



GEMINA

Joint Press Release

**MERGER OF GEMINA WITH AND INTO ATLANTIA: THE ATLANTIA AND GEMINA BOARDS OF DIRECTORS AMEND THE CONDITIONS OF THE CONTINGENT VALUE RIGHTS TO ACCOMMODATE CONSOB'S DECISION NOT TO PERMIT THE LISTING OF THE FINANCIAL INSTRUMENT.**

Rome-Fiumicino, 1 August 2013 - CONSOB announced its decision today to deny the joint application from Atlantia SpA and Gemina SpA for the admission to listing of the contingent value rights to be issued by Atlantia on the effectiveness of the merger. CONSOB explained that "*in consequence of the results of the preliminary analysis conducted, we are of the opinion that the high degree of uncertainty of the determinant variables of the financial instrument Atlantia is planning to issue, and based on disclosures to be made on issuance, would make it extremely difficult, if not impossible, to form a well-founded opinion, which is the objective of the information memorandum, on the instrument at the time of issue and throughout its term*".

The Boards of Directors of Atlantia SpA and Gemina SpA met today and resolved, with the consent of the relevant corporate bodies in accordance with each company's procedures for related party transactions, to propose to their respective shareholder meetings, in consequence of CONSOB's adverse decision, to amend the conditions of the contingent value rights to provide assurance to holders of the ability to easily liquidate the instruments as well as to provide a tax gross-up to holders on the allotment date of Atlantia conversion shares on which Italian taxes would not have, otherwise, been paid if listed on a regulated market.

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

**Rapporti con i Media**  
e-mail: [media.relations@atlantia.it](mailto:media.relations@atlantia.it)

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

**Investor Relations**  
e-mail: [investor.relator@gemina.it](mailto:investor.relator@gemina.it)

**Rapporti con i Media**  
e-mail: [pressoffice@adr.it](mailto:pressoffice@adr.it)

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

CONSOB's decision, the proposed amendments to the terms and conditions of the contingent value rights, an explanatory note and the opinions provided in accordance with the companies' procedures for related party transactions will be made available for inspection in accordance with statutory and regulatory requirements.