



GEMINA

NOTICE TO SHAREHOLDERS

MERGER OF GEMINA WITH AND INTO ATLANTIA

Rome-Fiumicino, 29 November 2013 - Gemina SpA ("**Gemina**") and Atlantia SpA ("**Atlantia**") announce that:

- the merger deed was filed with the Rome Companies Register on 26 November 2013;
- on 28 November Consob issued the declaration of equivalence, pursuant to article 57, par. 1 letter d) of the Regulations for Issuers, regarding the information circular jointly presented by Atlantia and Gemina for the merger (the "**Information Circular**") authorizing its publication.

As a result of the filing of the merger deed with the Rome Companies Register and the issuance by the CONSOB of the declaration of equivalence for the Information Circular, as provided by the merger deed, the merger will become effective for civil, accounting and tax purposes on 1 December 2013 (the "**Effective Date**").

The following dematerialised instruments, centrally administrated by Monte Titoli SpA, will also be allotted to Gemina's shareholders once the merger has become effective:

- (i) newly issued Atlantia ordinary shares to service the merger exchange ratio, ranking equally in all respects from the same date with existing Atlantia shares in issue on the Effective Date, in the ratio of 1 newly issued Atlantia ordinary share for every 9 Gemina ordinary shares and 1 newly issued Atlantia ordinary share for every 9 Gemina savings shares; and,
- (ii) Contingent Value Rights in the ratio of 1 Contingent Value Right for each new issued Atlantia ordinary share.

As a consequence, the entire issued capital of Gemina, consisting of all ordinary and savings shares, will be cancelled and delisted from the MTA. The Atlantia ordinary shares and the Contingent Value Rights will be issued from 2 December 2013, the first Stock Exchange trading day subsequent to the Effective Date. The share exchange will be made at no cost for Gemina shareholders.

Finally, in accordance with the resolutions approved at the Extraordinary General Meetings of Atlantia's shareholders on 30 April 2013 and 8 August 2013, Atlantia SpA's issued capital will be increased by up to a maximum of €163,957,523.00 through the issuance of 163,957,523 ordinary shares with a par value of €1.00. Atlantia's issued capital shall, subject to changes in the relevant amounts, shall consequently amount to €825,785,115.00, consisting of 825,785,115 ordinary shares with a par value of €1.00.

Atlantia has retained BNP Paribas Securities Services of Via Ansperto 5, Milan to provide trading services to Gemina shareholders (at no charge for fees and expenses for purchases) for fractional shares (the "**Fractions**") resulting from the exchange. The value of such Fractions will be determined with reference to the Atlantia reference share price as determined by the MTA on 29 November 2013, rounded to two decimal places. The Contingent Value Rights issued to Gemina's savings and ordinary shareholders will be allotted by Monte Titoli SpA, in the ratio of 1 Contingent Value Right for each newly issued Atlantia ordinary share, together with the cited allotment of shares to service the exchange ratio.

The merger deed and the Information Circular are available on Atlantia's website (www.atlantia.it/en) in the section "Investor Relations, Atlantia-Gemina Merger", and on Gemina's website (www.gemina.it/en) in the section "Atlantia-Gemina Merger".

From 3 December 2013, being the first Stock Exchange trading day after issuance of the Contingent Value Rights, to 3 October 2014, being the last day of the tenth month from the issuance of the Contingent Value Rights, pursuant to Terms and Conditions of the "Atlantia SpA 2013 Ordinary Share Contingent Value Rights" (the "**Terms and Conditions**"), each holder will have the right to sell to Atlantia the Contingent Value Rights held when exercise of the put option (the "**Put Option**") is notified. The Put Option exercise price will be an all-inclusive €0.0732 for each Contingent Value Right. The conditions and manner of exercising the Put Option are on Atlantia's website (www.atlantia.it/en) in the section "Investor Relations, Atlantia-Gemina Merger", and on Gemina's website (www.gemina.it/en) in the section "Atlantia-Gemina Merger".

This document has been translated into the English language from the original, which was issued in Italian and published on 29 November 2013 on "Il Sole 24 Ore" and "Milano Finanza", solely for the convenience of international readers