



Press Release

CONTINGENT VALUE RIGHTS

- **Update on exercise of Contingent Value Right Put Options**
- **Timetable for transfer of Contingent Value Rights in May 2014**

Rome, 24 April 2014 – Following the press release issued on 27 March 2014, 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 for inspection at <http://www.atlantia.it/pdf/integrazione-del-regolamento-dei-diritti-di-assegnazione-condizionati.pdf>, Atlantia announces that in the Exercise Period between 16 March 2014 and 15 April 2014 Put Options amounting to 163.956.286 Contingent Value Rights were exercised out of a total of 1.024.776 Contingent Value Rights issued (including 986.474 in the period between 16 and 31 March 2014 and 38.302 between 1 and 15 April 2014). As a consequence, therefore, between 3 December 2013 (the first exchange trading day following issue of the Contingent Value Rights) and 15 April 2014 a total of 67.484.808 Put Options were exercised, equivalent to 41.16% of the total number of Contingent Value Rights issued. Following the transfer of these Contingent Value Rights to the Company, they will be cancelled.

During the month of May 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 articles 8.2 *et seq.* of the Terms and Conditions, are as follows:

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- (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;
- (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) 30 May 2014, for Demands received between 1 May 2014 and 15 May 2014 (both inclusive), or (b) 13 June 2014, for Demands received between 16 May 2014 and 31 May 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.