

Annex 1 (Expression of interest template)

[on letterhead paper of the credit institution]

Dear

Autostrada Pedemontana Lombarda S.p.A.

Via del Bosco Rinnovato, 4/A,

Palazzo U9,

20090 ASSAGO (MI)

To the attention of: Mr. Ivano Tonelli

[•], [•]

Subject: Expression of interest to receive the invitation letter for the selection procedure in accordance with art. 27 of Legislative Decree no. 163/2006 - Public Notice of Expression of Interest for the award of the medium/long-term loan agreement

The terms defined in the Public Notice of Expression of Interest shall have the same meaning in this notice unless otherwise expressly indicated.

The undersigned [...], born in [...], on the [...], residing in [...], social security number [...] in its capacity as legal representative/special prosecutor of the bank [...] headquartered in [...] tax code and VAT no. [...], fax [...], e- mail: [...] with the present letter

Expresses

the interest of the above-mentioned financial institution to participate in the next stage of the procedure and to receive the Invitation Letter for the selection procedure, in accordance with Art. 27 of Legislative Decree no. 163/2006 for the award:

- of a medium/long-term loan agreement of a maximum amount equal to approximately € 2,950,000,000.00 (two billion nine hundred fifty million/00) of which:
 - a) € 2,600,000,000.00 (two billion six hundred million/00) as Senior Facility (the "Senior Line"), for the execution of the works included in the Convention and - for an amount equal to € 200,000,000.00 (two hundred million/00) - for the refinancing of the Bridge Loan Agreement ("line A").
 - b) € 350,000,000.00 (three hundred fifty million/00) as VAT Facility;

in addition:

- c) A Guarantee Facility, of € 200,000,000.00 (two hundred million/00), earmarked to (i) the release of the sureties pursuant to Art. 6 of the Single Convention, as amended by the Additional Act no. 2 of the Single Convention, for the proper execution of the works or for the proper performance of the operations covered by the Convention, and (ii) a possible replacement of the Guarantee Facility ("Line B") of the Bridge Loan

Agreement, amounting to approximately € 14,000,000.00 (fourteen million/00) or (iii) a possible replacement of the performance guarantee for the construction of Section B1 and the final design of the Second Batch of the Work and its validation, for a total amount of about € 10,000,000.00 (ten million/00), in the event that the same have not yet been settled.

(hereinafter, the "**Loan Agreement**").

The undersigned declares that he has taken note of the fact that tenders lower than € 2,950,000,000.00 (two billion nine hundred fifty million/00) are admissible, provided that they will be at least equal to € 2,100,000,000.00 (two billion one hundred million/00), of which € 1,800,000,000.00 (one billion eight hundred million/00) as Senior Line and € 300,000,000.00 (three hundred million/00) as VAT Facility in addition to € 160,000,000.00 (one hundred sixty million/00) as Guarantee Facility.

The undersigned declares also to acknowledge that, in case the offer is below the maximum amount of € 2,950,000,000.00 (two billion nine hundred fifty million/00), together with the assignment of the Loan Agreement, the successful tenderer will be awarded with:

- a preemptive right (to a percentage between 4% and 70%) to the next Refinancing amounting to € 2,950,000,000.00 (two billion nine hundred fifty million/00), also, in whole or in part, through project bond (the "**Refinancing**"); and
- an advisory mandate to define the next Refinancing (as defined above) of the Loan Agreement (the "**Advisory Mandate**") whose payment will be offset by a success fee to the extent indicated in the invitation letter; and

This expression of interest does not constitute nor shall be interpreted as a commitment to participate in the tender procedure's selection process nor to submit any tender or to make fully or partly available the credit lines referred to in the Loan Agreement.

Yours sincerely

Attached:

- a copy of the subscriber's identity document