and Pavimental were requested to provide information and were notified that they were under investigation pursuant to article 25-septies of Decree 231. During the investigations, one of the defendants requested a pre-trial hearing (*incidente probatorio*) to prepare a report aimed at determining the precise course of events of the accident. At the hearing held on 8 October 2015, the judge appointed the expert and submitted the relevant questions; on-site investigations started on 12 October 2015. The other parties appointed their respective technical

consultants. At the hearing of 5 February 2016 the report of the expert appointed by the court was examined, in which the expert concluded that Autostrade Italia's and Pavimental's organisational, management and control models, required under Decree 231, and related procedures were generally compliant with Decree 231. The preliminary hearing stage ended with the hearing of 24 February 2016. At the hearing, the court ruled *nolle prosequi* in relation to the criminal investigation against Autostrade Italia and Pavimental.

The proceeding is still ongoing for individual defendants. The first hearing of the trial was set for 23 November 2016 and then adjourned until 8 February 2017, when the civil parties appeared before the court and it was requested that the accused be summoned to appear.

Hearings were then held on 26 April 2017, to verify settlement of the damages requested by the parties to the civil action, and on 5 July 2017, to withdraw the actions brought by these parties and for any potential requests for an alternative procedure (an "accelerated trial"). At the hearing held on 8 November 2017, the parties concluded their depositions and the hearing was adjourned until 15 November 2017. On 15 November 2017, the court committed Autostrade Italia's project manager for trial and adjourned the hearing until 15 February 2018. The first trial hearing scheduled for 15 February 2018 has been postponed to 9 July 2018.

Accident on the A14 Bologna-Taranto

A motorway bridge over the A14 at kilometre 235, metre 794, collapsed on 9 March 2017, causing the death of two motorway users and injuries to three workers employed by a subcontractor working for Pavimental, to which the Issuer had previously awarded the contract for the widening to three lanes of the A14 Bologna-Bari-Taranto between Rimini Nord and Porto Sant'Elpidio.

Following the accident, the Issuer's legal representative received a notice of investigation from the Public Prosecutor's Office in Ancona for various breaches of Legislative Decree No. 231/2001. As at the date of this Supplement, a number of managers and employees of the Issuer are also under investigation for various breaches of the Criminal Code.

Litigation regarding the Concessions

Gronda di Genova

On 21 March 2011 several hundred members of the public brought a legal action against Autostrade Italia and others, including the Genoa Provincial Authority, the municipality of Genoa, the Ministry of Infrastructure and Transport, the Genoa Port Authority and ANAS in the Regional Administrative Court of Liguria requesting the annulment of a Memorandum of Understanding signed as at 8 February 2010 relating to the construction of a new toll road bypass and interchange system called the *Gronda di Genova* or the *Gronda di Ponente* (Genoa Interchange). The plaintiffs subsequently presented a further five challenges regarding regional authority resolutions and decisions, as well as the related ministerial documents and/or documents linked to the Memorandum of Understanding arising subsequent to the filing of the legal action. A date for the related hearing has yet to be set.

In addition, on 7 September 2017 the Concession Grantor approved the definitive project relating to the interchange system called Gronda di Ponente. The executive design project is currently being prepared.

Brebemi Interconnection

With regard to the Brebemi S.p.A. initiative concerning the construction of the direct interconnection between the A35 (over which Brebemi S.p.A. has been granted a concession) and the A4 (over which Autostrade Italia has been granted a concession), Autostrade Italia has challenged Cipe Resolution No. 60 of 2015, published in the Official Journal on 29 January 2016, with which the PEF 2015 of Brebemi S.p.A. was approved (with provisions and recommendations) and which is based on, *inter alia*, the carrying out of the A35-A4 interconnection project.

During the course of 2015, Autostrade Italia had filed a motion against the resolution of the Region of Lombardy with which said interconnection project was approved.

Action against the Autorità di Regolazione dei Trasporti

Autostrade Italia brought an action against a decision by the Italian Transport Regulation Authority (“ART”) dated 17 April 2015, which required payment by motorway concessionaires of a fee equal to 0.04% of the total revenues to fund operating costs of the authority.

Autostrade Italia’s position is that the fee is illegal, because the ART has regulation powers in the motorway sector with regards only to the motorway concessions awarded after its establishment. Autostrade Italia also objected to the size of the amount demanded and the basis for calculating the fee used by the ART. The same claim has been brought by the other concessionaires of the Group and by the majority of the motorway concessionaires in Italy.

For the year 2016, with resolution No. 94 of 5 November 2015 the ART resolved upon payment of the contribution owed by motorway concessionaries at the same rate as for the year 2015 (0.4 per thousand of the revenue showing from the last approved financial statement as of the date of the relative resolution of the ART, without considering however the supplementation of the ANAS fee, unlike the 2015 request). As was the case for the contribution payment for 2015, Autostrade Italia and the Group companies (Raccordo Autostradale Valle d’Aosta, Autostrada Tirrenica, Tangenziale di Napoli, Società Traforo del Monte Bianco and Autostrade Meridionali), along with other companies operating in the sector, have filed a motion and supplementary arguments before the Regional Administrative Court of Piemonte against said payment contribution provision for the year 2016.

For the year 2017, with resolution No. 139 of 24 November 2016 the ART resolved upon payment of the contribution owed by motorway concessionaries at the rate of 0.6 per thousand of the revenue showing from the last approved financial statement as of the date of the relative resolution of the ART. As was the case for the contribution payment for 2015 and 2016, Autostrade Italia and the Group companies have filed a motion and supplementary arguments before the Regional Administrative Court of Piemonte against said payment contribution provision for the year 2017.

For the year 2018, with resolution No. 145 of 15 December 2017 the ART resolved upon payment of the contribution owed by motorway concessionaires at the rate of 0.6 per thousand of the revenue showing from the last approved financial statement as of the date of the relative resolution of the ART. As was the case for the contribution payment for 2015, 2016 and 2017, Autostrade Italia and the Group companies have filed a motion and supplementary arguments before the competent regional administrative court against said payment contribution provision for the year 2018.

Bid for the A3 Napoli-Pompei-Salerno motorway concession

On 10 August 2012 the Ministry of Infrastructure and Transportation published a notice that a public tender would be launched in respect of a new concession for the A3 Napoli-Pompei-Salerno motorway. On 23 April 2015, Autostrade Meridionali submitted its bid for the tender.

On 22 March 2016 the tender committee ordered the exclusion of both bidders participating in the procedure due to irregularities in the offers and, by notice received by Autostrade Meridionali S.p.A. on the same date, the Ministry of Infrastructure and Transportation informed the company of the final decision to exclude both bidders from the procedure. Both companies filed an appeal against the exclusion before the Regional Administrative Court of Campania.

On 19 December 2016, the Regional Administrative Court of Campania stated it did not have jurisdiction for either action and referred the challenges to the Regional Administrative Court of Lazio. On 31 January 2017, the Regional Administrative Court of Lazio referred the matter to the Council of State in order to decide on jurisdiction. On 27 June 2017, a hearing was held before the Council of State. On 17 November 2017, the Council of State assigned jurisdiction to the Regional Administrative Court of Campania. Following the hearing held on 23 May 2018, the Regional

Administrative Court of Campania is now expected to render a decision on this case, even if a date for the rendering of such decision has not been provided to Autostrade Italia.

Legal actions by the subsidiaries against the suspension/failed acknowledgment of the raise in tariffs

For the year 2014, a temporary tariff increase equal to 5% was recognized in respect of Raccordo Valle d'Aosta and Autostrada Tirrenica, pursuant to the decrees adopted by the Ministry of Infrastructure and Transport and the Ministry of Economy and Finance, deferring recovery of the difference to the 5-year update of the financial plan. In 2014, Raccordo Valle d'Aosta and Autostrada Tirrenica brought an action challenging such decree.

For the year 2016, the Ministry of Infrastructure and Transport and the Ministry of Economy and Finance decrees of 31 December 2015 provided, in respect of Raccordo Autostradale Valle d'Aosta S.p.A., Autostrada Tirrenica S.p.A. and Tangenziale di Napoli S.p.A., the temporary suspension of the tariff update applicable from 1 January 2016 while awaiting the approval of the economic and financial plan (*piano economico finanziario* or “PEF”) update. The aforementioned decrees have specified that the tariff raise for 2016 shall be finally determined with the Interministerial Decree approving the PEF update supplementary deed (*atto aggiuntivo di aggiornamento del PEF*) and shall be immediately applicable, without prejudice to the right to recover any tariff increases which shall be calculated on the basis of the PEF update; recovery of the loss of revenues due to the period of tariff suspension shall be acknowledged within the context of the tariff adjustment for 2017. The abovementioned companies have challenged said suspension provisions before the administrative courts, contesting the failure to carry out the yearly adjustment in accordance with the provisions of the relative concession agreement.

In particular, with respect to Raccordo Autostradale Valle d'Aosta S.p.A., the Regional Administrative Court of Valle d'Aosta ruled in favour of the company with decision No. 45 of 12 October 2016. Pursuant to such decision, the Regional Administrative Court of Valle d'Aosta annulled the suspension and required the relevant Ministers to update the tariffs and to potentially take into consideration the tariffs set forth by the current (and not yet updated) PEF, within a sixty-day timeframe from the notification of the decision. In the same decision, the Regional Administrative Court of Valle d'Aosta also recognised the right of the company to request the appointment of a special commissioner (*commissario ad acta*) in the event that the public administrations fail to comply with its obligations.

In respect of Autostrade Meridionali S.p.A., the Ministry of Infrastructure and Transport and the Ministry of Economy and Finance decree of 31 December 2015 did not acknowledge any tariff increase for 2016 due to – as was the case in previous years – the expiration of the concession (2012). The company has challenged said decree – as it did in the past in relation to the failure to acknowledge the tariff increase for the years 2014 and 2015 (where the courts found in favour of the company) – contesting the failure to acknowledge the requested increase, which is owed while the company continues to be a concessionaire relating to the motorway. On 9 January 2018, the Regional Administrative Court of Campania ruled in favour of Autostrade Meridionali, annulling the relevant decree.

For the year 2017, the Ministry of Infrastructure and Transport and the Ministry of Economy and Finance decrees of 30 December 2016 provided, in respect of Raccordo Autostradale Valle d'Aosta S.p.A. and Autostrada Tirrenica S.p.A., (i) a tariff increase which included only the envisaged inflation rate (0.9%) and (ii) that potential tariff adjustments, active or passive, including those relating to the previous years, shall be calculated following the PEF update. The companies appealed such provision to the relevant administrative courts. On 12 September 2017, the Regional Administrative Court of Valle d'Aosta ruled in partial favour of the Raccordo Autostradale Valle d'Aosta's appeal, annulling the relevant decree.

In respect of Tangenziale di Napoli the tariff increase amounted to 1.76%, below the requested rate, with the provision that potential tariff adjustments, active or passive, including those relating to the

previous years, shall be calculated following the PEF update. The company appealed the decree before the relevant administrative court.

With respect to Autostrade Meridionali, as for the previous years, no tariff increase was granted, on the ground that the concession expired on 31 December 2012. Autostrade Meridionali appealed the relevant decree as it did in the previous years. The appeal has been successful, as in the previous years, and on 9 January 2018 the Regional Administrative Court of Campania ruled in favour of Autostrade Meridionali, annulling the relevant decree.

For the year 2018, the Ministry of Infrastructure and Transport and the Ministry of Economy and Finance decrees of 29 December 2017 provided, in respect of Raccordo Autostradale Valle d'Aosta S.p.A. a tariff increase of 52.69%, as compared to a request for 81.12%. The company appealed such provision to the relevant administrative court.

In respect of Autostrada Tirrenica the tariff increase amounted to 1.33%, below the requested rate of 36.51%. The company appealed the decree before the relevant administrative court.

Tangenziale di Napoli was to apply a toll increase of 4.31%, inclusive of an increase designed to make up for the lack of any increases in previous years, compared with a requested increase of 1.93%. The increase was awarded on the basis of the revised financial plan annexed as an addendum to the Single Concession Contract signed on 8 September 2017 and subsequently, under request of the Concession Grantor, digitally signed on 22 February 2018. This addendum to the Single Concession Contract has been approved by the Ministry of Infrastructure and Transport and by the Ministry of the Economy and Finance with decree No. 131 of 16 March 2018 and registered before the *Corte dei Conti* on 23 April 2018.

Litigation relating to Piano Sicurezza Gallerie Fase 2

During the second half of 2017, Autostrade Italia commenced certain legal proceedings against decrees issued by the Ministry of Infrastructure and Transport relating to *Piano Sicurezza Gallerie Fase 2*. Such decrees provide that Autostrade Italia shall bear the additional costs (not factored in the PEF) relating to works under the *Piano Sicurezza Gallerie Fase 2* in the event that such costs are not covered by the five year update process of the PEF.

In the event that such legal proceedings are not successful and the increased costs for the works under *Piano Sicurezza Gallerie Fase 2* (compared to the expected amounts in the PEF attached to the 2013 addendum) are not included in the PEF update, Autostrade Italia will bear such increased costs, without any compensation for tariff purposes.

Contractual reductions with respect to anti-noise works

On 12 June 2017, the Concession Grantor established by decree the amount of contractual reductions (*ribassi contrattuali*) in relation to twelve anti-noise works that Autostrade Italia awarded during 2012 to its subsidiary Pavimental.

On 11 September 2017, Autostrade Italia appealed such decree before the relevant administrative court, requesting its annulment on the grounds of illegitimacy, also based on a legal opinion provided by an external legal counsel.

Appraisals for additional works

During the second half of 2017, the Concession Grantor approved with decrees the results of 11 appraisals concerning additional works, deleting numerous items included in the original frameworks. Autostrade Italia filed a claim before the administrative court, requesting the annulment of such decrees for illegitimacy.

Litigation on intellectual property over software used by the Group

Legal action by Autostrade Italia and Autostrade Tech against Mr. Alessandro Patanè and the companies linked to him and appeal filed by Mr. Patanè and the companies linked to him before the Civil Court of Rome

To protect the Group's position following repeated claims filed by Mr. Alessandro Patanè and certain companies linked to him regarding the ownership of the software used in the SICVe (Safety Tutor) systems, on 14 August 2013 Autostrade Italia and Autostrade Tech served a writ on Mr. Patanè before the Court of Rome, with the aim of having his claims declared groundless.

Mr. Patanè filed a counterclaim after the legal deadline, alleging that the SICVe system had been illegally copied and claiming damages for approximately €7.5 billion.

The first hearing was adjourned several times and was held on 10 June 2015. During such hearing, counsel for Mr. Patanè informed of Mr. Patanè's willingness to settle the dispute and proposed payment of €240 million as consideration for a 20 year license to use the SICVe system and the waiver of any future claim. The hearing was adjourned to 19 November 2015 to enable Autostrade Italia and Autostrade Tech to assess the proposal.

Autostrade Italia and Autostrade Tech refused to accept Mr. Patanè's proposed settlement. At the hearing of 19 November 2015, the court reserved judgement on the objections put forward by Autostrade Italia and Autostrade Tech regarding the inadmissibility of the counterclaim and the request to summon third parties given that they were filed late by Mr. Patanè and his companies. On 10 December 2015, the court declared that Mr. Patanè had filed the claim late and that the counterclaim and summons of third parties were, therefore, inadmissible. On 16 November 2016, having noted the withdrawal of Mr. Patanè's defence counsel, the court adjourned the proceedings until 30 March 2017, in order to enable the defendant to appoint a new counsel.

At the hearing of 30 March 2017, having acknowledged the appointment of a new counsel to represent Mr. Patanè, the court declared the action for fraud brought by Mr. Patanè, with regard to certain documents filed by Autostrade Italia and Autostrade Tech, to be inadmissible. The judge then adjourned the hearing until 10 January 2018. In the meantime, Mr. Patanè lodged a further action for fraud. At the hearing of 10 January 2018, the court acknowledged such action. The decision on the action for fraud and on the admissibility of the action is still pending.

Legal action before the Supreme Court – Autostrade Italia against Craft Srl (Judgement No. 22563/2015) – Reinstatement of proceedings before the Court of Appeals

On 4 November 2015, the First Civil Section of the Supreme Court (*Corte di Cassazione*) in judgement No. 22563 rejected Autostrade Italia's appeal regarding the fact that a patent held by Craft S.r.l. ("**Craft**") should be declared null and void and partially annulled the earlier sentence of the Court of Appeals of Rome, referring the case back to this court, to be heard by different judges, following the reinstatement of proceedings by one of the parties. The Court of Appeals was asked to provide logical grounds for finding that Autostrade Italia has not infringed Craft's patent.

On 6 May 2016, Craft notified Autostrade Italia of an application for the reinstatement of proceedings before the Court of Appeals, requesting the court, among other things, to rule that Autostrade Italia has infringed Craft's patent and to order the former to pay Craft compensation for the resulting damage to its moral and economic rights, calculated by the plaintiff to be approximately €3.5 million, with this sum to be reduced or increased by the court depending on the "economic benefits obtained by the defendant". The relevant hearing initially scheduled for 16 September 2016 was postponed to 11 October 2016. At the first hearing held on 11 October 2016, the court scheduled the final hearing (*udienza di precisazione delle conclusioni*) for 14 March 2017. At the hearing of 14 March 2017, the parties admitted the facts and the court reserved judgement.

On 10 April 2018, the Court of Appeals of Rome, with ruling No. 2275/2018, ruled that the installation of the TUTOR devices on motorways operated by Autostrade Italia constitutes

counterfeiting (by equivalence) of Craft's patent. The Court therefore: (i) ordered Autostrade Italia to refrain from manufacturing, marketing and using the TUTOR devices; (ii) ordered the removal and destruction of all TUTOR devices on motorways operated by Autostrade Italia; (iii) set for each day of delay by Autostrade Italia to comply with such injunction the payment, as a civil penalty, of €500 by Autostrade Italia to Craft; and (iv) ordered the publication of an extract of the ruling in major newspapers and periodicals. The Court rejected all claims for damages brought by Craft and the request for compensation of profits on the grounds that the TUTOR system does not entail any benefits for Autostrade Italia, not even in terms of lower costs. The request for compensation of non-pecuniary damages was also rejected, as there is no evidence that the counterfeiting caused Craft any reputational damage.

Autostrade Italia filed an appeal with the Supreme Court (*Corte di Cassazione*) against this ruling, as well as an application for suspension of its execution, on the grounds that the removal of the TUTOR devices could have harmful effects on the safety of the motorway network. On 28 May 2018, the application for suspension was rejected on the grounds that the safety of the motorway network is an interest that shall be protected by the public authority rather than by ASPI. Consequently, Autostrade Italia proceeded to remove the TUTOR devices. However, the appeal with the Supreme Court is still pending.

Damages suffered by users

During the first half of 2018, approximately 290 proceedings were initiated for damages arising from accidents on the Autostrade Italia Network. For approximately 99.4% of such proceedings the claim is below the Issuer's insurance policy's excess (*franchigia*) of €1,000,000, in which case if a claim is successful, compensation would be payable by Autostrade Italia for an aggregate value of €1.6 million. With respect to the remaining 0.6%, if a claim is successful the amount exceeding the excess is payable by the insurers.

Severe snow conditions in December 2010

In March 2018 the Regional Administrative Court of Lazio rejected the appeal presented by Autostrade Italia in 2011 concerning the provision of the Antitrust Authority relating to road conditions following heavy snowfall between 17 and 18 December 2010.

The Antitrust Authority originally challenged the adoption of an alleged unfair and aggressive commercial practice by Autostrade Italia, claiming a lack of information and an inadequate management of the severe road condition during such snowfall. In 2011, the Antitrust Authority sanctioned Autostrade Italia for €350,000. Autostrade Italia immediately paid the sanction. During such snowfall, Autostrade Italia mitigated the inconveniences of its users by managing approximately 7,550 requests for compensation for an overall amount equal to approximately €2.9 million, as well as managing more than 200 civil claims, which have all been concluded.

At the date of this Supplement, the deadline for appealing the ruling by the Regional Administrative Court of Lazio before the Council of State is still pending.

Claims concerning the evaluation of the participation and award requirements in tender offers for public works pursuant to Legislative Decree No. 50/2016 and Legislative Decree No. 163/2006

Several claims concerning the evaluation of the requirements to submit a bid in public tender offers for public works and to award such public works are currently pending before the competent administrative courts.

Recently, the number of claims has increased due to amendments to the existing law concerning the tender process for public works. In most of the pending claims, the competent administrative courts rule in favour of Autostrade Italia. A moderate number of claims may lead to a compensation for damages due by Autostrade Italia.

Charges payable by motorway operators in accordance with Legislative Decree No. 35 of 2011

The Ministerial Decree of 7 August 2017 quantifies the charges due by motorway operators for the activities involved in overseeing projects, classification of the network and the inspection of existing roads carried out by the Ministry of Infrastructure and Transport in accordance with Legislative Decree No. 35 of 2011. However, Legislative Decree No. 35 of 2011 requires implementing decrees, which the Ministry of Infrastructure and Transport failed to issue.

Autostrade Italia paid the amounts due for the years 2017 and 2018 and, together with almost all other motorway operators, on 22 February 2018 filed an extraordinary claim with the President of the Republic (*ricorso straordinario al Capo dello Stato*) challenging the above legislation.

Third-party contractor claims

The Group is subject to various claims made by third-party contractors with whom it has contracted for certain construction and maintenance projects on the Italian Group Network. While these claims in aggregate are significant, in the Issuer's experience actual payments made by it have amounted only to a small portion of the amounts originally claimed. Should claims relating to investment activities be upheld, the relating costs would be recognized as an increase in intangible assets deriving from concession rights and then amortized. Should claims relating to maintenance activities be upheld, the relating costs would be covered by the provision for litigation made in the financial statements, which provision the Issuer believes to be appropriate.

Astaldi S.p.A.

Since 1993, a proceeding has been pending against Autostrade Italia with respect to the construction of the motorway connecting the Genova Airport junction on the A10 Motorway and the State-run motorway SS Aurelia. Such construction works were subcontracted to Astaldi S.p.A. (formerly CILT, "Astaldi") by Autostrade Italia, the concessionaire appointed by ANAS for the construction works.

On 25 February 2005 the Civil Court in Rome decided in favour of Astaldi and ordered Autostrade Italia to pay approximately €7 million to Astaldi. Autostrade Italia and Atlantia appealed the decision, requesting its annulment and suspension of its effectiveness. The Court of Appeals of Rome upheld the request for suspension of effectiveness only with respect to the portion exceeding €30 million; as a result of this, Autostrade Italia paid Astaldi €30 million. On 26 May 2011 the Court of Appeals of Rome partially sustained the Civil Court's ruling. Autostrade Italia's total liability to Astaldi was determined to be €44 million, plus interest, including the €30 million that has already been paid, and Autostrade Italia proceeded to pay the outstanding €17 million (including interest). The Court of Appeals also rejected the request for indemnification made by Autostrade Italia and Atlantia with respect to ANAS, and Atlantia and Autostrade Italia filed an appeal with the Supreme Court (*Corte di Cassazione*). Astaldi S.p.A. filed a cross-appeal.

On 17 January 2017, with judgement No. 974/2017 the Supreme Court upheld both the Issuer's appeal and Astaldi S.p.A.'s incidental appeal (the object of which was a reserve), annulled the appealed decision and deferred to the Court of Appeals of Rome for a new examination of the case. On 29 March 2017, Astaldi requested to reinstate the proceeding against Autostrade Italia and Atlantia before the Court of Appeals of Rome. Following the hearing of 10 October 2017, the Court of Appeals of Rome scheduled the hearing of 11 July 2018 for the statement of the conclusions.

On 17 October 2017, Autostrade Italia filed an injunction (*decreto ingiuntivo*) against Astaldi to recover the amounts paid to Astaldi in compliance with the decisions rendered by the Court of Rome and the Court of Appeals of Rome, which have been annulled by the decision of the Supreme Court. Such amounts are equal to overall €4.6 million, inclusive of accrued interest. Astaldi opposed the injunction on 13 December 2017. On 22 May 2018, the parties met before the Court of Rome to discuss the injunction. The next hearing is scheduled for 17 December 2018.

Autostrada A5

A proceeding initiated by construction firm Pizzarotti is pending against Raccordo Autostradale Valle D'Aosta S.p.A. with respect to the construction of the A5 Aosta-Mont Blanc motorway from Aosta to Morgex. The contractor re-opened the proceeding at the Regional Administrative Court of Lazio for the payment of €3.345 million. Following the hearing on 18 October 2017, the final decision is pending.

Noise pollution

There are a number of proceedings against the Group pending in various local courts which were instituted by either local authorities or private parties regarding the noise levels generated by Italian Group Network. In some cases the Group has brought actions challenging the decisions of local authorities requiring it to take remedial action to reduce noise levels. As a result of these proceedings, the Group has had, in some instances, to adopt measures designed to reduce noise levels on the Italian Group Network such as the planting of rows of trees beside the motorway or erecting sound barriers.”

Recent Developments

The subsection entitled “Recent developments” on pages 58 to 60 of the Offering Circular shall be supplemented by the following paragraphs:

“Potential Intercompany Deposit to Atlantia

In order to ensure an efficient use of its financial resources and mitigate potential counterparty risk, Autostrade Italia is evaluating the possibility to deposit a portion of its available cash resources with Atlantia (the **“Intercompany Deposit”**) under an intercompany deposit arrangement (the **“Intercompany Deposit Arrangement”**).

In order to monitor the risk profile of the Intercompany Deposit, Autostrade Italia will examine the average monthly credit default swap (**“CDS”**) of Atlantia and will compare it with the average CDSs of leading Italian financial institutions. Under the Intercompany Deposit Arrangement, Atlantia will be required to repay any amount owed to Autostrade Italia within 5 business days from Autostrade Italia’s request.

Submission of the proposal of PEF update to the Concession Grantor

On 15 June 2018, Autostrade Italia submitted to the Concession Grantor the proposal for an update to the PEF relating to a five-year period. The PEF update will be finalised through an addendum to the Single Concession Contract.

Standard & Poor’s upgrades the rating outlook of Autostrade Italia

On 15 May 2018, Standard & Poor’s affirmed the BBB+ issuer rating of ASPI. The outlook on the rating was upgraded from “negative” to “stable” following the outcome of Atlantia’s tender offer to buy Abertis shares.

Sale of the entire stake of Infoblu S.p.A. to Telepass S.p.A.

On 4 May 2018, Autostrade Italia sold a 75% stake in Infoblu S.p.A. (**“Infoblu”**), equal to the entire stake held by Autostrade Italia in Infoblu and represented by 750,000 ordinary shares with a nominal value of €5.16 per ordinary share, to Telepass, a subsidiary of Atlantia. As a consequence, Infoblu ceased to be part of the Group.

Discussions between the Concession Grantor and the European Commission regarding the extension of the Autostrade Italia Concession

In July 2017, the Concession Grantor reached an agreement with the European Commission which sets out the key conditions for the granting of a 4-year extension to the term of the Autostrade Italia Concession in return for pre-determined toll increases and the recognition of a takeover right on expiry of the Autostrade Italia Concession.

On 27 April 2018, the European Commission announced that it had granted its approval for the “plan for investment in Italian motorways” involving Autostrade Italia and another motorway operator which is not part of the Group. According to the announcement, the Autostrade Italia Concession would be extended to 2042, toll increases would not exceed the rate of inflation plus 0.5%, a maximum value of the takeover right would be received by the motorway operators on expiry of the concession and further mechanisms would be introduced to avoid the motorway operators receiving excessive compensation. The European Commission’s full decision has not yet been published.

Preliminary traffic figures for the three months ended 31 March 2018

On 20 April 2018, Autostrade Italia announced the preliminary traffic figures for the three months ended 31 March 2018. Traffic increased by 1.0% in the three months ended 31 March 2018, as compared to the same period in 2017.

Issuer’s general meeting of 20 April 2018

On 20 April 2018, the general meeting of the Issuer resolved, among other things: (i) to approve the consolidated financial statements as at and for the year ended 31 December 2017; (ii) to integrate the annual compensation of the external auditor for the 2017-2020 period; (iii) to acknowledge the appointment by the Concession Grantor of Mr. Antonio Parente as auditor; and (iv) to appoint Mr. Giandomenico Genta as Chairman of the Board of Statutory Auditors, Mr. Alberto De Nigro, Mr. Roberto Colussi and Ms. Giulia De Martino as auditors, and Mr. Mario Venezia and Mr. Francesco Orioli as alternate auditors.

Approval and registration of the addendum to the Single Concession Contract relating to Tangenziale di Napoli

On 22 February 2018, an addendum to the Single Concession Contract relating to Tangenziale di Napoli, originally signed on 8 September 2017, was digitally signed. The addendum has been approved by the Ministry of Infrastructure and Transport and by the Ministry of the Economy and Finance with decree No. 131 of 16 March 2018 and registered before the *Corte dei Conti* on 23 April 2018.

Loan agreement with Cassa Depositi e Prestiti

On 13 December 2017, Autostrade Italia and Cassa Depositi e Prestiti S.p.A. (“CDP”) entered into a loan agreement to finance the upgrade and modernisation of the motorway network under Autostrade Italia’ concessions (the “CDP Loan Agreement”). The loan granted under the CDP Loan Agreement amounts to €1.7 billion of which €1.1 billion is in the form of a committed term loan facility (of which €400 million has been issued as a 10-year term loan) and €600 million is in the form of a 5-year revolving credit facility.”

Management – Board of Statutory Auditors

The section entitled “Board of Statutory Auditors” set out on pages 79 to 81 of the Offering Circular shall be deemed to be deleted in its entirety and replaced with the following:

“Board of Statutory Auditors

Pursuant to Italian law, the Board of Statutory Auditors (*Collegio Sindacale*) must oversee Autostrade Italia’s compliance with applicable laws and bylaws, proper administration, the adequacy of internal controls and accounting reporting systems as well as the adequacy of provisions concerning the supply of information by subsidiaries. The Board of Statutory Auditors is required to report specific matters to shareholders and, if necessary, to the relevant court. Autostrade Italia’s directors are obliged to report to the Board of Statutory Auditors promptly, and at least quarterly, regarding material activities and transactions carried out by Autostrade Italia. Any member of the Board of Statutory Auditors may request information directly from Autostrade Italia and any two members of the Board of Statutory Auditors may convene meetings of the shareholders, the Board of Directors, seek information on management from the Directors, carry out inspections and verifications at the company and exchange information with Autostrade Italia’s external auditors. The members of the Board of Statutory Auditors are required to be present at meetings of the Board of Directors and shareholders’ meetings.

Members of the Board of Statutory Auditors are elected by the shareholders for a three year term and may be re-elected. Members of the Board of Statutory Auditors may be removed only for just cause and with the approval of an Italian court. The term of office of the present members of the Board of Statutory Auditors, who were appointed on 20 April 2018, is scheduled to expire at the shareholders’ meeting called for the purpose of approving Autostrade Italia’s financial statements for the year ending 31 December 2020.

The current members of the Board of Statutory Auditors are as follows:

<u>Name</u>	<u>Title</u>	<u>Principal activities outside of Issuer</u>
Giandomenico Genta	Chairman	Chairman of the Board of Directors of Satsipay S.p.A. Auditor of Essediese S.p.A. Auditor of Italgas S.p.A. Auditor of Società Italiana per Azioni per il Traforo del Monte Bianco Auditor of R.A.V. Raccordo Autostradale Valle D’Aosta S.p.A. Deputy Chairman of the Board of Directors of Associazione delle Fondazioni di Origine Bancaria Piemontesi Director of Real Estate Asset Management SGR S.p.A. Alternate Auditor of Cassa Depositi e Prestiti S.p.A. Member of the Supervisory Board of Ferrero Industriale S.r.l.
Roberto Colussi	Auditor	Chairman of the Board of Statutory Auditors of IEOC S.p.A. Chairman of the Board of Statutory Auditors of IGS S.p.A. Chairman of the Board of Statutory Auditors of Nuova Castelli Group S.p.A. Chairman of the Board of Statutory Auditors of Nuova Castelli S.p.A. Chairman of the Board of Statutory Auditors of Premiumgas S.p.A. Chairman of the Board of Statutory Auditors of Suez Trattamento Acque S.p.A. Chairman of the Board of Statutory Auditors of Whysol Gas Storage Holding S.p.A. Auditor of Eni Gas & Luce S.p.A. Auditor of Enimed S.p.A. Auditor of Kodak S.p.A. Auditor of Istituto Stomatologico Italiano Società Cooperativa Sociale – ONLUS Auditor of Itnet S.r.l. Auditor of Massimo Dutti Italia S.r.l. Auditor of S&P Global Ratings Italy S.p.A. Auditor of The Nielsen Company (Italy) S.r.l. Auditor of Zara Italia S.r.l. Alternate Auditor of Kellogg Italia S.p.A. Alternate Auditor of Wind Tre S.p.A.

Name	Title	Principal activities outside of Issuer
Giulia De Martino	Auditor	Chairman of the Board of Statutory Auditor of Novasim S.p.A. in liquidazione Auditor of Agi S.p.A. Auditor of ANAS Concessioni Autostradali S.p.A. Auditor of Anas International S.p.A. Auditor of Armonia SGR S.p.A. Auditor of e-geos S.p.A. Auditor of Eni Trading & Shipping S.p.A. Auditor of EniAdfin S.p.A. Auditor of Partenopea Finanza di Progetto S.c.p.A. Auditor of Quadrilatero Marche-Umbria S.p.A. Auditor of Raffinerie di Gela S.p.A. Auditor of Saipem S.p.A. Auditor of Tim S.p.A. Director of Elettra Investimenti S.p.A. Member of the Monitoring Committee of Credito Cooperativo Interprovinciale Veneto in L.C.A. Member of the Monitoring Committee of Independent Private Bankers Sim S.p.A. Member of the Monitoring Committee of Valore Italia Holding di Partecipazioni S.p.A.
Alberto De Nigro	Auditor	Chairman of the Board of Statutory Auditors of Aim Group International S.p.A. Chairman of the Board of Statutory Auditors of Banca Finnat Euramerica S.p.A. Chairman of the Board of Statutory Auditors of Engineering D.Hub S.p.A. Chairman of the Board of Statutory Auditors of Olivetti S.p.A. Auditor of Aim Italy S.r.l. Auditor of Atlantia S.p.A. Auditor of F2i SGR S.p.A. Auditor of Mic Newco S.p.A. Auditor of Toyota Motor Leasing Italia S.p.A. Auditor of Vianini S.p.A. Member of the Management Control Committee of Nexen S.p.A.
Antonio Parente	Auditor	//
Mario Venezia	Alternate Auditor	Chairman of the Board of Statutory Auditors of Bologna & Fiere Parking S.p.A. Chairman of the Board of Statutory Auditors of Milano 90 S.r.l. Auditor of Autostrade dell'Atlantico S.r.l. Auditor of Autostrade Meridionali Auditor of Autostrade Tech S.p.A. Auditor of Daikin A. E. S.p.A. Auditor of Eurallumina S.p.A. Auditor of Euroallenergy S.p.A. Auditor of Imperia & Monferrina S.p.A. Auditor of Tangenziale di Napoli Auditor of Yama S.p.A.
Francesco Orioli	Alternate Auditor	Chairman of the Board of Statutory Auditors of Bose S.r.l. Chairman of the Board of Statutory Auditors of Ellesse International S.p.A. Chairman of the Board of Statutory Auditors of Linea Più S.p.A. Chairman of the Board of Statutory Auditors of Rohde & Schwarz Italia S.p.A. Auditor of Nike Italy S.r.l. Auditor of Unilever Italy Holdings S.r.l.

As at 31 December 2017, the Group had no outstanding loans to members of the Board of Statutory Auditors.

Conflicts of Interest

As at the date hereof, the above mentioned members of the Board of Statutory Auditors and the principal officers of the Issuer do not have any potential conflicts of interests between duties to the Issuer and their private interests or other duties.”

Shareholders

The section “Shareholders” on page 82 of the Offering Circular shall be deemed to be deleted in its entirety and replaced with the following:

“SHAREHOLDERS

Autostrade Italia is a subsidiary of Atlantia, which holds 88.06% of the share capital of Autostrade Italia. Other shareholders of Autostrade Italia are Appia Investment S.r.l., holding 6.94% of the share capital of Autostrade Italia, and Silk Road Fund Co, Ltd, holding 5% of the share capital of Autostrade Italia.

The following table shows all shareholders of Autostrade Italia as of 31 December 2017, based on the consolidated financial statements as at and for the year ended 31 December 2017 of Autostrade Italia.

Shareholder⁽¹⁾	Number of shares held	Ownership Interest
Atlantia S.p.A.	547,776,698	88.06%
Appia Investment S.r.l.	43,148,952	6.94%
Silk Road Fund Co., Ltd	31,101,350	5.00%
Total	622,027,000	100.00%

(1) Source: Autostrade Italia consolidated financial statements as at and for the year ended 31 December 2017.

As at the date of this Supplement, Sintonia S.p.A. is the controlling shareholder of Atlantia, holding 30.25% of the capital of Atlantia. Sintonia S.p.A. is wholly controlled through Edizione S.r.l., which is in turn controlled by Benetton family members.

The following table shows all shareholders of Atlantia as of 31 March 2018, based on publicly available information.

Shareholder⁽¹⁾	Ownership Interest
Sintonia S.p.A. (and, indirectly, Edizione S.r.l.)	30.25%
GIC Pte.Ltd. (Government of Singapore Investment Corporation)	8.14%
Blackrock Inc.	5.12%
Fondazione Cassa di Risparmio di Torino	5.06%
HSBC Holdings	5.01%
Treasury shares	0.96%
Free float	45.46%
Total	100.00%

(1) Source: Atlantia website – last reviewed: 22 June 2018.

”

Form of Final Terms

The paragraph entitled “Prohibition of Sales to EEA Retail Investors” shall be deleted in its entirety and replaced by the following paragraph:

“**[PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the “**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “**Prospectus Directive**”). Consequently no key information document required by Regulation (EU) No. 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]”

The paragraph below is inserted on page 115 of the Offering Circular after the new paragraph entitled “Prohibition of Sales to EEA Retail Investors”:

“**[MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.]”

General Information

The section entitled “General Information” on pages 139 to 141 of the Offering Circular shall be amended as follows:

Documents Available

The following paragraph shall be added at the end of the sub-section entitled “Documents Available”:

“(vi) the consolidated financial statements of the Issuer for the financial year ended 31 December 2017.”

Significant Change and Material Adverse Change

The sub-section entitled “Significant Change and Material Adverse Change” shall be deleted in its entirety and replaced by the following sub-section:

“Significant Change and Material Adverse Change

There has been no material adverse change in the prospects of the Issuer or of the Group since 31 December 2017 nor since 31 March 2018 has there been any significant change in the financial or trading position of the Issuer or of the Group.”

Material Contracts

The sub-section entitled “Material Contracts” shall be deleted in its entirety and replaced by the following sub-section:

“Material Contracts

Except as disclosed in “*Business Description of the Group*”, neither the Issuer nor any of its consolidated subsidiaries has, since 31 December 2017, entered into any contracts outside the ordinary course of business that could have a material adverse effect on the ability of the Issuer to meet its obligations under Notes issued under the Programme.”

Litigation

The sub-section entitled “Litigation” shall be deleted in its entirety and replaced by the following sub-section:

“Litigation

The Group is currently party to various litigation and proceedings. See the “*Business Description of the Group—Legal Proceedings*”. As at 31 December 2017, the Group had a €26.6 million provision in its financial statements for litigation. The Group believes that none of these proceedings, individually or in the aggregate, will have a material adverse effect on its business, financial condition or prospects. However, to the extent the Group is not successful in some or all of these matters or in future legal challenges, the Group’s results of operations or financial condition may be materially adversely affected.

Except as disclosed in “*Business Description of the Group—Legal Proceedings*” none of the Issuer or any of its consolidated subsidiaries is or has been involved in any litigation or governmental or arbitration proceedings relating to claims or amounts during the 12 months preceding this Supplement which may have or have had significant adverse effects on the financial or trading position of the Group, nor so far as the Issuer is aware, are any such litigation or proceedings pending or threatened.”