

**DEMERGER OF SINTONIA SPA EFFECTIVE**

**TERMINATION OF SHAREHOLDER AGREEMENT GOVERNING SHAREHOLDINGS IN SINTONIA SPA AND, IN CERTAIN PROVISIONS, THOSE IN ATLANTIA SPA**

Milan, 16 June 2015 – With reference to the announcement published on 18 December 2014, Sintonia S.p.A. announces that the partial demerger of the Company, included in the terms of the shareholder agreement signed on 15 January 2008, and subsequently amended on 15 April 2008, 19 December 2008 and, lastly, on 21 June 2012, is effective from today. The above shareholder agreement has thus been terminated as of today.

As a result of the demerger, the shareholders, Pacific Mezz InvestCo S.à.r.l. (an indirect subsidiary of GIC Pte Ltd), Sinatra S.à.r.l. (a subsidiary of Goldman Sachs Infrastructure Partners) and Mediobanca Banca di Credito Finanziario SpA, have each been allotted full ownership of three new companies. Each of the three companies has, in turn, been allotted a quantity of shares in Atlantia in proportion to the corresponding percentage interests of the above shareholders in Sintonia. Edizione Srl will, instead, remain the sole shareholder of Sintonia.

The three beneficiary companies resulting from the demerger are:

- **InvestCo Italian Holdings S.r.l.** (a wholly owned subsidiary of Pacific Mezz InvestCo S.à r.l.), which has been allotted 66,513,016 shares, equal to approximately 8.05% of Atlantia;
- **Athena Holding S.r.l.** (a wholly owned subsidiary of Sinatra S.à r.l.) which has been allotted 37,541,964 shares, equal to approximately 4.55% of Atlantia;
- **MB Sinto Srl** (a wholly owned subsidiary of Mediobanca Banca di Credito Finanziario SpA) which has been allotted 22,370,066 shares, equal to approximately 2.71% of Atlantia.

As a result of the demerger, from today, Sintonia is a wholly owned subsidiary of Edizione and Sintonia's investment in Atlantia has been reduced to 249,833,818 shares, equal to approximately 30.25% of the investee's issued capital.

This release is also available on Atlantia SpA's website ([www.atlantia.it](http://www.atlantia.it)).

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