



Joint Press Release

**ACTIONS FOR THE OPTIMIZATION OF THE FINANCIAL MANAGEMENT**

**3.375% NOTES MATURING IN 2017**

**4.500% NOTES MATURING IN 2019**

**4.375% NOTES MATURING IN 2020**

**PARTIAL REPURCHASE OF THE NOTES BY MEANS OF A TENDER OFFER**

**ISSUE OF NEW SERIES OF NOTES UNDER EMTN PROGRAMME**

Type of transaction

Tender Offers – Offers to tender Notes for purchase by Autostrade per l'Italia S.p.A. (“ASPI” or the “Offeror”) for cash up to a maximum aggregate principal amount of €500,000,000 across all Series of Notes, such amount being subject to the right of the Offeror to increase or decrease it (the “**Maximum Purchase Amount**”) on the terms and subject to the conditions set out in the tender offer memorandum dated 24 November 2016 (the “**Tender Offer Memorandum**”) prepared in connection with the Offers. “**Purchase Amount**” means, in respect of each Note, the product of (i) the nominal amount of such Note accepted for purchase pursuant to the relevant Offer and (ii) the

**Investor Relations**

e-mail: [investor.relations@atlantia.it](mailto:investor.relations@atlantia.it)

**Media Relations**

e-mail: [media.relations@atlantia.it](mailto:media.relations@atlantia.it)

[www.atlantia.it](http://www.atlantia.it)

applicable Purchase Price (as described below).

Subject matter	<p>Notes issued by Atlantia S.p.A.:</p> <p>(i) €1,000,000,000 3.375 per cent. Notes due 18 September 2017 guaranteed by ASPI (the “<b>2017 Notes</b>”);</p> <p>(ii) €1,000,000,000 4.500 per cent. Notes due 8 February 2019 guaranteed by ASPI (the “<b>2019 Notes</b>”); and</p> <p>(iii) €750,000,000 4.375 per cent. Notes due 16 March 2020 guaranteed by ASPI (the “<b>2020 Notes</b>” and together with the 2017 Notes and the 2019 Notes, the “<b>Notes</b>”).</p>
Offeror	Autostrade per l’Italia S.p.A.
Maximum amount of the Offers	The aggregate principal amount of Notes to be accepted in the Offers across all Series of Notes combined which may not exceed the Maximum Purchase Amount, such amount being subject to the right of the Offeror to increase or decrease it.
Purchase Prices	<p>The Offeror will pay, for the 2017 Notes validly tendered and accepted by it for purchase pursuant to the relevant Offer, a price (the “<b>2017 Notes Purchase Price</b>”, expressed as a percentage and rounded to the third decimal place, with 0.0005 being rounded upwards) to be determined in the manner described in the Tender Offer Memorandum by reference to a yield of -0.2 per cent. (such yield, the “<b>2017 Notes Purchase Yield</b>”).</p> <p>The Offeror will pay, for the 2019 Notes validly tendered and accepted by it for purchase pursuant to the relevant Offer, a price (the “<b>2019 Notes Purchase Price</b>”, expressed as a percentage and rounded to the third decimal place, with 0.0005 being rounded upwards) to be determined in the manner described in the Tender Offer Memorandum by reference to a yield of -0.05 per cent. (such yield, the “<b>2019 Notes Purchase Yield</b>”).</p>

The Offeror will pay for the 2020 Notes validly tendered and accepted by it for purchase pursuant to the relevant Offer at a price (the “**2020 Notes Purchase Price**”, expressed as a percentage and rounded to the third decimal place, with 0.0005 being rounded upwards) to be determined at or around 2:00 p.m. CET (the “**Pricing Time**”) on 2 December 2016 (the “**Pricing Date**”) in the manner described in the Tender Offer Memorandum by reference to a yield (such yield, the “**2020 Notes Purchase Yield**”) calculated as the sum of a purchase spread (the “**Purchase Spread**”) and the 2020 Interpolated Mid-Swap Rate.

Commencement of the Offers	Expected to be 24 November 2016.
Expiration Deadline of the Offers	Expected to be 1 December 2016.
Announcements of Final Results Of the Offers and Pricing	As soon as reasonably practicable after 2.00 p.m. (CET) on 2 December, 2016.
Settlement	Expected to be 6 December 2016.

Rome, 24 November 2016. Autostrade per l'Italia S.p.A. (the “**Offeror**” or “**ASPI**”) hereby announces an invitation to the holders (“**Noteholders**”) of each series of the outstanding (i) €1,000,000,000 3.375 per cent. Notes due 18 September 2017 (ISIN: XS0542522692) (the “**2017 Notes**”), (ii) €1,000,000,000 4.500 per cent. Notes due 8 February 2019 (ISIN: XS0744125302) (the “**2019 Notes**”) and (iii) €750,000,000 4.375 per cent. Notes due 16 March 2020 (ISIN: XS0828749761) (the “**2020 Notes**”) issued by Atlantia S.p.A. (the “**Issuer**”) and guaranteed by ASPI (each of the 2017 Notes, the 2019 Notes and the 2020 Notes a “**Series**” and collectively, the “**Notes**”) to tender their Notes for purchase by the Offeror for cash up to a maximum aggregate principal amount of €500,000,000 across all Series of Notes, such amount being subject to the right of the Offeror to increase or decrease it (each, an “**Offer**” and together, the “**Offers**”) on the terms and subject to the conditions set out in the tender offer memorandum dated 24 November 2016 (the “**Tender Offer Memorandum**”) prepared in connection with the Offers, and is subject to the offer and distribution restrictions set out below. Capitalised terms used herein but not defined have the meanings given to them in the Tender Offer Memorandum.

The Offers are being made as part of the Offeror’s and the Issuer’s liabilities management programme to optimise debt maturities and cost of debt. Notes purchased by the Offeror pursuant to the Offers will be delivered to the Issuer for cancellation against a pro rata decrease of the principal amount of the contingent guarantee obligation assumed by the Offeror as guarantor of the notes issued by the Issuer under its EMTN programme and a pro rata cancellation of the principal amount of intragroup loans granted by the Issuer to the Offeror.

ASPI hereby also announces that to take advantage of the current market conditions it has announced the launch of a new series of notes under its €7,000,000,000 Euro Medium Term Note Programme established in October 2014 and most recently updated on 27 October 2016 (the “**New Issue**”). The New Issue consists of a benchmark long-dated single tranche new series, to be placed with institutional investors.

It is intended that the proceeds thereof will be used by ASPI to meet its general funding requirements, save that all or part of the proceeds from the New Issue may also be used by the Offeror to fund the Offers, it being understood that the Offers are not conditional on the New Issue.

Banca IMI S.p.A., BNP Paribas, J.P. Morgan Securities plc, Mediobanca – Banca di Credito Finanziario S.p.A., MPS Capital Services S.p.A., MUFG Securities EMEA plc and UniCredit Bank AG have been mandated as Joint Lead Managers of the New Issue.

### **Description of the repurchase transaction**

The structure of the repurchase transaction of the Notes provides for the launch by the Offeror, in the quality of Offeror, of a tender offer procedure for an aggregate principal amount of Notes to be accepted in the Offers across all Series of Notes combined (the “**Final Acceptance Amount**”) that will be the maximum aggregate principal amount of €500,000,000 across all Series of Notes combined (the “**Maximum Purchase Amount**”), **such amount being subject to the right of the Offeror to increase or decrease it**, and in particular, (i) up to a total aggregate principal amount of 2017 Notes and 2019 Notes (the “**First Priority Notes**”) equal to €500,000,000, such amount being subject to the right of the Offeror to increase or decrease it, in relation to First Priority Notes tendered and accepted for purchase (the “**First Priority Acceptance Amount**”), and (ii) the maximum aggregate principal amount of 2020 Notes (the “**Second Priority Notes**”) to be accepted in the relevant Offers will be that which can be purchased with the part of the Maximum Purchase Amount not used to purchase the First Priority Notes (the “**Second Priority Acceptance Amount**”). The Offeror will determine the allocation of funds between each Series of Notes, which have the same Order of Priority, in its sole and absolute discretion and reserves the right to accept significantly more or less (or none) of the Notes of any Series (subject to proration, if applicable), as compared to the other Series. The Offeror may also, in its sole discretion, extend, amend, withdraw or terminate the Offers at any time (subject to applicable law and as provided in the Tender Offer Memorandum).

If the acceptance of all valid tenders of Notes in respect of any Series of Notes would require a greater principal amount of Notes of the relevant Series to be accepted than the applicable Series Acceptance Amount, the Offeror will accept tenders of Notes for purchase in respect of the relevant Notes on a pro rata basis (as described immediately below).

In the event that pro rata allocation applies, for the purposes of such acceptance, each such tender of Notes will be scaled by a factor equal to (i) the maximum aggregate principal amount of the Notes of the relevant Series that can be accepted by the Offeror for purchase without exceeding the applicable Series Acceptance Amount, divided by (ii) the aggregate

principal amount of the relevant Notes that have been validly tendered in the relevant Offer.

On the settlement date, the holders of the Notes subject to repurchase will be entitled to receive from the Offeror payment of the repurchased Notes and a payment corresponding to the interest accrued and unpaid (the “**Accrued Interest Payment**”) until the day before the settlement date.

The Offers are governed by English law.

For further information about the Tender Offer, please refer to the Tender Offer Memorandum issued by the Offeror today.

### **Timetable of the Offers**

The Company has decided to commence the Offers today, 24 November 2016, and to set the Offers expiration deadline on 5.00 p.m. CET on 1 December 2016. The Purchase Price of the Notes and the final aggregate amount of the Notes subject to repurchase will be determined and announced by the Offeror on 2 December 2016. The payment of the repurchased Notes and the Accrued Interest Payment, calculated until the day before the date of settlement, will be made on 6 December 2016. Subject to applicable law, the Offeror reserves the right, in its sole discretion, to accept significantly less than or significantly more than Maximum Purchase Amount, to extend, re-open, amend and/or terminate the Offers. For further information on the calendar of the Offers and on the tendering terms and conditions, please refer to the Tender Offer Memorandum published today.

### **Participants to the Offers**

In the context of the Offers, ASPI is the Offeror. J.P. Morgan Securities plc and Mediobanca – Banca di Credito Finanziario S.p.A. are the Joint Dealer Managers for the Offers, and Lucid Issuer Services Limited will act as Tender Agent.

### **Information on the Notes**

The 2017 Notes (ISIN XS0542522692/054252269) issued on 16 September 2010 for an aggregate nominal value of Euro €1,000,000,000, mature on 18 September 2017. The

2017 Notes, issued by the Issuer and guaranteed by ASPI, have a nominal value of Euro 50,000.00 and integral multiples of €1,000 in excess thereof up to and including €99,000 each and are listed on the Irish Stock Exchange.

On the date hereof, the 2017 Notes have an outstanding aggregate nominal of Euro €591,960,000.

The 2019 Notes (ISIN XSO744125302/074412530) issued on 9 February 2012 for an aggregate nominal value of Euro €1,000,000,000, mature on 8 February 2019. The 2019 Notes, issued by the Issuer and guaranteed by ASPI, have a nominal value of Euro 100,000.00 and integral multiples of €1,000 in excess thereof up to and including €199,000 each and are listed on the Irish Stock Exchange.

On the date hereof, the 2019 Notes have an outstanding aggregate nominal of Euro €718,928,000.

The 2020 Notes (ISIN XSO828749761/082874976) issued on 14 September 2012 for an aggregate nominal value of Euro €750,000,000, mature on 16 March 2020. The 2020 Notes, issued by the Issuer and guaranteed by ASPI, have a nominal value of Euro 100,000.00 and integral multiples of €1,000 in excess thereof up to and including €199,000 each and are listed on the Irish Stock Exchange.

On the date hereof, the 2020 Notes have an outstanding aggregate nominal of Euro €635,190,000.

### **Disclaimers**

The Offers are being carried out in the Republic of Italy (“**Italy**”) as exempted offers pursuant to article 101-bis, paragraph 3-bis, of Italian Legislative Decree no. 58 dated 24 February 1998, as subsequently supplemented and amended and article 35-bis, paragraphs 4 and 7(a)(1) of the CONSOB regulation n. 11971 dated 14 May 1999, as subsequently supplemented and amended.

This press release does not constitute an offering memorandum or an offering document. The noteholders are invited to tender exclusively pursuant to the Tender Offer Memorandum, published today by the Offeror. This press release does not constitute an

offer to buy nor a solicitation to sell. This press release, or individual parts of it, as well as the mere fact of its distribution, cannot constitute the basis or used in any way for the purpose of tendering.

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CONTACTS:

**THE OFFEROR**  
**Autostrade per l'Italia S.p.A.**  
Via Alberto Bergamini, 50  
00159 Rome  
Italy

**JOINT DEALER MANAGERS**

J.P. Morgan Securities plc

25 Bank Street  
Canary Wharf  
London E14 5JP  
United Kingdom

Telephone: +44 20 7134 3438  
Attention: Liability Management  
Email: [emea\\_lm@jpmorgan.com](mailto:emea_lm@jpmorgan.com)

Mediobanca – Banca di Credito  
Finanziario S.p.A.  
Piazzetta E. Cuccia, 1  
20121 Milan  
Italy

Telephone: +44 2030369653  
Attention: Liability Management  
Corporate  
Email:

[MB\\_LM\\_CORP\\_IT@mediobanca.com](mailto:MB_LM_CORP_IT@mediobanca.com)

**TENDER  
AGENT**

**Lucid Issuer Services Limited**

Tankerton Works  
12 Argyle Walk  
London WC1H 8HA  
United Kingdom

Telephone +44 207 7040880  
Attention: David Shilson / Arlind  
Bytyqi

Email: atlantia  
@lucid-is.com