



Press Release

UPDATE ON ISSUED CAPITAL AND CONTINGENT VALUE RIGHTS

- **Update on change in issued capital and exercise of Contingent Value Right Put Options**
- **Timetable for transfer of Contingent Value Rights in January 2014**

Rome, 20 December 2013 - Following the press release issued on 28 November 2013, in accordance with art. 7 of the Terms and Conditions of the Atlantia SpA 2013 Ordinary Share Contingent Value Rights (the "**Terms and Conditions**"), available at <http://www.atlantia.it/pdf/integrazione-del-regolamento-dei-diritti-di-assegnazione-condizionati.pdf>, and the release issued on 2 December 2013 announcing the change in issued capital as a result of the merger of Gemina SpA with and into Atlantia SpA, the Company announces that:

- i) following completion of the share exchange under the terms of the merger and allotment to former Gemina shareholders of 163,956,398 newly issued Atlantia shares, as a result of the necessary roundings, Atlantia's issued capital now amounts to €825,783,990.00, consisting of 825,783,990 ordinary shares with a par value of €1.00 each
- ii) in the Exercise Period between 3 December 2013 and 13 December 2013 Put Options amounting to 42,846,438 Contingent Value Rights were exercised out of a total of 163,956,286 Contingent Value Rights issued. Following the transfer of these Contingent Value Rights to the Company, they will be cancelled;

During the month of **January 2014** the terms and conditions applicable to exercise of the Put Options by holders of the Contingent Value Rights, at an all-inclusive price of €0.0732 for each Contingent Value Right (the "**Exercise Price**"), in accordance with article 8.2, *et seq.* of the Terms and Conditions, are as follows:

- (i) the Put Option may be exercised by holders through the presentation, at any time, of a demand (the "**Put Option Exercise Demand**") to an authorised broker adhering to the Monte Titoli SpA central administration system;

Investor Relations

e-mail: investor.relations@atlantia.it

Media Relations

e-mail: media.relations@atlantia.it

www.atlantia.it

- (ii) each holder shall only have the right to put all, and not less than all, of the Contingent Value Rights held by that party when the Put Option Exercise Demand is made (the "**Put Option Rights**");
- (iii) the transfer of such Put Option Rights and the simultaneous payment of the Exercise Price shall be made on (a) 31 January 2014, for Demands received between 1 January 2014 and 15 January 2014 (both inclusive), or (b) 14 February 2014, for Demands received between 16 January 2014 and 31 January 2014 (both inclusive), at no additional cost or fee for holders;
- (iv) when the Put Option is exercised, the holder shall provide Put Option Rights to the authorised broker, to whom the Put Option Exercise Demand was notified, giving such broker an irrevocable order to transfer and deliver the Put Option Rights to Atlantia and collect the Exercise Price.

All matters relating and consequent to the exercise of the Put Options shall be handled by authorised brokers adhering to the Monte Titoli SpA central administration system.

In the event that the date of transfer of the Put Option Rights and payment of the Exercise Price does not fall on a business day, the transfer of the Put Option Rights and simultaneous payment of the Exercise Price shall be made on the subsequent business day without any interest or other fees being payable as a result of the "late" payment.

In the following months, the timing of the transfer of the Contingent Value Rights will promptly be announced by Atlantia to the market in the manner set out in art. 7 of the Terms and Conditions. It should be noted that Put Options remaining unexercised after the lapse of the Exercise Period, i.e., 3 October 2014, shall lose all effect and may no longer be validly exercised or used in any other way in dealings with Atlantia, and that all Contingent Value Rights transferred to Atlantia within the above deadline shall be cancelled.

The new composition of Atlantia SpA's issued capital is thus as follows:

	Existing issued capital			Previous issued capital		
	€	no. of shares	Par value	€	no. of shares	Par value
Total	825,783,990.00	825,783,990	€1.00	825,785,115.00	825,785,115	€1.00
Of which: Ordinary shares (eligible for dividends from 1 January 2013 Current coupon: 23	825,783,990.00	825,783,990	€1.00	825,785,115.00	825,785,115	€1.00

The updated Articles of Association of Atlantia SpA – showing the changes resulting from completion of the share exchange under the terms of the merger – are available at the Company's registered office and on its website at <http://www.atlantia.it/it/corporate-governance/statuto-codici-procedure.html>.