



Press Release

FINAL RESULTS AND PRICING OF THE PARTIAL REPURCHASE OF THE NOTES BY MEANS OF A TENDER OFFER

Rome, 25 February 2015 – Atlantia hereby announces the results of its invitation launched on 13 February to the holders (“Noteholders”) of its outstanding notes guaranteed by Autostrade per l’Italia:

- (i) €1,500,000,000 5.625 per cent. Notes due 2016 (the “2016 Notes”),
- (ii) €1,000,000,000 3.375 per cent. Notes due 2017 (the “2017 Notes”) and
- (iii) €1,000,000,000 4.500 per cent. Notes due 2019 (the “2019 Notes”)

to tender their Notes for purchase by the Company for cash up to the aggregate principal amount of Notes which may be purchased with a total Purchase Amount equal to €1,000,000,000.

At the expiration deadline of each of the Offers, €1,078,963,000 in aggregate principal amount of the Notes had been validly tendered pursuant to the Offers, and in particular:

- € 619,528,000 in aggregate nominal amount of 2016 Notes;
- € 300,602,000 in aggregate nominal amount of 2017 Notes; and
- € 158,833,000 in aggregate nominal amount of 2019 Notes.

Atlantia hereby announces that it has decided to (i) set the Final Acceptance Amount at €1,020,130,000 and in particular to (ii) set the acceptance amount of 2016 Notes at €619,528,000, (iii) set the acceptance amount of 2017 and 2019 Notes at €400,602,000, and (iv) accept for purchase Notes validly tendered pursuant to the Offers for a total aggregate principal amount equal to € 1,020,130,000, and in particular:

- € 619,528,000 in aggregate nominal amount of 2016 Notes;
- € 300,602,000 in aggregate nominal amount of 2017 Notes; and
- € 100,000,000 in aggregate nominal amount of 2019 Notes.

The Purchase Price in respect of the 2016 Notes, 2017 Notes and the 2019 Notes accepted for purchase was determined at or around 2.00 p.m. (CET) today in the manner described in the Tender Offer

Memorandum by reference to the sum of the relevant Purchase Spread and the relevant Interpolated Mid-Swap Rate for each Series as set out below.

Notes	ISIN/Common Code	Interpolated Mid Swap Rate	Purchase Spread	Purchase yield	Purchase Price	Accrued interest	Series Acceptance Amount	Nominal Amount outstanding after the Settlement Date
Notes due 2016	XS0427290357/ 042729035	0.107%	-14 bps	-0.033%	106.715%	4.577%	€ 619,528,000	€ 880,472,000
Notes due 2017	XS0542522692/ 054252269	0.128%	+5 bps	0.178%	108.146%	1.498%	€ 300,602,000	€699,398,000
Notes due 2019	XS0744125302/ 074412530	0.200%	+20 bps	0.400%	116.027%	0.234%	€ 100,000,000	€ 900,000,000

The Maximum Purchase Amount is increased from €1,000,000,000 to €1,102,245,344.

The Purchase Amount for all the Notes of each Series is equal to:

- 661,129,305 for the 2016 Notes;
- €325,089,039 for the 2017 Notes; and
- €116,027,000 for the 2019 Notes.

The settlement date (“**Settlement Date**”) for each of the Offers is expected to be February 27, 2015.

Mediobanca - Banca di Credito Finanziario S.p.A. is the Structuring Advisor, who together with Banca IMI S.p.A. and UniCredit Bank AG are the Joint Dealer Managers for the Offer, and Lucid Issuer Services Limited acts as Tender Agent.

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