



GEMINA

Joint Press Release

**MERGER OF GEMINA SPA WITH AND INTO ATLANTIA SPA  
MERGER DEED SIGNED**

**Roma-Fiumicino, 20 November 2013** – The companies announce that the deed for the merger of Gemina SpA (“**Gemina**”) with and into Atlantia SpA (“**Atlantia**”) was signed today.

The deed envisages that the merger will take civil effect from 1 December 2013, provided that the deed has been entered in the Rome Companies Register and the CONSOB has issued the ruling by which, pursuant to and for the purposes of article 57, paragraph 1.d) of the Regulations for Issuers, it expresses a declaration of equivalence with respect to the Information Circular and authorises its publication. If these conditions are not fulfilled in time, the merger will take civil effect from the latest of (i) the third Stock Exchange trading day following issue of the above declaration of equivalence, and (ii) the second day following entry in the Rome Companies Register.

The merger will be effective for accounting and tax purposes as of the same date.

Atlantia’s new ordinary shares issued in service of the merger share exchange ratio of 1 newly issued Atlantia ordinary share for every 9 Gemina ordinary shares and 1 newly issued Atlantia ordinary share for every 9 Gemina savings shares, together with the Contingent Value Rights – to be allotted to Gemina’s ordinary and savings shareholders on the effective date of the merger in the ratio of 1 Contingent Value Right for each newly issued Atlantia ordinary share –, will be made available to Gemina’s shareholders in dematerialised form, via Monte Titoli SpA’s centralised

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securities administration services from the effective date of the merger, where this corresponds to a Stock Exchange trading day, or from the first subsequent Stock Exchange trading day thereafter.

The Atlantia ordinary shares issued and allotted to Gemina's shareholders shall rank equally in all respects with the Atlantia ordinary shares in circulation at the effective date of the merger. Gemina's ordinary and savings shares will be delisted from the MTA market.

In accordance with the resolutions approved at the Extraordinary General Meetings of Atlantia's shareholders held on 30 April 2013 and 8 August 2013, from the effective date of the merger Atlantia SpA's issued capital will be increased up to a maximum of €163,957,523.00 through the issue of 163,957,523 ordinary shares with a par value of €1.00 each. Save for changes to the above amounts, rendered necessary as a result of the share exchanges, Atlantia's issued capital shall, consequently, amount to €825,785,115.00, consisting of 825,785,115 ordinary shares with a par value of €1.00 each.

The effective date of the merger will be announced in a suitable notice to be published in at least one national daily newspaper and on the websites of Atlantia ([www.atlantia.it](http://www.atlantia.it)) and Gemina ([www.gemina.it](http://www.gemina.it)).

Further information on the procedure for allocating the Atlantia ordinary shares to service the share exchange ratio and the Contingent Value Rights will be provided, if necessary, in the above notice.

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The documents relating to the merger are available on Atlantia's website ([www.atlantia.it](http://www.atlantia.it)) in the "Investor Relations, Atlantia-Gemina Merger" section, and on Gemina's website ([www.gemina.it](http://www.gemina.it)) in the section "Atlantia-Gemina Merger".